

**ARTICLE I
NAME AND MISSION**

Section 1. Name. The name of this corporation shall be the American Veterinary Medical Association (hereinafter referred to as the "Association"), an Illinois not-for-profit corporation.

Section 2. Mission. Consistent with the object of the Association as set forth in the Association's Articles of Incorporation, the mission of the Association is to lead the profession by advocating for its members and advancing the science and practice of veterinary medicine to improve animal and human health.

Section 3. Offices. The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Board of Directors may determine.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership Qualifications. Membership may be granted to any individual who (i) meets the criteria set forth for a category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws, the Association's Principles of Veterinary Medical Ethics, and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Board of Directors may establish.

Section 2. Application. The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the Association. The Board of Directors, or its designee(s), shall review the application of all applicants and determine, on the basis of criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the Association.

Section 3. Membership Categories. The Association shall have two (2) categories of membership as follows:

a. Voting.

1. Voting membership may be granted to any individual who has earned a professional degree in veterinary medicine from a school or college of veterinary medicine and has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2.
2. Voting members may be granted Honor Roll status entitling them to such benefits as the Board of Directors, or its designee(s), shall determine provided that they have:
 - i. Reached the age of seventy (70) and maintained membership in the Association

- ii. Reached the age of seventy-two (72) and have maintained continuous membership in the Association since graduating from a school or college of veterinary medicine.

- b. **Affiliate.** Affiliate membership may be granted to any individual who (i) does not otherwise qualify for membership as a voting member; (ii) has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2; and (iii) does one of the following:
 1. Teaches veterinary medicine or the sciences allied to veterinary medicine; or
 2. Engages in veterinary research.

Section 4. Rights and Duties. All members shall be entitled to attend the member meetings and social functions of the Association, but only voting members (sometimes referred to herein as "voting members") may vote for the election of District Directors (in accordance with Article V, Section 6 (b)), hold office in the Association, and serve on the Board of Directors or in the House of Delegates. The voting member's right to vote is specifically limited to contested elections of District Directors in accordance with Article V, and no other matter. Each eligible voting member shall have one (1) vote in such elections. No member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws. Nothing contained in this Article II, Section 4 shall affect the rights of members to vote in their capacity as members of the Board of Directors, House of Delegates, Board of Governors, or any of the Association's entities, such as councils and committees.

Section 5. Disciplinary Action/Termination of Membership.

- a. **Grounds for Discipline.** The Association may discipline a member for any of the following reasons:
 1. Failure to comply with these Bylaws, the Association's Principles of Veterinary Medical Ethics, or any other rules or regulations of the Association;
 2. Having been found guilty of any felony or having been found guilty of a crime related to, or arising out of any type of practice including, but not limited to public, private, or corporate veterinary medicine;
 3. Suspension, revocation, or other disciplinary action by any state, province, or country of the member's license to practice veterinary medicine; or
 4. Other conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association as defined in Article 1, Section 2 of these Bylaws.
- b. **Procedures.** Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of

the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Notwithstanding the foregoing, in the event a member has been convicted of a felony and the fact of such conviction is not contested, such member may be expelled from the Association without a hearing. Such disciplinary actions shall be conducted in accordance with the rules approved by the Board of Directors.

- C. **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the voting members of the Association shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the voting members of the Association may be called at the request of the President or any five (5) members of the Board of Directors, or at the written request of two-thirds (2/3) of the Association's voting members. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 3. Notice. Notice of any annual or special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. The lesser of (i) ten percent (10%) of the eligible voting members of the Association or (ii) one hundred (100) eligible voting members of the Association shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Mail Vote. Voting by mail shall be permitted in lieu of a vote at a duly called meeting for the election of District Directors. A mail vote may be called by the Board of Directors. For the election of District Directors, the act of a majority of the eligible voting members returning ballots by a date certain shall be an act of the members, provided, however, that at least the number of eligible voting members constituting a quorum shall have returned ballots.

ARTICLE IV DUES AND ASSESSMENTS

The initial and annual dues for all members of the Association shall be determined by the House of Delegates. The time for paying such dues and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive the annual dues and/or assessments for any member.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Association shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the "Board of Directors"), which shall have supervision, control, and direction of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Directors shall act for and on behalf of the House of Delegates between sessions of the House of Delegates. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall provide reports to the House of Delegates.

Section 2. Composition. The Board of Directors shall be composed of sixteen (16) members as follows: President, President-Elect, Immediate Past President, Vice President, Treasurer (non-voting) and one (1) member elected from each of the eleven (11) Districts (as defined in Article V, Section 5; collectively, the "District Directors").

Section 3. Invited Participants. The Chair of the House Advisory Committee, President of the Student AVMA, Executive Vice President, and Assistant Executive Vice President shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors.

Section 4. Qualifications. Individuals who have been voting members of the Association for at least seven (7) consecutive years immediately preceding an election shall be eligible to serve on the Board of Directors as a District Director. In addition, District Directors must reside in the district that they represent and must have at least one of the following qualifications;

- served at least one term on the Board of Directors;
- served two terms on an AVMA council;
- served two terms on an AVMA committee;
- served four consecutive years as a delegate or alternate delegate;
- served as an officer in a Principal Veterinary Organization or Constituent Allied Veterinary Organization for three (3) years.

Section 5. Districts. There shall be eleven (11) districts ("districts") with geographic boundaries as set forth in these Bylaws, or as may be determined by the Board of Directors. The geographic boundaries of the districts shall be as follows:
DISTRICT I—Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont;
DISTRICT II—Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, and Virginia;
DISTRICT III—Alabama, Mississippi, North Carolina, South Carolina, and Tennessee;

DISTRICT IV—Florida, Georgia, and Puerto Rico;
DISTRICT V—Kentucky, Michigan, Ohio, and West Virginia;
DISTRICT VI—Illinois, Indiana, and Wisconsin;
DISTRICT VII—Iowa, Minnesota, Missouri, Nebraska, North
Dakota, and South Dakota;
DISTRICT VIII—Arkansas, Louisiana, and Texas;
DISTRICT IX—Arizona, Colorado, Kansas, New Mexico,
Oklahoma, and Utah;
DISTRICT X—California, Hawaii, and Nevada;
DISTRICT XI—Alaska, Idaho, Montana, Oregon,
Washington, and Wyoming.

Section 6. Election of District Directors.

- a. The Principal Veterinary Organization (as defined in Article VII) of each of the states in any particular district shall nominate, in accordance with such procedures as shall be established by the Board of Directors, a qualified member of the Association residing in such district to serve as the District Director representing such district. Voting members residing in a particular district also may submit a petition to nominate, in accordance with such procedures as shall be established by the Board of Directors, a qualified member of the Association residing in such district to serve as the District Director representing such district. In the event only one (1) nomination is received from a particular district, such nominee shall be declared to have been elected by the voting members residing in such district to serve as the District Director representing such district.
- b. In the event more than one (1) nomination for District Director is received from a district, the Association shall hold an election to provide the voting members residing in such district the opportunity to elect a District Director to represent their district from amongst the list of such nominees. Such elections shall be held in accordance with these Bylaws, and such other procedures as shall be determined by the Board of Directors. Only those voting members residing in the subject district shall have the right to vote in such an election (“eligible voting members”), provided, however, voting members residing in:
 1. Cuba, South America, or the West Indies shall be entitled to vote in any election held in District IV;
 2. Mexico, Central America, or the Canal Zone shall be entitled to vote in any election held in District VIII;
 3. Any other possession or territory of the United States of America not set forth above, or any country not otherwise set forth above shall be entitled to vote in any election held in District XI.
- c. In the event that for two (2) full consecutive terms the District Director elected to represent a particular district was a resident of the same state or US district, territory, or possession as his or her predecessor, such state’s nomination for the next occurring election of District Directors shall be disregarded. Provided, however, that when such nomination is the only nomination submitted from such district, the nomination shall not be disregarded and such nominee shall be elected in accordance with Article V, Section 6(a).

Section 7. Terms.

- a. District Directors shall serve a six (6) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve two (2) consecutive terms. Fulfilling an unexpired term of three (3) years or less shall not be considered a full term and shall not apply toward the term limit.
- b. The President, President-Elect, Immediate Past President, Vice President, and Treasurer shall remain on the Board of Directors for the duration of their term.
- c. The term of all District Directors shall begin at the first meeting of the Board of Directors following the close of the first annual session of the House of Delegates following their election and shall run for a full term until the close of the sixth annual session of the House of Delegates following their election.

Section 8. Regular Meetings. The Board of Directors may take action to set the time, date, and place for holding a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chair of the Board of Directors or upon a written request to the Secretary of five (5) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of an Board of Directors member at any meeting shall constitute a waiver of notice of such meeting except where an Board of Directors member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

Section 11. Manner of Acting. The act of a majority of Board of Directors members present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Resignation and Removal. Any member of the Board of Directors may resign at any time by giving written notice to the Secretary. In addition, any member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the persons entitled to elect such Board of Directors member, whenever, in their judgment, the best interests of the Association would be served by such removal.

Section 13. Vacancies. Vacancies in any District Director position shall be filled by the party responsible for electing such District Director, without undue delay, in accordance with Article V, Section 6. A District Director elected pursuant to that Section shall hold their position for the remainder of the original term for which he or she was elected to fill; provided, however, if the remainder of the original term at the time the vacancy occurs is less than one (1) year, the District Director so elected shall continue to serve the next full term. Any other vacancies

shall be filled as set forth in Article VI, Section 16.

Section 14. Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Association shall be a President, President-Elect, Vice President, Treasurer, Secretary, Immediate Past President, Board of Directors Chair, Board of Directors Vice Chair, Executive Vice President, and Assistant Executive Vice President. No two (2) offices may be held simultaneously by the same person, with the exception of the offices of Executive Vice President and Secretary, which shall be held by the same person, and the offices of Board of Directors Chair and Board of Directors Vice Chair, which may be held by the Vice President or Immediate Past President.

Section 2. President. The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Directors, by communicating with the Executive Vice President and Assistant Executive Vice President as necessary regarding the business of the Association. The President shall be invited to participate, without vote, in all entities that report to the Board of Directors, except the Council on Education, and as otherwise provided by these Bylaws, and a member, with vote, of the Board of Directors. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

Section 3. President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be invited to participate, without vote, in all entities that report to the Board of Directors, except the Council on Education, and as otherwise provided by these Bylaws, and a member, with vote, of the Board of Directors. The President-Elect shall be the presiding officer at all sessions of the House of Delegates. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board of Directors. The President-Elect shall succeed to the office of President upon expiration of the President's term of office. In the event of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of that term and then for the term for which elected.

Section 4. Vice President. The Vice President shall serve as the official liaison to the Student American Veterinary Medical Association and its chapters. The Vice President shall be a member, with the right to vote, of the Board of Directors. The Vice President shall have such additional duties as may be assigned by the President or the Board of Directors.

Section 5. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have

charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall be a member, without the right to vote, of the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to either the Executive Vice President or Assistant Executive Vice President.

Section 6. Immediate Past President. The Immediate Past President shall have such duties as may be assigned by the President or the Board of Directors. The Immediate Past President shall be a member, with the right to vote, of the Board of Directors. In the event that the President cannot take the office of Immediate Past President, the currently serving Immediate Past President shall serve a successive term.

Section 7. Board of Directors Chair. The Board of Directors Chair shall preside at all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 8. Board of Directors Vice Chair. The Board of Directors Vice Chair shall substitute for the Board of Directors Chair in the absence of the Board of Directors Chair, and shall perform such other duties as may be prescribed by the Board of Directors or the Board of Directors Chair. The Board of Directors Vice Chair shall fill any vacancy in the office of Board of Directors Chair until such time as the Board of Directors has filled such vacancy.

Section 9. Executive Vice President. The Executive Vice President shall serve as the chief executive officer of the Association and shall be elected by, and directly responsible to, the Board of Directors. He or she shall have the title of Executive Vice President ("Executive Vice President") or such other title(s) as the Board of Directors shall designate. Subject to the Bylaws and the policies of the Association, the Executive Vice President shall be responsible for the administration and day-to-day management of the Association; shall employ and may terminate the employment of members of the staff necessary to perform the work of the Association; shall manage and direct all functions and activities of the Association; and shall perform such other duties as may be specified by the Board of Directors. Except as otherwise set forth in these Bylaws, the Executive Vice President shall be invited to attend and participate, without vote, in all regular meetings of the Association's councils and committees and all regular and special meetings of the Board of Directors, Board of Governors, and House of Delegates.

Section 10. Assistant Executive Vice President. The Assistant Executive Vice President shall be an administrative staff position elected by the Board of Directors and directly responsible to the Executive Vice President. The Assistant Executive Vice President shall perform all the duties of the Executive Vice President in the absence of the Executive Vice President and such other duties as may be specified by the Executive Vice President and/or the Board of Directors.

Section 11. Secretary. The Executive Vice President shall hold the office of Secretary and perform the duties normally expected of the secretary of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation,

and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board of Directors; keeping a record of the mailing address of each member of the Association; and performing such other duties as may be assigned by the President or the Board of Directors.

Section 12. Qualifications for Office.

- a. Only voting members who (i) have been voting members of the Association for a period of at least ten (10) continuous years immediately prior to their election and (ii) meet such additional requirements as set forth in the Manual of the House of Delegates shall be eligible to hold the office of President, President-Elect, or Vice President.
- b. Any member of the Board of Directors with the exception of the President, President-Elect, and Treasurer shall be eligible to hold the office of Board of Directors Chair or Board of Directors Vice Chair.
- c. Only voting members who have been voting members of the Association for a period of at least five (5) continuous years immediately prior to their election shall be eligible to hold the office of Treasurer. At least one of the two offices of Executive Vice President and Assistant Executive Vice President must be filled by an individual who has been a voting member of the Association for a period of at least five (5) continuous years immediately prior to election.

Section 13. Term. With the exception of the Vice President and Treasurer, officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The Treasurer shall serve a single six (6)-year term. The Vice President shall serve a single two (2)-year term.

Section 14. Election.

- a. The President-Elect and Vice President shall be elected by the House of Delegates at a meeting of the House of Delegates at which the election of officers is in the regular order of business.
- b. The Treasurer, Executive Vice President, and Assistant Executive Vice President shall be elected by the Board of Directors.
- c. The Board of Directors Chair and the Board of Directors Vice Chair shall be elected by the Board of Directors from among those members of the Board of Directors eligible to hold such offices. Such elections shall be held annually during the first meeting of the Board of Directors following the close of the annual session of the House of Delegates. The Board of Directors Chair and the Board of Directors Vice Chair shall take office immediately upon election.
- d. The President, President-Elect, and Vice President shall take office on the date of the first regular meeting of the Board of Directors following the close of the annual session of the House of Delegates at which they are elected.
- e. The Treasurer, Executive Vice President, and Assistant Executive Vice President shall take office at the close of the annual session of the House of Delegates immediately following the meeting of the Board of Directors at which they are elected.

Section 15. Resignation and Removal of Officers. Any

officer may resign at any time by giving written notice to the Secretary. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 16. Officer Vacancies. Vacancies in any office shall be filled by the party responsible for electing or appointing such officer, without undue delay, at its next scheduled meeting, or at a special meeting called for that purpose. An officer elected or appointed pursuant to this Section shall hold office until the next meeting of the Board of Directors or House of Delegates, as applicable, at which the election of officers is in the regular order of business, or until such other date as the Board of Directors or House of Delegates, as applicable, may designate.

**ARTICLE VII
HOUSE OF DELEGATES**

Section 1. Authority and Responsibility. The House of Delegates shall be the principal body within the Association responsible for establishing policy and providing direction for matters relating to veterinary medicine and shall be the representative body of the Principal and Constituent Allied Veterinary Organizations of the Association. In addition to such other duties set forth in these Bylaws, the House of Delegates shall:

- a. Approve all changes to the Association's Articles of Incorporation;
- b. Amend, alter, or repeal the Bylaws in accordance with Article XV of these Bylaws;
- c. Approve all changes to the Veterinarian's Oath;
- d. Vote on all matters properly brought before the House of Delegates;
- e. Solicit, process, and communicate membership needs to the Board of Directors;
- f. Participate in the Association's strategic planning;
- g. Elect members to serve on the Association's councils, with the exception of the Council on Education;
- h. Elect the President-Elect and Vice President, and, when necessary, President; and
- i. Elect members to the committees established by the House of Delegates.

Section 2. Composition. The House of Delegates shall consist of one (1) delegate ("Delegate") and one (1) alternate delegate ("Alternate Delegate") appointed by the following veterinary organizations:

- a. Each of the Principal Veterinary Organizations (as defined in Article VII, Section 3);
- b. Each of the Constituent Allied Veterinary Organizations (as defined in Article VII, Section 4);
- c. The Uniformed Services Organization (as defined in Article VII, Section 5); and
- d. The Student American Veterinary Medical Association (as defined in Article VII, Section 6).

Additionally, all of the Association's officers and members of the Board of Directors shall be *ex-officio* members, without the right to vote, of the House of Delegates.

Section 3. Principal Veterinary Organizations. Principal Veterinary Organizations are the various veterinary organizations representing each state, district, territory, and

possession of the United States of America as determined by the House of Delegates.

Section 4. Constituent Allied Veterinary Organizations.

- a. **Requirements.** Constituent Allied Veterinary Organizations are organizations of veterinarians with specific vocational interests allied to the interests of the Association; and that meet the following requirements as determined by the Board of Directors:
1. Have a national scope of operation;
 2. Represent a broad field of veterinary activity;
 3. Have a constitution and/or bylaws that does not conflict with the Association's Bylaws, and have a mission and purpose aligned with the mission and purpose of the Association;
 4. Support the mission and purpose of the Association;
 5. Be oriented to some phase of professional veterinary activity, but is not a local or regional organization;
 6. Not be a specialty organization recognized by the Association;
 7. An organization seeking consideration for representation as a Constituent Allied Veterinary Organization must include among its voting membership at least one percent (1%) of all voting members of the Association, **and** at least ninety percent (90%) of that organization's voting membership must be voting members of the Association. The number of voting members of a calendar year shall be calculated as of the date of March 31 of that year.
- b. **Application for Recognition as a Constituent Allied Veterinary Organization.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking representation in the House of Delegates as Constituent Allied Veterinary Organizations. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the Association. The Board of Directors, or its designee(s), shall (i) review the application of all applicants and determine, on the basis of the criteria set forth in these Bylaws and such other guidelines as the House of Delegates may prescribe, if individual applicants meet the requirements for recognition as a Constituent Allied Veterinary Organization and (ii) make a recommendation to the House of Delegates regarding admission of such applicants to the House of Delegates. Approval of an application shall require the act of a two-thirds (2/3) vote of the House of Delegates at a duly called session of the House of Delegates.
- c. **Obligation to Maintain Status.** Constituent Allied Veterinary Organizations must continue to meet the requirements set forth in Article VII, Section 4(a) to maintain their status as a Constituent Allied Veterinary Organization and retain its right to representation in the House of Delegates. If the organization is unable to maintain such requirements as of July 1 of each year, the Executive Vice President, or his or her designee, shall notify the organization that it has one year from the end of the

summer session of the House of Delegates to meet the eligibility requirements to maintain status described in this section. If the organization does not demonstrate compliance to maintain status by the beginning of the following summer session, it will lose its representation in the House of Delegates. With respect to the requirement regarding voting members of the AVMA set forth in Article VII, Section 4(a)(6), the following requirements shall apply for purposes of maintaining status in the House of Delegates:

1. Its U.S.-resident voting membership must include at least three hundred (300) voting members of the Association, and, in each calendar year, the percentage of its U.S.-resident veterinarians who are voting members of the Association must exceed the percentage of U.S.-resident veterinarians who are voting members of the Association at the end of the calendar year two years previous, as determined by the Association, with the provision that this percentage will not exceed 85%; or
2. At least three hundred and fifty (350) of its U.S.-resident voting members must be voting members of the Association.

Section 5. Uniformed Services Organization. The Uniformed Services Organization is the organization that represents members of the Association who are members of the Uniformed Services of the United States of America, including, but not limited to the Army, Air Force, and Public Health Service.

Section 6. Student American Veterinary Medical Association. The SAVMA is the national organization of students of veterinary medicine. SAVMA charters and supports student chapters at AVMA-accredited schools and colleges of veterinary medicine (each as "SAVMA Chapter"). The SAVMA is affiliated with the Association as a student organization. To maintain affiliation with the Association as a student organization, the SAVMA must (i) meet such requirements as to membership, organization, affiliation, procedures, and financial responsibility as the Board of Directors may prescribe; (ii) enter into a charger agreement with the Association; and (iii) maintain governing documents that are not in conflict with the governing documents of the Association. In addition, all SAVMA governing documents are subject to the review and approval of the Board of Directors or its designee.

Section 7. Qualifications for Delegates and Alternate Delegates. All Delegates and Alternate Delegates must either be voting members of the Association or members of the Student American Veterinary Medical Association. The Association's Officers and Board of Directors members may not serve as Delegates or Alternate Delegates on behalf of any veterinary organization represented in the House of Delegates.

Section 8. Appointment of Delegates and Alternate Delegates. All organizations entitled to representation in the House of Delegates shall submit the names of their Delegates and Alternate Delegates to the House of Delegates by October 1 of each year.

Section 9. Terms for Delegates and Alternate Delegates. Delegates and Alternate Delegates shall serve a

four (4) year term, or until such time as their successors are appointed and take their position, subject to such term limits as may be imposed by the House of Delegates.

Section 10. Regular Sessions. The House of Delegates shall hold a regular annual session in conjunction with the Association's annual convention and a regular winter session in conjunction with the AVMA Veterinary Leadership Conference.

Section 11. Special Sessions. Special sessions of the House of Delegates may be called (i) by the Chair of the House Advisory Committee, provided such request must be presented during a session of the House of Delegates, include the specific purpose for such special session, and be approved by a two-thirds (2/3) vote of the Delegates or (ii) upon written petition presented to the Secretary by a majority of the organizations represented in the House of Delegates stating the place, time, and purpose for which such session is requested, provided, however, such request must be made at least sixty (60) days prior to the date specified in the request for such special session. Business conducted at any special session shall be limited to the specific purpose stated in the request for such session, and any such additional business as requested by either the Board of Directors or the House Advisory Committee.

Section 12. Notice. Notice of any session of the House of Delegates shall state the time, date, place, and purpose of the session and shall be published either in print or on the Association's Web site at least thirty (30), and no more than sixty (60) days prior to the date of the session, unless otherwise required by the Manual of the House of Delegates.

Section 13. Quorum. The presence of forty (40) Delegates shall constitute a quorum for the transaction of business at any duly called session of the House of Delegates, provided that when less than a quorum is present at said session, a majority of the Delegates present may adjourn the session to another time without further notice.

Section 14. Manner of Acting. The act of a majority of Delegates present at a duly called session at which a quorum is present shall be the act of the House of Delegates, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 15. Voting Rights. Each veterinary organization represented in the House of Delegates shall have two (2) votes on matters submitted to a vote of the House of Delegates, provided, however, each Principal Veterinary Organization shall have such additional votes equal to the total number of Association members residing in the state, territory, or possession represented by such organization divided by one hundred fifty (150) (the quotient shall be rounded up as necessary).

Section 16. Attendance/Exercise of Voting Rights. Both Delegates and Alternate Delegates shall have the right to attend all sessions of the House of Delegates. Only Delegates shall have the right to vote on behalf of the veterinary organization that they represent. Alternate Delegates shall have no right to vote; however, in the event the Delegate appointed to represent a particular veterinary organization is absent at any session of the House of Delegates, the Alternate Delegate appointed to represent such organization shall have the right to vote in place of the Delegate.

Section 17. Resignation and Removal of Delegates and Alternate Delegates. Any Delegate or Alternate Delegate may resign at any time by giving written notice to the Secretary. In addition, any Delegate or Alternate Delegate may be removed by the organization entitled to appoint such delegate, whenever, in its judgment, the best interests of the Association would be served by such removal.

Section 18. Vacancies. In the event of the death, resignation, removal, or incapacity of a Delegate or Alternate Delegate, the veterinary organization represented by such Delegate or Alternate Delegate shall name a qualified member to serve until the conclusion of such Delegate or Alternate Delegate's term.

Section 19. House Advisory Committee. The House Advisory Committee shall consist of an aggregate of seven (7) Delegates and Alternate Delegates elected by the House of Delegates at its annual session.

- a. **Term.** Members of the House Advisory Committee shall serve a three (3) year term on the House Advisory Committee, and may not serve more than two consecutive terms. Fulfilling an unexpired term of two (2) years or less shall not be considered a full term, and shall not apply toward the term limit. Each term shall begin at the close of the annual session of the House of Delegates at which the committee member is elected.
- b. **Chair.** The House Advisory Committee shall elect a Chair from among its members on an annual basis. The Chair of the House Advisory Committee shall preside at all meetings of the House Advisory Committee and shall act as a liaison between the House of Delegates and the Board of Directors.
- c. **Duties.** The House Advisory Committee shall have such duties as set forth in these Bylaws, and as shall be assigned to it by the House of Delegates, which shall include, without limitation, the following:
 1. Consider all developments relating to veterinary medicine from a long-range viewpoint, be alert to the changing needs for and demands on the entire profession, and make recommendations to the House of Delegates and the Board of Directors as to how these changing conditions can best be met for the overall welfare of the profession;
 2. Act in a leadership capacity to the House of Delegates on all matters referred to the House of Delegate's reference committees;
 3. Review non-confidential minutes from the AVMA councils and committees and make recommendations as appropriate to the House of Delegates on such minutes;
 4. Meet sufficiently in advance of each session so that its recommendations can be prepared for presentation to the delegates prior to or at the time the House of Delegates convenes;
 5. Review and approve the credentials of candidates for President-Elect, Vice President, councils, the House Advisory Committee, and, when necessary, the President;
 6. In the event that the office of President-Elect or Vice President becomes vacant, appoint a qualified voting member of the Association to assume those respective duties until the next

election; and

7. Act as the Bylaws committee for the House of Delegates.

d. **Meetings.**

1. The House Advisory Committee may hold such number of meetings as provided for in the Association's budget. Additional meetings may be held with the approval of the Board of Directors.
2. Special meetings of the House Advisory Committee may be called by, or at the request of, the Chair of the House Advisory Committee or upon a written request to the Chair of the House Advisory Committee of three (3) members of the House Advisory Committee. Notice of any special meeting of the House Advisory Committee shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting.

Section 20. House of Delegates Reference

Committees. The House of Delegates may establish such advisory or reference committees ("Reference Committees") as are necessary or appropriate to perform the duties of the House of Delegates. Reference Committees may be established for such periods as determined by the House of Delegates. The action establishing a Reference Committee shall set forth the committee's purpose, composition, duties, and manner of acting.

ARTICLE VIII

COMMITTEES/COUNCILS/TASK FORCES

Section 1. Standing Committees of the Board of Directors.

- a. **Board of Governors.** The Board of Governors shall act as the Executive Committee of the Association (and shall be referred to herein as the "Board of Governors").
 1. **Composition.** The Board of Governors shall consist of the President, President-Elect, Immediate Past President, the Board of Directors Chair, and the Board of Directors Vice Chair. The Executive Vice President shall be invited to attend and participate in all meetings, without vote, of the Board of Governors. The Board of Directors Chair shall serve as the chair of the Board of Governors.
 2. **Authority.** The Board of Governors shall have the authority to perform the business and functions of the Association between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Illinois General Not For Profit Corporation Act of 1986, as may be amended, reporting to the Board of Directors any action taken; but the delegation of authority to the Board of Governors shall not operate to relieve the Board of Directors or any individual officer or member of the Board of Directors of any responsibility imposed by law.
 3. **Meetings and Voting.** The Board of Governors shall meet in person or by conference call upon the request of the Chair or a majority of the Board of Governors. Each member shall have one (1) vote. Three (3) members of the Board of Governors shall constitute a quorum for the transaction of business at any duly called

meeting of the Board of Governors; provided that when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Board of Governors.

4. **Action by Written Consent.** Any action requiring a vote of the Board of Governors may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing by all the members of the Board of Governors entitled to vote with respect to the subject matter thereof.
5. **Vacancies.** In the event of a vacancy in the Office of President-Elect, the Office of Immediate Past President, or the Office of the Board of Directors Vice Chair, for the duration of that vacancy the Board of Directors shall fill the vacancy of the third position on the Board of Governors from its own membership.

- b. **Other Standing Committees.** Other standing committees may be established by the Board of Directors to support the purposes of the Association. The action establishing standing committees shall set forth the committee's purpose and composition and required qualifications for membership on the committee. A majority of all members of committees having the authority of the Board of Directors must be members of the Board of Directors.

1. **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
2. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.
3. **Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operating of all standing committees.
4. All standing committees shall report to the Board of Directors. Any report on resolutions which are pertinent to matters relating to veterinary medicine and which have been referred by the House of Delegates to a standing committee shall be submitted to the Board of Directors. If requested by the House, the Board of Directors will submit a new resolution to the House incorporating the findings of the standing committee.

Section 2. Councils.

a. **Council on Education**

1. **Composition.** The Council on Education shall consist of eight voting members of the Association, and twelve members who are not required to be voting members of the Association.

- i. The eight members of the Council on Education who are voting members of the Association shall represent the following areas of veterinary medical activity:
 - a) Private food animal clinical practice (one individual whose veterinary endeavor is exclusively food animal practice);
 - b) Private mixed clinical practice (one individual whose veterinary endeavor is clinical practice with several species of animals including both food or equine and small companion animals);
 - c) Private small animal clinical practice (one individual whose veterinary endeavor is exclusively small animal practice);
 - d) Private equine practice (one individual whose veterinary endeavor is exclusively equine practice);
 - e) Private clinical practice, not further specified (two individuals whose veterinary endeavor is exclusively private clinical practice);
 - f) Non-private practice, non-academic veterinary medicine (one individual); and At-large (one individual)
 - ii. Seven members of the Council on Education who are not required to be voting members of the Association shall be veterinarians appointed and funded by the Association of American Veterinary Medical colleges and shall represent the following areas of veterinary medical activity:
 - a) Basic science (two individuals active in this field who are members of the faculty of a university having an accredited school or college of veterinary medicine or a department of veterinary science);
 - b) Large animal clinical science (one individual in this field who is a member of the faculty of a university having an accredited school or college of veterinary medicine);
 - c) Small animal clinical science (one individual in this field who is a member of the faculty of a university having an accredited school or college of veterinary medicine);
 - d) Postgraduate education (one individual who is actively directing post-professional students in an accredited school or college of veterinary medicine or in a university department of veterinary science);
 - e) Veterinary medical research (one individual who is actively engaged in veterinary research for the majority of the time or who is the close director of others who are);
 - f) Veterinary preventive medicine (one individual whose veterinary endeavor is in the field of epidemiology, public health, regulatory, or military veterinary medicine;
 - iii. The five additional members of the Council on Education who are not required to be voting members of the Association shall be as follows:
 - a) Representatives of the public (three individuals who are not veterinarians appointed by the council for terms of six years);
 - b) A Canadian veterinarians appointed and funded by the Canadian Veterinary Medical Association for a term of three years; and
 - c) A veterinarian appointed and funded by the Association of American Veterinary Medical Colleges for a term of three years.
- 2. Responsibility.** The Council on Education shall:
- i. Have autonomous authority to evaluate schools and colleges offering a professional degree in veterinary medicine, according to established standards; make accreditation decisions; and assign a classification of accreditation to each such school or college;
 - ii. Meet the needs of society by promoting active programs in veterinary medical education by, among other things, encouraging and assisting schools and colleges of veterinary medicine to meet the requirements for full accreditation;
 - iii. Study and recommend methods of instruction and promote the continual improvement of veterinary medical education in all its facets;
 - iv. Recommend standards for accredited schools and colleges offering a professional degree in veterinary medicine; such standards shall pertain to organization, finances, physical facilities and equipment, clinical resources, library and information resources, students, admissions, faculty, curriculum, research programs, and outcomes assessment;
 - v. Publish a list annually of the schools and colleges of veterinary medicine showing the current accreditation status of each;
 - vi. Provide consultation to proposed, developing, and existing schools and colleges of veterinary medicine;
 - vii. Review and make recommendations to the Board of Directors concerning the activities of committees concerned with veterinary specialties, veterinary technicians, graduates of foreign colleges of veterinary medicine, and licensing examinations; and
 - viii. Recommend curriculum changes that will enhance the veterinarian's ability to meet changing professional demands and societal needs.
- C. Council on Research**
1. **Composition.** The Council on Research shall consist of ten voting members who are also voting members of the Association and one non-voting member representing veterinary students.
 - i. The ten voting members of the Council on

Research who are also voting members of the Association shall represent the following areas of veterinary medical activity:

- a) Veterinary medical research (six individuals who are predominantly engaged in active research at the time of the election);
 - b) Private clinical practice, not further specified (two individuals who are predominantly engaged in private clinical practice); and
 - c) Academic veterinary medicine, (two individuals who serve as dean or associate dean (or equivalent position) of research at an AVMA-accredited school or college of veterinary medicine, or directors of Divisions of Comparative Medicine or Departments of Veterinary Sciences).
- ii. The non-voting member of the Council on Research representing veterinary students shall be an individual currently enrolled in an AVMA-accredited school or college of veterinary medicine and shall be appointed by the Student American Veterinary Medical Association on an annual basis.

2. Responsibility. The Council on Research advises the AVMA Board of Directors on scientific research and discovery as a career path for veterinarians and for its role in improving animal, human, and environmental health medicine. In this role the Council shall:

- i. Promote the highest standards of basic, translational, and clinical research to improve animal and human health;
- ii. Develop communication strategies that educate the AVMA membership and the public regarding the importance of animal, human, and environmental health research;
- iii. Advocate for the importance of research training at all levels at veterinary teaching institutions and promote appropriate exposure to the conduct of research to all students in schools/colleges of veterinary medicine;
- iv. Promote awareness of and support for initiatives that promote careers in veterinary research;
- v. Support evidence-based decision making to advance the science and practice of veterinary medicine;
- vi. Advance and strengthen the AVMA's professional authority and respect on matters impacting or impacted by science.

d. Council on Veterinary Service

1. Composition. The Council on Veterinary Service shall consist of ten voting members of the Association, and one credentialed veterinary technician, representing the following areas of veterinary medical activity:

- i. Private practice, exclusively small animal (two individuals);
- ii. Private practice, predominantly equine (one individual);
- iii. Private practice, predominantly food animal (one individual);
- iv. Private mixed practice (two individuals);
- v. Academic clinical science (one individual);
- vi. At-large (one individual); and

vii. Recent graduate or emerging leader (two individuals).

viii. Credentialed veterinary technician (one individual)

2. Responsibility. The Council on Veterinary Service shall:

- i. Assemble and make available information and recommendations to the veterinary profession with respect to the delivery of service;
- ii. Study and suggest means for the delivery of veterinary service to the public;
- iii. Investigate matters pertaining to the economic and social aspects of veterinary service;
- iv. Collaborate with other entities within the AVMA on matters concerning veterinary service;
- v. Review policies assigned to the Council by AVMA leadership; and
- vi. Develop policies and materials pertinent to the delivery of veterinary services.

e. Council on Biologic and Therapeutic Agents

1. Composition. The Council on Biologic and Therapeutic Agents shall consist of twelve voting members of the Association representing the following areas of veterinary medical activity:

- i. Microbiology (one individual);
- ii. Immunology (one individual);
- iii. Pharmacology (one individual);
- iv. Clinical pharmacology (one individual);
- v. Private clinical practice, predominantly small animal (one individual);
- vi. Private clinical practice, predominantly food animal (one individual);
- vii. Private clinical practice, predominantly equine (one individual);
- viii. Epidemiology (one individual);
- ix. Industry, exclusive (one individual); and
- x. At-large (three individuals).

2. Responsibility. The Council on Biologic and Therapeutic Agents shall:

- i. Advise the Board of Directors in the promotion of interest in the efficacy and proper use of biologic and therapeutic units in the practice of veterinary medicine;
- ii. Serve as an informational and advisory resource for the various agents of the Association on issues pertaining to biologic and therapeutic agents;
- iii. Advise the Board of Directors in formulating positions concerning proposed or existing rules, regulations, and legislation and maintain awareness of activities and proposed actions by divisions of state and national governments concerned with veterinary biologic and therapeutic agents.

f. Council on Public Health

1. Composition. The Council on Public Health shall consist of ten voting members, each of whom is a member of the Association with experience primarily focusing on the promotion of:

- i. Human health (five individuals); examples may include, but are not limited to:
 - a. local, state, or federal public health agencies or uniformed services
 - b. animal control agencies
 - c. academia
 - ii. Animal health (five individuals); examples may include, but are not limited to:
 - a. state or federal agricultural or wildlife agencies or uniformed services
 - b. private practice
 - c. industry
 - d. academia
2. **Responsibility.** The Council on Public Health shall:
- i. Provide expert advice and consultation on issues related to safeguarding animal and public health, as well as identify, evaluate, and make recommendations regarding emerging issues involving preventive medicine and public practice;
 - ii. Work collaboratively with other AVMA entities and staff to identify and respond to emerging issues impacting human and veterinary medicine;
 - iii. Provide recommendations to support and enhance the role of public practice veterinarians and USDA accredited veterinarians in conducting regulatory activities for the prevention, control, and eradication of animal diseases and the promotion of food safety and defense;
 - iv. Provide representatives to and work collaboratively with other AVMA entities to recommend and encourage programs that assure active participation by veterinarians to protect public health and contribute to a healthy agriculture industry;
 - v. Provide expertise and review of current information regarding zoonotic diseases in order to contribute towards policy development, proposed legislation, and public and veterinary education;
 - vi. Provide recommendations to encourage greater participation by the veterinary community including public and private practitioners in the field of preventive medicine and public health;
 - vii. Recommend and encourage the development and support of programs and policies designed to prevent, control, and eradicate animal diseases at the local, state, national, and international level.
- g. **Additional Councils.** Additional councils may be established by the House of Delegates to support the purposes of the Association. The action establishing a council shall set forth such council's composition and responsibilities.
- h. **Qualifications.** All voting members shall be eligible to serve on the Association's councils, provided, however, a member elected to represent a specific category shall be actively, or at the time of retirement (as indicated by Member Classification), engaged in the area of veterinary medical activity to be represented.
- i. **Term.** Unless otherwise provided in these Bylaws, all

members of councils (with the exception of the Council on Education) shall serve a three (3) year term, or until such time as their successors are duly elected, qualified, and assume their duties, and may serve two (2) consecutive terms on the same council. Fulfilling an unexpired term of two (2) years or less shall not be considered a full term, and shall not apply toward the term limit. Council members shall not be eligible to serve on any council for a period of one (1) year following the conclusion of the second term as a member of the council.

All members of the Council on Education shall serve a six (6) year term (unless otherwise provided in these Bylaws), or until such time as their successors are duly elected, qualified, and assume their duties, and may not serve two (2) consecutive terms on the Council on Education. Fulfilling an unexpired term of three (3) years or less shall not be considered a full term and shall not apply toward the term limit. Council on Education members shall not be eligible to serve on any council for a period of one (1) year following the conclusion of their term as a member of the Council on Education.

j. **Elections.**

- 1. Unless otherwise provided in these Bylaws, the House of Delegates shall elect members to fill vacancies on the various councils, with the exception of the Council on Education, at its regular sessions from amongst the slate of candidates presented by the Board of Directors and any nominations made from the floor. Additional council members may be appointed pursuant to the Manual of the House of Delegates.
- 2. Council members elected by the House of Delegates shall take their position immediately following the session of the House of Delegates at which they are elected.

k. **Meetings.** Each council may hold such number of meetings as provided for in the Association's budget. Additional meetings may be held with the approval of the Board of Directors.

l. **Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operation of all councils, except for the manual titled Accreditation Policies and Procedures of the AVMA Council on Education that is established by that council. All councils shall report to the Board of Directors. Any report on resolutions which have been referred by the House of Delegates to a standing committee shall be submitted to the Board of Directors. If requested by the House, the Board of Directors will submit a new resolution to the House incorporating the findings of the standing committee.

m. **Quorum and Manner of Acting.** At all meetings of any council, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by council members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 3. Advisory/Ad Hoc Committees and Task Forces. The Board of Directors may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of the Association. An ad hoc committee created by the Board of Directors shall

terminate after three (3) years from the date of its creation, unless renewed by the Board of Directors. A task force created by the Board of Directors shall terminate after one (1) year from the date of its creation, unless renewed by the Board of Directors. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Directors. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- a. **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- b. **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.
- c. **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operation of all committees and task forces, except for the manual titled *Accreditation Policies and Procedures of the AVMA Committee on Veterinary Technician Education and Activities* that is established by that committee. All committees and task forces shall report to the Board of Directors. Any report on resolutions which are pertinent to matters relating to veterinary medicine and which have been referred by the HOD to a committee or task force shall be submitted to the Board of Directors. If requested by the House, the Board will submit a new resolution to the House incorporating the findings of the committee or task force.

ARTICLE IX [RESERVED]

ARTICLE X ELECTRONIC MEETINGS

Any action to be taken at an Board of Directors, Board of Governors, House of Delegates, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

ARTICLE XI USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XII FINANCE

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the

Association, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Executive Vice President.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Bonding. The Board of Directors may provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

Section 5. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 6. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, Board of Governors, House of Delegates, and any committees having the authority of the Board of Directors.

Section 7. Annual Audit. The Board of Directors shall provide for an annual audit of the financial records of the Association by a certified public accountant. A report of the financial condition of the Association shall be made to the membership of the Association annually.

Section 8. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XIII INDEMNIFICATION

The Association shall indemnify all past and present officers; directors; employees; committee, council, and task force members; and all other volunteers of the Association to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

ARTICLE XIV WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENTS

Section 1. Proposed Amendments.

- a. The Board of Directors, the House Advisory Committee, any organization represented in the House of Delegates, and any other Association committee or council may propose amendments, in whole or in part, to these Bylaws.
- b. All proposed amendments of these Bylaws originating from either the House Advisory Committee or an organization represented in the House of Delegates must be submitted to the Board of Directors for its review. The Board of Directors shall submit such proposals, along with its recommendation, to the House of Delegates for final action.
- c. All proposed amendments of these Bylaws originating from an Association committee (other than the House Advisory Committee) or council must be submitted to the Board of Directors for its review and approval. Only those proposals receiving the approval of the Board of Directors shall be submitted to the House of Delegates for final action.

Section 2. Approval of Amendments.

Proposed amendments of these Bylaws shall be forwarded to the House of Delegates for consideration (except as otherwise set forth in these Bylaws). Approval of such proposals shall require the act of a two-thirds (2/3) vote of the House of Delegates at a duly called session of the House of Delegates.

Section 3. Notice. Notice of intent to amend these Bylaws will be announced to the AVMA membership via the Association's website and other appropriate electronic media at least thirty (30) days prior to the session of the House of Delegates at which such amendments are to be considered. Such notice must include a specific description of the proposed amendments.

ARTICLE XVI DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.