ARTICLE I: Name
SECTION 1. This Association, incorporated April 15, 1885, under and in accordance with the terms and provisions of an act of the Legislature for the promotion of the veterinary medical profession, shall be known as the "New Jersey Veterinary Medical Association."

SECTION 2. The Association has been organized and shall be operated as a non-profit organization as set forth in Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended.

ARTICLE II: Purposes
The purposes for which this corporation is organized are as set forth in the Certificate of Incorporation and further detailed in its strategic plan.

ARTICLE III: Membership
SECTION 1. Categories - The membership of this Association shall consist of the following:

a. Veterinarian: An individual with a valid veterinary license.
b. Support Staff: A non-veterinarian individual employed at a facility providing animal care.
c. Affiliate: An individual who sells or provides products or services to or for the benefit of veterinary professionals.
d. Retired: Any member in good standing who has reached the age of 70 and has retired from active service to the profession may request Retired status by writing to the Executive Director.
e. Honorary: Any individual awarded membership in the association by a vote of the Executive Board in recognition of outstanding service to this Corporation, to the field of veterinary medicine, or to a local community, state or nation.
f. Student: Any individual enrolled in an accredited school or college of veterinary medicine or veterinary technology.

SECTION 2. Dues and Assessments

a. The Executive Board shall establish the dues for each membership category, including any possible discounts for multiple Veterinarian Members from the same practice or employer, and, if necessary, any special assessments for the Association membership.
b. Dues shall be considered delinquent if not paid within thirty (30) days of the beginning of the fiscal year.
c. At the written request of a member, the Executive Board may reduce or eliminate the dues or special assessment billed to a member for a specific period of time.
d. The Executive Board may establish policy with regard to reinstatement of membership in the case of members dropped for non-payment of dues or special assessment.

SECTION 3. Termination & Resignation

a. Memberships will be terminated for non-payment of dues after such dues are delinquent more than thirty (30) days.
b. Any membership may be terminated for cause by a 2/3 vote in the affirmative of the Executive Board.
c. Any Member may resign by filing a written resignation with the Secretary/Treasurer of the Corporation, in care of the Executive Director. No Member shall be entitled to a refund of membership dues or assessments paid prior to resignation, and resignation shall not relieve a Member from the obligation to pay dues, assessments or other charges accrued prior to the date of resignation.
ARTICLE IV: Voting
SECTION 1. Each Veterinarian Member in good standing at the time of voting shall be eligible to vote, and shall have only one vote. No other category of member shall be entitled to vote.

SECTION 2. Voting by proxy is not permitted.

ARTICLE V: Executive Board
SECTION 1. The powers, property, and affairs of the Corporation shall be exercised, conducted and controlled by the Executive Board.

SECTION 2. The Executive Board shall consist of seven (7) Veterinarian Members who have paid dues for at least the three (3) years immediately preceding their election or appointment to the Board. The seven (7) positions on the Executive Board shall be President, Vice President, Secretary/Treasurer, Past President, and three (3) Directors. The Executive Director shall serve as an ex officio member of the Executive Board. The Executive Board may create non-voting advisory seats on the board as deemed necessary or prudent.

SECTION 3. Terms of service on the Executive Board shall commence at the conclusion of the Annual Business Meeting. Terms shall be three (3) years and individuals may not be elected to more than two consecutive three-year terms. No individual may serve more than two full three-year terms in a nine-year period. The Executive Board may, by majority vote, extend board terms in order to ensure and maintain staggered terms with up to (1) available seat, but no more than three (3) available seats, per election year.

SECTION 4. The Executive Board shall meet at least two times each fiscal year and at other times as the President shall determine. Notice of any meeting of the Executive Board shall be given to each member of the Executive Board in any manner permitted by law at least two days prior to the meeting.

SECTION 5. Meetings of the Executive Board may be held in person or by authorized communications equipment pursuant to which all participants may hear each other. Executive Board members unable to be present in person for any meeting of the Executive Board may participate by authorized communications equipment.

The Executive Board may act other than at a meeting in any manner permitted by the Law, including without limitation by unanimous written consent of all Executive Board members, which consent may be given by facsimile or electronic transmission, and which consent shall be filed with the minutes of the meetings of the Executive Board.

SECTION 6. A member of the Executive Board who loses his or her eligibility to continue to serve on the Executive Board may, if approved by the Executive Board, continue to serve in such capacity through the conclusion of the next Annual Business Meeting; absent such Board approval, such member of the Executive Board shall be deemed to have resigned upon the date of losing Board service eligibility. A member of the Executive Board may be removed from the Executive Board by a two-thirds vote of the Executive Board when the Board determines that such removal is in the best interest of the Corporation. A member of the Executive Board may resign at any time by providing written notice thereof to the President. In the case of the resignation of the President, such notice shall be delivered to the Executive Director, who shall notify the Executive Board.

Any vacancy on the Executive Board, except for the Past President position, shall be filled to the end of the next Annual Business Meeting by a successor appointed by the President and approved by a majority of the Executive Board. In the event the office of Past President becomes vacant, the President may appoint, with the consent of the Executive Board, another former President of the Corporation to fill the unexpired term.
SECTION 7. A simple majority of the members of the Executive Board shall constitute a quorum for conducting business during any meeting of the Executive Board.

ARTICLE VI: Officer Terms & Duties

SECTION 1. The Officers of the Corporation shall be the President, Vice President, and Secretary/Treasurer. Officers shall be elected by majority votes of the members of the Executive Board present at a meeting of the Executive Board held specifically to vote for such Officers.

Officers will serve a term of one (1) year. The President may not serve more than two (2) consecutive one-year terms. The President shall, upon the conclusion of his or her term as President and absent any decision by the Executive Board to the contrary, succeed to the office of Past President without need for an election. The term of the Past President may be extended to coincide with the term of the President should it be necessary to do so.

SECTION 2. President - The President shall be the chief executive officer of the Association. The duties of the President shall include:

a. Presiding at all meetings of the Executive Board.
b. Presiding at all business meetings of the Association.
c. Appointing all committee chairs.
d. Appointing task forces and their chairs.
e. Voting as a member of the Executive Board only when needed to break a tie vote.
f. Serving on all Association committees and task forces as an ex-officio member, having no vote.
g. Convening meetings of the Executive Board
h. Selecting the time and place of Executive Board meetings.
i. Acting as the voice and chief spokesperson for the Association.
j. Using reasonable discretion, taking such action as may be desirable and proper from time to time in order to carry out the aims and objectives of the Corporation.
k. Automatically succeeding to the office of Past President.
l. Remaining in office, should there be no successor, until such time as a successor is installed.

SECTION 3. Vice President – The duties of the Vice President shall include:

a. Collaborating with the President to ensure that Board meetings are focused and keep the Board on a strategic path.
b. Being familiar with the association’s strategic plan, budget, and policies to enable a smooth transition to President, should that occur.
c. Serving as Board liaison to the Membership Committee and Political Action Committee, should those committees be formed by the President.
d. Assisting the Executive Director in identifying sponsors for Association programs.
e. In the temporary absence or disability of the President, assuming the duties and powers of the President until such time as the President shall resume said duties.
f. Performing such duties as may be assigned from time to time by the Executive Board.
g. Remaining in office, should there be no successor, until such time as a successor is installed.

SECTION 4. Secretary/Treasurer - The duties of the Secretary/Treasurer, some or all of which may be delegated to the corporation’s professional staff, shall include:

a. Supervising the maintenance of accurate accounts in a permanent ledger of all Association transactions.
b. Ensuring the annual review and audit of all Association accounting by a certified public accountant.

c. Ensuring a special review and audit of any Association accounting, at the request of the Executive Board.

d. Providing an annual report to the general membership of the Association.

e. Serving as liaison officer between the Executive Board and staff in financial matters.

f. Chairing the Finance Committee.

g. Keeping an accurate record of all acts and proceedings of the Corporation.

h. Maintaining a proper record of the membership of the Corporation.

i. Giving notice to Members and Directors whenever required or directed to do so.

j. Casting a vote in favor of the Nominating Committee’s slate of officers in the event of a non-contested election.

ARTICLE VII: Nomination and Election of Executive Board Members

SECTION 1. Six months after the end of the Annual Business Meeting, the President shall, with the consent of the Executive Board, appoint a Nominating Committee for the purpose of placing in nomination the names of Veterinarian Members for each Executive Board position to be filled for the ensuing Board term.

SECTION 2. Being mindful of the Corporation’s desire for diversity, equity, and inclusion, the Nominating Committee shall prepare and submit to the President a slate of at least one candidate for each position to be filled for the ensuing Board term. At least ninety (90) days prior to the Annual Business Meeting, the President shall cause the Secretary/Treasurer to mail or to send by overnight delivery service, telefax, e-mail, or other electronic means now or hereinafter in existence, ballots for the election to all Veterinarian Members of record as of the date of mailing or delivery or transmission as aforesaid. The ballots shall be returned promptly by any means set forth above.

If there is no contest for any position, there shall be no need to send ballots for that position and the Secretary/Treasurer shall be instructed to cast one vote on behalf of the persons entitled to vote in favor of the person nominated by the Nominating Committee for that position.

Ballots received by the Secretary/Treasurer (or designee of the Secretary/Treasurer) after the announced deadline for such receipt shall be declared invalid.

The nominees receiving the highest number of valid votes cast shall be elected. There shall be no voting by proxy and no cumulative voting. Any ballot containing more votes for candidates than the positions to be filled for each contested election shall be invalid for that contested position. In the event of a tie, the Executive Board will decide the winner, with the Executive Board’s vote being final and binding.

ARTICLE VIII – Resolutions & General Powers

The Executive Board shall be empowered to adopt such resolutions as it may deem advisable or proper for the conduct of the affairs of the Corporation. The Executive Board shall have such other and further powers than those specifically set forth in this Code of Regulations as it deems advisable and proper to carry out and further the aims and purposes of the Corporation.

ARTICLE IX: Committees

SECTION 1. The Association shall maintain a Finance Committee consisting of the Secretary/Treasurer, who shall serve as Chair, the President, and the Executive Director. This committee shall be responsible for preparation of the annual budget and shall review and supervise the financial affairs of the Corporation.

SECTION 2. The President shall, with the consent of the Executive Board, appoint a Nominating Committee for the purpose of placing in nomination the name or names of Veterinarian Members for consideration on
the Executive Board, and, if necessary, the AVMA Alternate Delegate and AVMA Delegate positions. The Nominating Committee shall be chaired by the Past President on the Executive Board and shall also include one Executive Board Member whose term is not concluding and one voting Veterinarian Member not serving on the Executive Board; the Secretary/Treasurer shall not serve on the Nominating Committee. Being mindful of the Corporation’s desire for diversity, equity, and inclusion, the Committee shall prepare and submit to the President a slate of at least one candidate for each position to be filled for the ensuing year.

SECTION 3. The Executive Board shall have the power to create and disband such Committees, councils, task forces, and other groups as it shall from time to time deem appropriate, except that there shall always be a Finance Committee, and a Nominating Committee.

SECTION 4. The President, with approval of the Executive Board, shall have the authority to appoint Chairs, Vice Chairs, and members of all committees, councils, task forces, and other groups.

ARTICLE X – AVMA Delegate & Alternate Delegate

SECTION 1. The Association shall have a Delegate and Alternate Delegate to represent the Association at meetings of the American Veterinary Medical Association (AVMA).

SECTION 2. The AVMA Delegate and Alternate Delegate shall serve terms of four (4) years, commencing at the conclusion of the Annual Business Meeting. The Delegate and Alternate Delegate shall be limited to two consecutive 4-year terms and no individual may serve in the same seat more than two full four-year terms in a twelve-year period.

SECTION 3: The Alternate Delegate will, at the conclusion of the Delegate’s term, ascend to the Delegate seat without the need for an election, except in the case of any action to the contrary by the Executive Board.

The President shall, with the consent of the Executive Board, appoint a Nominating Committee for the purpose of placing in nomination the name or names of Veterinarian Members for Alternate Delegate and, if necessary, the Delegate positions. Being mindful of the Corporation’s desire for diversity, equity, and inclusion, the Committee shall prepare and submit to the President a slate of at least one candidate for each position to be filled for the ensuing year.

SECTION 4. At least ninety (90) days prior to the Annual Business Meeting, the President shall cause the Secretary/Treasurer to mail or to send by overnight delivery service, telefax, e-mail, or other electronic means now or hereinafter in existence, ballots for the election of the Alternate Delegate and, if necessary, Delegate, to all Veterinarian Members of record as of the date of mailing or delivery or transmission as aforesaid. The ballots shall be returned promptly by any means set forth above.

If there is no contest for any position, there shall be no need to send ballots for that position and the Secretary/Treasurer shall be instructed to cast one vote on behalf of the persons entitled to vote in favor of the person nominated by the Committee for each position.

Ballots received by the Secretary/Treasurer (or designee of the Secretary/Treasurer) after the announced deadline for such receipt shall be declared invalid.

The nominees receiving the highest number of valid votes cast shall be elected. There shall be no voting by proxy and no cumulative voting. Any ballot containing more votes for candidates than the positions to be filled for each contested election shall be invalid for that contested position. In the event of a tie, the Executive Board will decide the winner, with the Executive Board’s vote being final and binding.
SECTION 5. Should the office of Delegate become vacant, the President, with approval of the Executive Board, shall appoint a replacement to finish the unexpired term, with priority consideration given to the Alternate Delegate as replacement for the Delegate. Should the office of Alternate Delegate become vacant, the President, with approval of the Executive Board, shall appoint a replacement to finish the unexpired term. Should either the Delegate or Alternate Delegate be appointed to fill an unexpired term, they shall remain eligible to complete two (2) terms of four (4) years each.

ARTICLE XI: Fiscal Year
The fiscal year of the Association shall be determined by the Executive Board as a matter of policy.

ARTICLE XII: Annual Business Meeting
SECTION 1. The Association shall hold an Annual Business Meeting at such time and date as the Executive Board deems appropriate, and by any means permissible, provided such Annual Business Meeting shall take place during the first six months of the fiscal year. Only Veterinarian Members physically present at an in-person Annual Business Meeting may vote at the meeting, should a vote be required.

SECTION 2. A minimum of twenty-five (25) Veterinarian members, as determined by the presiding officer, shall constitute a quorum for conducting business at the Annual Business Meeting.

SECTION 3. All voting at the Association’s annual business meeting will be determined by a simple majority of the votes cast by Veterinarian members, as determined by the presiding officer.

SECTION 4. Notice of each annual meeting of Members shall be given in any manner permitted by law to Veterinarian Members appearing of record at least thirty (30) days but no more than sixty (60) days prior to the date of the meeting.

ARTICLE XIII: Special Meetings
SECTION 1. A special meeting of the membership shall be called upon a written request signed by a minimum of 25% of the Veterinarian Members of the Association. The business to be transacted at the special meeting shall be concisely set forth in the request; no other business shall be transacted except such matters as shall be specifically set forth in the notice of such meeting. Special meetings may be held by any means permissible. However, unless specifically authorized by the Executive Board with respect to an in-person special meeting, only Veterinarian Members physically present at an in-person special meeting may vote at the meeting.

SECTION 2. A minimum of twenty-five (25) Veterinarian members, as determined by the presiding officer, shall constitute a quorum for conducting business at any special meeting.

SECTION 3. All voting at a special meeting will be determined by a simple majority of the votes cast by Veterinarian members, as determined by the presiding officer.

SECTION 4. Written or electronic notice of the date, time, place, and agenda of the special meeting shall be sent to each Veterinarian member of the Association at least fourteen days prior to the meeting.

ARTICLE XIV: Emoluments
SECTION 1. All offices held in this Association are hereby declared to be offices of trust and honor to which no emolument is attached, except for budgeted expenses.

SECTION 2. Other offices of emolument may be created by the Executive Board.

ARTICLE XV: Amendments
Upon thirty (30) days’ notice to all Veterinarian Members of a proposed amendment(s) to the Bylaws, the Executive Board may approve and adopt such amendment(s) by a majority vote of the Executive Board members present at any regular or special meeting at which a quorum is present or through an email vote.

ARTICLE XVI: Order
All questions of order not specifically defined in these bylaws shall be decided by generally accepted principles of parliamentary procedure.

ARTICLE XVII: Code of Ethics
The code of ethics of this Association shall be the Principles of Veterinary Medical Ethics of the American Veterinary Medical Association.

Article XVIII: Books and Records
The books and records of the Association shall be made available to members and others only to the extent required by the New Jersey Nonprofit Corporation Act.

ARTICLE XIX: Administrative Staff
Administrative staff, to include an Executive Director, may be retained to perform such duties as specified by the Executive Board.

ARTICLE XX – Corporate Assets
In the event of dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for, all liabilities shall be distributed pursuant to a plan of distribution adopted by the Executive Board, which plan of distribution shall be consistent with the Corporation’s obligations under both the Law and the U.S. Internal Revenue Code.

ARTICLE XXI – Indemnification
To the fullest extent permitted by applicable law, the Corporation shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation.

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