

BYLAWS OF THE ASSOCIATION OF AMERICAN VETERINARY MEDICAL COLLEGES

ARTICLE I

ASSOCIATION MEMBERSHIP

Section 1. Voting Members. Institutions qualifying as members pursuant to this Section (hereinafter collectively referred to as “Member Institutions” and individually as a “Member Institution”) shall have such voice in the affairs of the Association as specified in the Articles of Incorporation and elsewhere herein. Upon the payment of the membership dues assessed by the Assembly, the following institutions may become voting members of the Association of American Veterinary Medical Colleges (the “Association”):

- (a) Any college or school of veterinary medicine which is accredited by or has gained “reasonable assurance” from the American Veterinary Medical Association Council on Education.
- (b) Any department of veterinary science¹ or any approved department of comparative medicine² which is independent of a school or college of veterinary medicine, is a unit of an accredited institution of higher learning, and which is located in the United States or Canada.

Section 2. Affiliate Members. Institutions qualifying as Affiliate Members pursuant to this section (and hereinafter collectively referred to as "Affiliate Member Institutions" and individually as an "Affiliate Member Institution") shall participate in Association meetings and activities. Upon petition to the Board of Directors, majority approval at a meeting of the Assembly, and payment of the Affiliate member dues as assessed by the Assembly, the following institutions become Affiliate members, with no voting privileges or responsibility.

- (a) Any college or school of veterinary medicine which is listed by the AVMA but is not accredited by or has not gained "reasonable assurance" from the American

¹ A department of veterinary science shall be defined as the one principal department affiliated with a state agricultural experiment station involved in veterinary medical research, education, and service.

² An approved department of comparative medicine shall be defined as a distinct academic unit of an accredited institution of higher learning, not located within a school or college of veterinary medicine, which is involved in significant veterinary/comparative medical and/or biomedical research, doctoral and/or postdoctoral education or training, and service, and which is accepted for membership under a mechanism and specific criteria developed by the Board of Directors.

Veterinary Medical Association Council on Education and which grants the DVM degree or equivalent.³

Section 3. Representatives. Each Member Institution shall be represented by the highest ranking officer of the Member Institution or that person's designee, provided that such designee is an employee of the Member Institution. Such representative or designee shall hereinafter be individually referred to as a "Representative" and all Representatives or their designees shall be collectively referred to as the "Assembly."

Section 4. Meetings of the Assembly.

- (a) Place of Meeting. All meetings of the Assembly shall be held at such place and time as shall be designated by the Board of Directors or stated in the notice of the meeting or duly executed waivers thereof.
- (b) Frequency of Meetings. A meeting of the Assembly for the election of directors and officers and the transaction of other business specified in the notice of meeting shall be held once each year on any day, and such day shall be designated by the Board of Directors and stated in the notice of the meeting.
- (c) Notice of Meeting. Written notice of any meeting of the Assembly stating the place, date, and hour of the meeting shall be given to each Representative entitled to vote at such meeting, either personally, by mail, or electronically not less than 20 (twenty) days before the date of the meeting.
- (d) Special Meetings. Special meetings of the Assembly, for any purpose or purposes, unless otherwise proscribed by statute or by the Articles of Incorporation, may be called by the president at his or her discretion. Special meetings shall be called by the secretary at the request of two or more members of the Board of Directors or a number of Representatives equal to at least twenty percent (20%) of the Assembly. Any request for a special meeting shall be made in writing, shall state the purpose or purposes of the proposed meeting, and shall be signed by those requesting the meeting.
- (e) Notice of Special Meetings. Written notice of a special meeting stating the place, date, and hour of the meeting, and the purpose for which the meeting is called, shall be given to each Representative entitled to vote at such meeting, either personally, by mail, or electronically not less than 20 (twenty) days before the date of the meeting.
- (f) Special Meeting Business. Business transacted at any special meeting of the Assembly shall be limited to the purposes stated in the notice.

³ On July 17, 2011, the AAVMC Board of Directors grandfathered two existing member institutions, Angell Animal Medical Center and Animal Medical Center of New York, into the Affiliate Member category.

- (g) **Quorum; Adjourned Meetings.** A number equal to at least forty-one percent (41%) of the total number of Member Institutions of the Association shall constitute a quorum at all meetings of the Assembly for the transaction of business. Members may vote and participate electronically. If a quorum cannot be reached the Representatives shall recess the meeting until such time as a quorum is reached.
- (h) **Voting.** Each Member Institution shall be entitled to one vote in all matters which are required or permitted to be submitted to the Assembly, including the election of Officers and Directors of the Association. Separate votes by secret ballot shall be taken for the election of each officer only if there are multiple candidates for each officer position. Successive ballots shall be taken until one of the nominees for each office has received a majority of votes.
- (i) **Proxy Representation.** A Representative may authorize another employee of the Member Institution or a Representative of another voting Member Institution to act for such Representative by proxy in all matters in which such Representative is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Written notification of the proxy has to be received by the Executive Director at least 24 (twenty-four) hours prior to the start of the meeting of the Assembly. Exceptions to the 24 hour notice may be granted by the Executive Director prior to the start of the Assembly meeting. A proxy is only valid for the meeting for which it was generated.
- (j) **Employee Attendance.** Employees of Member Institutions or Affiliate Members not designated as a Representative may attend meetings of the Assembly, and may speak, but may not vote on any matter or petition the Assembly for any reason.
- (k) **Policy Statements.** Any Representative may submit a statement of policy, resolution, or similar document for the consideration and approval of the Assembly on a subject relevant to the objectives and purposes of the Association prior to a meeting of the Assembly.
- (l) **Deliberation and decision making process.** The most recent edition of Robert's Rules of Order will govern the conduct of meetings of the Assembly.
- (m) **Observers.** Observers may attend all sessions of an Assembly meeting, and they may participate in floor debate on an equal basis with Representatives. Observers may not offer any resolutions or amendments to any proposal, and observers may not vote on any matter.

Section 5. Assembly Committees.

- (a) **Structure.** Subject to the needs of the Association, the Board of Directors, and the Assembly, the Board of Directors shall establish a committee structure. The composition and responsibilities of committees shall be determined by the Board of Directors according to the strategic plan. The internal organization and operation of each committee shall be determined by the members of such committee.
- (b) **Authority.** Committees of the Assembly shall have the power to make recommendations on any matter within the scope of their responsibility, as designated by the Board of Directors. The Board of Directors shall have the power to approve committee recommendations. If a committee recommendation relates to a matter specifically reserved for Assembly approval, the Assembly shall have the power to approve such a recommendation.
- (c) **Annual Report.** Each committee shall submit an annual report to the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

The word “Director” or “Directors” herein refers to a member or members of the Board of Directors. The use of the phrases “full Board” and “full Board of Directors” herein refers to the total number of Directors which the Association would have if there were no vacancies.

Section 1. **General Authority.** The affairs of the Association shall be governed by its Board of Directors, which may exercise all such powers as directed by the Assembly. The Board of Directors shall determine the mission and strategic direction of the Association and provide oversight of its financial resources, programs and activities, executive director, and legal compliance. The duties of the Board of Directors are specified in the Association Policies and Procedures Manual.

Section 2. **Number, Composition, and Qualifications.** The Board of Directors shall consist of no less than 9 (nine) members, and its composition shall represent fairly the full voting membership of the Association. Specific categories of representation are included in the Policies and Procedures Manual. Each elected Director must be a Representative throughout the tenure of his or her Directorship. If, at any time, an elected Director should cease to be Representative of a Member Institution, such person shall immediately cease to be a Director of the Association.

Section 3. **Nomination and Election of Officers and Directors.** The Governance Committee of the Board of Directors shall recommend to the Board of Directors a slate of Officers and of Board members. The Board of Directors shall review the recommendations and

prepare a final slate for presentation to the Assembly. The Assembly shall elect the members of the Board of Directors and the Officers.

Section 4. Meetings.

- (a) Time and frequency. Meetings of the Board of Directors shall be held at such time and with such frequency as required by the Board of Directors to effectively govern the Association.
- (b) Notice. Notice of meetings shall be given 20 (twenty) days prior to the meeting. Written or electronic notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the Directors thereat.
- (c) Quorum. Fifty one percent (51%) of the full Board of Directors shall constitute a quorum. Electronic or telephone participation in meetings is permissible as long as every participant has the capability to hear and be heard. When only fifty one percent (51%) of the Board members are present, the vote of two thirds of the directors present at the time of the vote shall constitute the act of the Board of Directors. If more than fifty five percent (55%) of the Board members is present or participates via electronic means, the simple majority will suffice to constitute the act of the Board of Directors.
- (d) Chair of the Meeting. The president, if present and acting, shall preside at all meetings. If the president is not present, the president-elect shall preside. If the president-elect is not present, the past president shall preside. If the past president is not present, the secretary shall preside. If the secretary is not present, the treasurer shall preside.

Section 5. Removal of Directors. Any or all of the Directors may be removed, with or without cause, at a meeting expressly called for that purpose, by a vote of the Assembly. Cause for removal constitutes criminal action, willful neglect, or breach of the duties of care, loyalty and obedience.

Section 6. Vacancies. Any vacancy or vacancies resulting from the removal, resignation, or death of a Director or Directors shall be filled by the Board of Directors for the remainder of the term.

Section 7. Advisory Committees. The Board of Directors may designate one or more advisory committees of the Board, each committee to contain at least one director. The Chair of any Advisory Board committee must be a member of the Board of Directors. Advisory committees may be populated by representatives of Association members who are not directors. Advisory Board Committees make recommendations to the Board of Directors and may only exercise the power and authority of the Board of Directors when so empowered by the Board.

Section 8. Resignation. Any Director may resign at any time by giving written notice to the president or to the secretary of the Association. The resignation of any Director shall take

effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III

OFFICERS

Section 1. Elected Officers. The elected officers of the Association shall be a president, a president-elect, an immediate past president, a secretary, and a treasurer. The president-elect shall be elected annually to a one-year term at a meeting of the Assembly. The secretary and the treasurer shall be elected bi-annually to two-year terms. The president-elect shall automatically succeed to the office of president for an additional one-year term immediately following the expiration of his or her term as president-elect. The president shall automatically succeed to the position of immediate past president for an additional one-year term immediately following the expiration of his or her term as president. The elected officers shall serve from the end of the Assembly meeting at which they are elected until their successors have been duly elected and assume office, or until their earlier resignation or removal. Renewal of the term of office for president-elect could occur not less than three years after conclusion of the term of office of past-president.

Section 2. Qualifications for Elected Officers. All elected officers must, at the time of their election and throughout their term as elected officers, be Representatives of Member Institutions.

Section 3. Vacancies in Offices.

- (a) A vacancy in the office of president occurring between elections shall be filled by the president-elect, who shall serve the remainder of the vacated term, as well as the succeeding term as president.
- (b) The Board of Directors shall appoint a Representative to fill a vacancy in the office of president-elect, secretary, or treasurer, which Representative shall serve for the remainder of the term. A person so appointed to the office of president-elect shall not automatically succeed to the office of president. A person so appointed to the office of secretary or treasurer shall not automatically continue in that position. Such succession shall be only by vote of the Assembly.

Section 4. President. The president shall be responsible for the effectiveness of the Board of Directors. In cooperation with the executive director, the president may:

- (a) In cooperation with Committee Chairs, develop the agenda for the meetings of the Assembly and the Board of Directors.
- (b) Preside at the meetings of the Assembly and the Board of Directors.

- (c) Facilitate and guide the oversight of the Association by the Board of Directors.
- (d) See to the carrying out of all orders and resolutions of the Assembly and the Board of Directors.
- (e) Ensure proper notification to the Assembly of new members of the Assembly and their appointed Representatives.
- (f) Announce the results of the election of new officers and directors..
- (g) Perform such other duties as the Assembly or the Board of Directors may direct.

Section 5. President-elect. The president-elect shall succeed to the presidency upon the expiration or earlier termination of the term of his or her predecessor. The president-elect, subject to the general supervision of the Board of Directors, shall:

- (a) Preside at meetings of the Assembly and the Board of Directors in the absence of, or when requested by, the president.
- (b) Perform the duties of the president in the event of the president's temporary inability to serve.
- (c) Perform such other duties as the president or Board of Directors may direct.

Section 6. Past President. The past president shall serve as a voting member of the Board of Directors for one year.

Section 7. Secretary. The secretary shall oversee the legal and proper maintenance of the records of the Association, and, subject to the general supervision of the Board of Directors, shall:

- (a) Ensure proper recording of the proceedings of all meetings of the Assembly and the Board of Directors.
- (b) Ensure that proper notice is given of all meetings of the Assembly and special meetings of the Board of Directors.
- (c) Ensure that accurate records are kept of all Member Institutions of the Association, and the Representatives of such Member Institutions.
- (d) Ensure that orders and resolutions of the Assembly and the Board of Directors are implemented.
- (e) Ensure that the seal of the Association is kept in a safe place at the offices of the Association.

- (f) Ensure that correspondence and other documents are kept for the period of time designated by the Board of Directors.

Section 8. Treasurer. The treasurer shall oversee the proper custody and management of the Association funds and securities, and under the general supervision of the Board of Directors shall:

- (a) Oversee the full and accurate accounts of receipts and disbursements in books belonging to the Association.
- (b) Ensure that deposits of all monies and other valuable effects in the name and to the credit of the Association are in an insured bank as ordered by the Board of Directors.
- (c) Ensure that the disbursement of the funds of the Association as may be ordered by the Board of Directors is performed accurately and legally.
- (d) Present to the Board of Directors, at its regular meetings, financial reports prepared by staff.
- (e) Be bonded in an amount specified by the Board of Directors.
- (f) Chair the Finance Committee and the Committee shall be the liaison between the Board of Directors and the financial auditor engaged by the Association.

Section 9. Executive Director. The executive director shall be responsible for the day-to-day operations of the Association, subject to the general supervision of the Board of Directors.

ARTICLE IV

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Association may indemnify, to the fullest extent allowed by the laws of the District of Columbia as those laws presently exist or hereafter may be amended, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Association, or serving at the request of the Association as a Director, officer, employee, or agent of another Association or other organization, whether for profit or not for profit, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. Such indemnification shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any agreement, vote of the Board of Directors, or otherwise,

including rights under any insurance policy that may be purchased by the Association to the extent permitted by the laws of the District of Columbia as they presently exist or thereafter may be amended.

Section 2. Insurance. The Association may purchase and maintain, to the fullest extent permitted by the laws of the District of Columbia as they presently exist or thereafter may be amended, insurance on behalf of any officer, Director, employee, trustee, or agent of the Association against any liability asserted against or incurred by him or her in such capacity or status.

ARTICLE V

BOOKS AND RECORDS – REGISTERED OFFICE AND AGENT

Section 1. The Association shall keep correct and complete books and records of accounts, and shall keep minutes of the proceedings of the members of the Board of Directors and of any committee having authority of the Board of Directors, and shall keep at its registered office or principal office in the District of Columbia a record of the names and addresses of all Member Institutions and Affiliate Members.

Section 2. The address of the initial registered office of the Association and the name of the initial registered agent of the Association are set forth in the Articles of Incorporation.

ARTICLE VI

CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE VIII

CONTROL OVER BYLAWS

The initial Bylaws shall be adopted by the Directors at their organization meeting. Thereafter, the power to amend or repeal the Bylaws and to adopt new Bylaws shall be vested in the Board of Directors.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of the Association of American Veterinary Medical Colleges, a District of Columbia nonprofit corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated: _____, 2012

STUART W. J. REID
Secretary