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Mr. Anthony Herman
 Office of the General Counsel
 Federal Election Commission
 999 E Street, N.W.
 Washington, DC 20463

Re: Advisory Opinion Request

Dear Mr. Herman:

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 FEDERAL ELECTION COMMISSION
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 OFFICE OF GENERAL COUNSEL

The American Veterinary Medical Association (“AVMA” or “Association”), the national professional association for veterinarians, is a membership organization that has individual rather than corporate members. The AVMA has established the American Veterinary Medical Association Political Action Committee (“AVMAPAC”) as a separate segregated fund pursuant to 2 U.S.C. § 441b. The AVMA is interested in soliciting veterinary medical students who belong to the Student American Veterinary Medical Association (“SAVMA”). SAVMA is affiliated with the AVMA and is the national organization of students of veterinary medicine.

Pursuant to 2 U.S.C. § 437f and 11 C.F.R. § 112.1, the AVMA hereby submits a request for an advisory opinion from the Federal Election Commission (“FEC” or “Commission”). Specifically, the AVMA requests confirmation that solicitation of SAVMA members, under the circumstances described in this request, would not be in violation of the Federal Election Campaign Act of 1971, as amended (“FECA” or “Act”), and Commission regulations. The Commission has jurisdiction over this request pursuant to 11 C.F.R. § 112.1 because the AVMA is seeking advice concerning the application of the Act and Commission regulations to a specific transaction or activity that the AVMA would like to undertake.

A. Issue Presented

Do SAVMA members qualify as “members” of the AVMA under Commission regulations and, as such, may they be solicited by AVMA to make contributions to AVMA’s separate segregated fund, AVMAPAC? For the reasons stated below, the AVMA believes that the answer to this question is “yes.”

B. Background

The AVMA was established in 1863 and is the largest veterinary medical association in the world. As a not-for-profit association established to advance the science and art of veterinary medicine, the AVMA is the recognized national voice for the veterinary

medical practice including private, corporate, academic, industrial, governmental, military, and public health services. The AVMA is a “membership organization” organized under the Illinois General Not-for-Profit Corporation Act of 1986 and is tax-exempt pursuant to § 501(c)(6) of the Internal Revenue Code. The AVMA, through its Council on Education, is recognized by the United States Department of Education and the Council for Higher Education Accreditation as the accrediting body for veterinary medical schools.

The following sections briefly describe the governance and membership structure of the AVMA and SAVMA in order to provide the Commission with sufficient background information to understand the close connection between the AVMA and the student members of SAVMA.

1. AVMA’s Governance and Membership Structure

The AVMA has two principal governance bodies: the Executive Board and the House of Delegates. The Executive Board is charged with the overall management of the affairs of the AVMA and consists of eleven district directors and four officers (President, President-Elect, Immediate Past President, Vice President). The district directors are directly elected by Voting members in their respective districts (the districts cover all 50 states, the District of Columbia, and Puerto Rico).¹ The House of Delegates is the principal body within the AVMA responsible for establishing policy and providing direction for matters relating to veterinary medicine, and is the representative body for “Principle and Constituent Allied Veterinary Organizations” of the AVMA.² The House of Delegates consists of one delegate and one alternate delegate from 68 organizations: (1) each state veterinary medical association, plus the District of Columbia and Puerto Rico; (2) each “Constituent Allied Veterinary Organization” (these are the organizations that generally represent specific areas within veterinary medicine, such as bovine practitioners, equine practitioners, etc.); (3) the Uniformed Services Organization, which represents AVMA members who serve in the Uniformed Services of the United States; and (4) SAVMA, which represents its student members from the various veterinary medical schools.

The categories of membership in the AVMA are set forth in Article II of the AVMA Bylaws (Attachment A). There are three categories of membership: (1) Voting, (2) Associate, and (3) Affiliate. The vast majority (99.8%) of AVMA membership consists of Voting members, who may qualify for membership in several ways, but most qualify by graduating veterinary school as a SAVMA member in good standing. Associate members also hold a professional degree in veterinary medicine but are legal residents of a country other than the United States and are a member of the national veterinary medical association of the country where they live, or have the endorsement of at least two Voting members of the AVMA. Affiliate membership is available for permanent residents of the United States or Canada who are involved in teaching veterinary medicine or veterinary research.

¹ See AVMA Bylaws, Article V, for a complete description of the Executive Board. The AVMA Articles of Incorporation are also attached for the Commission’s review as Attachment B.

² See AVMA Bylaws, Article VII, for a complete description of the House of Delegates.

2. SAVMA's Structure and Membership

Like the AVMA, SAVMA is organized under the Illinois General Not-for-Profit Corporation Act of 1986 and is tax-exempt pursuant to § 501(c)(6) of the Internal Revenue Code. The AVMA played an instrumental role in the creation of SAVMA. In 1966, AVMA representatives approached the Student Chapters of the AVMA ("Student Chapters") about forming a national organization and, in 1969, the National Conference of Student Chapters of the AVMA was created. By 1972, the name had changed to the Student AVMA, or SAVMA, and it has remained SAVMA since that time.

SAVMA's membership consists of individuals rather than business organizations,³ and SAVMA members represent approximately 92% of all students at veterinary schools within the United States. More than 97% of SAVMA members become members of the AVMA upon graduating from veterinary school as a SAVMA member in good standing.

There are three potential paths to SAVMA membership: (1) joining a Student Chapter at a veterinary school that has a chapter (all veterinary schools in the United States have a Student Chapter); (2) joining a Student Associate Organization ("SAAVMA") at a veterinary school that does not have a Student Chapter but does have a SAAVMA (currently there is only one SAAVMA, which is located at St. Matthews University, Grand Cayman, British West Indies); or (3) students at veterinary schools outside the United States may join as a Student Associate Member if there is no Student Chapter or SAAVMA at the veterinary school.⁴ There are currently 32 Student Chapters (28 at veterinary schools within the United States, 1 in Canada, 2 in the Caribbean, and 1 in the United Kingdom) with over 10,000 SAVMA members. Students joining a Student Chapter must also join SAVMA, so all Student Chapter members are also SAVMA members.

3. Close Connections Between AVMA and SAVMA

The AVMA and SAVMA are closely connected on many levels, from governance, where SAVMA representatives sit in the AVMA House of Delegates and participate at AVMA Executive Board meetings, to membership, where the vast majority (approximately 97%) of SAVMA members automatically become members of the AVMA upon graduation from veterinary school. The following information describes these connections in detail.

a. Ties to AVMA in SAVMA Bylaws

The SAVMA Bylaws contain numerous express connections to the AVMA (references below are to SAVMA Bylaws):

- SAVMA members are required to abide by the AVMA Bylaws. (Article III, Section 1d)
- SAVMA's mission "is to enhance the veterinary profession, to educate the public, and to promote contact and exchange of ideas between veterinary students, veterinarians and the

³ See Article II, Section 3 of the SAVMA Bylaws (attached as Attachment C). The SAVMA Articles of Incorporation are also attached for the Commission's review as Attachment D.

⁴ See Article III, Sections 1-3 of the SAVMA Bylaws.

parent organization, the American Veterinary Medical Association (AVMA).” (Article II, Section 3)

- The advisors to SAVMA include the AVMA Vice President and the AVMA Staff Advisor. (Article V, Section 1)
- The AVMA Vice President serves as the official liaison from the AVMA Executive Board to SAVMA, the Student Chapters of the AVMA, and the Student Associates of the AVMA, and has authority to act on SAVMA’s behalf. (Article V, Section 2)
- The AVMA Staff Advisor (member of AVMA staff) is responsible for advising SAVMA of AVMA policy, keeping the AVMA Executive Board informed of the activities of SAVMA, and has authority to act on SAVMA’s behalf. (Article V, Section 3)
- SAVMA Bylaws state that “SAVMA shall maintain a working relationship with the parent organization, the AVMA, through the Advisors and any student representatives on AVMA entities as appointed by the AVMA or SAVMA. (Article V, Section 6)
- The SAVMA President and President-Elect sit as the SAVMA Delegate and Alternate Delegate, respectively, in the AVMA House of Delegates. (Article VI, Sections 2.A.b.v and 2.B.b.iv)
- The SAVMA President attends and participates (without vote) at all AVMA Executive Board meetings as an “invited participant”. (Article VI, Section 2.A.b.vii)
- The SAVMA House of Delegates holds meetings at the AVMA Annual Convention. (Article VIII, Section 8)
- The Chair of the SAVMA Animal Welfare/Human Animal Bond Committee, or his or her designee, sits as a voting member of the AVMA Animal Welfare Committee. (Article IX, Section 1.G.a.ii)
- The Chair of the SAVMA Government Affairs Committee, or his or her appointee, serves as a committee representative to the AVMA Legislative Advisory Committee with the ability to vote. (Article IX, Section 1.G.d.iv)
- Changes to the SAVMA Bylaws must correlate with the current AVMA Bylaws and must be approved by the AVMA Executive Vice President. (Article XV, Section 4)
- The AVMA Executive Board has authority to dissolve SAVMA if no meetings of the SAVMA House of Delegates are held for two years. (Article XVI, Section 3)

b. Ties to SAVMA in AVMA Bylaws

The AVMA Bylaws also describe the connections with SAVMA (references are to AVMA Bylaws):

- More than 97% of SAVMA members automatically convert to AVMA Voting members upon graduation from veterinary school, so long as they are in “good standing” at the time of graduation. (Article II, Section 3.a.iv)
- The AVMA Bylaws define the affiliation between AVMA and SAVMA as follows:

The SAVMA is the national organization of students of veterinary medicine who are also members of the Student Chapters of the Association at their respective schools or colleges. The SAVMA is affiliated with the [AVMA] as a student organization. To maintain affiliation with the [AVMA] as a student organization, the SAVMA must (i) meet such requirements as to membership, organization, affiliation, procedures, and financial responsibility as the

Executive Board may prescribe and (ii) maintain governing documents that are not in conflict with the governing documents of the [AVMA]. In addition, all SAVMA governing documents are subject to the review and approval of the Executive Board or its designee. (Article VII, Section 6)

- The AVMA Bylaws specifically authorize the establishment of Student Chapters of the AVMA which serve as the primary source for SAVMA members because students joining a Student Chapter must also join SAVMA. (Article IX)
- The SAVMA President is an official “invited participant” to all regular and special meetings of the AVMA Executive Board and may attend and participate, without a vote. (Article V, Section 3)
- The AVMA Vice President’s main duty is to serve as the official liaison to SAVMA and the Student Chapters of the AVMA. (Article VI, Section 4)
- The SAVMA President and President-Elect serve as a Delegate and Alternate Delegate in the AVMA House of Delegates, with the right to vote, representing SAVMA members. (Article VII, Section 2.d).
- Only Voting members of the AVMA and SAVMA members may qualify to serve as a Delegate or Alternate Delegate in the AVMA House of Delegates. (Article VII, Section 7)
- By participating in the AVMA House of Delegates, SAVMA Delegates represent SAVMA members and vote on important matters, such as amending the AVMA Articles of Incorporation, amending the AVMA Bylaws, electing the AVMA Vice President and President-Elect (and the President, when necessary), the election of AVMA council members, and approving changes to the Veterinarian’s Oath. (Article VII, Section 1)

c. More Connections Between AVMA and SAVMA

In addition to the formal ties established in the governing documents, there are other connections between the AVMA and SAVMA:

- SAVMA has representatives that sit as full voting members of several AVMA committees and attend meetings at AVMA expense, including the Member Services Committee, Animal Welfare Committee, and the Legislative Advisory Committee.
- SAVMA appoints a liaison to the AVMA State Advocacy Committee who attends meetings at SAVMA expense.
- SAVMA members enjoy many benefits otherwise available only to AVMA members, including:
 - Eligibility to obtain coverage under the AVMA Group Health and Life Insurance Trust (health, life, and disability insurance) and the AVMA Professional Liability Insurance Trust (professional liability, homeowner, personal auto, and renter’s coverage)
 - Significantly reduced subscription rates on AVMA professional journals (*Journal of the American Veterinary Medical Association* and the *American Journal of Veterinary Research*)
 - Participation in affinity programs (credit card, car rental, moving expense discounts)

- Access to “members only” pages of the AVMA website, such as online educational discussion groups (NOAH – Network of Animal Health), professional libraries, and knowledge databases
- Eligibility to sign up for multiple “members only” newsletters
- AVMA hosts the annual “SAVMA Legislative Fly-In” at its offices in Washington, D.C., where approximately 60 SAVMA members (2 from each Student Chapter) spend two days in Washington, D.C., learning about federal legislative issues facing the veterinary profession and meeting members of Congress.
- AVMA sponsors the AVMA Governmental Relations Division Student Externship Program for SAVMA students at the AVMA offices in Washington, D.C., where students spend four weeks with the AVMA Governmental Relations Division learning about the legislative and regulatory processes, and how the AVMA advances its legislative agenda in Washington (<https://www.avma.org/Advocacy/National/GetInvolved/Pages/AVMA-Governmental-Relations-Student-Externship-Program.aspx>).
- The SAVMA member identification number automatically converts to the AVMA member identification number.
- The main SAVMA website is part of the AVMA website (www.avma.org/savma).
- AVMA pays the expenses for the SAVMA President to attend AVMA Executive Board meetings and for the SAVMA Delegate and Alternate Delegate to attend AVMA House of Delegates meetings.
- The AVMA headquarters office in Schaumburg, Illinois, serves as the physical headquarters for SAVMA, and an AVMA staff member serves as the registered agent for SAVMA.
- AVMA has obtained a group exemption from the IRS for SAVMA and the Student Chapters pursuant to Revenue Procedure 80-27, which means that SAVMA and the Student Chapters are subordinate organizations to the AVMA.

C. Legal Analysis Under the Act

As a membership organization, the AVMA may solicit contributions to the AVMAPAC from AVMA members, certain AVMA staff, and their families. 2 U.S.C. § 441b(b)(4)(C). Since AVMA does not have a membership category that includes students, SAVMA members likely do not meet the formal definition of “members” under 11 C.F.R. § 100.134(f) or § 114.1(e)(2). However, as the facts set forth herein demonstrate, SAVMA members do have an “enduring and independently significant” financial or organizational attachment to the AVMA under § 100.134(g) and § 114.1(e)(3), which would allow the Commission to determine that SAVMA members may be considered “members” of the AVMA for purposes of corporate communications and solicitations. In addition, SAVMA meets the criteria to be considered an affiliate organization of the AVMA pursuant to § 114.1(e)(5).

1. SAVMA members have “a relatively enduring and independently significant financial or organizational attachment” to the AVMA.

Under 11 C.F.R. § 114.1(e)(3), the Commission is empowered to determine, on a case-by-case basis, that “persons who do not precisely meet the requirements” of the definition of “members” may still be considered members where there is “a relatively enduring and independently

significant financial or organizational attachment to the organization[.]” The factual circumstances here clearly demonstrate the close nexus between SAVMA members and the AVMA.

Ninety-two percent (92%) of all veterinary students in the United States are SAVMA members. Upon graduation from veterinary school as a member in good standing, SAVMA members automatically convert to Voting members of the AVMA, keeping their same member identification number. Voting members make up more than 99% of all AVMA members, and the influx of graduating SAVMA members provides approximately two-thirds of all new AVMA Voting members on an annual basis. Approximately 83% of all veterinarians in the United States are AVMA members. Thus, SAVMA is the direct pipeline for the vast majority of AVMA members.

In Advisory Opinion 2003-13, the Commission determined that “members-in-training” of the American Academy of Ophthalmology (“AAO”) qualified as “members” of the AAO under Commission regulations and, therefore, the AAO could solicit the members-in-training to make contributions to the AAO political action committee. Although the members-in-training did not qualify as “members” under the general rule in 11 C.F.R. § 100.134(f), the Commission determined that the members-in-training had a “relatively enduring and independently significant financial or organizational attachment” to the AAO, such that they may be considered members for purposes of corporate communications and solicitations. The Commission reached this conclusion in part because the overwhelming majority of members-in-training became AAO members.

The facts are similar in the present case. SAVMA members overwhelmingly become AVMA members upon graduation from veterinary school. More than 97% of SAVMA members automatically convert to AVMA members after graduation. The remaining 3% do not automatically convert to AVMA membership only because they do not graduate as a “member in good standing” of their Student Chapter, but many of these individuals subsequently join the AVMA. These numbers show an enduring and significant organizational attachment between SAVMA members and the AVMA. As such, SAVMA members should be treated as “members” of the AVMA for purposes of corporate solicitations and communications regarding the AVMAFAC.

2. SAVMA is an “affiliate” organization to the AVMA for FECA purposes

Where an entity, such as SAVMA, is not formally a subsidiary of another entity, such as AVMA, FEC regulations provide for an examination of various factors in the context of the overall relationship between the entities to determine whether the entities are “affiliated” for FECA purposes. 11 C.F.R. § 114.1(e)(5) and 11 C.F.R. § 100.5(g)(4). These factors are used by the FEC to determine whether a “parent” organization is affiliated with another organization for the purposes of determining who may be solicited for contributions. In this analysis, the focus is on the relationship between the corporate entities rather than the relationship between the individual and the membership organization.

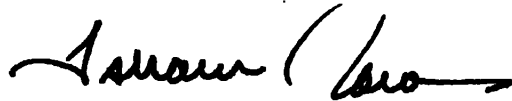
Due to the many close connections between AVMA and SAVMA outlined above, the FEC should conclude that AVMA and SAVMA are affiliated entities for FECA purposes under 11 C.F.R. § 114.1(e)(5) and 11 C.F.R. § 100.5(g)(4).

B. Conclusion

Based on the significant and enduring connections between SAVMA and the AVMA, SAVMA members should be considered “members” of the AVMA for purposes of communications and solicitations from the AVMAPAC. In addition, SAVMA should be considered an affiliated organization to AVMA under FECA.

On behalf of the AVMA, I would like to thank the Commission for its time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Isham R. Jones, III", with a long horizontal flourish extending to the right.

Isham R. Jones, III
General Counsel

ATTACHMENT A

AVMA Bylaws—Winter, 2013

ARTICLE I NAME AND PURPOSES

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. 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 advance the science and art of veterinary medicine, including its relationship to public health, biological science, and agriculture.

Section 3. Mission. The mission of the Association is to improve animal and human health and advance the veterinary medical profession.

Section 4. 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 Executive Board 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 Executive Board may establish.

Section 2. Application. The Executive Board, 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 Executive Board, 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 Executive Board 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 three (3) 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, and is:
 - i. A member in good standing of a veterinary organization represented in the House of

- Delegates; or
- ii. A diplomate in good standing of an AVMA/American Board of Veterinary Specialties (ABVS) recognized veterinary specialty organization; or
- iii. Endorsed by at least two (2) voting members of the Association; or
- iv. A graduating student who has been certified to be a member in good standing of an organization represented in the Student AVMA House of Delegates.

2. Voting members may be granted Honor Roll status entitling them to such benefits as the Executive Board, or its designee(s), shall determine provided that they have:

- i. Reached the age of seventy (70) and maintained membership in the Association for a total of forty (40) years; or
- 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. **Associate.** Associate membership may be granted to any individual who (i) has earned a professional degree in veterinary medicine from a school or college of veterinary medicine; (ii) is a legal resident of a country other than the United States; (iii) has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2, and is:

1. A member in good standing in the national veterinary medical association of the country in which such individual resides; or
2. Endorsed by at least two (2) voting members of the Association in good standing.

c. **Affiliate.** Affiliate membership may be granted to any individual who (i) does not otherwise qualify for membership as a voting or associate member; (ii) is either a citizen or permanent resident of the United States of America or Canada; (iii) has met membership qualifications and application requirements as specified in Article II, Sections 1 and 2; and (iv) 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 Executive Board 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 Executive

Board, 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 of Disciplinary Procedures of the Judicial Council, which shall be established by the Judicial Council and approved by the Executive Board.
- 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 Executive Board or their designee(s) shall establish, unless such termination is delayed by the Executive Board.

Section 6. Reinstatement. Members who have resigned or been terminated for non-payment of dues may automatically be reinstated to their prior membership category upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

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 Executive Board.

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 Executive Board, 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 Executive Board.

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 Executive Board. 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 Executive Board. Under special circumstances, the Executive Board, or its designee(s), may waive the annual dues and/or assessments for any member.

ARTICLE V EXECUTIVE BOARD

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 "Executive Board"), 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 Executive Board shall act for and on behalf of the House of Delegates between sessions of the House of Delegates. The Executive Board 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 Executive Board shall provide reports to the House of Delegates.

Section 2. Composition. The Executive Board shall be composed of fifteen (15) members as follows: the President, President-Elect, Immediate Past President, Vice President, 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 Treasurer, 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 Executive Board.

Section 4. Qualifications. Individuals who have been voting members of the Association for at least five (5) consecutive years immediately preceding an election shall be eligible to serve on the Executive Board as a District Director. In addition, District Directors must reside in the district that they represent.

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 Executive Board. 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 Executive Board, 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 Executive Board, 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 Executive Board. 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, and Vice President shall remain on the Executive Board for the duration of their term.
- c. The term of all District Directors shall begin at the first meeting of the Executive Board 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 Executive Board may take action to set the time, date, and place for holding a regular annual meeting of the Executive Board and additional regular meetings of the Executive Board without other notice than such action.

Section 9. Special Meetings. Special meetings of the Executive Board may be called by, or at the request of, the Chair of the Executive Board or upon a written request to the Secretary of five (5) members of the Executive Board. Notice of any special meeting of the Executive Board 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 Executive Board member at any meeting shall constitute a waiver of notice of such meeting except where an Executive Board 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 Executive Board shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Board, provided that when less than a quorum is present at said meeting, a majority of the Executive Board members present may adjourn the meeting to another time without further notice.

Section 11. Manner of Acting. The act of a majority of Executive Board members present at a duly called meeting at which a quorum is present shall be the act of the Executive Board, 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 Executive Board may resign at any time by giving written notice to the Secretary. In addition, any member of the Executive Board may be removed by a two-thirds (2/3) majority vote of the persons entitled to elect such Executive Board 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 Executive Board 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 Executive Board 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, Executive Board Chair, Executive Board 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 Executive Board Chair and Executive Board 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 Executive Board, 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 Executive Board, except the Judicial Council and the Council on Education, and as otherwise provided by these Bylaws, and a member, with vote, of the Executive Board and the Board of Governors. 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 Executive Board. 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 Executive Board, except the Judicial Council and the Council on Education, and as otherwise provided by these Bylaws, and a member, with vote, of the Executive Board and the Board of Governors. 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 Executive Board. The President-Elect shall succeed to the 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 the Student Chapters (as defined in Article IX). The Vice President shall be a member, with the right to vote, of the Executive Board. The Vice President shall have such additional duties as may be assigned by the President or the Executive Board.

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 moneys 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 invited to attend and participate in all regular and special meetings of the Executive Board. The duties of the Treasurer may be assigned by the Executive Board 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 Executive Board. The Immediate Past President shall be a member, with the right to vote, of the Executive Board. 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. Executive Board Chair. The Executive Board Chair shall preside at all meetings of the Executive Board and Board of Governors, and shall perform such other duties as may be prescribed by the Executive Board.

Section 8. Executive Board Vice Chair. The Executive Board Vice Chair shall substitute for the Executive Board Chair in the absence of the Executive Board Chair, and shall perform such other duties as may be prescribed by the Executive Board or the Executive Board Chair. The Executive Board Vice Chair shall fill any vacancy in the office of Executive Board Chair until such time as the Executive Board 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 Executive Board. He or she shall have the title of Executive Vice President ("Executive Vice President") or such other title as the Executive Board 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 Executive Board. Except as otherwise set forth in these Bylaws, the Executive Vice President shall be invited to attend and participate, with out vote, in all regular meetings of the Association's councils and committees and all regular and special meetings of the Executive Board, 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 Executive Board 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 Executive Board.

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 Executive Board; 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 Executive Board.

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 Executive Board with the exception of the President and President-Elect shall be eligible to hold the office of Executive Board Chair or Executive Board 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, Executive Vice President, or Assistant Executive Vice President.

Section 13. Term. With the exception of the Vice President, 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 may serve up to six (6) consecutive terms. 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 Executive Board.
- c. The Executive Board Chair and the Executive Board Vice Chair shall be elected by the Executive Board from among those members of the Executive Board eligible to hold such offices. Such elections shall be held annually during the first meeting of the Executive Board following the close of the annual session of the House of Delegates. The Executive Board Chair and the Executive Board 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 Executive Board 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 Executive Board 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 Executive Board 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 Executive Board 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 Executive Board;
- f. Participate in the Association's strategic planning;
- g. Elect members to serve on the Association's

- councils;
- 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 Executive Board 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 that meet the following requirements:
 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;
 4. Be oriented to some phase of professional veterinary activity, but is not a local or regional organization;
 5. Not be a specially organization recognized by the Association;
 6. 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; and
 7. If an organization has been continuously represented in the House of Delegates since July 8, 1986: (i) its U.S. resident voting membership must include a minimum of three hundred (300) members of the Association, *and* at least eighty-five percent (85%) of all of its U.S. resident voting membership must be voting members of the Association or (ii) at least five hundred (500) of its U.S. resident voting members must be voting members of the Association; or
 8. If an organization's application for representation in the House of Delegates as a Constituent Allied Veterinary Organization was accepted any time after July 8, 1986, at least one percent (1%) of all voting members of the Association must be

voting members of that organization, *and* at least eighty-five percent (85%) of that organization's U.S. resident voting membership must be voting members of the Association.

- b. **Application for Recognition as a Constituent Allied Veterinary Organization.** The Executive Board, 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 Executive Board, 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 qualifications necessary 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.
- 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.

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 who are also members of the Student Chapters of the Association at their respective schools or colleges. 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 Executive Board may prescribe and (ii) 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 Executive Board 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 Executive Board 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 Executive Board 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 Executive Board.
- 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 Executive Board 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 Delegates's reference committees;
 3. Make a detailed study of the reports from the AVMA councils and committees in advance of the annual session and make recommendations to the House of Delegates on such reports;
 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 Executive Board.
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 Executive Board.

- 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, and the Executive Board Chair. The Executive Vice President shall be invited to attend and participate in all meetings, without vote, of the Board of Governors. The Executive Board 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 Executive Board, 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 Executive Board any action taken; but the delegation of authority to the Board of Governors shall not operate to relieve the Executive Board or any individual officer or member of the Executive Board 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, for the duration of that vacancy, the Executive Board 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 Executive Board 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 Executive Board must be members of the Executive Board.

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 Executive Board shall develop and approve policies and procedures for the operating of all standing committees.
4. All standing committees shall report to the Executive Board. 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 Executive Board. If requested by the House, the Executive Board will submit a new resolution to the House incorporating the findings of the standing committee.

Section 2. Councils.

a. Judicial Council

1. **Composition.** The Judicial Council shall consist of five voting members of the Association. The Executive Vice President, or his or her designee, shall be the secretary of

the Judicial Council.

2. Responsibility. The Judicial Council shall:

- i. Investigate all matters concerning allegations of unethical conduct on behalf of members of the Association and take action regarding disciplinary action and dismissal of members in accordance with the Association's Rules of Disciplinary Procedures, as may be amended by the Executive Board;
- ii. Advise on all questions of veterinary medical ethics;
- iii. Advise on all questions relating to interpretation of the Bylaws; and
- iv. Investigate general professional conditions and all matters pertaining to the relations of veterinarians to one another or to the public and make such recommendations to the Executive Board, House of Delegates, or the organizations represented in the House of Delegates as it deems necessary.

b. Council on Education

1. Composition. The Council on Education shall consist of fifteen voting members of the Association, four additional members who are not voting members of the Association, and a liaison member who is a voting member of the Council on Education.

- i. The fifteen members of the Council on Education who are voting members of the Association 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) Private food animal clinical practice (one individual whose veterinary endeavor is exclusively food animal practice);
 - g) 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);

- h) Private small animal clinical practice (one individual whose veterinary endeavor is exclusively small animal practice);
 - i) Private equine practice (one individual whose veterinary endeavor is exclusively equine practice);
 - j) Private clinical practice, not further specified (two individuals whose veterinary endeavor is exclusively private clinical practice);
 - k) Veterinary preventive medicine (one individual whose veterinary endeavor is in the field of epidemiology, public health, regulatory, or military veterinary medicine);
 - l) Non-private practice, non-academic veterinary medicine (one individual); and
 - m) At-large (one individual)
- ii. The four additional members of the Council on Education who are not 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); and
 - b) A Canadian veterinarian appointed and funded by the Canadian Veterinary Medical Association for a term of three years.
 - iii. The liaison member of the Council on Education shall be 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,

- v. admissions, faculty, curriculum, research programs, and outcomes assessment;
- vi. Publish a list annually of the schools and colleges of veterinary medicine showing the current accreditation status of each;
- vii. Provide consultation to proposed, developing, and existing schools and colleges of veterinary medicine;
- viii. Review and make recommendations to the Executive Board 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 of the Association representing the following areas of veterinary medical activity:
 - i. Veterinary medical research (six individuals who are predominantly engaged in active research at the time of the election);
 - ii. Private clinical practice, not further specified (two individuals who are predominantly engaged in private clinical practice); and
 - iii. Veterinary medical colleges (two individuals who serve as dean or associate dean/director of research at an AVMA-accredited school or college of veterinary medicine).
2. **Responsibility.** The Council on Research advises the AVMA Executive Board on scientific research and discovery that impacts the veterinary profession, in order to sustain and advance the scientific basis of veterinary medicine. In this role the Council shall:
 - i. Promote the highest standards of research through AVMA policies, meetings, and publications;
 - ii. Collaborate with AVMA entities to communicate the importance of research and to develop communication strategies that educate the public regarding the importance of animal, human, and environmental health research;
 - iii. Advocate for the importance of research at veterinary teaching institutions and recommend appropriate research standards for consideration in the criteria for AVMA/Council on Education accreditation of schools/colleges of veterinary medicine;
 - iv. Advance research education and training in veterinary professional and post-professional residency, graduate, fellowship, and clinician-scientist training programs;
 - v. Identify and recommend strategies to advocate for public and private funding to advance research relevant to veterinary medicine;
 - vi. Identify and recommend strategies, alliances, and cooperative relationships to advance research among groups within and outside of veterinary medicine, including the American Veterinary Medical Foundation (AVMF);
 - vii. Raise the profile of scientists engaged in

veterinary research and recommend recognition of their work through appropriate channels, including selection of individuals for research awards;

- viii. Serve as the advisor to the AVMA Executive Board on the quality, relevance, and responsiveness of the AJVR to the scientific community.

d. Council on Veterinary Service

1. **Composition.** The Council on Veterinary Service shall consist of ten voting members of the Association representing the following areas of veterinary medical activity:
 - i. Private practice, exclusively small animal (two individuals);
 - ii. Private practice, exclusively equine (one individual);
 - iii. Private practice, exclusively food animal (one individual);
 - iv. Private mixed practice, predominantly food animal or equine (two individuals);
 - v. Academic clinical science (one individual);
 - vi. At-large (two individuals); and
 - vii. Recent graduate (one individual).
2. **Responsibility.** The Council on Veterinary Service shall:
 - i. Assemble and make available facts, data, opinions, and recommendations with respect to timely and adequate rendition of service to the veterinary profession and to the public;
 - ii. Study and suggest means for the delivery of high-quality veterinary service to the public;
 - iii. Investigate matters pertaining to the economic and social aspects of veterinary service; and
 - iv. Advise and assist organizations represented in the AVMA House of Delegates on matters concerning veterinary service.

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 Executive Board in the promotion of interest in the efficacy and proper use of biologic and therapeutic units

- ii. in the practice of veterinary medicine; 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 Executive Board 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; and
 - iv. Advise the advertising manager of the Association journals as to the acceptability of advertising pertaining to biologic and therapeutic agents.
- f. **Council on Public Health and Regulatory Veterinary Medicine**
1. **Composition.** The Council on Public Health and Regulatory Veterinary Medicine shall consist of ten voting members of the Association representing the following areas of veterinary medical activity:
 - i. Public health agencies or the uniformed services (four individuals);
 - ii. Agricultural agencies (four individuals); and
 - iii. At-large (two individuals).
 2. **Responsibility.** The Council on Public Health and Regulatory Veterinary Medicine 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 agricultural 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.** 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, 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. The House of Delegates shall elect members to fill vacancies on the various councils at its regular sessions from amongst the slate of candidates presented by the Executive Board 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 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 Executive Board.
- l. **Policies and Procedures.** The Executive Board 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 Executive Board. Any report on resolutions which have been referred by the House of Delegates to a standing committee shall be submitted to the Executive Board. If requested by the House, the Executive Board 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 Executive Board 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 Executive Board shall terminate after three (3) years from the date of its creation, unless renewed by the Executive Board. A task force created by the Executive Board shall terminate after one (1) year from the date of its creation, unless renewed by the Executive Board. Ad hoc committees and task forces may be established for longer periods with the approval of the Executive Board. 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 Executive Board shall develop and approve general policies and procedures for the operation of all committees and task forces. All committees and task forces shall report to the Executive Board. 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 Executive Board. 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 STUDENT CHAPTERS

Section 1. Formation. The Executive Board may authorize a student organization of a college or school of veterinary medicine accredited by the Association to establish a student chapter of the Association ("Student Chapters"), subject to such requirements as to membership, organization, affiliation, procedures, and financial responsibility as the Executive Board may prescribe. The bylaws of any such Student Chapter shall not conflict with the Association's Bylaws and shall be subject to the review and approval of the Executive Board.

Section 2. Termination. Any Student Chapter may be terminated at any time and in such manner and after such investigation as the Executive Board may deem necessary. Upon termination of a Student Chapter, all of the Student Chapter's records, materials, funds, and other assets shall be transferred to the Association.

Section 3. Representation. Student Chapters shall be entitled to use the name of the Association only to the extent and in such manner as authorized by the Executive Board of the Association.

Section 4. Meetings. Each Student Chapter may hold such meetings as it deems appropriate.

ARTICLE X ELECTRONIC MEETINGS

Any action to be taken at an Executive Board, 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 not 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 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 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 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 is necessary and/or appropriate.

Section 5. Gifts. The Executive Board 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 Executive Board, Board of Governors, House of Delegates, and any committees having the authority of the Executive

Board.

Section 7. Annual Audit. The Executive Board 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 Executive Board.

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 Executive Board.

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 Executive Board, 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 Executive Board for its review. The Executive Board 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 Executive Board for its review and approval. Only those proposals receiving the approval of the Executive Board 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 Executive Board 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 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.

ATTACHMENT B

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, a CERTIFICATE, duly signed and acknowledged, has been filed in the Office of the Secretary of State, on the 17th day of March A.D. 1917, for the organization of the

AMERICAN VETERINARY MEDICAL ASSOCIATION

under, and in accordance with the provisions of "AN ACT CONCERNING CORPORATIONS" approved April 18, 1872, and in force July 1, 1872, and all acts amendatory thereof, a copy of which certificate is hereto attached;

Now Therefore, I, LOUIS L. EMMERSON, Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said

AMERICAN VETERINARY MEDICAL ASSOCIATION

is a legally organized Corporation under the laws of this State.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield, this 17th

(SEAL)

day of March A.D. 1917 and

of the Independence of the United States

the one hundred and 61st.

LOUIS L. EMMERSON

STATE OF ILLINOIS)
) ss.
COOK COUNTY)

1003

TO LOUIS L. EMERSON, SECRETARY OF STATE:

WE, THE UNDERSIGNED, Charles E. Cotton, Veranus A. Moore, L. A. Merillat, George B. McKillip and *John F. Ryan*, citizens of the United States, propose to form a Corporation under an act of the General Assembly of the State of Illinois, entitled, "An Act concerning Corporations," approved April 18, 1872, and all acts amendatory thereof, and that for the purpose of such organization we hereby state as follows, to wit:

1. The name of such corporation is

AMERICAN VETERINARY MEDICAL ASSOCIATION

2. The objects for which said corporation is formed are: to protect and promote professional interests of the veterinarian; to elevate the standard of veterinary education; to procure the enactment and the enforcement of uniform laws and regulations relative to veterinary practice and the control of animal disease; to disseminate knowledge and to direct public opinion regarding the problems of animal hygiene; to promote good fellowship in the profession. And for the accomplishment of the aforesaid objects it shall have power to enact a constitution and by-laws consistent with the constitution and laws of the state of Illinois and of the United States, and with the purposes aforesaid; to prescribe the qualifications of members of said association and to receive and collect membership dues; to publish a journal devoted to the purposes of said association and to the promotion of the science of veterinary, medicine and surgery, which journal shall be called the "Journal of the American Veterinary Medical Association"; to own, control and dispose of the property in all articles, papers or literary matters, whether copyrighted in accordance with the laws of the United States or otherwise, devoted to the subject of veterinary, medicine and surgery, which shall be presented to or read at any meeting of said association or published in the journal of said association; to own, control and dispose of any real or personal property and equip-

3-1915

ment used in and about the offices of said association or in and about the plant for the publication of the aforesaid journal; to enter into any and all legitimate contracts concerning the purposes of said association or the publication of their journal and to do any and all such other acts as may be consistent with the constitution and laws of the state of Illinois and of the United States and are reasonably directed to the accomplishment of the purposes of said association.

3. The management of the aforesaid American Veterinary Medical Association shall be vested in a board of six trustees who shall be elected in such manner and for such periods as the constitution and by-laws of said association shall provide.

4. The following persons are hereby selected as the trustees to control and manage said corporation for the first year of its corporate existence; namely, Veranus A. Moore, F. Torrance, W. Horace Hoskins, John R. Mohler, C. H. Stange and R. A. Archibald.

5. The location is in the city of Chicago, in the County of Cook, in the state of Illinois and the post office address of its business office is at No. 1827 S. Wabash Avenue, in the said city of Chicago.

SIGNED:

Charles E. Colton
W. Torrance
L. A. Merigat
John R. Mohler
John T. Ryan

Notary Public
STATE OF ILLINOIS
T. Supplement SS.
COUNTY OF COOK)

I, John T. Ryan, a Notary Public in and for the _____
County and State aforesaid, do hereby certify that on this 19th
of February A. D. 1915, personally appeared before me
Veranus A. Moore

to me personally known to be the same person who executed the foregoing certificate.

4-1-15

and severally acknowledged that they had executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year above written.

Notary Public.

STATE OF New York)
COUNTY OF Tompkins) ss.

I, Helena N. Wright a Notary Public in and for the _____
County and State aforesaid, do hereby certify that on this Twenty Second
day of Feb. A. D. 1912, personally appeared before me _____
V. A. Morris

to me personally known to be the same persons who executed the foregoing certificate, and severally acknowledged that they had executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year above written.

Helena N. Wright
Notary Public.

STATE OF _____)
COUNTY OF _____) ss.

I, _____ a Notary Public in and for the _____
County and State aforesaid, do hereby certify that on this _____
day of _____ A. D. 19____, personally appeared before me _____

to me personally known to be the same persons who executed the foregoing certificate, and severally acknowledged that they had executed the same for the purposes therein set forth.

5-1915

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year above written.

Notary Public.

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

I Ed Roffeis a Notary Public in and for the _____
County and State aforesaid, do hereby certify that on this 25th
day of February A. D. 1917, personally appeared before me
F. A. Wenclew, Geo. M. Kelly, E. E. Cotton
and John D. Ryan

to me personally known to be the same persons who executed the foregoing certificate and severally acknowledged that they had executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year above written.

Ed Roffeis

Notary Public

7-1915-

TO THE HONORABLE WILLIAM J. STRATTON,
SECRETARY OF STATE:

PAID
NOV 14 1932
\$ 1.00

CERTIFICATE OF CHANGE IN CHARTER OF
AMERICAN VETERINARY MEDICAL ASSOCIATION,
a corporation not for pecuniary profit,
created and existing under and by virtue
of the laws of the State of Illinois.

I, N. F. WILLIAMS, being the President of the AMERICAN
VETERINARY MEDICAL ASSOCIATION, do hereby certify that at the
regular annual meeting of such Association held in the City of
Los Angeles, State of California, on August 26, A. D., 1930, in
accordance with its Rules, By-laws and Constitution, Article 3 of
the Certificate of Organization, bearing date March 17, A. D.,
1917, was changed in the manner prescribed by the Rules of the
Corporation to provide that:

1415
721

"The management of the aforesaid AMERICAN
VETERINARY MEDICAL ASSOCIATION shall be vested
in a board of thirteen (13) Directors and/or
Trustees who shall be elected in such manner
and for such periods as the Constitution and
By-laws of said Association shall provide."

And I further certify that at the regular annual meeting of such
Association held in the City of Atlanta, State of Georgia, on
August 23, 1932, in accordance with its Rules, By-laws and Consti-
tution, Article 5 of the Certificate of Organization, bearing date
March 17, A. D., 1917, was changed in the manner prescribed by the
Rules of the Corporation to provide that:

"The post office address of its business
office is at 1230 West Washington Boulevard,
in the City of Chicago, County of Cook and
State of Illinois. "

N. F. Williams
President of American Veterinary
Medical Association.

ATTEST:

W. J. Stratton
Its Secretary.

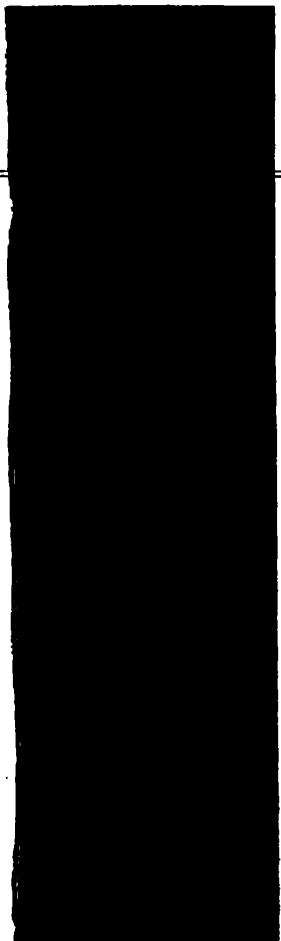
7215 9

CERTIFICATE OF CHANGE IN
CHARTER
of
AMERICAN VETERINARY
MEDICAL ASSOCIATION

FILED

NOV 14 1932

U.S. DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT



STATE OF TEXAS)
COUNTY OF Tarrant) SS.

Before me, *Mrs B. P. Lawrence* a Notary Public in and for the County and for the State aforesaid, on this day personally appeared N. F. WILLIAMS, personally known to me to be the person whose name is subscribed to the foregoing certificate as President of the AMERICAN VETERINARY MEDICAL ASSOCIATION, the corporation named in said certificate, and acknowledged to me that he executed said certificate for the purposes and consideration therein expressed, for and on behalf of and as the act of said Association, and being first duly sworn, hereby declared on oath that the statements therein contained are true in substance and in fact.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of this office this *3rd* day of *November* A. D., 1932.

Mrs B. P. Lawrence
Notary Public.
Tarrant County, Texas.

10-1910

PAID
\$ 1-
MAR 9 - 1940
W. J. Hughes
Secretary of State,
Corp. Dept.

(89156-5M-8-38) 2

STATE OF ILLINOIS.

County of Cook

I hereby certify that at a _____ meeting of the members of the

Executive Board of the American Veterinary Medical Association

held on August 23, 1938 A. D. 1938, at 3 o'clock P. M., pursuant to the rules of said corporation, the following resolution was adopted, in accordance with the By-Laws of said corporation:

It was moved, seconded, and duly passed that the
offices of the American Veterinary Medical
Association be moved from 1230 W. Washington Blvd.,
Chicago, Illinois, to 221 N. La Salle St., Chicago,
Illinois.

RECEIVED
PAYMENT
1937 MAR -9 1940

W. J. Hughes
SECRETARY OF STATE

W. J. Hughes
SECRETARY

STATE OF Illinois

County of Cook

I, Cassius Way being duly sworn, declare on oath that I am

President of the corporation mentioned in the foregoing certificate, and that the statements therein are true in substance

and in fact.

In witness whereof, I have hereunto set my hand and caused the seal of said Corporation to be affixed, this 8th day of March, A. D. 1940

Cassius Way
PRESIDENT

Subscribed and sworn to before me this 8th day of March
A. D. 1940
Jean Heinert
NOTARY PUBLIC



1415
21

Box 1415 No 90921

CERTIFICATE
OF

~~change of address~~

OF

The American Veterinary
Medical Association

Fee for Filing \$1.00

FILED

MAR 9 - 1940

Edward J. Hughes
Secy. of State

70



NFP 105.10/20
STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR
REGISTERED OFFICE
NFP

2003)

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62766
217-782-3847
www.cyberdriveillinois.com

FILED
MAR 12 2008



Remit payment in the form of a
check or money order payable
to Secretary of State.

JESSE WHITE
SECRETARY OF STATE

File # 1415-921-5 Filing Fee: \$25⁰⁰ Approved: [Signature]

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: American Veterinary Medical Association

2. State or Country of Incorporation: Illinois

3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent:	<u>Bruce</u>	<u>W.</u>	<u>Little</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>1931 N. Meacham Rd.</u>	<u>Ste 100</u>	
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Schaumburg</u>	<u>60173-4360</u>	<u>Cook</u>
	City	ZIP Code	County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent:	<u>W.</u>	<u>Ron</u>	<u>DeHaven</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>1931 N. Meacham Rd.</u>	<u>Ste 100</u>	
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Schaumburg</u>	<u>60173-4360</u>	<u>Cook</u>
	City	ZIP Code	County <u>Ill</u>

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)
a. Resolution duly adopted by the board of directors. (See Note 5 on reverse.)
b. Action of the registered agent. (See Note 6 on reverse.)

P A I D
MAR 13 2008

DEPARTMENT OF
BUSINESS SERVICES

SEE REVERSE FOR SIGNATURE(S).

7. If authorized by the board of directors, sign here. (See Note 5 below.)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated February 21, 2008 AMERICAN ASSOCIATION OF FOOD HYGIENE VETERINARIANS
Month & Day Year Exact Name of Corporation

Joseph L. Blair, D.
Any Authorized Officer's Signature

JOSEPH L. BLAIR EXECUTIVE VICE PRESIDENT
Name and Title (type or print)

If change of registered office by registered agent, sign here. (See Note 6 below.)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

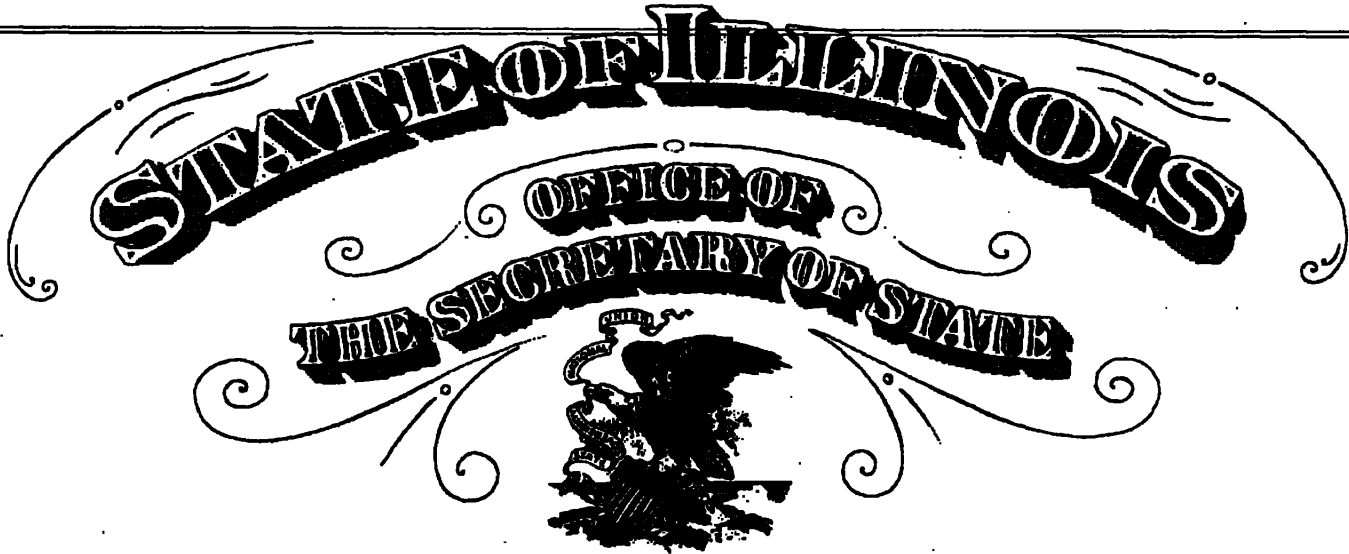
Dated _____, _____, _____
Month & Day Year Signature of Registered Agent of Record

Name (type or print)
If Registered Agent is a corporation,
Name and Title of officer who is signing on its behalf.

NA

NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is using an the registered agent, a duly authorized officer of such corporation must sign this statement.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 12 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR AMERICAN VETERINARY MEDICAL ASSOCIATION. *****

In Testimony Whereof, I hereto set

my hand and cause to be affixed the Great Seal of the State of Illinois, this 7TH day of MARCH A.D. 2012



Jesse White

ATTACHMENT C



**Bylaws of the
Student American Veterinary Medical Association
(Revised August 5, 2012)**

**ARTICLE I
Name**

The name of this organization shall be the Student American Veterinary Medical Association (hereinafter referred to as "SAVMA").

**ARTICLE II
Object and Purposes**

Section 1 – Incorporation

SAVMA shall be incorporated under the laws pertaining to an Illinois not-for-profit corporation. SAVMA 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 Executive Board may determine.

Section 2 – Purpose

The objective of SAVMA shall be to introduce veterinary students to the concept of organized veterinary medicine; to promote, enhance and support professionalism and veterinary medical education; and to encourage the development and empowerment of students as leaders in the profession of veterinary medicine and the community as a whole.

Section 3 – Mission

The mission of SAVMA is to enhance the veterinary profession, to educate the public, and to promote contact and exchange of ideas between veterinary students, veterinarians and the parent organization, the American Veterinary Medical Association (AVMA).

**ARTICLE III
Members**

Section 1 – Membership Qualifications

Membership may be granted to any individual who:

- a. is currently enrolled as a student in a program of study leading directly to a professional veterinary degree, this includes students enrolled in a concurrent dual degree program
- b. meets additional criteria for category of membership as set forth in these Bylaws;
- c. shares interest in and supports the object and purposes of SAVMA;
- d. and abides by these Bylaws, the AVMA Bylaws, and such other policies, rules and regulations as SAVMA may adopt.



Section 2 – Categories of Membership

A. Chapter

- a. Chapter membership may be granted to any individual who has met membership qualifications as specified in Article III, Section 1, and is:
 - i) a student at an AVMA-accredited school or college of veterinary medicine, including satellite campuses; and
 - ii) a member of the chartered Student Chapter of the AVMA at the respective school or college.

B. Associate

- a. Associate membership may be granted to any individual who has met membership qualifications as specified in Article III, Section 1; and:
 - i) does not qualify for membership as a chapter member; or
 - ii) is a member of the Student Associates of the AVMA at the respective school or college.

Section 3 – Application

Individuals who meet the criteria set forth in Article III of these Bylaws, shall apply through their local organization. If no local organization exists, an individual may apply directly to SAVMA. Upon approval of the application by SAVMA and receipt of dues, applicants will be accepted into membership.

Section 4 – Rights and Duties

All members shall be entitled to attend the member meetings and social functions of SAVMA.

Section 5 – Resignation and Disciplinary Action

- A. Resignation. Any SAVMA member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges that are accrued and unpaid.
- B. Disciplinary Action. The SAVMA Executive Board by affirmative vote of two thirds of all of the members of the Executive Board may expel or suspend any SAVMA member for cause after an appropriate hearing and may, by a majority vote of those present at any duly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues, if any. Any individual who has been expelled or whose membership has been so terminated or suspended, shall have the right of appeal to the SAVMA House of Delegates at its next regular meeting, requesting a review of the action of the Executive Board, and the House of Delegates may in its discretion take such action in regard thereto as it deems appropriate.
- C. Reinstatement. Upon written request signed by a former SAVMA member filed with the secretary, the SAVMA Executive Board may, by the affirmative vote of two thirds of the members of the Executive Board, reinstate such former member to membership on such terms as the Board may deem appropriate.



D. This section only applies to members who do not have a SCAVMA Chapter or SAAVMA Organization. Students who belong to these local organizations will be covered by those organization's Bylaws.

ARTICLE IV

Dues and Assessments

The dues for all members of SAVMA, and any applicable late fees or assessments, shall be determined by the SAVMA House of Delegates (HOD). The time for paying such dues and other assessments, if any, shall be determined by the SAVMA Executive Board (EB). Under special circumstances, the SAVMA EB, or its designee(s), may waive the annual dues and/or assessments for any member.

ARTICLE V

Advisors and AVMA Association

Section 1 – Advisors

The advisors to SAVMA shall be AVMA members, as defined in the AVMA Bylaws, and shall be the AVMA Vice President, the AVMA Staff Advisor, the SAVMA Immediate Past President, and the Presidential Advisor(s). The advisors are encouraged to participate in all the SAVMA EB meetings and all the SAVMA HOD sessions.

Section 2 – AVMA Vice President

The AVMA Vice President shall serve as the official liaison from the AVMA Executive Board to SAVMA, the Student Chapters of the AVMA and the Student Associates of the AVMA. The AVMA Vice President shall fulfill the role set forth in the AVMA Bylaws and shall communicate the activities of the AVMA to SAVMA. The AVMA Vice President shall be allowed to act on behalf of SAVMA regarding any and all matters, when appropriate, in accordance with applicable law.

Section 3 – AVMA Staff Advisor

The AVMA Staff Advisor shall be responsible for advising SAVMA on matters of AVMA policy, and keeping the AVMA Executive Board informed of the activities of SAVMA. The AVMA Staff Advisor will be appointed by the AVMA Executive Vice President. The AVMA Staff Advisor shall be allowed to act on behalf of SAVMA regarding any or all matters, including fiscal inquiry, when appropriate, in accordance with applicable law.

Section 4 – SAVMA Immediate Past President

The SAVMA Immediate Past President shall serve as an advisor to the SAVMA EB and the SAVMA HOD providing historical information and perspective as needed. The term of office for the SAVMA Immediate Past President shall extend from the installation of the new



president until the adjournment of the SAVMA HOD meeting held at the following SAVMA Symposium.

Section 5 – Presidential Advisor(s)

The President-elect shall select his/her Presidential Advisor, pending an approval vote by the SAVMA EB. The Presidential Advisor shall be an individual who can benefit SAVMA by advising from that person's perspective and experiences; and who can gain from better knowledge of SAVMA. The term of office for the Presidential Advisor shall coincide with the appointer's terms of office as President-elect and President of SAVMA.

Section 6 – AVMA Association

SAVMA shall maintain a working relationship with the parent organization, the AVMA, through the Advisors and any student representatives on AVMA entities as appointed by the AVMA or SAVMA.

**ARTICLE VI
Officers**

Section 1 – Officers

The officers of SAVMA shall be the President, President-elect, Secretary, Secretary-elect, Treasurer, Treasurer-elect, International Exchange Officer, International Exchange Officer-elect, Information Technology Officer, Information Technology Officer-elect, *The Vet Gazette* Editor, *The Vet Gazette* Editor-elect, Global and Public Health Officer, and Global and Public Health Officer-elect.

Section 2 – Officer Descriptions

A. President

- a. The President shall be the principal elected officer of SAVMA and shall supervise all of the business affairs of SAVMA as necessary.
- b. The President shall, in general, perform all duties customarily incident to the office of President. These duties shall include, but are not limited to:
 - i) presiding at all meetings of the SAVMA HOD and the SAVMA EB and shall work with the Secretary to prepare the agenda for said meetings;
 - ii) ensuring that all rules of government of SAVMA are followed, as set forth in the governance documents;
 - iii) serving as an ex officio member, without a vote, of all committees and task forces;
 - iv) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - v) serving as the SAVMA Delegate to the AVMA House of Delegates;
 - vi) direct the appointment of all committee members;
 - vii) attend and participate, without a vote, in all regular and special meetings of the AVMA Executive Board as an invited participant;



- viii) promptly filling vacancies in liaison, representative, and committee positions, unless otherwise specified in these Bylaws;
 - ix) maintaining a written history for the organization for the duration of his or her term of office;
 - x) and performing such other duties as may be assigned by the SAVMA EB.
- c. The President shall be a voting member of the SAVMA EB.
 - d. The President shall succeed to the office of SAVMA Immediate Past President upon expiration of the President's term of office.

B. President-elect

- a. The President-elect shall become familiar with all duties and responsibilities of the office of the President.
- b. The President-elect shall, in general, perform all duties customarily incident to the office of President-elect. These duties shall include, but are not limited to:
 - i) serving as an ex officio member, without a vote, of all committees and task forces;
 - ii) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - iii) assisting the President and substituting for the President when necessary;
 - iv) serving as the SAVMA Alternate Delegate to the AVMA House of Delegates;
 - v) and performing such other duties as may be assigned by the President or the SAVMA EB.
- c. The President-elect shall be a voting member of the SAVMA EB.
- d. The President-elect shall succeed to the office of President upon expiration of the President's term of office, or in the event that the President is unable to fulfill his or her term.

C. Secretary

- a. The Secretary shall perform the duties normally expected of the secretary of an Illinois not-for-profit corporation. The Secretary's duties shall include, but are not limited to:
 - i) seeing that all notices are duly given in accordance with applicable law and these Bylaws;
 - ii) being custodian of the corporate records;
 - iii) keeping minutes of the meetings of the SAVMA EB and the SAVMA HOD;
 - iv) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - v) and performing such other duties as may be assigned by the President or the SAVMA EB.
- b. The Secretary shall be a voting member of the SAVMA EB.

D. Secretary-elect

- a. The Secretary-elect shall become familiar with all duties and responsibilities of the office of the Secretary.



- b. The Secretary-elect shall assist the Secretary and shall substitute for the Secretary when necessary.
- c. The Secretary-elect shall succeed to the office of Secretary upon expiration of the Secretary's term of office, or in the event that the Secretary is unable to fulfill his or her term.
- d. The Secretary-elect shall be a non-voting member of the SAVMA EB, even in the absence of the Secretary.
- e. The Secretary-elect shall serve as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws.

E. Treasurer

- a. The Treasurer shall be the principal accounting and financial officer of SAVMA.
- b. The Treasurer shall, in general, perform all duties customarily incident to the office of Treasurer. The Treasurer's duties shall include, but are not limited to:
 - i) having charge of and responsibility for the maintenance of adequate books of account for SAVMA;
 - ii) having charge and custody of all funds and securities of SAVMA, and being responsible therefore, and for the receipt and disbursement thereof;
 - iii) depositing all funds and securities of SAVMA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws
 - iv) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - v) and performing such other duties as may be assigned by the President or the SAVMA EB.
- c. The Treasurer shall be responsible for the compilation of committee budget requests into a spreadsheet for the annual budget proposal, and shall chair the budget committee.
- d. The Treasurer shall be a voting member of the SAVMA EB.

F. Treasurer-elect

- a. The Treasurer-elect shall become familiar with all duties and responsibilities of the office of the Treasurer.
- b. The Treasurer-elect shall assist the Treasurer and shall substitute for the Treasurer when necessary.
- c. The Treasurer-elect shall succeed to the office of Treasurer upon expiration of the Treasurer's term of office, or in the event that the Treasurer is unable to fulfill his or her term.
- d. The Treasurer-elect shall be a non-voting member of the SAVMA EB, even in the absence of the Treasurer.
- e. The Treasurer-elect shall serve as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws.



G. International Exchange Officer (IEO)

- a. The IEO shall maintain correspondence with the International Veterinary Student Association's (IVSA) Executive Committee and serve as the official representative between SAVMA and IVSA.
- b. The IEO's duties shall include, but are not limited to:
 - i) representing SAVMA at the annual IVSA Summer Congress and IVSA Winter Symposium and submitting copies of all correspondence to the AVMA Advisor and the SAVMA EB once available;
 - ii) serving as a member of the International Veterinary Exchange Committee;
 - iii) corresponding with the president or representative of the local IVSA chapters at each US College/School of Veterinary Medicine to inform them about international exchange opportunities and help coordinate international activities;
 - iv) having responsibility for regularly updating the SAVMA IVSA website and making sure that SAVMA members are aware of this resource;
 - v) coordinating incoming and outgoing IVSA exchanges for international and U.S. veterinary students;
 - vi) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - vii) and performing such other duties as may be assigned by the President or the SAVMA EB.
- c. In the event the IEO or IEO-elect cannot attend the IVSA Summer Congress or Winter Symposium, the SAVMA President shall appoint a representative.
- d. The IEO shall be a voting member of the SAVMA EB.

H. International Exchange Officer-elect (IEO-elect)

- a. The IEO-elect shall become familiar with all duties and responsibilities of the office of the IEO.
- b. The IEO-elect shall assist the IEO and shall substitute for the IEO when necessary.
- c. The IEO-elect shall succeed to the office of IEO upon expiration of the IEO's term of office, or in the event that the IEO is unable to fulfill his or her term.
- d. The IEO-elect shall be a non-voting member of the SAVMA EB, even in the absence of the IEO.
- e. The IEO-elect shall serve as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws.

I. Information Technology Officer (ITO)

- a. The ITO shall oversee SAVMA's information technology resources. The ITO's duties shall include, but are not limited to:
 - i) inventory, management and upgrading of the SAVMA's hardware and software;
 - ii) updates to the SAVMA web site;
 - iii) support for the SAVMA Delegate List-serve;



- iv) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - v) and performing such other duties as may be assigned by the President or the SAVMA EB.
 - b. The ITO shall be a voting member of the SAVMA EB.
- J. Information Technology Officer-Elect (ITO-elect)
 - a. The ITO-elect shall become familiar with all duties and responsibilities of the office of the ITO.
 - b. The ITO-elect shall assist the ITO and shall substitute for the ITO when necessary.
 - c. The ITO-elect shall succeed to the office of ITO upon expiration of the ITO's term of office, or in the event that the ITO is unable to fulfill his or her term.
 - d. The ITO-elect shall be a non-voting member of the SAVMA EB, even in the absence of the ITO.
 - e. The ITO-elect shall serve as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws.
- K. *The Vet Gazette* Editor (VGE)
 - a. The VGE shall be responsible for the publication of *The Vet Gazette*, the official journal of SAVMA. The VGE's duties shall include, but are not limited to:
 - i) having the responsibility to appoint any staff members who are necessary to conduct business;
 - ii) overseeing the transition between schools hosting *The Vet Gazette* as quickly and efficiently as possible;
 - iii) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - iv) and performing such other duties as may be assigned by the President or the SAVMA EB.
 - b. The VGE shall be a voting member of the SAVMA EB.
- L. *The Vet Gazette* Editor-elect (VGE-elect)
 - a. The VGE-elect shall become familiar with all duties and responsibilities of the office of the VGE.
 - b. The VGE-elect shall assist the VGE and shall substitute for the VGE when necessary.
 - c. The VGE-elect shall succeed to the office of VGE upon expiration of the VGE's term of office, or in the event that the VGE is unable to fulfill his or her term.
 - d. The VGE-elect shall be a non-voting member of the SAVMA EB, even in the absence of the VGE.
 - e. The VGE-elect shall serve as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws.
- M. Global and Public Health Officer (GPHO)
 - a. The GPHO shall have primary responsibility for the oversight and organization of the One Health Challenge.
 - b. The GPHO's duties shall include, but are not limited to:



- i) serving as a resource for SAVMA members by promoting opportunities in Global Veterinary Medicine and/or Public Health;
 - ii) serving as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;
 - iii) and performing such other duties as may be assigned by the President or the SAVMA EB.
 - c. The GPHO shall be a voting member of the SAVMA EB.
- N. Global and Public Health Officer-elect (GPHO-elect)
 - a. The GPHO-elect shall become familiar with all duties and responsibilities of the office of the GPHO.
 - b. The GPHO-elect shall assist the GPHO and shall substitute for the GPHO when necessary.
 - c. The GPHO-elect shall succeed to the office of GPHO upon expiration of the GPHO's term of office, or in the event that the GPHO is unable to fulfill his or her term.
 - d. The GPHO-elect shall be a non-voting member of the SAVMA EB, even in the absence of the GPHO.
 - e. The GPHO-elect shall serve as a non-voting member of the SAVMA HOD, unless otherwise stipulated by these Bylaws;

Section 3 – Terms & Elections

- A. Officers shall serve the following terms in office, or until such time as their successors are duly elected and installed. The term shall begin at installation during a SAVMA HOD meeting.
 - a. The President, Secretary, Treasurer, Information Technology Officer, International Exchange Officer, *The Vet Gazette* Editor and the Global and Public Health Officer shall serve on the SAVMA EB from installation at the SAVMA Symposium until the following SAVMA Symposium.
 - b. The President-elect, International Exchange Officer-elect, and Global and Public Health Officer-elect shall serve on the SAVMA EB from installation at SAVMA Symposium until they take over their respective office at the following SAVMA Symposium.
 - c. The Secretary-elect, Treasurer-elect, Information Technology Officer-elect and *The Vet Gazette* Editor-elect shall serve on the SAVMA EB from installation at AVMA Convention until the following SAVMA Symposium.
- B. Nominations and elections for Secretary-elect, Treasurer-elect, Information Technology Officer-elect and *The Vet Gazette* Editor-elect shall be made at the SAVMA HOD meeting during the AVMA Annual Convention.
- C. Nominations and elections for President-elect, International Exchange Officer-elect and Global and Public Health Officer-elect shall be made at the SAVMA HOD meeting during the annual SAVMA Symposium.
- D. All nominees must be able to serve their full term before graduation.



- E. All elections shall require a majority vote of the SAVMA HOD voting at a duly convened meeting where a quorum is present.
- F. In the event that one candidate does not receive a majority on the first balloting, the two candidates receiving the most votes shall move to a second balloting. If there is a tie for the second position, both nominees may advance to the second balloting.
- G. In the event of a tie, the President shall cast the deciding vote.
- H. Nominations for officer and officer-elect positions shall include a resume. Nominees shall be required to address the SAVMA HOD in support of their nomination.
- I. Only delegates with voting privileges, who have attended at least one SAVMA HOD meeting may run for and hold office.

Section 4 – Installation of officers

- A. Installation of the President, President-elect, Secretary, Treasurer, International Exchange Officer, International Exchange Officer-elect, Information Technology Officer, *The Vet Gazette* Editor, Global and Public Health Officer and Global and Public Health Officer-elect shall take place on the last day of the SAVMA HOD meeting at the annual SAVMA Symposium.
- B. The installation of the Secretary-elect, Information Technology Officer-elect, Treasurer-elect and *The Vet Gazette* Editor-elect, and shall take place on the last day of the SAVMA HOD meeting at the AVMA Annual Convention.

Section 5 – Resignation or unable to fulfill duties, removal, and succession of a SAVMA Officer

- A. Any officer may resign at anytime by submitting written notice to the SAVMA EB. The SAVMA EB will inform the AVMA Staff Advisor(s) and the SAVMA HOD within 5 working days of receipt of the resignation. In the case of a SAVMA Officer being physically unable to fulfill duties of their office, all SAVMA EB members, the SAVMA HOD, and the AVMA Staff Advisor(s) shall be informed of the announcement.
- B. Removal of a SAVMA Officer from their elected position must be by 2/3 vote of the SAVMA EB. This vote cannot occur via electronic means other than phone conference. Parliamentary rules must be strictly enforced for this vote and prior discussion. The SAVMA EB will inform the SAVMA HOD within 5 working days of the removal of a SAVMA Officer. Reasons for removal of a SAVMA Officer include, but are not limited to:
 - a. Failure to perform the duties of the elected office as outlined in these Bylaws.
 - b. Failure to attend two (2) consecutive meetings without prior approval by the President and/or the SAVMA EB or failure to attend three (3) consecutive meetings. Meetings of the SAVMA EB may be electronic (including, but not limited to, via telephone) or in person.
 - c. Failure to attend any of the regularly scheduled SAVMA HOD meetings.
 - d. Inappropriate representation of SAVMA and/or the AVMA.
 - e. Whenever it is the judgment of the SAVMA EB that the best interests of SAVMA would be served by removing the officer



- C. All proceedings to remove an officer must be presented to the AVMA Staff Advisor(s) for review and recommendation prior to a SAVMA EB vote to remove a SAVMA Officer. The AVMA Executive Vice President and the AVMA Staff Advisor(s) must be informed of the removal of a SAVMA Officer within 5 working days of the vote to remove said officer. If the position vacated has an elect, the elect shall take over. Should an elect fill the vacancy for an office they shall serve the remainder of that term along with the full term for which they were elected. If the office does not have an elect position, then the President shall oversee the appointment of such officer without undue delay at the next scheduled meeting of the SAVMA EB, or at a meeting called for that purpose. An officer elected or appointed pursuant to this Section shall hold office until the next meeting of the SAVMA HOD at which the election of such officer is in the regular order of business.
- D. Removal and/or resignation of an officer will result in removal and/or resignation of that officer from the SAVMA EB

ARTICLE VII

SAVMA Executive Board

Section 1 – Authority and Responsibility

- A. The affairs of SAVMA shall be managed by the SAVMA EB, which shall have supervision, control and direction of SAVMA, shall determine organizational policies or changes therein within limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds.
- B. The SAVMA EB shall act for and on behalf of the SAVMA HOD between sessions of the SAVMA HOD.
- C. The SAVMA EB may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in execution of the powers granted, appoint such agents as it may consider necessary.
- D. The SAVMA EB shall provide reports to the SAVMA HOD.

Section 2 – Composition

The SAVMA EB shall be composed as follows: the President, President-elect, Secretary, Secretary-elect, Treasurer, Treasurer-elect, International Exchange Officer, International Exchange Officer-elect, Information Technology Officer, Information Technology Officer-elect, *The Vet Gazette* Editor, *The Vet Gazette* Editor-elect, Global and Public Health Officer, and Global and Public Health Officer-elect.

Section 3 – Invited Participants

The SAVMA EB shall have the ability to invite anyone they feel necessary as a guest to all regular and special meetings of the SAVMA EB.



Section 4 – Regular Meetings

The SAVMA EB may take action to set the time, date, and place for holding a regular annual meeting of the SAVMA EB and additional regular meetings of the SAVMA EB without other notice than such action.

Section 5 – Special Meetings

- A. Special meetings of the SAVMA EB may be called by, or at the request of the President or upon written request to the Secretary of five (5) members of the SAVMA EB. Notice of any special meeting of the SAVMA EB 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.
- B. Attendance of a SAVMA EB member at any meeting shall constitute a waiver of notice of such meeting except where a SAVMA EB 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 6 – Quorum

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

ARTICLE VIII SAVMA House of Delegates

Section 1 – Authority and Responsibility

The SAVMA HOD shall be the legislative body of SAVMA and shall, in principle, be the voice of the members. It shall be the principal body within SAVMA responsible for establishing professional policies and providing direction for matters relating to student veterinary medicine. In addition to such other duties set forth in these Bylaws, the SAVMA HOD shall:

- A. Amend, alter, or repeal the Bylaws in accordance with Article XVI of these Bylaws;
- B. Adopt such rules and regulations for the conduct of its business as shall be deemed advisable;
- C. Be the representative body of the Chapter and Associate Members of SAVMA;
- D. Solicit, process, and communicate membership needs to the SAVMA EB;
- E. Vote on all matters properly brought before the HOD
- F. Review and approve committee and officer reports presented during the HOD sessions.

Section 2 – Composition

The SAVMA HOD shall be composed of Chapter Delegates, Associate Delegates, Satellite Chapter Delegates, and Officers as defined in these Bylaws.



Section 3 – SAVMA House of Delegates representation for Chapter Members

- A. There shall be two delegates, referred to as Junior Delegate (in their first term in the SAVMA HOD) and Senior Delegate (for their second and/or final term in the SAVMA HOD), with voting privileges from each of the veterinary schools and colleges that meet one of the following provisions:
- U.S. veterinary schools or colleges that are AVMA accredited and have 80% of the student body as SAVMA members.
 - AVMA accredited veterinary schools or colleges outside of the U.S. with AVMA recognized Student Chapters and have 80% of the student body as SAVMA members.
- B. If 80% SAVMA membership is not achieved 30 days prior to a SAVMA HOD meeting, the Student Chapter may maintain Delegates in the SAVMA HOD, without voting privileges.

Section 4 – SAVMA House of Delegates representation for Associate members

- A. There may be two delegates, referred to as Junior Delegate (in their first term in the SAVMA HOD) and Senior Delegate (for their second and/or final term in the SAVMA HOD), with non-voting privileges from each of the veterinary schools and colleges that meet the criteria for Associate membership, based on all following requirements:
- The Associate members of that school must maintain 80% of their enrolled student body as SAVMA Associate Members and maintain at least 80% membership in the local student organization.
 - The request for representation by a new Associate organization will be made at a meeting of an officially convened SAVMA HOD and may be granted at the following meeting upon review of the application materials as outlined in the SAVMA Governance Documents.
 - Upon the recommendation of the SAVMA Advisors, approval of the representation by an Associate organization in the SAVMA HOD will be granted by a majority vote of the SAVMA HOD.

Section 5 – SAVMA House of Delegates representation for Chapter Members at Satellite Campuses

- A. There shall be two delegates representing satellite campuses from each of the veterinary schools and colleges, referred to as Junior Delegate (in their first term in the SAVMA HOD) and Senior Delegate (for their second and/or final term in the SAVMA HOD), with non-voting privileges granted the satellite campuses which meet one of the following requirements:
- U.S. veterinary schools or colleges that are AVMA accredited with an AVMA recognized Student Chapter and have a 2+2 education program with satellite campuses.
 - AVMA accredited veterinary schools or colleges outside of the U.S. with AVMA recognized Student Chapters and have a 2+2 education program with satellite campuses.



- B. The request for representation by the Student Chapter for new Satellite Chapter Delegates will be made at a meeting of an officially convened SAVMA HOD and may be granted at the following meeting upon review of the application materials as outlined in the SAVMA Governance Documents.
- C. Upon the recommendation of the SAVMA Advisors, approval of the Satellite Chapter Delegates in the SAVMA HOD will be granted by a majority vote of the SAVMA HOD

Section 6 – Qualifications for Delegates

All Delegates must be members of SAVMA. Delegates must be appointed according to the governance documents of the respective Student Chapter or Associate organization. All Student Chapters or Associate organizations entitled to representation in the SAVMA HOD shall submit the names of their Delegates to the SAVMA EB and AVMA Staff Advisor.

Section 7 – Terms for Delegates

Delegates shall begin their term of office at the SAVMA Symposium during their first year of veterinary school, unless granted an exception by the SAVMA EB. Delegates shall serve a two (2) year term of office after being appointed by their Student Chapter or Associate organization, unless granted an exception by the SAVMA EB.

Section 8 – Meetings

Officially scheduled SAVMA HOD meetings shall take place during the annual SAVMA Symposium and the AVMA Annual Convention in accordance with the Manual of the SAVMA House of Delegates and these Bylaws. The President shall provide a copy of the proposed agenda for the meeting to all Delegates, Officers, and Advisors in advance of the meetings.

Section 9 – Quorum

Representation from two-thirds of the Delegates with voting privileges shall constitute a quorum for the transaction of business in the SAVMA HOD. Delegates must be registered with the Secretary in order to cast their votes and be counted when establishing a quorum for the SAVMA HOD.

Section 10 – Attendance/Exercise of Voting Rights

SAVMA members shall have the right to attend all meetings of the SAVMA HOD. Only Delegates shall have the right to vote on behalf of the Student Chapter that they represent. Each Delegate has the right to one vote; however in the event that one Delegate appointed to represent a particular Student Chapter is absent at any meeting of the SAVMA HOD, the other Delegate appointed to represent such Student Chapter shall have the right to request two (2) votes at the time of registration with the Secretary.

Section 11 – Resignation and Removal

Any Delegate may resign at any time by giving notice to their Student Chapter or Associate organization, the SAVMA EB, and the AVMA Staff Advisor. In addition, any Delegate may be removed by the Student Chapter or Associate organization entitled to appoint



such Delegate, whenever, in its judgment, the best interests of SAVMA would be served by such removal.

Section 12 – Vacancies

In the event of the death, resignation, removal, or incapacity of a Delegate, the Student Chapter or Associate organization represented by such Delegate shall name a qualified member to serve until the conclusion of such Delegate's term and notify the SAVMA EB and the AVMA Staff Advisor of the vacancy and newly appointed replacement Delegate.

ARTICLE IX

Standing Committees; Advisory/Ad-hoc Committees; Task Forces

Section 1 – Standing Committees; Advisory/Ad-hoc Committees; Task Forces

A. Qualifications

All members of the SAVMA HOD shall be eligible to serve on a standing committee.

B. Term

Committee members' terms on a standing committee shall coincide with the duration of their term as delegate, unless granted an exception by the SAVMA EB.

C. Appointments to Standing Committees

The President shall appoint Delegates to any and all standing committees listed in the SAVMA Governance Documents. Committee members shall take their position at the SAVMA HOD meeting at which they are appointed.

D. Meetings

Each standing committee shall meet in person each time the SAVMA HOD convenes, except for the Budget Committee. Each standing committee may hold such number of additional meetings as provided for in the SAVMA budget.

E. Policies and Procedures

a. The SAVMA HOD shall develop and approve policies and procedures for the operation of all committees. All committees shall report to the SAVMA HOD and SAVMA EB.

b. Each committee shall submit, to the Secretary, a written report of meeting minutes, activities, and proposed activities thirty (30) days in advance of the SAVMA Symposium HOD meeting, after the SAVMA HOD meetings at both Symposium and AVMA national convention, and as requested by the SAVMA EB.

c. Each committee shall submit, to the Secretary, a written interim report of activities by November 1st of each year.

d. Any person who represents SAVMA at a meeting of another organization, and/or receives money other than a prize from SAVMA must submit a written report of related activities to the SAVMA HOD within 30 days.

F. Quorum and Manner of Acting

a. At all meetings of any committee, a majority of the members thereof shall constitute a quorum for the transaction of business.



- b. One or two member(s) of each standing committee shall be designated, by the members of the committee, as Chair or Co-Chairs of the committee.
- c. Standing committees shall be established or dissolved by amendment to these Bylaws and shall report to the SAVMA HOD in accordance with the Manual of the SAVMA HOD and these Bylaws.

G. The Standing Committees are:

- a. **Animal Welfare/Human Animal Bond Committee (AWHABC)**
 - i. The AWHABC shall keep abreast of topics relating to animal welfare, and inform the SAVMA HOD and provide information for distribution to the Student Chapters of the AVMA and Student Associates of the AVMA. This shall include information on professional ethics as they relate to the animal welfare and the human-animal bond as well as information regarding domestic, exotic and laboratory animals.
 - ii. The AWHABC chair or the chair's appointee shall act as a voting member, and student representative to the AVMA Animal Welfare Committee.
 - iii. The AWHABC chair or the chair's appointee shall act as a voting member, and student representative to the AVMA Human-Animal Bond Committee.
 - iv. The AWHABC shall promote student awareness and participation in issues pertaining to Animal Welfare and the Human-Animal Bond.
- b. **Budget Committee (BC)**
 - i. The BC shall function to establish a working budget for SAVMA.
 - ii. The BC shall be composed of the chairs from all committees and task force, and the SAVMA EB.
 - iii. The Treasurer shall serve as chair of the BC.
 - iv. The BC shall meet during the AVMA Annual Convention prior to the SAVMA HOD meeting.
- c. **Education and Professional Development Committee (EPDC)**
 - i. The EPDC shall serve to facilitate the professional development of veterinary students, promote education regarding current veterinary economic issues, and encourage the development and refinement of veterinary educational programs at veterinary schools and colleges in the United States and other AVMA-accredited institutions.
 - ii. The EPDC shall encourage Student Chapters of the AVMA and Student Associates of the AVMA to become involved in the development of curriculum and educational opportunities at their respective schools and colleges.
 - iii. The EPDC shall encourage the development of teachers at academic institutions.
 - iv. The EPDC shall maintain a liaison with the American Association of Veterinary Medical Colleges (AAVMC).



- v. The EPDC shall maintain a liaison with the American Association of Veterinary State Boards (AAVSB).
- d. Governmental Affairs Committee (GAC)
 - i. The GAC shall survey current legislative actions applicable to veterinary medical students and report such actions to the SAVMA HOD.
 - ii. The GAC shall sponsor informational programs to distribute legislative materials to each of the Student Chapters of the AVMA and Student Associates of the AVMA.
 - iii. The GAC shall support programs for legislative awareness at member veterinary schools.
 - iv. The GAC chair or the chair's appointee will serve as a student liaison to the AVMA Political Action Committee.
 - v. The GAC chair or the chair's appointee will serve as a committee representative to the AVMA Legislative Advisory Committee.
- e. Integrative Communications and Diversity Committee (ICDC)
 - i. The ICDC shall serve to present ideas and suggestions on ways to enhance communication among the AVMA, SAVMA, and the Student Chapters of the AVMA and the Student Associates of the AVMA.
 - ii. The ICDC shall provide ideas for the promotion of veterinary medicine within the community and sponsor projects with this goal.
 - iii. The ICDC shall promote and facilitate diversity programs and/or opportunities among the veterinary community.
 - iv. The ICDC shall communicate and address the concerns of our student body to the SAVMA HOD.
- f. International Veterinary Exchange Committee (IVEC)
 - i. The IVEC shall promote the advancement of veterinary education and animal welfare throughout the world.
 - ii. The IVEC shall facilitate individual cultural and educational exchange through the recruitment of veterinarians and veterinary students to participate in international student exchange programs.
 - iii. The IVEC shall distribute information about the activities of the International Veterinary Student Association (IVSA) and encourage Student Chapters of the AVMA and Student Associates of the AVMA to be involved in international activities.
- g. Public Health and Community Outreach Committee (PHCOC)
 - i. The PHCOC shall promote community outreach at the chapter level as well as on the national level.
 - ii. The PHCOC shall promote public health issues and coordinate public health concerns with the GPHO and GPHO-elect.
 - iii. The PHCOC shall act as a resource for emerging and interdisciplinary health issues which affect the veterinary profession.



- iv. The PHCOC will also encourage student chapters and associates to become involved in emerging health issues through community outreach and educational events.
 - v. The PHCOC shall assist in the provision of practical experience for SAVMA members.
 - vi. The PHCOC shall assist in increasing youth interest in careers related to veterinary medicine or allied health careers, specifically areas of Native American Nations, food animal medicine, and any other areas that may be deficient in veterinary care.
- h. Symposium Committee (SC)
- i. The SC shall consist of the:
 - Junior Delegate of the school awarded the next SAVMA Symposium bid
 - Junior Delegate and Senior Delegate of the upcoming SAVMA Symposium
 - Senior Delegate of the current calendar year's SAVMA Symposium
 - ii. The SC shall update and maintain the SAVMA Symposium Manual.
 - iii. The SC shall assist in the transfer of information among hosting schools or colleges, and schools or colleges interested in presenting a bid for hosting the SAVMA Symposium.
 - iv. The chair shall be one of the Delegates from the school hosting the upcoming SAVMA Symposium, as elected by the SAVMA HOD.
 - v. The assistant chair shall be one of the Delegates from the school hosting the following SAVMA Symposium, as elected by the SAVMA HOD.
 - vi. The SC shall organize the Diversity Forum to be held at the Symposium in order to educate students about the importance of diversity and multicultural competency within our profession.

Section 2 – Advisory/Ad Hoc Committees and Task Forces

The SAVMA EB or the SAVMA HOD may form such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of SAVMA. An ad hoc committee created by the SAVMA EB or SAVMA HOD shall terminate after three (3) years from the date of its creation, unless renewed by the SAVMA EB or SAVMA HOD. A task force created by the SAVMA EB or SAVMA HOD shall terminate after one (1) year from the date of its creation, unless renewed by the SAVMA EB or SAVMA HOD. Ad hoc committees and task forces may be established for longer periods with the approval of the SAVMA EB or SAVMA HOD. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.



Article X ***The Vet Gazette***

Section 1 – Circulation

- A. All members of SAVMA shall receive a subscription and/or access to the journal upon payment of membership dues.
- B. Only SAVMA members are eligible for award monies, contingent upon providing their SAVMA ID number with their submission.
- C. Submissions for *The Vet Gazette* shall be called for at least four (4) times per year.

Section 2 – Management

- A. Editor
 - a. The Editor is responsible for coordination of all aspects of the publication and distribution.
 - b. The Editor is a voting member of the SAVMA EB and shall have a thorough understanding of SAVMA.
- B. Editorial Rights
 - a. It is the goal of SAVMA in publishing *The Vet Gazette* to promote all aspects of veterinary medicine, and to represent and support all points of view on topics pertinent to veterinary medicine, with the exception of those that may conflict with AVMA Policy Statements and Guidelines, and the Veterinary Code of Ethics.
 - b. SAVMA, *The Vet Gazette* Editor, and the AVMA reserve the right to edit or withhold publication of any submissions.

ARTICLE XI **Electronic Meetings**

Section 1 – Electronic Meetings

Any action to be taken by a SAVMA EB, SAVMA HOD, committee or task force may be done 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. Notice of an electronic meeting must be delivered at least forty-eight (48) hours prior to the meeting.

ARTICLE XII **SAVMA Symposium**

Section 1 – Purpose

The SAVMA Symposium shall be designed to permit students with an opportunity to become familiar with areas of veterinary medicine that are not usually covered in their regular curricula.



Section 2 – Time and Place

The SAVMA Symposium shall be held annually in accordance with the SAVMA Symposium Manual.

Section 3 – Bids

The SAVMA HOD shall select the SAVMA Symposium site from submitted bids two years in advance of the proposed SAVMA Symposium as outlined in the SAVMA Symposium Manual.

Section 4 – Symposium General Manager(s) and Treasurer

The Host school or college which has been awarded the symposium by the SAVMA HOD shall select up to two Symposium General Managers and a Treasurer. Upon selection of these positions the Host school will notify the SAVMA EB and the AVMA Staff Advisor(s).

Section 5 – Finances

- A. The Host School Symposium Planning Committee shall maintain banking accounts at the same location as SAVMA accounts unless otherwise permitted by the SAVMA EB.
- B. The SAVMA Symposium Treasurer, the SAVMA Treasurer and the AVMA staff advisor shall be the sole custodians of the resources of the SAVMA Symposium.
- C. A strict accounting of all funds received and expended and all accounting records, including all cancelled checks (or photocopies) and all bank statements, shall be sent to the AVMA Staff Advisor and the SAVMA EB, ten (10) days prior to the start of the AVMA Annual Convention unless an extension is granted by the SAVMA EB.
- D. The SAVMA Treasurer shall be informed quarterly of all debits or credits to all fiscal accounts related to the hosting of the SAVMA Symposium.
- E. An emergency fund, which is approximately equal to 25% of the average gross cost of the past two SAVMA Symposia, shall be held as reserves and shown on a balance sheet reviewed annually by SAVMA. These funds are to be maintained as a contingency against debts incurred, and may be disbursed upon approval of the SAVMA EB.
- F. Student Chapters or Associate organizations may not, prior to being awarded the SAVMA Symposium bid, solicit funding or promises of funding without the express consent of the SAVMA EB.
- G. All profits and losses from educational symposia are the sole property and responsibility of SAVMA.

Section 6 – Symposium General Manager Report

The SAVMA Symposium General Manager(s) shall create a file composed of a chronologic record of the events in the planning of the Symposium and of reports from each committee chair. These reports shall contain the committee's protocol, problems, and suggestions.



ARTICLE XIII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of SAVMA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the AVMA Bylaws, and such other policies, rules and regulations as SAVMA may adopt, and any statutes applicable to this organization that do not authorize the provisions of these Bylaws to take precedence.

ARTICLE XIV

Finances

Section 1 – Budget and Financial reports

- A. The Treasurer shall submit a projected budget annually, which is approved by the Budget Committee, for the coming fiscal year during the SAVMA HOD meeting at the AVMA Convention. A majority vote of the SAVMA HOD voting at a duly convened meeting where a quorum is present will be required for approval.
- B. The fiscal year for all SAVMA business shall be September 1 to August 31.
- C. The Treasurer's report to the SAVMA HOD, at each meeting, shall contain an account of all monies spent, received, and retained by SAVMA during the fiscal year.
- D. At the completion of the fiscal year, the Treasurer shall balance accounts and turn the records, including all bank statements and cancelled checks, over to a committee or agency selected by the SAVMA EB for audits.

Section 2 – Disbursement of Funds

- A. Budgeted funds may be drawn upon with approval of the Treasurer.
- B. Requested funds that are not budgeted, or requested funds that exceed the budgeted amount, may be provided upon approval of the SAVMA EB or the SAVMA HOD.
- C. Students receiving scholarships, awards, or financial disbursement from SAVMA must be current SAVMA members who have paid their membership dues in full.

Section 3 – Travel Expenses

SAVMA shall provide travel funds, as approved by the SAVMA EB, and as outlined in the Manual of the SAVMA House of Delegates and the SAVMA Executive Board Manual.

ARTICLE XV

Bylaws Amendments

Section 1 – Proposed Amendments

The SAVMA Executive Board or any member of the SAVMA HOD may introduce a proposed amendment to these Bylaws, in whole or in part, provided the proposed amendment meets the criteria set forth in this Article.



Section 2 – Notice

All proposed amendments to these Bylaws must be submitted to the SAVMA EB at least forty-five (45) days prior to the next meeting of the SAVMA HOD. The Secretary shall distribute any proposed amendments to the Delegates at least twenty-five (25) days prior to the next meeting of the SAVMA HOD.

Section 3 – Action

The SAVMA HOD may amend these Bylaws at any of its meetings by a two-thirds (2/3) vote of the Delegates registered and voting, provided a quorum of Delegates are present.

Section 4 – Correlation with AVMA Bylaws

- A. Any changes to these Bylaws must correlate with the current AVMA Bylaws.
- B. The AVMA Executive Vice President must approve all proposed amendments to these Bylaws, no later than thirty (30) days prior to the vote by the SAVMA HOD.
- C. The AVMA Staff Advisor, working with the Secretary, shall provide the AVMA Executive Vice President with all amendments to the Bylaws passed by SAVMA.

**ARTICLE XVI
Dissolution**

Section 1 – Proposed Dissolution

Only a SAVMA EB member or Delegate may propose dissolution of SAVMA.

Section 2 – Notice

Written notice of dissolution must be introduced at the meeting preceding the first vote, and a copy must be filed with the SAVMA EB and the AVMA Vice President at least ten (10) days prior to the beginning of said meeting.

Section 3 – Action

The SAVMA HOD may approve the dissolution of SAVMA by a two-thirds (2/3) vote cast by Delegates registered and voting at two consecutive SAVMA HOD meetings. AVMA Executive Board shall have the authority to dissolve SAVMA if no meetings of the SAVMA HOD are held for two consecutive years.

Section 4 – Dissolution

In the event of the dissolution, the assets of SAVMA, after discharging all its obligations, shall be donated to the Auxiliary to the AVMA Student Loan Fund.

**ARTICLE XVII
Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the SAVMA Governing Documents,



a 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XVIII

Books and Records

SAVMA shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Executive Board, and committees having any of the authority of the Executive Board and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time

ATTACHMENT D

89449338



Whereas, ARTICLES OF INCORPORATION OF
 STUDENT AMERICAN VETERINARY MEDICAL ASSOCIATION, INC.
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
 GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
 JANUARY 1, A.D. 1987.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
 of Illinois, by virtue of the powers vested in me by law, do hereby
 issue this certificate and attach hereto a copy of the Application
 of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand, and cause to
 be affixed the Great Seal of the State of Illinois,
 at the City of Springfield, this 28TH
 day of AUGUST AD. 19 89 and
 of the Independence of the United States
 the two hundred, and 14TH.*

Jim Edgar

 SECRETARY OF STATE

89449338

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8 9 4 4 9 3 3 8

ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 7-28-87
Filing Fee \$ 50.00
Clerk

To Secretary of State, Springfield Illinois.

We, the undersigned, (Not less than three)

Table with 5 columns: Name, Number, Street, Address City, State. Rows include William A. Grant II, Rene LaVergne, Megan Bamford, and others.

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: Student American Veterinary Medical Association, Inc.
2. The period of duration of the corporation is: perpetual
3. The address of its initial Registered Office in the State of Illinois is: 930 North Meacham Road
4. The first Board of Directors shall be five in number, their names and addresses being as follows:

Table with 5 columns: Name, Number, Street, Address City, State. Rows include William A. Grant II, Rene LaVergne, Megan Bamford, Hugh Mainzer, Margaret Gourlay.

5. The purpose or purposes for which the corporation is organized are: To introduce veterinary students to the concept of professionalism; to promote contact and exchange of ideas among veterinary students in the United States and Canada; to encourage veterinary student involvement in organized veterinary medicine; and to promote, enhance, and support veterinary medical education.

Is this corporation a condominium association as established under the condominium property act?
Is this corporation a cooperative housing corporation as defined in Section 216 of the Internal Revenue Code of 1954?
Is this a homeowner's association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure?

70803 LA
89449338

MAILED 13 00

89449338

(Note: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

x William A. Grant, II
x Rene LaVergne
x Megan Bamford

Incorporators

DEPT-01 RECORDING
1459 09/22/89 12:48:00
TRAN 1459 09/22/89 12:48:00
#8100 # 49-3338
COOK COUNTY RECORDER

ACKNOWLEDGMENT

STATE OF ILLINOIS,

County of Cook ss.

I, Rosemarie Settanni, a Notary Public do hereby certify that on the

8th day of August, 1989, William A. Grant, II,
(Names of Incorporators)

Rene LaVergne and Megan Bamford

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereto set my hand and seal the day and year above written.

Rosemarie Settanni
Notary Public

NOTARIAL SEAL
ROSEMARIE SETTANNI
Notary Public, State of Illinois
My Commission Expires May 5, 1991

FORM NP-29
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

FILED

AUG 28 1989

Illinois Secretary of State

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$25.00

1-89-2-11-65 (41650-201-872) 10-83