ARTICLE I
NAME, PURPOSE, PRINCIPAL OFFICE, CORPORATE SEAL AND FISCAL YEAR

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

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

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

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

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

ARTICLE II
MEMBERSHIP

Section 1. Membership Qualifications. Membership may be granted to any individual who (i) meets the criteria set forth for a category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these bylaws and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Board may establish.
Section 2. Membership Application. The Board shall adopt an application for and procedures to facilitate the consideration of new applicants for membership into the Association. All new applicants must complete the application form, whether in print or electronic form, and submit the completed application along with any application fee(s) to the Executive Director. The Executive Director, with advisement from the Board, will review all applications to determine whether new applicants meet necessary qualifications for membership on the basis of established guidelines including those set forth in these bylaws. Each qualified new applicant will become a member upon notice from the Association.

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

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

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

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

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

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

Student Members shall have all of the rights and privileges of Active Members except they shall not have: i) the right to attend meetings which are designated as limited to Active Members Only; and ii) the right to vote on matters upon which votes are limited to Active Members Only.
Section 3.4. Student Chapters. A group of five (5) or more veterinary students enrolled in the same college or school of veterinary medicine may apply to become a Student Chapter of the AAV. The Chapter must have a veterinary faculty member. Student Chapters have no voting privileges. Other privileges will be determined by the Board.

Section 3.5. Allied Membership. Allied membership may be offered to an individual not otherwise eligible for Active, Technician, or Student membership. Such membership may be extended, at the discretion of the Board, to individuals or entities, who have demonstrated an ongoing interest in an allied health profession related to avian medicine, physiology, nutrition, conservation, or other field, as determined by the Board. Allied Members shall have all of the rights and privileges of Active Members except they shall not have: i) the right to attend membership meetings, ii) the right to vote on matters upon which votes are limited to Active Members only, and iii) access to programs and services restricted by the Board.

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

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

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

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

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

Section 8 Disciplines.

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

1. Failure to comply with these bylaws, any other rules, regulations or policies and principles of the Association;
2. Having been found guilty of any felony or having been found guilty of a crime related to, or arising out of any type of practice including, but not limited to public, private, or corporate veterinary medicine;
3. Suspension, revocation, or other disciplinary action by any state, province, or country of the member’s license to practice veterinary medicine; or
4. Any member who is finally convicted of violating local, state or federal law with regard to the importation, obtaining, selling, shipping or inhumane treatment of any avian species, may be subject to suspension and revocation of membership.

Section 8.2. Procedures. Disciplinary actions will be taken in accordance with the Associations’ Policy and Procedure Manual.

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

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Members shall be held no later than the 31st day of December in each year at a time and in such place as the Board may determine in each year.

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

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

Section 4. Quorum. At any meeting of the members, 10% of the total active membership as of thirty (30) days prior to the meeting date, present in person or represented by proxy, shall constitute a quorum.
Section 5. Voting and Proxies. Votes shall be cast electronically in the event of an electronic vote, or in person or by proxy in the event that voting takes place during an in-person meeting. Proxy votes must be in writing, signed by the person originally granting said proxy vote, and filed in person, electronically, or by postage as designated by the Board. The person designated to cast a proxy vote may vote at any continuation of the meeting for which the proxy vote was given, but the proxy vote shall terminate after final adjournment of the meeting, or applicable continuation of such adjourned meeting. No proxy vote dated more than six (6) months before the meeting named in it shall be valid. A proxy vote may be revoked in writing, signed by the person originally granting said proxy vote, and filed in person, electronically, or by postage. Proxy votes may only be given by Active Members in good standing.

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

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

ARTICLE IV
OFFICERS

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

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

Section 1.2. President-Elect/Clerk. The President-Elect/Clerk shall: i) assist the President in the discharge of the President’s official duties; ii) preside at meetings in the President’s absence; iii) automatically succeed to the office of the President upon the expiration of the President’s term in office and in the event of the President’s death, incapacity, removal or resignation; and iv) perform other duties as directed or delegated by the Board. The President-Elect/Clerk shall serve as Clerk of the Association.
Section 1.3. Immediate Past President. The Immediate Past President shall: i) chair the Conference Committee, and ii) perform such other duties as directed or delegated by the Board.

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 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.

Section 2. Terms of Office. The officers shall serve for one (1) 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 chairperson 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 (1) 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 to the membership 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 of the voting membership shall elect. The Nominating Committee shall offer to the Board for action by the Board the names of 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.

Section 5. Vacancy. A vacancy in the unexpired term of an Officer shall be filled by the Board.

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

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

ARTICLE VI
EXECUTIVE BOARD

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

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

Section 3. Duties.

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

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

Section 3.3. The Board may take any emergency action when it is not possible to obtain action by the membership. Such action shall, to the extent practical, be temporary in nature, pending final action by the membership.

Section 4. Meetings of the Board

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

Section 4.2. Special Meetings of the Board. In the event that a special meeting is necessary, such meeting shall be scheduled within 24 hours with electronic notice to the members of the Board. A complete agenda of matters to be discussed in connection with such a special meeting must be distributed to the members of the Board.
Section 4.3. Quorum. A majority of the voting members of the Board will constitute a quorum.

Section 4.4. Manner of Participation. Unless otherwise provided, members of the Board may participate in and act at any meeting of the Board, 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.

Members of the Board may vote electronically on issues that come before it in lieu of an in-person 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 Board.

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

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

Section 7. Resignation. A member of the Board may resign at any time 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 the resignation effective unless it so states.

Section 8. Rule Making. The Board may promulgate rules, standing or otherwise, and regulations in expansion and for clarification of, but not in contraction to, these bylaws. Such rules, as and when adopted, shall govern the orderly functioning of the Association.

ARTICLE VII
ADVISORY COUNCIL

Section 1. Purpose and Duties. The purpose of the Advisory Council is to facilitate and enhance communication among the membership, Standing and Special committees, and members of the Board. The committee chairpersons/cochairpersons and members of the Advisory Council shall serve in an advisory and resource capacity to the Board. The President shall make periodic activity reports to the members of the Association on behalf of the Advisory Council at business meetings and/or through the Association’s publications and website.
Section 2. Members. The Advisory Council will be comprised of the Board; the chairperson and cochairperson (if any) of each committee; and four (4) Members At-Large elected as herein provided.

Section 3. Standing Committee Chairpersons/Cochairpersons. Each Standing Committee chairperson or cochairperson shall automatically become a member of the Advisory Council. Each Standing Committee, with or without cochairpersons, shall have only one vote on Advisory Council activities. Standing Committees shall not be chaired/cochaired by Association officers.

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

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

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

Section 4.2. Terms of Office. Each Member At-Large may serve three (3) consecutive terms, or until the third Annual Membership Meeting after their election.

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

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

The elected Advisory Council Representative on the Board may, upon re-election by the Advisory Council, serve a maximum of three (3) consecutive terms on the Board. In the event the Advisory Council Representative is unable to fulfill his/her term, the Advisory Council shall elect a new Representative.
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.
ARTICLE VIII
COMMITTEES

Section 1. Committees. The President with the advice and consent of the Board shall appoint or dissolve Standing Committees as established in the Policy and Procedures Manual unless otherwise stipulated in the bylaws.

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

Section 3. Committee Chairpersons/cochairpersons and Members. The chairpersons/cochairpersons of the Standing and Special Committees and task forces of the Association shall be appointed by the President from the active membership with the advice and consent of the Board. Chairpersons/cochairpersons shall submit periodic written reports of committee activities when requested by the President or Executive Director. Standing Committee chairpersons/cochairperson may serve a maximum of five (5) consecutive terms or until a successor is appointed. Voting members of the committees shall be appointed by the respective committee chairpersons/cochairpersons from the membership at large.

ARTICLE IX
PERSONAL PROPERTY

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

ARTICLE X
AMENDMENTS

Amendments to these bylaws may be proposed at any meeting of the Board upon petition by a minimum of fifteen (15) voting members or two (2) members of the Board. Such petition will be addressed or directed to the Association voting members who shall be notified via electronic mail no later than forty-five (45) days in advance of the scheduled vote, which shall take place via electronic mail or other electronic means in accordance with policy set by the Board. A two-thirds affirmative vote of members voting shall be required for passage.
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 (1) delegate and one (1) alternate delegate to the AVMA House of Delegates (HOD) 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 or allied organizations may be appointed and discharged by the President with the advice of the Board unless otherwise stated by the professional or 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,
transfer, or other conveyance in the event of dissolution, in which case assets shall be returned, transferred, or conveyed in accordance with such requirements.

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

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

ARTICLE XV
RECORDS AND PROPERTY

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