

# AHVMA

## BYLAWS



Amended by the AHVMA Board of Directors  
June 2020

# AHVMA Bylaws

## ARTICLE I – Corporate Officers

1. The Corporate Officers of the Association shall be the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.
2. No member shall be elected as a Corporate Officer until he/she has been a member in good standing for at least two (2) years preceding the date of his/her election.
3. Subject to the restrictions here and after prescribed, the corporate Officers shall have full charge of the governance of the Association.
4. Any vacancy of office, which occurs by death or resignation or otherwise, shall be filled in the prescribed manner in the next annual election, except in the office of the President, which special provision is made in Section 5 of this Article. The President may, with the approval of the remaining members of the Board of Directors fill such vacancy in the offices of the Board by appointment until the next regular election.
5. Should the office of President be vacated by reason of death, total disability, resignation, or for any other reason, the President-Elect, and Vice President, in that order, shall assume the duties of the President and be known as president pro tempore.
6. Installation of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President shall take place at an appropriate time during the Annual Business Meeting of the Association immediately following their election.

## ARTICLE II – The President

1. The President shall be the chief elected officer of the Association.
2. The President's term of office shall be one administrative year commencing at his/her installation at the business meeting immediately following his/her election.
3. Duties:
  - A. The President shall preside at all meetings of the Board of Directors, the Executive Board and the annual and special business meetings of the Association, but has the power to yield the chair to the President-Elect or Vice President in that order. The President shall deliver a report on matters pertaining to the Association's Annual Business Meeting.
  - B. The President shall be entitled to vote in case of a tie vote.
  - C. At the conclusion of the presidential term, the President shall serve one more administrative year on the Board of Directors and the Executive Board as the Immediate Past President and shall have, in that capacity, the same rights and responsibilities as the other members of that body.

### **ARTICLE III – The President-Elect**

1. The President-Elect is defined as the person to assume the duties of the President upon the completion of his/her term of office.
2. The President-Elect shall be a member of the Executive Board of the Board of Directors of the Association. He/She will hold office for one administrative year commencing at his/her installation at the Annual Membership meeting immediately following his/her election, or until his/her successor is chosen.
3. Duties:
  - A. The President-Elect shall perform the duties of the President in case of the absence of the President from the chair at any regular or special meetings of the Board of Directors and general meetings of the Association or between such meetings.
  - B. The President-Elect shall have the same rights and responsibilities as other members of the Board of Directors.
  - C. The President-Elect shall become President pro tempore should the office of President become vacant by reason of death, total disability, resignation, or other reasons.
  - D. The President-Elect shall chair the Finance/Budget committee or any committee the members of the Board of Directors may request.

### **ARTICLE IV – The Vice President**

1. The Vice President shall hold office for one administrative year commencing at his/her installation at the Annual Membership meeting immediately following his/her election, or until his/her successor is chosen.
2. Duties:
  - A. The Vice President shall perform the duties of the President in case of the absence of the President and the President-Elect from the chair at any regular or special meetings of the Board of Directors and general membership of the Association or between such meetings.
  - B. The Vice President shall have the same rights and responsibilities as other members of the Board of Directors.
  - C. The Vice President shall Chair the Issues Committee.
  - D. The Vice President should perform such duties as requested by the President and/or as directed by the Board of Directors and such other duties as prescribed in these Bylaws.
  - E. The Vice President shall succeed automatically to the position of President-Elect at the conclusion of his/her one-year term.

### **ARTICLE V – The Treasurer**

1. The Treasurer shall hold office for three years commencing at his/her installation at the general membership meeting immediately following his/her election, or until his/her successor is chosen. The Treasurer shall be eligible to succeed himself/herself in office, for one term and may not be elected again to that position without a lapse of two terms.
2. Duties:

- A. The Treasurer shall, with the executive director, maintain appropriate bank accounts in the name of the Association. All monies belonging to the Association shall be deposited into these accounts or such other investments as the Board of Directors may designate. The Treasurer and Executive Director shall pay current expenses and such other expenses or as may be approved by the Board of Directors.
- B. The Treasurer, as an officer of the Association, serves as a member of the Executive Board and assists the President in the performance of his/her duties.

#### **ARTICLE VI – The Secretary**

- 1. The Secretary shall hold office for two years commencing at his/her installation at the general membership meeting immediately following his/her election, or until his/her successor is chosen. The Secretary shall be eligible to succeed himself/herself in office, for a maximum of three (3) terms (6 years in succession).
- 2. Duties:
  - A. The Secretary shall work in concert with the Executive Director for the production of the Minutes of the Board of Directors and Annual Business Meeting which require approval of the Board of Directors.
  - B. The Secretary shall ensure that copies of the Minutes of the Board of Directors meetings are approved by those bodies and provided to the Officers and Directors as appropriate.
  - C. The Secretary, as an officer of the Association, serves as a member of the Executive Board and assists the President in the performance of his/her duties.

#### **ARTICLE VII – The Executive Director**

- 1. The Executive Director shall be the Chief Executive Officer of the Association, employed by, or contracted by the Board of Directors, implementing policy enunciated by the Board of Directors and/or by the general membership and shall receive compensation as approved by the Board of Directors by contract.
- 2. Duties:
  - A. The Executive Director shall keep accurate accounts and a permanent ledger of all receipts and disbursements and shall submit such papers, books of accounts and checkbooks to the Treasurer or for any audit that he/she is requested to do so by the Board of Directors.
  - B. The Executive Director shall give at least ten days written notice to each member of the time and place of the regular Annual Meeting and of special meetings of the Association and notify the Board members forty-eight (48) hours before any Board meetings.
  - C. The Executive Director shall preserve, file and distribute the proceedings of the Annual Meeting of the Association to the Board of Directors.
  - D. The Executive Director shall conduct the correspondence of the Association and administrative matters, retain copies of all letters written on behalf of the Association, preserve and file all communications received.
  - E. The Executive Director shall direct the publicity and public relations of the Association and shall publish and mail the Association's official publication.
  - F. The Executive Director shall have direct supervision and management of all Association employees.

- G. The Executive Director shall assist all committees in their work. He/she shall provide for, and coordinate the exhibits, functions and registration of the annual meeting of the Association.
- H. The Executive Director shall execute the procedure for the election.

#### **ARTICLE VIII – Delegates to the American Veterinary Medical Association**

1. The Association’s delegate and alternate delegate to the American Veterinary Medical Association House of Delegates shall be selected once every four years. The Board of Directors shall determine the manner of selection. The delegate and alternate delegate shall be eligible to succeed his or herself. The term of their office shall begin in the same calendar year of their appointment starting on the first day after the conclusion of the AVMA Annual Convention. Should AVMA requirements change, the term shall be modified accordingly. No Delegate or Alternate Delegate may be appointed to represent AHVMA if that appointment would result in a total term as HOD Delegate and/or Alternate Delegate that would exceed eight years.
2. If the office of delegate should become vacant by death, resignation or otherwise, the alternate delegate will automatically become the delegate until the next time of appointment.
3. If the office of alternate delegate should become vacant by death, resignation or otherwise, the President of the Association, with the approval of the Board of Directors, shall appoint a new alternate delegate to fill that unexpired term.
4. No member may be appointed as Delegate or Alternate Delegate if, during their service at an AVMA HOD semiannual meeting, they would also be serving as president of AHVMA.

#### **ARTICLE IX – Board of Directors**

1. The Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and six other Directors and the Executive Director/CEO, ex-officio without vote.
2. The President shall be chair of the Board of Directors.
3. The Directors shall be elected by a majority of voting members by ballot and installed in office at the annual meeting. Eligibility for serving on the Board shall require membership in good standing of the Association for a minimum period of two years.
4. The term of office for Directors of the Board shall be three (3) years. Directors may succeed themselves for one (1) additional term in office by being re-elected by the majority of members of the Association by ballot election. If a sitting Director is re-elected to a term shorter than a full three-year term they may serve that short term; however, they may not be re-elected to further terms if it would result in their total length of service exceeding six (6) years.
5. To ensure an orderly rotation of Directors, the Directors term of office will be staggered so the least number of the Directors will be elected annually.
6. Members of the Association may address the Board of Directors at their meetings by invitation of the President.
7. Should vacancies occur in the Board of Directors at any time, they shall be filled by appointment by the President with the approval of a majority of the remaining members of the Board of Directors. Said appointment shall be for the remainder of that year. This will be a temporary placement, lasting up and until the next general election. The election to fill such vacancy shall be for the remaining years of original term. The selection of a permanent successor should be accomplished according to the provisions of these Bylaws.

8. The functions and responsibility of the Board of Directors shall be to act as a governing body for the Association, and to approve the annual budget.
9. The presence of six (6) Officers and/or voting Directors at any meeting of the Board of Directors shall constitute a quorum.
10. Guidelines for Continuation on the Board of Directors
  - A. Any member of the Board of Directors who misses two (2) major meetings consecutively, or more than fifty percent (50%) of the meetings within a year can be removed from the Board.
  - B. Any member of the Board of Directors, due to medical or other personal reasons, who cannot continue to fulfill his/her obligation to the Board can be removed from the Board.
  - C. Any member of the Board of Directors who voluntarily gives up his/her position on the Board, or who is removed from the Board, will have a replacement so appointed by the President and approved by the remaining Board members by a majority vote.
  - D. Any member of the Board of Directors may be removed from office for malfeasance or misfeasance, for conduct unbecoming to the office or to the Association's principles or any other causes as stated in these Bylaws.
  - E. The Executive Board shall have a due process hearing at a called meeting for the purpose of such allegations of wrongful doing of a Board member. A notice of the called meeting will be sent to the Board member in question and to the Board of Directors at least fifteen (15) days prior to the called meeting.

#### **ARTICLE X – Election of Officers and Directors**

1. Election of elected Officers shall be by ballot in the following manner:
  - A. A Nominating Committee, composed of the Immediate Past President and a maximum of two (2) other members selected by the Committee Chair, shall prepare a slate of nominations for positions on the Executive Board and Board of Directors a minimum of three (3) months prior to the annual meeting. All nominees shall have electronic mail capabilities.
  - B. In January of each year a Call for Nominations shall be issued to the entire voting Membership to solicit their input into the nominating process. This shall be disseminated by appropriate means, which may include publication in the AHVMA Journal and/or email communication with the Members. In the event that the above procedures are not completed in a timely manner, an alternate system of written election balloting shall be decided by the Executive Director and the Board of Directors.

#### **ARTICLE XI – Meetings**

1. There shall be one Annual Business Meeting of the Association each fiscal year. Such meeting shall be held during the Annual Conference of the Association.
2. The active members present at the Annual Meeting shall constitute a quorum for the transaction of business.
3. The order of business of the general membership meeting shall be as determined by the Board of Directors.
4. The Board of Directors may participate in any meeting through the use of a telephone conference or similar communication equipment including "on-line conferencing," by means of which all persons participating in the meeting can hear or otherwise simultaneously communicate with each other. Such participation in a meeting shall constitute presence in person at the meeting.
5. The Board of Directors shall meet four (4) times annually.

6. The President of the Board may call special meetings of the Board of Directors in between the major meetings, which are designated as minor meetings. The number of minor meetings can be different from year to year. The President may cancel a scheduled meeting if there is insufficient business to warrant such meeting.
7. Each member shall observe order and decorum in all Association activities and shall pay due respect to the President, or other Officers, fellow members, Executive Director and staff.
8. All questions of order, whether in debate or otherwise, not here and specifically provided for shall be decided by Robert's Rule of Order.

## **ARTICLE XII – Dues, Subscriptions, Suspensions, Dismissals and Reinstatements**

1. Each general (active) member shall pay such annual dues as established by the Executive Director. Such dues shall include benefits as determined by the Board of Directors.
2. Dues for recent graduates shall be determined by the Executive Director.
3. Each veterinary student member shall pay such annual dues as established by the Executive Director.
4. The non-member subscription price for the Journal of the AHVMA, and for the Proceedings of the Annual Conference shall be set by the Executive Director.
5. Special assessments may be levied by the Board of Directors at any time.
6. Dues are due in the office by April 1st each year. Active members in arrears for dues and assessments shall be notified twice by the Executive Director and if same debts are not liquidated within 60 days of the due date, membership and benefits thereof will be suspended. Payment of delinquent dues shall result in reinstatement.
7. Membership may be terminated by resignation or for cause by a majority vote of the Board at a Meeting or Conference Call Session called for that purpose.
8. Classes of Membership: The Classes of Membership shall include Regular ("Active") Members who shall be degreed veterinarians with full voting privileges, and any other Membership Classes that the Board shall determine.

## **ARTICLE XIII – Compensation of Officers and Directors**

1. The Board of Directors shall not receive any compensation for their services as Directors, but by resolution of the Executive Board, Directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. A Director may serve the Association in any other capacity for reasonable compensation.
2. The Executive Director/CEO shall be a paid position of the Association.

## **ARTICLE XIV – Committees**

1. The standing committees shall be named in Section 3 of this Article. Except as noted previously for the Nominating Committee, Finance Committee, and the Issues Committee, the incoming President shall select the Chairs of the committees with the approval of the Executive Board.
2. Committees shall contain an even number of persons, plus the Chair. The Chair shall have voting rights within that committee corresponding to the voting rights of the President, i.e., he/she shall not vote unless there is a tie vote within the committee.

3. Standing Committees:

- A. The Nominating Committee shall have the responsibility of collecting nominations for elected positions of the Association. The Immediate Past President shall serve as Chair of the Nominating Committee.
- B. The Conference Program Committee works with the Executive Director in planning and executing the annual conference of the Association. The Board of Directors shall vote their approval of the program.
- C. The Finance Committee shall, with the Executive Director, develop an annual budget for the Association. The President-Elect shall serve as Chair of the Finance Committee.
- D. The Editorial Committee shall assist the Editor(s) of the Journal of the AHVMA. The Committee shall have a minimum of three (3) members. The Committee, in close relationship with the Editor(s), helps to set goals and guidelines for the Journal. The Board and its President shall be responsible for the ultimate decision in case of dispute or disagreement with the Editor(s) of the Journal.
- E. The Membership Committee is responsible for working with the Executive Director to promote new and existing membership.
- F. The Issues Committee will gather information on issues presented to the AHVMA about which the Association is interested or required to respond or take action. Reports will be sent to the Board for their decision on how the Association will proceed, copied to the office. The Vice President shall be the Chair of the Issues Committee.
- G. The SAHVMA Committee shall work with the SAHVMA group(s) to ensure their integration into the activities of the Association.
- H. There shall be a Council of Elders whose purpose is to provide spiritual guidance and advice to members who seek their counsel to maintain the heart of AHVMA.

**ARTICLE XV – Dissolution**

- 1. The Association may be dissolved on thirty (30) day notice by majority vote at a meeting or by letter ballot. Such dissolution shall be effective ninety (90) days after such vote is taken, provided all outstanding obligations of the Association have been satisfied.
- 2. In case of dissolution of the Association, its assets shall be donated to a non-profit organization selected by the Board of Directors, provided a majority of the voting membership affirm this transaction by written ballot. Failing such a majority, the assets shall be donated to the American Holistic Veterinary Medical Association Foundation.

**ARTICLE XVI – Amendments**

- 1. These Bylaws may be amended, altered or repealed by a two-thirds vote of those members of the Board eligible to vote. Any amendment(s) to these Bylaws shall become effective immediately after an affirmative vote of the Board of Directors.

*These Bylaws were updated by the Board of Directors on April 30, 2016, and approved and ratified on June 20, 2016 and again in May 2018.*

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