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3 **BYLAWS OF THE**  
4 **ASSOCIATION OF AVIAN VETERINARIANS, INC.**

5 Approved by the Executive Board on 9/28/19  
6 Approved by the Membership on 1/15/20  
7 Revision 9/28/19  
8

9 **ARTICLE I**

10 **NAME, PURPOSE, PRINCIPAL OFFICE, CORPORATE SEAL AND FISCAL YEAR**

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12 **Section 1. Name and Purpose.** The name and purposes of the corporation shall be as set  
13 forth in the Articles of Organization. The corporation may hereinafter sometimes be referred  
14 to as the "Association."  
15

16 **Section 2. Principal Office.** The principal office of the Association in the Commonwealth of  
17 Massachusetts shall initially be located at the place set forth in the Articles of Organization of  
18 the Association. The Executive Board, herein referred to as the Board, may change the  
19 location of the principal office in the Commonwealth of Massachusetts effective upon filing a  
20 certificate with the Secretary of the Commonwealth, and the Board may designate additional  
21 offices within or outside of the Commonwealth of Massachusetts. If the Association has no  
22 principal place of business within the Commonwealth, it shall appoint a Resident Agent.  
23

24 **Section 3. Corporate Seal.** The Board shall have the power to adopt and alter the seal of the  
25 Association.  
26

27 **Section 4. Fiscal Year.** The fiscal year of the Association shall, unless otherwise decided by  
28 the Board, end on December 31.  
29

30 **Section 5. Property.** The Association is not formed for pecuniary profit or gain and no  
31 money or properties received by the Association of Avian Veterinarians shall be paid to any  
32 member, or to any person, during the life of the Association, except as compensation for  
33 property purchased or services rendered. In the event that the organization should dissolve, all  
34 properties and monies will be distributed in accordance with the Internal Revenue Service  
35 Code 501(c)(3).  
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37 **ARTICLE II**  
38 **MEMBERSHIP**  
39

40 **Section 1. Membership Qualifications.** Membership may be granted to any individual who  
41 (i) meets the criteria set forth for a category of membership in the Association; (ii) shares  
42 interest in and supports the purposes of the Association; (iii) abides by these bylaws and such  
43 other policies, rules, and regulations as the Association may adopt; and (iv) meets such  
44 additional criteria for each category of membership in the Association as the Board may  
45 establish.  
46

47 **Section 2. Membership Application.** The Board shall adopt an application for and  
48 procedures to facilitate the consideration of new applicants for membership into the  
49 Association. All new applicants must complete the application form, whether in print or  
50 electronic form, and submit the application along with any application fee(s) to the Executive  
51 Director. The Executive Director, with advisement from the Board, will review all  
52 applications to determine whether new applicants meet necessary qualifications for  
53 membership of the basis of established guidelines including those set forth in these bylaws.  
54 Each qualified new applicant will become a member upon notice from the Association.  
55

56 **Section 3. Categories.** Membership in the Association shall include the following  
57 categories: Active Veterinary Members (herein referred to as “Active Members”), Veterinary  
58 Student Members (herein referred to as Student Members), Veterinary Technician Members  
59 (herein referred to as Technician Members), Honorary Members, Veterinary Student  
60 Chapters, and Allied Members. The Board shall set membership terms and rates for the  
61 various categories of membership.  
62

63 **Section 3.1. Active Veterinary Members.** Active membership shall be offered to all  
64 graduate veterinarians, and may be further restricted in accordance with Board policy in  
65 order to conform when necessary to the requirements of the American Veterinary  
66 Medical Association (AVMA).  
67

68 Each Active Member shall be entitled to one (1) vote.  
69

70  
71 **Section 3.2. Veterinary Technician Members.** Veterinary Technician membership  
72 may be offered to individuals who have graduated from an animal health or veterinary  
73 technical educational program accredited by the AVMA and/or to licensed veterinary  
74 technicians. Unlicensed veterinary technicians who have not attended an accredited  
75 program may, at the discretion of the Board, be offered such membership if certain  
76 qualifications established by the Board are met.  
77

78 Veterinary Technician Members shall have the same rights as Allied Members.  
79

80 **Section 3.3. Veterinary Student Members.** Student membership may be offered to  
81 individuals currently enrolled in professional veterinary curricula as determined by the  
82 Board.  
83

84 Student Members shall have all of the rights and privileges of Active Members except  
85 they shall not have: i) the right to attend meetings which are designated as limited to  
86 Active Members Only; and ii) the right to vote on matters upon which votes are limited  
87 to Active Members Only.  
88

89 **Section 3.4. Student Chapters.** A group of five (5) or more veterinary students enrolled  
90 in the same college or school of veterinary medicine may apply to become a Student  
91 Chapter of the AAV. The Chapter must have a veterinary faculty member. Student  
92 Chapters have no voting privileges. Other privileges will be determined by the Board.

93  
94 **Section 3.5. Allied Membership.** Allied membership may be offered to an individual  
95 not otherwise eligible for Active, Technician, or Student membership. Such  
96 membership may be extended, at the discretion of the Board, to individuals or entities,  
97 who have demonstrated an ongoing interest in an allied health profession related to  
98 avian medicine, physiology, nutrition, conservation, or other field, as determined by  
99 the Board. Allied Members shall have all of the rights and privileges of Active  
100 Members except they shall not have: i) the right to attend membership meetings, ii)  
101 the right to vote on matters upon which votes are limited to Active Members only, and  
102 iii) access to the AAV Annual Conference programs not specified in the current  
103 program for Allied Members.  
104

105 **Section 3.6 Honorary Members.** Honorary memberships may be offered by the Board  
106 to individuals who have, in the opinion of the Board, participated in, served and  
107 contributed to avian medicine with the highest distinction. The term of Honorary  
108 Membership shall be for the life of the individual upon whom it is bestowed. An  
109 Honorary Member shall have the rights of an Active Member only if said Honorary  
110 Member also meets the qualifications of an Active Member (herein referred to as  
111 “Active Honorary Member”); otherwise, an Honorary Member shall have the rights of  
112 an Allied Member.  
113

114 **Section 4 Tenure.** Each member (individual or Student Chapter) shall hold membership so  
115 long as s/he/it is in good standing on the records of the Association, or until s/he/it sooner  
116 dies, ceases to exist, resigns, is removed or becomes disqualified.  
117

118 **Section 5 Applications.** All applications for membership shall be submitted in accordance  
119 with policy as set by the Board.  
120

121 **Section 6 Dues.** Membership dues will be determined by the Board and reported to the  
122 members via the Association’s print or electronic publications. The Board shall set policies  
123 for payment and collection of dues.  
124

125 **Section 7 Resignation.** All resignations from membership in the Association shall be made  
126 in writing. No resignation shall entitle any member a return of dues paid for the fiscal year  
127 during which the resignation takes place.  
128

129 **Section 8 Disciplines.**  
130

131 **Section 8.1. Grounds for Discipline.** The Association may discipline a member for any  
132 of the following reasons:

- 133 1. Failure to comply with these bylaws, any other rules, regulations or  
134 policies and principles of the Association;
- 135 2. Having been found guilty of any felony or having been found guilty of a  
136 crime related to, or arising out of any type of practice including, but not  
137 limited to public, private, or corporate veterinary medicine;

- 138 3. Suspension, revocation, or other disciplinary action by any state, province,  
139 or country of the member's license to practice veterinary medicine; or  
140 4. Any member who is finally convicted of violating local, state or federal  
141 law with regard to the importation, obtaining, selling, shipping or  
142 inhumane treatment of any avian species, may be subject to suspension  
143 and revocation of membership.  
144

145 **Section 8.2. Procedures.** Disciplinary actions will be taken in accordance with the  
146 Associations' Policy and Procedure Manual.  
147

148 **Section 8.3 Non-Payment of Dues.** The membership of any member who is in default of  
149 payment of dues or assessments for more than three (3) months, or otherwise becomes  
150 ineligible for membership, shall be suspended or terminated unless such suspension or  
151 termination is delayed by the Board.  
152

### 153 **ARTICLE III** 154 **MEETINGS OF MEMBERS** 155

156 **Section 1. Annual Meetings.** The Annual Meeting of the Members shall be held no later than  
157 the 31<sup>st</sup> day of December in each year at a time and in such place as the Board may determine in  
158 each year.  
159

160 **Section 2. Special Meetings.** Special Meetings of the members may be requested by the  
161 following entities: The President; three (3) or more members of the Executive Board; or, no  
162 less than ten percent (10%) of the smallest quorum of members required for a vote upon any  
163 matter at the Annual Meeting. The request must contain the purpose of the Special Meeting,  
164 and the Special Meeting shall take place within two (2) months of receipt of the request, and  
165 shall be called by the President-Elect/Clerk or President. If not, the responsible entities are  
166 empowered to summon the Special Meeting themselves. Special Meetings may be restricted to  
167 voting members at the discretion of the Board.  
168

169 **Section 3. Notice of Meetings.** A written notice of each meeting of members containing the  
170 place, date and time, shall be given to each member at least fourteen (14) days (in the case of  
171 any Special Meeting) or thirty (30) days (in the case of the Annual Meeting) before the  
172 meeting. Members shall be notified of each meeting by electronic mail, digital newsletter,  
173 website announcement, or, if requested in writing, by postage to the member's address as it  
174 appears in the records of the Association. Notice of a meeting need not be given to a member if  
175 a written waiver of notice, executed before or after the meeting by such member or his  
176 authorized attorney, is filed with the records of the meeting.  
177

178 **Section 4. Quorum.** At any meeting of the members, 10% of the total active membership as  
179 of thirty (30) days prior to the meeting date, present in person or represented by proxy, shall  
180 constitute a quorum.

181 **Section 5. Voting and Proxies** Votes shall be cast electronically in the event of an electronic  
182 vote, or in person or by proxy in the event that voting takes place during an in-person meeting.  
183 Proxy votes must be in writing, signed by the person originally granting said proxy vote, and

184 filed in person, electronically, or by postage as designated by the Board. The person designated  
185 to cast a proxy vote may vote at any continuation of the meeting for which the proxy vote was  
186 given, but the proxy vote shall terminate after final adjournment of the meeting, or applicable  
187 continuation of such adjourned meeting. No proxy vote dated more than six (6) months before  
188 the meeting named in it shall be valid. A proxy vote may be revoked in writing, signed by the  
189 person originally granting said proxy vote, and filed in person, electronically, or by postage.  
190 Proxy votes may only be given by Active Members in good standing.

191  
192 **Section 6. Action in Writing.** Any action required or permitted to be taken at any meeting of  
193 the members may be taken without a meeting if a majority, or higher number if required by the  
194 law or these bylaws, of members entitled to vote on the matter consent to the action in writing  
195 and the written consents are filed with the records of the Association. Such consents shall be  
196 treated for all purposes as a vote at a meeting.

197  
198 **Section 7. Compensation.** Members shall be entitled to no compensation for their services  
199 as a matter of right. However, the Board may, at its discretion, compensate members for any  
200 expenses actually incurred in rendering services to the Association. Members shall not be  
201 precluded from serving the Association in any other capacity and receiving compensation for  
202 any such services.

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204 **ARTICLE IV**  
205 **OFFICERS**  
206

207 **Section 1. Number and Qualification.** The officers of the Association shall be the  
208 President, the President-Elect/Clerk, the Immediate Past President, and the Treasurer. All  
209 officers shall serve as members of the Board and must at all times be and remain Active  
210 Members during their tenure in office.

211  
212 **Section 1.1. President.** The President shall officially represent the Association. The  
213 President shall preside at all meetings of the members, the Board, and the Advisory  
214 Council. S/he shall enforce the bylaws of the Association. S/he shall have authority to  
215 delegate these responsibilities to the President-Elect/Clerk. The President shall appoint  
216 committee chairpersons/cochairpersons, and other association entities, unless otherwise  
217 specified in these bylaws. The President shall serve as an ex-officio member of any  
218 standing committee. S/he shall perform other duties requested of her/his office.

219  
220 **Section 1.2. President-Elect/Clerk.** The President-Elect/Clerk shall: i) assist the  
221 President in the discharge of the President’s official duties; ii) preside at meetings in the  
222 President’s absence; iii) automatically succeed to the office of the President upon the  
223 expiration of the President’s term in office and in the event of the President’s death,  
224 incapacity, removal or resignation; and iv) perform other duties as directed or delegated  
225 by the Board. The President-Elect/Clerk shall serve as Clerk of the Association.

226  
227 **Section 1.3. Immediate Past President.** The Immediate Past President shall: i) chair  
228 the Leadership Development Committee; ii) chair the Conference Committee, and  
229 iii) perform such other duties as directed or delegated by the Board.

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**Section 1.4. Treasurer.** The Treasurer i) shall be responsible for receiving and accounting for all monies and pay all expenses of the Association. ii) shall submit an annual financial report to the Association as stipulated in Article XII of these bylaws, and iii) shall perform such other duties as directed or delegated by the Board. The Treasurer may delegate duties to the Executive Director. The Treasurer shall be bonded in an amount specified by the Board as needed, which bond shall be paid for by the Association.

If required by the Board, any officer shall give the Association a bond for the faithful performance of their duties in such amount and with such surety or sureties as shall be satisfactory to the Board. The cost of such bond shall be paid by the Association.

**Section 2. Terms of Office.** The officers shall serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

**Section 2.1** The President-Elect/Clerk shall serve three (3) consecutive terms (one term as President-Elect/Clerk, one term as President, and one term as Immediate Past President).

**Section 2.2** The Treasurer may serve for three (3) consecutive terms.

**Section 3. Election.** A Nominating Committee shall consist of the Chair and four other members, all elected by the Board. Two members shall be Advisory Council members and all candidates shall be Active members. The Executive Director shall serve as a non-voting, ex-officio member. The Nominating Committee will be responsible for ensuring that there is at least one candidate for each open elected position on the Board and Advisory Council for the forthcoming year.

The Nominating Committee shall present its slate of candidates at least forty-five (45) days in advance of the Annual Meeting. Officers and Advisory Council members shall be elected via electronic mail or other electronic means as may be approved by the Board. A majority vote shall elect. The Nominating Committee shall offer to the Board for action by the Board the names of those individuals suggested for appointment as Delegates and Alternate Delegates to the AVMA House of Delegates.

**Section 4. Officer Removal.** Any officer may be removed with or without cause by a two-thirds vote of the Board, after the officer has had the opportunity to be heard.

**ARTICLE V**  
**EXECUTIVE DIRECTOR**

**Section 1. Executive Director.** The Board may, at its discretion, engage an Executive Director, or other entity such as an Association Management Company (AMC) to perform the Executive Director functions as described in these bylaws. The Executive Director and/or engaged entity shall coordinate the Board, the Advisory Council, and the committees of the

275 Association. The Executive Director and/or engaged entity shall serve at the pleasure of the  
276 Board.

277  
278 The Executive Director and/or engaged entity will be responsible for and accountable to the  
279 Board for the coordination of all programs and services, and for all projects specified in the  
280 strategic plan. The Executive Director, and/or engaged entity representative, shall serve as an  
281 ex officio non-voting, advisory member of the Board and any committee and/or task force as  
282 requested by the Board.

283 **ARTICLE VI**  
284 **EXECUTIVE BOARD**

285  
286 **Section 1. Purpose.** The Executive Board, herein referred to as the Board, shall be the  
287 administrative body of the Association.

288  
289 **Section 2. Members.** The Board will be comprised of the President, the President-  
290 Elect/Clerk, the Immediate Past President, the Treasurer, and one (1) Advisory Council  
291 member elected by the Advisory Council. The Executive Director shall serve as an ex officio  
292 non-voting member of the Board.

293  
294 **Section 3. Duties.**

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296 **Section 3.1.** The Board shall administer the affairs of the Association in a manner  
297 consistent with these bylaws.

298  
299 **Section 3.2.** The Board shall report all actions to the members of the Association at  
300 official Association meetings and/or through the Association's print or electronic  
301 publications in a timely manner.

302  
303 **Section 3.3.** The Board shall fill vacancies in office occurring between elections by  
304 appointment as described in Article IV, Section 4.

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306 **Section 3.4.** The Board may take any emergency action when it is not possible to  
307 obtain action by the membership. Such action shall, to the extent practical, be temporary  
308 in nature, pending final action by the membership.

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310 **Section 4. Meetings of the Board**

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312 **Section 4.1.** The Board shall meet at least twice each year, once in conjunction with  
313 the Annual Conference, and at one or more such other times as the President and/or a  
314 majority of the Board shall determine.

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316 **Section 4.2. Special Meetings of the Board.** In the event that a special meeting is  
317 necessary, such meeting shall be scheduled with 24 hours with electronic notice to the  
318 members of the Board. A complete agenda of matters to be discussed in connection  
319 with such a special meeting must be distributed to the members of the Board at least  
320 one week prior to the meeting.

321  
322 **Section 4.3. Quorum.** A majority of the voting members of the Board will constitute a  
323 quorum.  
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325 **Section 4.4. Manner of Participation.** Unless otherwise provided, members of the  
326 Board may participate in and act at any meeting of the Board, Advisory Council, or  
327 committee through conference call or other communications equipment by means of  
328 which all persons participating in the meeting can communicate with each other.  
329 Participation in such meeting shall constitute attendance and presence in person at the  
330 meeting of the person or persons so participating.  
331

332 Members of the Board may vote electronically on issues that come before it in lieu of  
333 an in-person meeting. Any electronic vote held in this manner must be unanimous in  
334 order for such vote to be binding. If the vote is not unanimous, the issue shall  
335 automatically be postponed until the next meeting of the Board.  
336

337 **Section 5. Compensation.** The voting members of the Board shall not receive any  
338 compensation for their services. They may be reimbursed for expenses incurred in their  
339 official capacity. A member of the Board shall not be precluded from serving the Association  
340 in any other capacity and receiving compensation for such other services.  
341

342 **Section 6. Term of Office.** The term of each member of the Board shall be the same as and  
343 run concurrently with the term of the individual's elected or appointed office or position as  
344 specified in these bylaws.  
345

346 **Section 7. Resignation.** A member of the Board may resign at any time by delivering his/her  
347 written resignation to the Association. Such resignation shall be effective upon receipt (unless  
348 specified to be effective at some other time) and acceptance thereof shall not be necessary to  
349 make the resignation effective unless it so states.  
350

351 **Section 8. Vacancy.** A vacancy in any office or position on the Board shall be filled in  
352 accordance with Article IV, Section 4 in these bylaws.  
353

354 **Section 9. Rule Making.** The Board may promulgate rules, standing or otherwise, and  
355 regulations in expansion and for clarification of, but not in contraction to, these bylaws. Such  
356 rules, as and when adopted, shall govern the orderly functioning of the Association.  
357

## 358 **ARTICLE VII** 359 **ADVISORY COUNCIL** 360

361 **Section 1. Purpose and Duties.** The purpose of the Advisory Council is to facilitate and  
362 enhance communication among the membership, Standing and Special committees, and  
363 members of the Board. The committee chairpersons/cochairpersons and Members of the  
364 Advisory Council shall serve in an advisory and resource capacity to the Board. The President  
365 shall make periodic activity reports to the members of the Association on behalf of the Advisory  
366 Council at business meetings and/or through the Association's publications and website



367  
368 **Section 2. Members.** The Advisory Council will be comprised of the Board; the chairperson  
369 and cochairperson (if any) of each committee; and four (4) Members At-Large elected as  
370 herein provided.

371  
372 **Section 3. Standing Committee Chairpersons/Cochairpersons.** Each standing committee  
373 chairperson or cochairperson, appointed in accordance with Article X, shall automatically  
374 become a member of the Advisory Council. Each standing committee, with or without  
375 cochairpersons, shall have only one vote on Advisory Council activities. Standing committees  
376 shall not be chaired/cochaired by Association officers.

377  
378 **Section 4. Members At-Large .** Members-At-Large serve as the membership’s representatives  
379 on the Advisory Council. Four (4) Members-At-Large shall serve in staggered terms on the  
380 Advisory Council. Each Member At-Large shall have one (1) vote on Advisory Council  
381 activities.

382  
383 **Section 4.1 Election.** The Nominating Committee, constituted in accordance with  
384 Article IV, Section 3, shall present to the membership at least forty-five (45) days in  
385 advance of the Annual Meeting at least one (1) candidate for each vacant Member At-  
386 Large position selected from among all voting members. The committee will be charged  
387 with selecting candidates who possess leadership potential and represent the diverse  
388 membership of the Association.

389  
390 The Members At-Large shall be elected by a majority of voting members in accordance  
391 with policy described in these bylaws.

392  
393 Section 4.2. Terms of Office. Each Member At-Large may serve three- consecutive  
394 terms, or until the third Annual Membership Meeting after their election.

395  
396 **Section 4.3.** Members At-Large shall not chair a Standing committee or serve as a  
397 member of the Board.

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399  
400 **Section 5. Election of the Advisory Council Representative to the Board .** No more than  
401 thirty (30) days following each Annual Meeting , Standing committee  
402 chairpersons/cochairpersons and Members At-Large shall elect by simple majority a chairperson  
403 or cochairperson of a standing committee to serve as Representative of the Advisory Council on  
404 the Board, for one (1) term or until the next Annual Meeting of the Board . The President,  
405 President-Elect/Clerk, Treasurer, and Immediate Past President shall not be eligible for this  
406 position, nor shall they vote in the election.

407  
408 The elected Advisory Council Representative on the Board may, upon re-election by the  
409 Advisory Council, serve a maximum of three (3) consecutive terms on the Board. In the event  
410 the Advisory Council Representative on the Board is unable to fulfill his/her term, the President  
411 shall appoint a chairperson/cochairperson of a standing committee to complete his/her term.

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**Section 6. Meetings.**

**Section 6.1. Voting Members.** The voting members of the Advisory Council are the President, President-Elect/Clerk, Immediate Past President, Treasurer, standing committee chairpersons/cochairpersons, and the Members At-Large.

**Section 6.2. Quorum.** A majority of the voting Advisory Council members will constitute a quorum.

**Section 6.3. Frequency.** The Advisory Council shall meet at least once each year in conjunction with the Annual Meeting, and at such other times as the President and/or a majority of the voting members of the Advisory Council shall determine.

**Section 6.4. Special Meetings.** In the event that the President, the Board or a majority of the Standing Committees determine that a Special Meeting is necessary, such meeting shall be scheduled with a complete accompanying agenda with at least one week print or electronic notice to the members of the Advisory Council.

**Section 6.5. Manner of Participation.** Members of the Advisory Council may participate in and act at any meeting of the Advisory Council or committee through conference call or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Voting members of the Advisory Council may vote electronically on issues that come before it in lieu of a meeting. Any electronic vote held in this manner must be unanimous in order for such vote to be binding. If the vote is not unanimous, the issue shall automatically be postponed until the next meeting of the Advisory Council.

**Section 7. Compensation.** The members of the Advisory Council shall not receive any compensation for their services. They may be reimbursed for expenses incurred in their official capacity. A member of the Advisory Council shall not be precluded from serving the Association in any other capacity and receiving compensation for such other services.

**Section 8. Vacancy.** Any vacancy in the unexpired term of any Advisory Council member shall be filled by the President with the advice from the Board.

**Section 9. Resignation.** A member of the Advisory Council may resign by delivering his/her written resignation to the Association. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

458 **ARTICLE VIII**  
459 **COMMITTEES**

460 **Section 1. Committees.** The Board shall appoint Standing and Special committees as  
461 established in the Policy and Procedure Manual.  
462

463 **Section 2. Special Committees and Task Forces.** The President may appoint or dissolve ad  
464 hoc committees and/or task forces. The purpose of such committees and task forces is to fulfill  
465 a specific need or purpose of the Association.  
466

467 **Section-3. Committee Chairpersons/cochairpersons and Members.** The  
468 chairpersons/cochairpersons of the standing and ad hoc committees and task forces of the  
469 Association shall be appointed by the President from the Active membership with the advice  
470 and consent of the Board. The standing and ad hoc committee chairpersons/cochairpersons  
471 shall serve as members of the Advisory Council. Chairpersons/cochairpersons shall submit  
472 periodic written reports of committee activities when requested by the President or Executive  
473 Director. Standing and ad hoc committee chairpersons/cochairperson may serve a maximum of  
474 five (5) consecutive terms or until a successor is appointed. Voting members of the various  
475 committees shall be appointed by the respective committee chairpersons/cochairpersons from  
476 the membership at large.  
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478 **ARTICLE IX**  
479 **PERSONAL PROPERTY**

480 The members, directors and officers of the corporation shall not be personally liable for any  
481 debt, liability or obligation of the corporation. All persons, corporations or other entities  
482 extending credit to, contracting with, or having any claim against the corporation may look only  
483 to the funds and property of the corporation for the payment of any such contract or claim or for  
484 the payment of any debt, damages, judgment or decree, or of any money that may otherwise  
485 become due or payable to them from the corporation.  
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488 **ARTICLE X**  
489 **AMENDMENTS**

490 Amendments to these bylaws may be proposed at any meeting of the Board upon petition by a  
491 minimum of fifteen (15) voting members or two (2) members of the Board. Such petition will  
492 be addressed or directed to the Association voting members who shall be notified via  
493 electronic mail no later than forty-five (45) days in advance of the scheduled vote, which shall  
494 take place via electronic mail or other electronic means in accordance with policy set by the  
495 Board. A two-thirds affirmative vote of members voting shall be required for passage.  
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**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

**ARTICLE XII  
OTHER APPOINTED POSITIONS**

**Section 1.** In order to promote and advance the mission of the Association, the Association may wish to have representative(s) to other allied or professional organizations.

**Section 1.1. Delegates to the AVMA House of Delegates.** For so long as the Association is certified by the American Veterinary Medical Association (AVMA) as an allied group, one delegate and one alternate delegate to the AVMA House of Delegates shall be appointed by a majority vote of the Board. Delegates must be members in good standing of the AVMA. Delegates serve for a maximum of four (4) years each or until a successor is appointed. This term limit does not apply to the AAV Executive Director if serving as the delegate or alternate delegate to the AVMA. Both delegates shall attend all AVMA HOD meetings and are charged with voting on the behalf of the Association. Delegates shall also submit written reports from such meetings to the Board and the Association.

**Section 1.2. Other representatives.** Other representatives such as liaisons to other professional/allied organizations may be appointed and discharged by the President with the advice of the Board unless otherwise stated by the professional/allied organization. These representatives shall submit written report(s) of their activities or meetings attended upon request by the President or Executive Director.

**ARTICLE XIII  
AUDIT OF BOOKS**

Provisions shall be made by the Board for an annual audit of the accounts of the Treasurer, either by a committee appointed by the Board or an accountant retained by the Board for the purpose of such audit. Such audit shall be presented to the Board immediately following completion.

**ARTICLE XIV  
Dissolution**

In the event of dissolution of the Association, the Board shall dispose of all of remaining assets of the Association apart from any assets held by the Association upon condition requiring return,

545 transfer, or other conveyance in the event of dissolution, in which case assets shall be returned,  
546 transferred, or conveyed in accordance with such requirements.

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548 Disposition shall occur after payment or making provision for payment of all liabilities of the  
549 Association and include all remaining assets exclusively identified for the purposes of the  
550 Association. Disposition shall be conducted in such manner, or to such organization or  
551 organizations, as shall at the time qualify as a tax-exempt organization or organizations  
552 recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the  
553 corresponding provisions of any future United States Internal Revenue statute, as the Board of  
554 Directors shall determine.

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556 Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the  
557 county in which the principal office of the Association is then located, exclusively for such  
558 purposes in such manner, or to such organization or organizations that are organized and  
559 operated exclusively for such purposes, as said court shall determine.

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**ARTICLE XV  
RECORDS AND PROPERTY**

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564 All records and property, real, personal or mixed, entrusted to or in the hands of any officer,  
565 director, representative, agent, committee chairperson/cochairperson, appointed official, special  
566 advisor, employee or the like, acting for or on behalf of the Association shall be and remain  
567 Association property and, upon request by the President or the Board, shall be surrendered to  
568 the President or as the Board directs.

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576 Major changes

577 1-treasurer will be elected for 3 consecutive terms

578 2-at large member of AC- 3 consecutive terms

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