

New England Veterinary Medical Association Bylaws

ARTICLE I NAME AND PURPOSE

SECTION 1. Name. The name of this Association shall be the New England Veterinary Medical Association (hereinafter referred to as the "Association").

SECTION 2. Purpose. In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the objective of the Association shall be to convene and host an annual regional veterinary conference.

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) abides by these Bylaws and such other policies, rules, and regulations as the Association may adopt; and (iii) meets such additional criteria for each category of membership in the Association as the Executive Board may establish.

SECTION 2. Membership. Voting membership may be granted to any individual who is a member in good standing of the state veterinary medical associations of Massachusetts, Maine, Connecticut, Vermont, New Hampshire, and Rhode Island.

SECTION 3. Termination of Membership. Membership in the Association shall be terminated as follows:

The membership of any Active Member may be terminated if he/she is no longer a member in good standing of his/her respective state veterinary medical association.

ARTICLE III MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Association shall be held in conjunction with the annual fall conference. This conference shall offer professional educational programs and social programs to promote fellowship within the profession.

SECTION 2. Executive Board Meetings. A minimum of two regular meetings of the Executive Board shall be held each year. One meeting shall be held at the time of the annual conference of the Association. A second meeting shall be held during the ensuing year, with

expenses of the meeting and the officers to be borne by the Association, at the discretion of the Executive Board.

SECTION 3. Notice of Meetings. Notice of the annual meeting will be contained in the materials for the annual conference. Meetings of the Executive Board shall be held at such time and place as the notice thereof may specify.

SECTION 4. Special Meetings.

a. Special meetings of the members may be called at any time by the President or by any four (4) members of the Executive Board. Notice of the time, place, and purposes of such a special meeting shall be given to each voting member by their state veterinary medical associations.

b. Special meetings of the Executive Board may be called at any time by the President or by any two (2) members of the Executive Board, and shall be held at such time and place as the notice thereof may specify.

SECTION 5. Electronic Meetings. Any action to be taken at an Executive Board 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 24 hours prior to the meeting.

SECTION 6. 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. Any such action taken must be ratified at the next executive board meeting by a majority vote or ratified by unanimous written consent within three (3) weeks.

SECTION 7. Quorum.

a. Executive Board Meetings: A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting, but a lesser number may adjourn any meeting from time to time; and the meeting may be held as adjourned without further notice.

b. Annual or Special Meetings: At any membership meetings of the Association, ten (10) members who are not currently serving on the Executive Board, and are in good standing and entitled to vote, shall constitute a quorum

for the transaction of business, but a lesser number may adjourn any meeting from time to time; and the meeting may be held as adjourned without further notice. When a quorum is present, a simple majority of the members present shall decide any question before such meeting, except as otherwise provided by the Bylaws.

ARTICLE IV DUES AND ASSESSMENTS

SECTION 1. Dues. There shall be no annual dues assessment for individual membership in this Association.

SECTION 2. Registration Fees. Each member who has registered their intention to attend any conference of the Association shall pay a registration fee in such amount as the Executive Board of the Association shall determine.

ARTICLE V EXECUTIVE BOARD

SECTION 1. Authority and Responsibility. The affairs of the Association shall be managed by the Board of Directors (hereafter referred to as the "Executive Board" or "Directors"). The Executive Board 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.

SECTION 2. Composition. The Executive Board of this Association shall be composed of at least six (6) and as many as twelve (12) members hereafter referred to as directors. All directors shall be voting members of the Executive Board and will be appointed by their respective state veterinary medical associations, and be members in good standing thereof. Each state veterinary medical association shall appoint a minimum of one and maximum of two directors. Not later than September 1st, that state veterinary medical association shall notify the Executive Board of this Association of the selection of a director(s) to be appointed to the board from their state and furnish the name and contact information of that(those) person(people) to the Association.

SECTION 3. Officers.

a. **PRESIDENT.** One year term, to be elected by majority vote of the Executive Board, and assume the duties of office forthwith.

b. **VICE PRESIDENT .** One year term, to be elected by majority vote of the Executive Board, and assume the duties of office forthwith.

c. **SECRETARY.** One year term, to be elected by majority vote of the Executive Board,

and assume the duties of office forthwith. .

d. TREASURER. One year term, to be elected by majority vote of the Executive Board, and assume the duties of office forthwith.

SECTION 4. Terms of Service.

- a. DIRECTORS: Each director of the Executive Board shall be appointed for a term of four (4) years. A director may serve up to, but not more than, two consecutive terms.
- b. OFFICERS: Each Officer of the Executive Board will serve in their respective office for the period of one (1) year. Officers shall be elected at one of the annual required meetings by the executive board. A director must have served on the board for a minimum of one year before being elected to an officer position. In the event that a vacancy occurs on the Executive Board, see Article V, section 7.

SECTION 5. Duties of Officers.

a. 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 Executive Board. The President shall preside at all meetings of the Association and the Executive Board. The President shall be a tie-breaking voting member. The President shall perform such other duties as the Executive Board may from time to time prescribe.

b. VICE PRESIDENT. The Vice President shall assist the President and shall substitute for the President when required. The Vice President shall perform such other duties as the Executive Board may from time to time prescribe.

c. SECRETARY. The Secretary shall be responsible for keeping minutes on meetings of the Directors. The Secretary shall perform such other duties as the Executive Board may from time to time prescribe.

d. TREASURER. The Treasurer shall have the care and custody of the finances of the Association and shall have and exercise all other powers and duties commonly incident to this office. The Treasurer shall see to the deposit of all funds of the Association in such banks or institutions as the Executive Board shall from time to time prescribe on behalf of the Association, and shall see that accurate records are kept. The Treasurer shall see to proper and timely payment of all outstanding debts of the Association. The Treasurer shall keep the Executive Board informed of the financial affairs of the Association. The Treasurer shall perform such other duties as the Executive Board may from time to time prescribe.

SECTION 6. Resignation and Removal of Directors. Any director may resign at any time by giving written notice to the Executive Board. In addition, any director may be removed by a majority vote of the Executive Board, whenever, in their judgment, the best interest of the Association would be served by such removal.

SECTION 7. Vacancies. In the case of a vacancy on the Executive Board, caused by death, resignation, or dismissal, the state veterinary medical association of the state wherein the vacancy occurred shall appoint a new candidate to fill that director position, and shall provide the Executive Board with the name and contact information of the person chosen within eight (8) weeks of the vacancy announcement.

SECTION 8. Additional Officers and Agents. The Executive Board may retain the services of an Executive Director. The Executive Director shall serve at the discretion of the board and perform such duties as the board prescribes. The Executive Board may appoint such other officers and agents as it may from time to time deem necessary, and prescribe the duties of such officers and agents.

ARTICLE VI

SEAL

The seal of the Association shall be a flat-faced, circular die, bearing the words and inscription: "New England Veterinary Medical Association, Inc., Incorporated, Massachusetts, 1966."

ARTICLE VII

FINANCE

SECTION 1. Contracts. The Executive Board 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 Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer and countersigned by the 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 Executive Board may select.

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

SECTION 5. 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 Executive Board and any committees having the authority of the Executive Board.

SECTION 6. Financial Review. The Executive Board shall order a review or audit of the financial records of the Association by a certified public accountant as deemed necessary. A report of the financial condition of the Association shall be made to the membership of the Association annually.

SECTION 7. Fiscal Year. The fiscal year of this Association shall be determined by the Executive Board.

ARTICLE VIII INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, and employees of the Association to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Executive Board.

ARTICLE IX AMENDMENTS

These Bylaws may be amended, added to, altered, or repealed at any annual or special meeting called for that purpose. At such a meeting, the bylaws may be amended, added to, altered or repealed by vote of a majority of the members present constituting a quorum.

ARTICLE X DISSOLUTION

In the event of the dissolution of the Association, the Executive Board shall, after paying or making provisions 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 Executive Board 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.