

**CONSTITUTION AND BYLAWS**

**Of the**

**ALABAMA VETERINARY MEDICAL ASSOCIATION**

Incorporated August 11, 1959

Recorded August 11, 1959

In

Corporation book 42, page 489

Probate Office of Montgomery County

Montgomery, Alabama

*Last amended June 2017*

*Adopted June, 2018*

**CONSTITUTION Article I - NAME**

Section 1. The name of this organization shall be the ALABAMA VETERINARY MEDICAL ASSOCIATION.

Section 2. The Association shall be incorporated within the State of Alabama.

Section 3. The duration of the corporation shall be perpetual.

Section 4. The Association may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefits of the members and not for pecuniary profit.

Section 5. The corporation shall be without capital stock and without pecuniary profit to the individual members, said corporation being formed under Chapter 10, Section 203 Et Seq., Code of Alabama 1940 as amended and known as the "Alabama Non Profit Corporation Act" and any amendments or other changes to said Act.

Section 6. The corporation shall comply with Section 501 (c) (6) of the Internal Revenue Code.

**Article II - OBJECTIVES**

Section 1. The objectives of the Alabama Veterinary Medical Association shall be to:

- a) Advance the science and art of veterinary medicine including its relationship to public health and agriculture.
- b) Promote the welfare of the State of Alabama, its citizens, and its animals by fostering a cooperative spirit and ethical behavior in all professional activities of veterinarians.
- c) Maintain standards of professional qualifications through veterinary medical education and continuing education.

- d) Increase public awareness of problems concerning animal health and disease control.
- e) Actively support sound legislation concerning animal health and disease control.
- f) Encourage responsible pet ownership and the humane treatment of all animals.

### **Article III - MEMBERS**

Section 1. **Active Members** - Active members of the Association shall be those graduates of colleges and schools of veterinary medicine who meet the qualifications specified from time to time in the Bylaws of the Association.

Section 2. **Other Members** - The Bylaws may also provide for, and specify the qualifications for other classes of members in the Association.

Section 3. **Tenure** - Members of the Association shall retain their membership only so long as they comply with the provisions of the Constitution, Bylaws, and the Principles of Veterinary Medical Ethics of the American Veterinary Medical Association, as these principles are updated or revised by the American Veterinary Medical Association.

### **Article IV - OFFICERS**

Section 1. **Number** - The officers of the Association shall be a president, president-elect, vice president, treasurer, and such other officers as the Bylaws may from time to time specify.

Section 2. **Qualifications** - The president, president-elect and vice president shall be active members in good standing and have served at least one year as members of the Executive Board. In addition, the president shall be an active member in good standing for at least five years immediately prior to assuming office.

Section 3. **Election and Term** - A president-elect, vice president, and treasurer shall be elected before each annual summer meeting typically held in conjunction with the convention of the Association as prescribed by the Bylaws. Each such officer so elected shall serve until the annual summer meeting typically held in conjunction with the convention subsequent to assumption of office or until the installation of a successor, at which time the president-elect shall become president of the Association and shall serve as president until the next annual summer meeting typically held in conjunction with the convention or until the installation of a successor.

Section 4. **Successor to the President** - If the president dies, resigns, or is otherwise removed from office, the president-elect shall immediately become president and shall serve for the remainder of the president's term.

### **Article V - EXECUTIVE DIRECTOR and ASSISTANT EXECUTIVE DIRECTOR**

Section 1. **Executive Director** - The executive director shall serve as administrator of the Association and shall be selected by the Executive Board.

Section 2. **Assistant Executive Director** - The assistant executive director shall serve as assistant administrator of the Association.

#### **Article VI - EXECUTIVE BOARD**

Section 1. The Executive Board shall be the policy and oversight body of the Association and shall perform such duties as may be prescribed from time to time in the Bylaws.

Section 2. **Composition** - The Board shall consist of the president, president-elect, vice president, treasurer, immediate past president, one member-at-large, and one member or alternate from each constituent association. The executive director, delegate and alternate delegate to the American Veterinary Medical Association, the state veterinarian of Alabama, the editor of the *Alabama Veterinarian*, the president of the Auxiliary to the Alabama Veterinary Medical Association, a student representative from SCAVMA at Auburn University and Tuskegee University, the public health veterinarian, and a member from the Alabama Veterinary Medical Foundation Board shall be ex-officio members without the right to vote.

Section 3. **Qualifications** - All members of the Board must be active members in good standing of a constituent association, the Alabama Veterinary Medical Association and the American Veterinary Medical Association.

Section 4. **Election and Term** - One member of the Association shall be elected each year, as a member-at-large for a term of one year and shall serve until a successor is elected. In the event a member-at-large position is vacated, a replacement shall be named by the president and approved by the Executive Board. The replacement shall serve the remainder of the un-expired term or until a successor is elected. Members from constituent associations shall be elected to the Executive Board in accordance with the provisions of the Bylaws.

Section 5. **Meetings** - Meetings of the Executive Board shall be held as prescribed by the Bylaws.

#### **Article VII - CONSTITUENT ASSOCIATIONS**

Section 1. **Definition** - A constituent association is a local or district veterinary medical association which meets the qualifications specified in the Bylaws of the Association and whose application for recognition has been approved by the Executive Board and the Association.

Section 2. **Representation** - Each constituent association shall be represented on the Executive Board by a duly elected Representative and Alternate Representative by members of the constituent Association. The alternate shall be eligible to represent a constituent association and vote at any Executive Board Meeting which the Representative is unable to attend.

#### **Article VIII - MEETINGS**

Section 1. **Regular Meetings** - Regular meetings of the membership of the Association shall be held as specified in the Bylaws.

Section 2. **Special Meetings** - Special meetings shall be held as specified in the Bylaws.

## **Article IX - AMENDMENTS**

Section 1. This Constitution may be amended by submitting the proposed amendment(s) in writing to the president for action by the Executive Board. The Executive Board shall forward the amendment(s) and its recommendations to be considered at the next regular meeting of the Association. The proposed amendment(s) will then be mailed to all members of the Association for voting before a regular meeting of the members one year later. An amendment shall be adopted by an affirmative two-thirds majority of the total votes cast. Balloting and voting shall be as prescribed in the Bylaws.

## **BYLAWS**

### **Article I - MEMBERSHIP**

Section 1. **Active Members** - A veterinarian who meets the requirements set forth in Article III of the Constitution may apply for active membership in the Association. The application shall be made on application blanks provided by the Association or online at the ALVMA website and filed with the Executive Board. Election to membership may be at any meeting of the Executive Board, by an affirmative vote of two-thirds of the members present. The applicant shall be required to pay the current year's dues in accordance with Section 9, of this Article within 30 days of being notified of their election to membership. If payment is not received within that period of time, membership will terminate. All new members will be given a copy of the ALVMA Constitution & By Laws.

Section 2. **Life Members** - Upon application to the Executive Board and with its approval by two-thirds of members present and voting, and the approval of a majority of members voting at a regular meeting, life membership may be granted to:

- (a) A member who has maintained continuous membership for 40 years. Up to 15 years' credit may be granted for membership in Associations of other States provided that the most recent 25 years was in the Alabama Association.
- (b) A member who has maintained continuous membership for 35 years and has retired from all activities related to veterinary medicine. Up to 10 years' credit may be granted for membership in Associations of other States, provided that the most recent 25 years was in the Alabama Association.
- (c) A member who has reached 65 years of age, has retired from all activities related to veterinary medicine, and has been a member of the Association continuously since graduation from veterinary college. Credit may be granted for membership in Associations of other States, provided that the most recent ½ (one-half) of the period of membership was in the Alabama Association.
- (d) A member who has retired due to infirmity. For this purpose, a retired member is one who has ceased all regular employment, and has been a member of the Association continuously since graduation from veterinary college. Credit may be granted for membership in Associations of other States, provided that the most recent ½ (one half) of the period of membership was in the Alabama Association.

Section 3. **Affiliate Members** - Teachers of veterinary medicine or of the sciences allied to veterinary medicine, and persons engaged in veterinary research, who do not qualify for admission as active members may become affiliate members of the Association by vote of the Executive Board as described for active

members. Affiliate members shall have the same rights as active members, except that no affiliate member may hold office or vote on any matter.

Section 4. **Retired Members**- a member who does not qualify for any of the requirements for Life Member, but does meet the definition for retired.

Life and Retired Members shall be eligible to vote and hold committee appointments but shall not hold elected office. If a Retired member or a Life member of less than 40 years membership returns to regular employment, this member shall be required to revert to Active member status.

Section 5. **Honorary Members** - Distinguished service to the veterinary profession and to the Association may be recognized by honorary membership. Nomination for such membership may be made in writing to the Executive Board by any active, retired or life member. The nomination shall set forth fully the grounds for such proposal and shall include two letters of recommendation from ALVMA members. Upon such application the Executive Board shall upon approval, grant honorary membership. Honorary members shall be accorded all rights and privileges of the Association except the right to vote and hold elected office.

#### Section 6. **Student Members**

Must be actively enrolled in an accredited veterinary school program. The application shall be made on application blanks provided by the association or online at the ALVMA website provided by the Association, and filed with the Executive Board. Student members shall be accorded all rights and privileges of the Association except the right to vote and hold elected office. Student members will receive all materials from the association in electronic format.

#### Section 7. **Practice Members**

A practice membership covers all the veterinarians in a single practice or other entity, with dues determined by action of the Executive Board based on the number of veterinarians who are owners, or employed veterinarians. The application shall be made on application blanks provided by the association or online at the ALVMA website provided by the Association and filed with the Executive Board. Election to membership may be at any meeting of the Executive Board, by an affirmative vote of two-thirds of the members present. The applicant shall be required to pay the current year's dues in accordance with Section 9, of this Article within 30 days of being notified of their election to membership. If payment is not received within that period of time, membership will terminate. Practice Membership can be transferred if a veterinarian is replaced during the membership year and the new veterinarian, after application for membership has been approved, will be allowed to retain membership benefits until renewal is required.

Section 8. **Applications** - Applications for membership shall be made on forms or online at the ALVMA website, approved by the Executive Board. Applications shall be complete-as specified in Article I, Section 1 of the Bylaws. In the event of non-election, dues collected shall be returned to the applicant.

Section 9. **Dues** - Dues for members for the calendar year shall be determined by the Executive Board. Dues shall be payable on or before January 1 and shall be delinquent if not paid by February 1 of the calendar year for which they are payable. A veterinarian applying for membership during the year of graduation shall be exempt from dues for that year and for the following year, and shall pay dues amounting to one-half (1/2) of the annual dues for the regular active members for the subsequent two (2) years. Other veterinarians applying for membership subsequent to January 1 shall pay dues for the remainder of the year on a prorated, quarterly basis. Affiliate member dues shall be three fourths (3/4) that of the active member dues. Dues for retired members shall be one third (1/3) that of active member's dues.

Section 10. **Exemption from Dues** - Life and honorary members shall be exempt from payment of dues. An active member may petition the Executive Board of the Association for waiver of dues on the basis of financial hardship, or physical disabilities, or illness. The member may be asked to provide appropriate documentation to support the petition. If waiver is granted, the member will maintain the privileges of an active member.

Section 11. **Assessments** - Assessments of members of such amounts of funds as may be required to meet necessary expenses of the Association may be made at any regular meeting of the members and shall require an affirmative vote by two-thirds of the members present and voting.

Section 12. **Delinquent Members** – Members who are delinquent in the payment of dues shall be so notified by the executive director and shall be suspended and lose the right to vote. A member suspended for delinquent dues shall be reinstated by payment of one year's dues, with the approval of the Executive Board. In addition, at the discretion of the Executive Board, there shall be assessed to the delinquent member a late penalty fee, not to exceed 25% of the annual dues amount.

Section 13. **Code of Ethics** - All members of the Association shall be governed in their professional conduct by the Principles of Veterinary Medical Ethics of the American Veterinary Medical Association, as are in effect from time to time.

Section 14. **Disciplinary Action and Dismissal of Members** The Executive Board may censure, suspend, expel, or place on probation any member of the Association (i) for a violation of the Constitution and Bylaws of the Association, (ii) for a violation of the Principles of Veterinary Medical Ethics, (iii) if the member has been convicted, adjudged, or otherwise recorded as guilty by any court of competent jurisdiction of a felony or a crime involving moral turpitude, or (iv) has been guilty of other behavior detrimental to the profession of veterinary medicine.

## **Article II - OFFICERS**

Section 1. **Nominations** - The president shall appoint a nominating committee at least six months prior to the annual summer meeting typically held in conjunction with the convention of the Association. The committee shall consist of five members who are past presidents and no two of which shall be from the same constituent association. The committee shall present nominations for the offices of president-elect, vice president, treasurer, a member-at-large to the Executive Board, and if necessary, a president. The Committee may receive nominations from any member of the ALVMA or a constituent association. Nominations must be delivered to the Nominating Committee, along with a curriculum vitae or biographical information, by January 15<sup>th</sup> of the election year. The slate of nominees shall be published prior to the election. Voting will be by mailed ballots. A person cannot serve as an ALVMA Officer while serving on the Alabama State Board of Veterinary Medical Examiners (ASBVME).

### **Section 2. Election –**

(a) Election will be conducted by mailed ballots. The executive director will mail a ballot listing the positions, candidates name(s) and resumes or biographical information for that position to each member of the Association. A space for write-in candidates will be provided. The ballots shall be mailed at least six weeks before the annual summer meeting typically held in conjunction with the convention, and must be completed and returned to the executive director at least two weeks before the beginning of the meeting.

(b) The president-elect, vice president, treasurer, member-at-large to the Executive Board and, if necessary, a president shall be elected by receiving the largest number of the total votes cast prior to the annual summer meeting of the Association typically held in conjunction with the convention. Ties will be resolved during the summer meeting of the Association. Names of candidates that were tied with the largest number of votes will be placed on the ballot, and members in attendance at the annual business meeting typically held in conjunction with the convention will vote to determine the winner.

(c) All other offices of the Association shall be recommended by the Executive Board and elected by an affirmative vote of the majority of members voting at the regular summer meeting typically held in conjunction with the convention or in the election prior to the summer meeting.

Section 3. **Installation** - All elected officers shall be announced and installed during the regular summer meeting typically held in conjunction with the convention following the election and shall take office at the close of the meeting.

Section 4. **Vacancies** –

(a) If the president dies, resigns, or is otherwise removed from office, then the president-elect shall immediately become president as provided in Article IV, Section 4, of the Constitution. The president-elect shall be eligible to serve a full one-year term after completion of the term of the President who died, resigns or is otherwise removed from office. In the event that there is a vacancy in the office of president-elect at the time that the vacancy in the office of the president occurs, then the vice president shall act as president until the next summer convention and meeting at which time the newly elected president shall serve until the following summer convention and meeting or until the installation of a successor.

(b) If the president-elect dies, resigns, or is otherwise removed from office, then the vice president shall act as president-elect until the next summer convention and meeting at which time the newly elected president and president-elect shall serve until the following summer convention and meeting or until the installation of their successors. The vice president who serves the remainder of a term of a president-elect who dies, resigns or is otherwise removed from office shall be eligible to serve a full term of one year thereafter.

(c) If any other vacancy occurs, the president, with the approval of the Executive Board shall appoint an officer to serve until the following regular summer meeting typically held in conjunction with the convention, or until the installation of a successor.

Section 5. **President** - The president shall be the chief executive officer of the Association and shall:

- a) Conduct all proceedings of the Association in accordance with the Constitution and Bylaws and control all proceedings from the floor to include prohibiting verbal abuse directed at another party.
- b) Be empowered to convene the Association and the Executive Board.
- c) Make all committee and other appointments not otherwise provided for in these Bylaws.
- d) Preside at all meetings of the Association and Executive Board.
- e) Appoint a parliamentarian for each meeting of the Association and Executive Board who is familiar with the ALVMA constitution & bylaws and understands Roberts Rules of Order.

- f) Vote at meetings of the Executive Board and the Association only when the vote is tied.
- g) Represent the Association at the annual session of the American Veterinary Medical Association. The president shall assist the delegate and alternate delegate as needed and perform such other duties as the Executive Board assigns. Reasonable travel and lodging expenses shall be borne by the Association and the president shall deliver a report of his activities at the meeting of the Executive Board.
- h) Shall delegate to the Executive Director as necessary to conduct organizational business and activities
- i) Serve on the Emerald Coast Veterinary Conference (ECVC) Board of Managers

Section 6. **President-Elect** - The president-elect shall:

- a) Serve as chair of the Finance Committee and Continuing Education Program Committee.
- b) Assume the duties of the president in the event of the president's absence or inability to act in accordance with Article IV section 4 of the Constitution or Article II section 5 of these Bylaws.
- c) Serve on the Emerald Coast Veterinary Conference (ECVC) Board of Managers.
- d) Make committee appointments in time to be published in the convention issue of the *Alabama Veterinarian* or subsequent electronic newsletter.

Section 7. **Vice President** - The vice president shall:

- a) Serve as vice chair of the Continuing Education Program Committee.
- b) Oversee the activities of the Membership Committee.
- c) Assume the duties of the office of president-elect and president in accordance with Article IV section 4 of the Constitution.
- d) Serve as member of the finance committee.

Section 8. **Board Member-at-Large** - The at-large board member shall:

- a) Serve on the Continuing Education Program Committee.

Section 9. **Treasurer** - The treasurer shall:

- a) Oversee all assets of the Association.
- b) Hold the executive director and assistant executive director responsible for the disbursement of the Association's funds and transfers between accounts.
- c) Oversee payment of all expenses of the Association including transfers between association accounts subject to the direction and disposition of the Executive Board.
- d) Oversee deposit of all monies in a manner designated by the Finance Committee and approved by the Executive Board.
- e) Transfer all funds, properties, and records under custodianship if any, to a successor.



- f) Require a detailed financial report from the executive director monthly or more often as needed.
- g) Serve as a member of the Executive Board and the Finance Committee.
- h) Serve on the Emerald Coast Veterinary Conference (ECVC) Board of Managers.

### **Article III - EXECUTIVE DIRECTOR and ASSISTANT EXECUTIVE DIRECTOR**

Section 1. **Executive Director** - The executive director shall be chosen by the Executive Board. The executive director shall serve at the pleasure of the Executive Board and may or may not be a veterinarian. The executive director shall be the general manager of the Association and shall:

- a) Conduct the affairs of the Association as directed by the Executive Board and these Bylaws.
- b) Receive applications for membership, issue dues notifications, collect dues, and forward all applications for membership to the Executive Board for action in accordance with the Bylaws.
- c) Notify all members of any meeting of the Association at least ten (10) days prior to the meeting.
- d) Notify all members of the Executive Board and all committee chairs of meetings of the Executive Board at least three (3) days prior to the meeting.
- e) Have custodianship of the Association's funds to meet expenses.
- f) Serve as ex-officio member of the Executive Board and all committees of the Association.
- g) Employ such secretarial and other assistance as the Executive Board may approve for the efficient conduct of the office, should the Association elect to hire staff rather than contract management services.
- h) Have the financial records of the Association audited if directed by the Executive Board.
- i) Serve as secretary at all meetings of the Executive Board and the membership of the Association.
- j) Retain original notes and records of all meetings of the Association and Executive Board for five years or until the Executive Board approves of their disposal.
- k) Serve as Chief Operating Officer (COO) of the Association.
- l) Certify the names and addresses of the delegate and alternate delegate in accordance with the Bylaws of the American Veterinary Medical Association.
- m) Receive compensation as recommended by the Executive Board.
- n) Give bond in the amount deemed necessary by the Executive Board with cost of such bond paid by the Association.

Section 2. **Assistant Executive Director** - The assistant executive director shall be appointed by the president and shall:

- a) Assist the executive director in management of the affairs of the Association.
- b) Assume the duties of the executive director in the absence or inability of the executive director to perform the duties of the office.

#### **Article IV - EXECUTIVE BOARD**

Section 1. **Duties** - The Executive Board shall perform all acts, transact all business for or on behalf of the Association, and do all such lawful acts and things as the Constitution and these Bylaws may permit. It shall:

- a) Make rules and regulations to effect the provisions of the Constitution and Bylaws.
- b) Execute all provisions of actions resulting from meetings of the Board and of the Association.
- c) Act upon all matters arising between the dates of regular meetings except those matters especially excluded from its jurisdiction.
- d) Act upon all complaints regarding infractions of the Constitution and Bylaws of the Association and the Principles of Veterinary Medical Ethics and take disciplinary action on members.
- e) Present a report of its activities at each regular meeting of the Association.
- f) Approve the appointment of an executive director and assistant executive director and elect such officers as the Bylaws may specify.

Section 2. **Meetings** -

- a) Regular meetings of the Board shall be held at least three times per year and as deemed necessary by the president.
- b) Special meetings of the Board may be called at any time by the president or by written request to the president by at least five members of the Board. The request shall state the purpose of the meeting and the president shall immediately issue the call. The call for a special meeting shall state the items of business to be considered and no other business shall be considered.
- c) The executive director shall give notice to each member of the Board and, if necessary, to all committee chairs at least three (3) days before each regular or special meeting.
- d) A quorum of the Board shall consist of a majority of the officers of the Association and elected representatives (or alternates) from constituent associations, all of whom must be members of the Alabama Veterinary Medical Association.
- e) Meetings of the Executive Board shall be governed by these Bylaws and Robert's Rules of Order, Revised, latest edition.

- f) Executive Board meetings shall be open to all members in good standing of the Association. Member participation in discussions of the Board by other than Board members shall be by invitation only and confined to a specific item of business as recognized by the President. Voting at Executive Board meetings shall be limited to those members defined in Article VI, Section 2 of the Constitution and Article IV, Section 2 (d) of these Bylaws.
- g) Meetings of the Board may be conducted telephonically at the call of the president.

Section 3. **Executive Committee** - There shall be an Executive Committee composed of the president, president-elect, vice president, treasurer, immediate past president and the executive board member-at-large, with the executive director serving as an ex-officio member. At those times the president determines that urgent action is required to be taken in the name of the Association, a meeting of the Executive Committee may be called. Action without a meeting shall be taken only upon unanimous written approval of the Executive Committee. A writing may consist of a single document or separate email communications from Executive Committee members. A minimum of four members shall be required to conduct a vote. Such action taken by the president under the authority of the Executive Committee shall be reported in its entirety to all Executive Board members within two weeks of the vote. If the vote is not unanimous the entire Executive Board will be consulted. Meetings of the Executive Committee may be conducted telephonically at the call of the president.

Section 4. **Removal from office** - Any officer, member of the Executive Board, or any employed or contracted individual may be removed from office for just cause by a two thirds majority vote of the Executive Board. A quorum must be present for the action to be valid. The vote shall be by secret ballot after the accused member has had an opportunity to defend himself or herself against the charges. If the president should be accused, the president elect shall conduct the Executive Board Meeting.

Section 5. **Vacancies** - Any vacancy shall be filled as directed by the Bylaws.

## **Article V - DELEGATE AND ALTERNATE DELEGATE**

Section 1. The Association shall maintain affiliation with the American Veterinary Medical Association and shall be represented in the House of Delegates by a delegate and an alternate delegate in accordance with the Bylaws of the American Veterinary Medical Association.

Section 2. **Qualifications** - The delegate and alternate delegate shall be active members in good standing of the Association and the American Veterinary Medical Association. In addition, the delegate and alternate delegate must be active members in good standing for five years and serve two years on the executive board prior to election to office.

Section 3. **Election and Tenure** - The president shall appoint a nominating committee at least six months prior to the regular summer meeting of the Association, typically held in conjunction with the convention. The committee shall consist of five members who are past presidents and no two of which shall be from the same constituent association. The committee shall present nominations for the offices of delegate and alternate delegate. Election will be conducted by mailed ballots. The executive director will mail a ballot listing the positions and candidates name(s) for that position to each member of the Association. A space for write-in candidates will be provided. The ballots shall be mailed at least six weeks before the regular summer meeting and must be completed and returned to the executive director at least two weeks before

the beginning of the meeting. Election shall be declared by receiving the largest number of total votes cast. Ties will be resolved during the summer meeting of the Association, typically held in conjunction with the convention. Names of nominees that were tied with the largest number of votes will be placed on the ballot, and members in attendance at the annual business meeting will vote to determine the winner. The term of office shall be four years and shall begin on September 1, following their election. The Delegate and Alternate Delegate shall be limited to one term in each position. The Alternate Delegate will become Delegate upon expiration of term or vacancy of the Delegate position. A new alternate delegate will be elected through ballot every four years. If the Alternate Delegate assumes a Delegate's term that has less than two years remaining, then the Alternate Delegate is eligible for reelection for a four-year term. Members shall be eligible to serve an additional term as alternate delegate after a four-year break in service.

Section 4. **Vacancies** – In the case of a vacancy in the alternate delegate position, the president, with the approval of the Executive Board, shall make an interim appointment of an alternate delegate who shall serve the remainder of the alternate delegate's term.

Section 5. **Certification** – The names and addresses of the delegate and alternate delegate shall be certified to the Chief Executive Officer of the American Veterinary Medical Association each year in accordance with the Bylaws of the American Veterinary Medical Association.

Section 6. **Duties** – The delegate and alternate delegate shall:

- a) Consult with the Executive Board about pending business prior to each meeting of the House of Delegates.
- b) Actively promote the interests of the Association and its members at each meeting of the House of Delegates.
- c) Participate in the activities of the House of Delegates in such manner as to bring credit to the Association.
- d) Deliver a report of their activities at the next regular meeting of the Executive Board following a meeting of the House of Delegates.

Section 7. **Expenses** – The Association shall reimburse the delegate and alternate delegate for reasonable expenses of travel and lodging associated with their duties and not reimbursed by the American Veterinary Medical Association.

## **Article VI – CONSTITUENT ASSOCIATIONS**

Section 1. **Qualifications** – A constituent association shall have a minimum of eight members in good standing in the Alabama Veterinary Medical Association and shall have at least three meetings during each calendar year. All officers should be members of the Alabama Veterinary Medical Association. A membership fee shall not be required of constituent associations.

Section 2. **Application** – Application for recognition of a local or district veterinary medical association as a constituent association shall be filed with the executive director not less than 60 days prior to a regular meeting of the Alabama Veterinary Medical Association. The application shall include:

- a) The constitution and bylaws of the local or district association.

b) A list of officers and members.

c) Letters of recommendation from two adjacent constituent associations.

The Executive Board of the proposed constituent association shall forward its recommendations and the application to the Association for consideration. Recognition shall be granted by an affirmative vote of a majority of votes cast by the Executive Board.

**Section 3. Executive Board Representation** – Each constituent association shall be represented on the Executive Board by a duly elected active member in good standing in the Association and a duly elected alternate active member in good standing in the Association. The term of office shall be for one or more years in accordance with the constitution and bylaws of the constituent association. If a constituent association fails to have a representative attend any Executive Board meeting, the constituent association's president will be notified of the representative's absence. If the constituent association is not represented at the subsequent Executive Board meeting or any other Executive Board meeting during the year, the constituent association will be placed on probation for the next four consecutive board meetings. Failure to have representation at any Executive Board meeting during the probationary period shall result in automatic suspension of recognition of the organization as a constituent association. The organization may be reinstated as a constituent by a majority vote of the Executive Board at a meeting.

**Section 4. Officer and Membership List** – A list of officers and members shall be filed with the executive director each year not less than 30 days prior to the regular summer meeting of the Association, typically held in conjunction with the convention. By action of the Executive Board, a constituent association shall be placed on probation for six months if it fails to maintain a membership of at least eight members in good standing in the Alabama Veterinary Medical Association. Continued delinquency in membership after six months shall result in suspension of recognition as a constituent association.

## **Article VII – MEETINGS**

**Section 1. Regular Meetings** – There shall be two regular meetings of the membership of the Association each calendar year. One shall be in the winter and one shall be in the summer, with the date and location of each fixed by the Executive Board.

**Section 2. Special Meetings** – Special meetings of the membership of the Association may be called by the president or by written request of ten percent (10%) of voting members or five constituent associations in good standing to the president. The request shall include the purpose of the special meeting. The president shall immediately issue a call for the special meeting and the call shall include the items of business to be transacted. Nothing shall be considered at the special meeting other than that business set forth in the call.

**Section 3. Notices** – Notice of the time and location for all regular and special meetings of the Association shall be given members by notice, electronic or otherwise, at least 10 days prior to the meeting.

**Section 4. Quorum** – For transaction of business, a quorum shall consist of those members in good standing present and voting.

Section 5. **Agenda and Order of Business** – All meetings of the Association membership shall be conducted according to an agenda and order of business established by the president and the executive director and shall be governed by these bylaws and Robert’s Rules of Order, Revised, latest edition.

### **Article VIII – SUSPENSION OF BYLAWS**

Section 1. **Purpose** – A Bylaw shall be suspended only for the purpose of facilitating important business of the Association and shall not disfranchise any member of the Association.

Section 2. **Requirements** – A suspension of the Bylaws for the purpose of changing the order of business shall require an affirmative vote by two-thirds of the members present and voting at a regular meeting.

### **Article IX – COMMITTEES**

Section 1. **Membership** – Committee members shall be active, affiliate, practice, student, or retired members in good standing or life members. Committees may obtain outside assistance with the prior approval of the Executive Board.

Section 2. **Continuity** – The president-elect shall make committee appointments in time to be published in the convention issue of the *Alabama Veterinarian* or *subsequent electronic newsletter*.

Section 3. **Standing Committees** – Standing committees of the Association shall be:

- a) **Awards** – The Awards Committee shall consist of five members chaired by the immediate past president. One member shall be appointed by the president and one member shall be elected by the Association, at the regular summer meeting typically held in conjunction with the convention, for a three-year term. Membership on this committee shall be limited to two consecutive terms.

Duties of the committee shall be to receive and vote on all nominations for awards given by the Association.

- b) **Constitution and Bylaws** – The Constitution and Bylaws Committee shall be appointed by the incoming president and consist of a chair and four members.

Duties of the Committee shall be to keep the Constitution and Bylaws current and compatible with the objectives of the Executive Board and the membership of the Association, and to attempt to avoid and/or eliminate ambiguities, redundancies, and repetitions.

- c) **Continuing Education** – The Continuing Education Committee shall consist of the president-elect as chair, the vice president as vice chair, the board member at large, executive director, and three members appointed by the president.

Duties of the committee shall be to plan and make arrangements for continuing education opportunities of the Association.

- d) **Finance** – The Finance Committee shall consist of the president-elect as chair, president, vice president, immediate past president, treasurer, and the executive director as ex officio member.

Duties of the committee shall be to consider all financial matters of the Association and prepare a yearly budget for consideration by the Executive Board at its fall meeting. The proposed budget must be approved by the Executive Board by a majority of the members present and voting. The approved budget shall become the budget of the Association on January 1, of the following year.

- e) **Legislative** – Members of the Legislative Committee shall be appointed by the president and shall consist of a chair and one member from each constituent association.

Duties of the committee shall be to actively support the interests of the profession and the Association in all legislative matters.

- f) **Professionals Wellness** – The Alabama Veterinary Professionals Wellness Committee shall consist of not less than 10 nor more than 15 veterinary professionals licensed to practice in Alabama. The members of the committee shall be appointed by the Alabama State Board of Veterinary Medical Examiners, from a list of candidates submitted by the Alabama Veterinary Medical Association. The members of the committee will be eligible for reappointment. Subsequent to the initial appointment procedure, appointments will be made for three (3) years. Appointments made for vacant positions will be appointed for the remainder of that term. Members cannot serve more than nine (9) consecutive years. Duties of the committee shall be to develop procedures in consultation with the Board of Veterinary Medical Examiners as provided for in Rule 930-X-1-34 of the State Statute and of the Alabama State Board of Veterinary Medical Examiners Operating Rules.

Section 4. **Special Committees and Task Forces** – There shall be such special committees and task forces which, in the opinion of the Executive Board, are necessary for the conduct of the Associations’ business.

Section 5. **Filling Vacancy of Elected Committee Member** – In the event of a vacancy on an elected committee, the President, with the approval of the Executive Board, shall make an interim appointment of a member to serve until the next regular business meeting. At that time, a replacement will be elected if there is still time remaining in the term.

Section 6. **Term of Committee Election or Appointment Defined** – When a member is elected or appointed to fill an un-expired term and the time remaining is less than one-half of the original term, the time served will not be counted as a term, where membership is limited to a given number of terms.

## **Article X – HISTORIAN**

Section 1. **Qualifications** – The historian, if the position is filled, shall be a member in good standing of the Association with a demonstrable interest and accomplishments in a history of the Association and the profession in Alabama.

Section 2. **Appointments and Tenure** – The historian shall be appointed by the Executive Board.

Section 3. **Duties** – The historian shall:

- a) Maintain an accurate history of the Association.

- b) Acquire by bequest, gift, grant, devise or purchase pictures, books, instruments, memorabilia and other items of historic value to the Association.
- c) Maintain accurate, permanent records and identification of all acquisitions of historic value to the Association.
- d) Preserve, maintain, safeguard and otherwise protect acquisitions of historic value to the Association in a designated repository approved by the Executive Board.
- e) Develop plans for and promote the establishment of a suitable museum for display and presentation of items of historic value to The Association.

Section 4. **Expenses** – All expenses associated with duties of the historian shall first be approved by the Executive Board.

## **Article XI – AWARDS**

Section 1. **Purpose** – The Association shall recognize meritorious service by members and others to the Association and to the profession by the conference of certain awards.

Section 2. **Types of Awards** – The awards shall be a certificate, plaque, or trophy as indicated. The design of each award shall be approved by the Executive Board and shall be permanent.

Section 3. **Nominations** – Nominations must be in possession of the chair of the Awards Committee on or before January 15<sup>th</sup> of each year.

Section 4. **Awards:**

- a) **Service Award** – To be awarded to members in good standing, who have contributed generously of their time and energies to the Association for the advancement of the profession. Candidates shall be recommended by a member of the Association and receive the unanimous approval of the Awards Committee. Not more than two recipients shall come from a constituent association and a plaque shall be the award. The immediate past president is not eligible for this award.
- b) **Veterinarian of the Year Award** – One shall be awarded each year to a member in good standing distinguished by unselfish dedication to the Association for the advancement of the profession. Candidates shall be nominated by an ALVMA member in good standing and receive unanimous approval of the Awards Committee. A plaque shall be the award. The immediate past president is not eligible for this award.
- c) **Alabama Veterinary Medical Association Distinguished Service Award** – The highest award of the Association shall be given only to members in good standing, dedicated to the profession who have given of their time and energies beyond all reasonable expectation and have made exceptional achievements and contributions to the advancement of the profession. The candidates shall be nominated by an ALVMA member in good standing, and have the unanimous approval of the Awards Committee. The award shall then be conferred by unanimous approval of the Executive Board. A plaque shall be the award and not more than one award shall be given each year. The immediate past president is not eligible for this award.
- d) **Layperson of the Year Award** - To be awarded to a non-veterinarian who has made an outstanding contribution to the advancement of the profession and the Association. Candidates shall be nominated by



a member in good standing of the Association and receive unanimous approval of the Awards Committee and the Executive Board. A plaque shall be the award.

e) **Special Awards** - From time to time, other awards may be given to individuals for exceptional and outstanding service to the veterinary medical profession. The awards may be proposed to the Executive Board by any member in good standing of the Association in writing, documenting the achievements of the individual. The award will then be conferred by the unanimous approval of the Executive Board. The award shall be a plaque. The immediate past president is not eligible for this award.

f) **Committee Chair Certificates** - At the conclusion of their term, committee chairs shall be recognized for their service by presentation of a certificate.

## **Article XII - PUBLICATIONS**

Section 1. **Name and Purpose** - The primary publication of the Alabama Veterinary Medical Association shall be named the *Alabama Veterinarian*. Its purpose will be to communicate the business of the Association and items of interest to the members of the Association.

Section 2. **Frequency** - The *Alabama Veterinarian* shall be published as directed by the Executive Board.

Section 3. **Convention Issue** - One issue of the *Alabama Veterinarian* shall be devoted primarily to promotion of the summer meeting of the Association and shall include items of business to be acted on by the membership. It shall be published and distributed at least 30 days prior to the regular summer meeting.

Section 4. **Editor** - The editor of the *Alabama Veterinarian* shall be appointed by the Executive Board at the summer meeting for a term of two years. The editor shall be a member in good standing of the Alabama Veterinary Medical Association. The duties of the editor shall include:

- a) Represent the *Alabama Veterinarian* on the Executive Board as an ex officio member.
- b) Assure the timely publication of the *Alabama Veterinarian*.
- c) Coordinate and preview the content of the *Alabama Veterinarian*.

## **Article XIII - AMENDMENTS**

Section 1. These bylaws may be amended by submitting the proposed amendment(s) in writing to the president for action by the Executive Board. The executive director shall forward the Board's recommendations, a copy of the proposed amendment(s), and a ballot to each member in good standing at least six weeks before the next regular meeting of the Association. Voting will be by mailed ballots or by electronic means when designated and must be returned to the executive director at least two weeks before the meeting. An amendment shall be adopted by an affirmative two-thirds majority of the votes cast.