

# **MISSOURI VETERINARY MEDICAL ASSOCIATION CONSTITUTION**

## **ARTICLE I. NAME**

The name of the Association shall be the Missouri Veterinary Medical Association, Ltd., and, hereinafter, referred to as the MVMA. The MVMA shall be incorporated in the State of Missouri under the general not-for-profit corporation law.

## **ARTICLE II. LOCATION**

The principal office of the MVMA shall be in the City of Jefferson, County of Cole, State of Missouri.

## **ARTICLE III. DURATION**

The duration of the MVMA shall be perpetual.

## **ARTICLE IV. OBJECTIVES**

The objectives of the MVMA shall be to:

- (1) improve and advance the science and profession of veterinary medicine;
- (2) promote high educational and ethical standards within the veterinary medical profession;
- (3) foster and develop the professional interests and welfare of its members;
- (4) protect the health and welfare of all animals;
- (5) protect the public against diseases transmissible from animal to human;
- (6) educate the public concerning animal health;
- (7) cooperate with all organizations, agencies and persons whose objectives are consistent with those of the MVMA.

## **ARTICLE V. PROPERTY**

The MVMA is not formed for pecuniary profit or gain and no money or properties received by the MVMA shall be paid to any member, or to any person, during the life of the MVMA, except as compensation for property purchased or services rendered.

## **ARTICLE VI. MEMBERSHIP**

Membership in the MVMA shall be limited to graduate veterinarians or persons closely associated with the veterinary profession of the MVMA and shall be subject to the Constitution, Bylaws, and Principles of Veterinary Medical Ethics as may be adopted by the MVMA.

## **ARTICLE VII. OFFICERS**

Officers of the MVMA shall be a President, President-Elect, Vice President, Board Chairperson, and a Secretary-Treasurer who shall be elected from the membership and an Executive Board member from each of the district associations as provided in the bylaws. Other officers and employees may serve as provided in the Bylaws.

## **ARTICLE VIII. AMENDMENTS**

The Constitution may be amended by the submission of the proposed amendment in the form of a written petition, signed by twenty-five (25) voting members, to the Executive Board, or an amendment may be submitted by the majority vote of a quorum of the Executive Board. The Executive Board shall cause the proposed amendment to be published in the MVMA Newsletter thirty days (30) prior to the mailing of a ballot to all voting members. A two-thirds (2/3's) favorable vote of the members responding to the mailed ballot shall be necessary for the adoption of the amendment. Amendments shall become effective immediately upon adoption unless otherwise specified.

## **ARTICLE IX. DISSOLUTION**

In the event of the dissolution of this corporation, all of its corporate assets subject to distribution on dissolution shall be distributed and conveyed to an organization or to organizations having the same or similar purposes and objectives as are the purposes and objectives of the corporation and which said distributee or distributees shall be entitled to tax exemption under present Section 501 (c) (6) of the Internal Revenue Code 1986 and no part of the assets of the corporation shall be distributed to members of this corporation. The Executive Board shall oversee the dissolution of the corporation.

# MISSOURI VETERINARY MEDICAL ASSOCIATION BYLAWS

## ARTICLE I. MEMBERSHIP

### Section 1. Qualifications

Membership in the MVMA shall consist of veterinarians, except for Associate, Collegiate, Partner, and Honorary membership as specified by these Bylaws, who:

- (a) are graduates of colleges or schools of veterinary medicine, recognized by the American Veterinary Medical Association;
- (b) have applied for membership and been accepted and
- (c) agree to comply with the MVMA Bylaws and AVMA Principles of Veterinary Medical Ethics.

### Section 2. Active

Active members are those veterinarians who qualify for membership as specified in these Bylaws. They shall enjoy all the privileges of the MVMA. Each Active member shall have one vote. Active members shall pay dues in the amount established by the general membership.

Applications for new Active membership must be accompanied by annual dues or agreement to pay full dues plus applicable charges via electronic means as outlined in the corporate policy manual approved by the Executive Board.

Active members, in good standing, of other state veterinary medical associations who pursue a livelihood in veterinary medicine in Missouri and meet all other requirements for membership, may be granted "Active" membership by transfer. These veterinarians shall be exempt from payment of dues to the MVMA during the year of transfer provided dues of like membership have been paid in full to the veterinary medical association of another state.

### Section 3. Active New Graduates

Collegiate members, who reside in Missouri, automatically become Active New Graduates upon graduation from veterinary college. They shall have the same qualifications and privileges described under "Active." First year

Active New Graduates shall be exempt from dues. The July falling between 5 and 15 months after their graduation date, Active New Graduates residing in Missouri shall pay one-third (1/3) of Active members dues. The July falling between 17 and 27 months after their graduation date Active New Graduates residing in Missouri shall pay two-thirds (2/3) of Active member dues. Starting the July falling between 29 and 39 months after their graduation date full Active member dues shall be paid.

#### **Section 4. Retired**

Any Active members who have retired completely from the practice of veterinary medicine and who are not eligible for Lifetime membership may make application for Retired membership by notification to the Executive Board. Retired members shall have all privileges of Active members. Retired members shall pay dues in the amount established by the general membership.

#### **Section 5. Lifetime**

- (A) Any Active or Retired member of the MVMA who has been a member of the veterinary profession for at least forty (40) years, an MVMA member for at least ten (10) years, and is sixty-five (65) years of age or more is eligible for Lifetime membership. Lifetime members shall have all privileges of Active members. Lifetime members shall be dues exempt.
  
- (B) Any Non-Resident member of the MVMA who has been a member of the veterinary profession for at least forty (40) years, an MVMA member for at least ten (10) years, and is sixty-five (65) years of age or more is eligible for Lifetime membership. Non-Resident Lifetime members shall have all privileges of Active members except for voting rights. Non-Resident Lifetime members shall be dues exempt.

#### **Section 6. Associate**

Associate members shall be bona fide representatives of companies, institutions, or organizations serving veterinarians or having a definite interest in veterinary medicine. Associate membership shall be limited to persons not holding veterinary degrees or those holding veterinary degrees from colleges not recognized by the AVMA. Associate members in good

standing shall have all privileges of the MVMA except they shall have no vote and shall not hold elective office. Associate members shall pay the same dues as established for Active members.

### **Section 7. Non-Resident**

Active members who discontinue making their livelihood in Missouri may become Non-Resident members by notifying the Executive Board. Veterinarians making their livelihood from veterinary medicine in other states may be proposed as Non-Resident members upon making application. Non-Resident members in good standing shall have all privileges of the MVMA except they shall have no vote and shall not hold elective office. Non-Resident members shall pay dues in the amount established by the general membership.

Non-Resident members who begin making their livelihood in veterinary medicine in Missouri shall automatically become Active members. If annual dues have not been paid at the time of location change, Non-Resident members shall pay Active member dues for the current year.

### **Section 8. Armed Forces**

In the event of compulsory, temporary military service, the Executive Board will develop a special category for complimentary membership for those falling under this category.

### **Section 9. Collegiate**

Collegiate membership shall be limited to full time students in the curriculum of veterinary medicine; veterinary interns and residents; and full-time graduate students who are also veterinarians in the College of Veterinary Medicine, University of Missouri. Collegiate members shall be dues exempt.

Collegiate members shall have all privileges of membership except they shall have no vote and shall not hold elective office. Collegiate members shall be automatically transferred to Active New Graduates, Active, or Non-Resident membership as the situation dictates at the time of program completion.

## **Section 10. Honorary**

Honorary members shall be individuals who have rendered distinguished or meritorious service to the veterinary medical profession. Honorary membership may be proposed by any Active member and granted by a majority of votes cast by the Executive Board. Honorary members shall have all privileges of Active membership except they shall have no vote and shall not hold elective office. Honorary members shall be dues exempt.

## **Section 11. Partner**

Partner members shall be a non-veterinarian spouse, family member, or widow/widower of a veterinarian or veterinary student who is sponsored by an Active, Retired, or Lifetime member in good standing. Partner members in good standing shall have all the privileges of Active membership except they shall have no vote and shall not hold elective office. Partner members shall pay dues in the amount established by the general membership.

## **ARTICLE II. APPLICATION FOR MEMBERSHIP**

### **Section 1. Form**

Application for the various membership categories (except Retired, Lifetime, and Honorary membership) shall be submitted on a form furnished by the MVMA.

### **Section 2. Fees**

Initial membership applications must be accompanied by the appropriate membership dues or agreement to pay as outlined in the ~~corporate policy~~ **MVMA Policy Manual** approved by the Executive Board.

### **Section 3. Procedure**

Applications will be reviewed by the Vice-President, or his or her designee, who will have the sole discretion to approve or disapprove the application based on the requirements for membership outlined in these bylaws. The Vice-President or designee may refer new member applications to the Executive Board for approval if questions of eligibility cannot be determined.

## **ARTICLE III. MEMBERSHIP DUES**

### **Section 1. Dues Structure**

- A. The dues year shall be the same as the calendar year.
- B. Annual dues shall be payable as outlined in the ~~corporate policy~~ **MVMA Policy Manual** as approved by the Executive Board.
- C. Upon recommendation of the Budget Committee the amount of dues shall be approved by a majority vote cast by the Executive Board and require approval by a two-thirds (2/3) favorable vote of the membership present at any regular meeting or special meeting.
- D. Lifetime, Collegiate and Honorary members shall be dues exempt.
- E. **Dues discounts and incentives will be governed by a 2/3 vote of the Executive Board and reflected in the MVMA Policy Manual.**

### **Section 2. Delinquency**

Members whose dues are not paid in accordance with the ~~corporate policy~~ **MVMA Policy Manual** shall forfeit their membership thirty (30) days after notification has been mailed to their last known address by the MVMA.

### **Section 3. Reinstatement**

Members dropped from the rolls because of delinquent dues may be reinstated by approval of the Executive Board upon payment of current year dues and a reinstatement fee set by the Executive Board.

## **ARTICLE IV. OFFICERS**

### **Section 1. Composition**

The officers of the MVMA shall consist of a President, President-Elect, Vice President, Secretary-Treasurer, and Board Chairperson (Immediate Past President).

### **Section 2. Term**

The President, President-Elect, Vice President, Board Chairperson, and Secretary-Treasurer shall be elected for a term of one (1) year or until successors are elected and assume office. Officers shall serve through the

MVMA annual convention general membership meeting subsequent to the one at which they were elected. The President-Elect succeeds automatically to the office of the President. The President succeeds automatically to the office of Board Chairperson.

### **Section 3. Qualifications**

To be eligible for office, candidates for President-Elect, Vice President, and Secretary-Treasurer must have been active members in good standing of the MVMA for at least three (3) years total prior to standing for election, live or work in the state of Missouri, and agree to serve if elected.

### **Section 4. Nominations**

A Nominations Committee shall be formed annually consisting of one member from each district association. The Board Chairperson shall chair the Committee. The Committee shall nominate at least two (2) members for the office of Vice President and at least one (1) each for the offices of President-Elect and Secretary-Treasurer and zero (0) to one (1) or more nominees for at large delegates. The slate of candidates must be approved by the Board of Governors. These nominations shall be published on the MVMA website and/or in the MVMA Quarterly newsletter by July 1. Additional nominations for an office or at large delegate may be made by a written petition signed by twenty-five (25) voting members submitted on or before August 1. All nominees must meet the necessary qualifications for office.

### **Section 5. Election**

By September 1, a mail ballot listing the nominees with their biographical information and a specially marked envelope shall be sent to each voting member of the MVMA. Ballot shall be returned in the specially marked envelopes furnished by the MVMA and only one ballot shall be in the envelope. If there is more than one ballot in an envelope, then all ballots in that envelope shall be declared null and void. Ballots must be returned to the MVMA office postmarked no later than October 1 and tallied by an impartial party as approved by the Nominations Committee Chairperson. Candidates who receive a majority of the votes cast shall be elected. In the event of a tie vote for any office, final results shall be determined by an additional ballot vote of members present at the MVMA annual general



membership meeting. Alternately the balloting may be conducted electronically if approved by the Executive Board.

## **Section 6. Filling Vacancies**

Vacancies in the office of President, President-Elect, Vice President, Board Chairperson, or Secretary-Treasurer occurring between elections shall be filled by Executive Board action.

## **Section 7. Duties of the Officers**

### **A. President**

The President shall be the chief elected executive officer of the MVMA and is responsible to:

- (1) preside at MVMA general membership meetings;
- (2) serve as a member of the Executive Board;
- (3) Serve as Chairperson of the Board of Governors;
- (4) appoint and charge all MVMA committees unless otherwise provided in the bylaws;
- (5) be an ex-officio member of all committees;
- (6) report to the Executive Board on matters pertaining to the goals and accomplishments of the MVMA;
- (7) serve as a member of the MVMA Budget Committee;
- (8) install newly-elected officers at the conclusion of term of office in the absence of an AVMA official;
- (9) succeed automatically to the office of Board Chairperson;
- (10) keep the Executive Director fully informed.

### **B. President-Elect**

The President-Elect is responsible to:

- (1) perform duties of the President in the absence of the President;
- (2) serve as a member of the Executive Board and Board of Governors;
- (3) serve as Chairperson of the Convention Program Committee and shall appoint that Committee;
- (4) serve as a member of the Budget Committee;
- (5) submit a list of tentative committee appointments for the coming year to the Executive Board at the fall meeting;

**(6) Appoint the MVMA Academy Vice President**

- (7) perform such other duties as may be prescribed by the President or Executive Board;
- (8) succeed automatically to the office of President;
- (9) keep the Executive Director fully informed.

**C. Vice President**

The Vice President is responsible to:

- (1) perform the duties of the President and President-Elect in their absence;
- (2) serve as a member of the Executive Board, Board of Governors and Budget Committee;
- (3) serve as Co-Chairperson of the Membership Committee;
- (4) perform other duties as requested by the President and Executive Board
- (5) serve as Vice Chairperson of the Convention\_Program Committee
- (6) keep the Executive Director fully informed.

**D. Secretary-Treasurer**

The Secretary-Treasurer is responsible to:

- (1) serve as recording secretary at meetings of the Executive Board, Board of Governors, Budget Committee, and MVMA general membership meetings;
- (2) oversee the retention and security of all documents of the MVMA as outlined in the document retention policy.
- (3) serve as a member of the Executive Board, Board of Governors, and Budget Committee;
- (4) be custodian of all funds of the MVMA, responsible for the executive director's proper accounting of all receipts and disbursements and maintenance of a file of all vouchers and invoices in accordance with the document retention policy.
- (5) review the financial reports of the MVMA monthly and make detailed reports of the financial status of the MVMA at every regular session of the Executive Board and regular meetings of the MVMA membership;
- (6) be authorized to sign checks;
- (7) turn over all funds, property and records to successor;

- (8) keep the Executive Director fully informed.

## **E. Board Chairperson**

The Board Chairperson is responsible to:

- (1) Serve as Chairperson of the Executive Board;
- (2) Serve as Chairperson of the Nominations Committee;
- (3) Serve as Chairperson of the Budget Committee;
- (4) Serve as a member of the Board of Governors;
- (5) Serve as Chairperson of the Long Range Planning Committee;
- (6) Perform other duties as requested by the President;
- (7) Keep the Executive Director fully informed.

## **ARTICLE V. EXECUTIVE BOARD**

### **Section 1. Composition**

The Executive Board shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, Board Chairperson, a student board member and alternate student board member (both non-voting), and a Delegate or Alternate representing each of the district associations in the State and up to three at large delegates. At large delegates serve a one year term, and cannot run for more than two consecutive terms. Each member of the Board shall have (1) vote. Members are not eligible to serve as both an officer and delegate. The Executive Director, unless excused, shall attend all meetings of the Executive Board in an advisory capacity.

### **Section 2. Election and Tenure**

Executive Board Delegates and Alternate Delegates shall be elected by those voting members residing in the respective MVMA districts specified in Article VII, Section 1, of these Bylaws. The term shall be for three (3) years, and they may serve no more than two (2) consecutive three (3) year terms. The District Delegate and Alternate must reside or work in the district which they represent and be an Active member of the MVMA in good standing. Vacancies in office shall be filled by the district association at its next meeting for the balance of the unexpired term. Delegates who cannot attend are encouraged to appoint a temporary alternate delegate to

attend in their place. Temporary alternate delegates have all the privileges and responsibility of the delegate for one meeting only.

Alternate delegates elected prior to February 1, 2019, will be grandfathered to serve out what remains of their three-year term.

At Large Delegates will be elected on a statewide ballot. Candidates for At Large Delegate will be nominated per Article IV Section 4. Candidates with the top three vote totals are elected. There is no limit to the number of candidates that may be nominated. The number of At Large Delegates serving in any one year may range from zero to three.

### **Section 3. Meetings**

The Executive Board shall meet at least three (3) times per year – one being during the MVMA annual convention. It shall also meet as deemed necessary and called by the Board Chairperson or by any three (3) members of the Executive Board. At least seven (7) days advance notice shall be given to members of the Executive Board. Business may be conducted by mail, electronic mail, conference call, or web meeting when necessary.

### **Section 4. Quorum**

A two-thirds (2/3) majority of the voting members of the Executive Board shall constitute a quorum.

### **Section 5. Duties of the Executive Board**

The Executive Board shall be the administrative body of the MVMA and shall, in principle, be the voice of the members. The Executive Board is responsible to:

- (a) have complete charge of the MVMA's property and financial affairs;
- (b) be charged with carrying out the provisions of these bylaws;
- (c) elect and advise the MVMA Delegate and Alternate Delegate to the American Veterinary Medical Association;
- (d) approve honorary memberships;
- (e) act on matters referred by committees;
- (f) act on amendments proposed for the Constitution and Bylaws;

- (g) employ and outline duties of Executive Director as kept in the policy manual;
- (h) employ and outline duties of legislative consultant;
- (i) request written reports from representatives of allied professional groups to report on activities concerning the profession prior to the regular meetings of the Executive Board and, if deemed necessary, request specific representatives to appear before the Executive Board to provide counsel at meetings;
- (j) approve site and time of the annual convention, business meetings, and any special convention or meetings;
- (k) take any emergency action that must be taken that must be taken by the MVMA when it is not possible to obtain approval of the membership;
- (l) fill vacancies in office occurring between elections by appointment;
- (m) perform other functions as may be requested by the Board Chairperson;

## **Section 6. Duties of Executive Director**

The Executive Director shall be the chief paid executive of the MVMA and responsible for the administration of the MVMA affairs. The Executive Director shall be responsible to the Executive Board. Duties and responsibilities of the Executive Director shall be outlined by the Executive Board in a policy manual which shall be updated each year. An annual performance review of the Executive Director shall be conducted each year by the Board of Governors.

## **ARTICLE VI. BOARD OF GOVERNORS**

### **Section 1. Composition**

The Board of Governors shall be composed of the President, President-Elect, Vice-President, Secretary-Treasurer, and Board Chairperson. The Executive Director, unless excused, shall attend all meetings of the Board of Governors in an advisory capacity.

### **Section 2. Duties of the Board of Governors**

The Board of Governors is responsible to:

- (a) have general supervision of the business for the MVMA between regular and special meetings of the Executive Board;
- (b) act as the MVMA Budget Committee;
- (c) serve as members of the Long Range Planning Committee;
- (d) be empowered to act for and exercise the duties and authority of the Executive Board in an emergency situation only when contact with each member of the Executive Board is not possible;
- (e) oversee the operation of the MVMA office and action of the Executive Director;
- (f) approve the slate of candidates;
- (g) conduct other business as necessary for normal operations of the MVMA;
- (h) keep the Executive Board fully informed.

### **Section 3. Meetings**

Meetings of the Board of Governors shall be at the call of the President or at the request of two (2) officers. Business may be conducted by mail, web meeting, telephone, or electronic communication. All action taken shall be verified and minutes taken as necessary.

### **Section 4. Quorum**

A majority of the Board of Governors constitutes a quorum.

## **ARTICLE VII. DISTRICT DELEGATES AND ALTERNATES**

### **Section 1. District Boundaries**

- A. The district associations shall be named as specified below and will be comprised of that part of Missouri designated by the following counties:
  - a. Northwest – Atchison, Andrew, Buchanan, Dekalb, Gentry, Harrison, Holt, Nodaway, and Worth counties;
  - b. North Central – Caldwell, Carroll, Chariton, Davies, Grundy, Linn, Livingston, Mercer, Putnam, and Sullivan counties;
  - c. Northeast – Adair, Audrain, Clark, Lewis, Macon, Monroe, Montgomery, Marion, Knox, Pike, Ralls, Randolph, Schuyler, Scotland, and Shelby counties;

- d. Greater Kansas City – Bates, Cass, Clay, Clinton, Jackson, Lafayette, Platte, and Ray counties;
- e. West Central – Benton, Boone, Camden, Cooper, Henry, Howard, Johnson, Moniteau, Morgan, Pettis, and Saline counties;
- f. East Central – Callaway, Cole, Crawford, Franklin, Gasconade, Maries, Miller, Osage, Phelps, Pulaski, Warren, and Washington counties;
- g. Greater St. Louis – Jefferson, Lincoln, St. Charles, and St. Louis counties, and St. Louis City;
- h. Southwest – Barry, Barton, Cedar, Christian, Dade, Dallas, Douglas, Greene, Jasper, Laclede, Lawrence, Howell, Hickory, McDonald, Newton, Ozark, Polk, St. Clair, Stone, Taney, Texas, Vernon, Webster, and Wright counties;
- i. Southeast – Bollinger, Butler, Cape Girardeau, Carter, Dent, Dunklin, Iron, Madison, Mississippi, New Madrid, Oregon, Pemiscot, Reynolds, Perry, Ripley, St. Francois, Ste. Genevieve, Scott, Shannon, Stoddard, and Wayne counties;

~~B.~~ Each MVMA District shall be represented by (1) delegate, who shall have one (1) vote. ~~There shall be an Alternate Delegate for each district.~~

## Section 2. Duties of District Delegates

### The District Delegates shall:

- a. represent the views of their constituents and be voting members of the Executive Board;
- b. inform the district membership of actions pending and actions taken by the Executive Board;
- c. **appoint a temporary** ~~contact the Alternate~~ Delegate to serve in the absence of the Delegate from any regular or called meeting of the Executive Board.

## Section 3. Duties of **Temporary** Alternate Delegates

### The **Temporary** Alternate Delegates shall:

- a. be considered ~~non~~-voting members of the Executive Board ~~unless acting as District Delegate pro tem;~~

- b. report back to assist the District Delegate with all duties as prescribed in these Bylaws;
- c. serve as a member of the MVMA Membership Committee.

## **Section 4. Nomination and Election**

The nominations and elections of the district delegates and alternate district delegates shall be staggered with nominations and elections conducted for delegates and alternates in the three (3) district associations whose terms will be expiring at the close of the annual convention each year. The Executive Director shall notify the district associations of the need for nomination and election of a delegate and alternate delegate to represent their respective districts.

## **Section 5. Student Board Members**

A student board member and alternate student board member will be appointed and serve through the remaining tenure of their college career. These positions are non-voting. The selection process for student board members will be set forth in the MVMA policy manual.

## **ARTICLE VIII. MVMA DELEGATE AND ALTERNATE DELEGATE TO THE AMERICAN VETERINARY MEDICAL ASSOCIATION (AVMA)**

### **Section 1. Election**

Members of the MVMA shall be informed of upcoming vacancies in the office of MVMA Delegate and Alternate Delegate at least sixty (60) days prior to an Executive Board meeting by notice in the MVMA newsletter and/or website and E Newsletter and members may submit nominations for candidates at least thirty (30) days prior to that Executive Board meeting.

The MVMA Delegate and Alternate Delegate to the AVMA shall be elected by the Executive Board for a four (4) year term each effective immediately upon election. The Delegate and Alternate Delegate may serve no more than two (2) consecutive four (4) year terms.

### **Section 2. Qualifications**



Any veterinarian who has been an Active member of the MVMA for five (5) consecutive years prior to appointment and who is a member of the AVMA is eligible for election as AVMA Delegate or Alternate Delegate.

### **Section 3. Vacancy**

Any vacancy shall be filled by an election of the Executive Board.

### **Section 4. Removal**

The Delegate and/or Alternate Delegate to the AVMA may be removed by a ballot two-thirds (2/3's) of the votes cast by the Executive Board.

### **Section 5. Duties**

The Delegate and Alternate Delegate to the AVMA shall:

- a. serve as ex-officio members of the Executive Board and inform the Board on matters to be considered by the AVMA House of Delegates;
- b. seek executive Board direction and represent the MVMA accordingly at all meetings of the AVMA House of Delegates;
- c. report on actions of the AVMA House of Delegates at the next meeting of the Executive Board or sooner if necessary;
- d. inform the Executive Board sufficiently prior to deadlines on AVMA nominations and other matters to allow appropriate action;
- e. perform other duties as requested by the Executive Board.

## **ARTICLE IX. GENERAL MEMBERSHIP MEETINGS**

### **Section 1. Time and Location**

One (1) general membership meeting is to be held during the Annual Convention at such time and location as set by the Executive Board. A second general membership meeting may be held at a time and place as designated by the Executive Board.

### **Section 2. Special Meetings**

The call, time, and location for special meetings of the general membership shall be approved by two-thirds (2/3's) vote of the entire Executive Board.

Notification of special meetings must be sent in writing to the membership at least thirty (30) days prior to the meeting.

### **Section 3. Quorum**

Twenty-five (25) members of the MVMA shall constitute a quorum for the transaction of business.

## **ARTICLE X. COMMITTEES**

### **Section 1. Appointment and Composition**

The President shall appoint the Chairperson of all standing and special committees except the Budget, Convention Program, **Long Range Planning**, Membership, and Nominations Committee.

The President shall appoint members needed to complete the respective committees. The President will make every effort to maintain a balanced representation from each of the districts. The district delegate should be made aware of pending vacancies. Appointments should be made within that district as interest is shown. Each standing committee shall have no less than three (3) members.

### **Section 2. Term of Chairpersons**

The appointment of committee Chairpersons will be for one (1) year and become effective during the annual convention except the Chairperson of the Legislative Committee whose term will become effective on October 1 of each year. Committee Chairpersons may be removed from committees by the MVMA President with the advice and counsel of the Board of Governors.

### **Section 3. Term for Standing Committees**

Appointment shall be for a term of three (3) years with one-third (1/3) of the committee members retiring each year. One-third (1/3) of the committee members shall be appointed to three (3) year terms annually unless otherwise specified by these Bylaws. (These terms do not apply to members of the Budget, Convention Program, **Long Range Planning**, Membership, and Nominations Committees.) All standing committees,

other than Legislative, shall begin efforts during the MVMA annual convention.

#### **Section 4. Meetings and Reports**

Committee activities shall be planned and budgeted for annually and submitted to the Executive Board. Committees shall hold at least one (1) meeting during the year and shall submit an annual report to the Executive Board prior to the MVMA annual convention. Reports of current committee activity shall be made at regularly scheduled Executive Board meetings as necessary. Committee Chairpersons shall notify the Executive Director for aid in scheduling meetings, notifying committee members, and conducting committee work.

#### **Section 5. Standing Committees**

- (A) Standing Committees may be modified by the Executive Board and should be published in the current ~~Policy and Procedures~~ **MVMA Policy** Manual.
- (B) The Executive Board may establish or dissolve a standing committee by a two-thirds (2/3) vote.
- (C) All actions of standing committees are subject to approval of the MVMA Executive Board.

#### **Section 6. Task Forces**

Task Forces may be appointed by the President as needed to carry out the functions of the MVMA. Task Forces shall make reports to the Executive Board and MVMA in the same manner as Standing Committees. A task force should develop a specific set of objectives to be completed. If the objectives are completed, the President should generally declare the task force disbanded. If the objectives have not been clearly completed within a three-year period, the task force will be either re-appointed, or disbanded by the Board. All actions of task forces are subject to approval of the MVMA Executive Board. Task Forces may be initiated and dissolved at the pleasure of the President.

### **ARTICLE XI. MVMA ~~MISSOURI~~ ~~ACADEMY OF VETERINARY~~ ~~PRACTICE~~**

The **MVMA Missouri Academy of Veterinary Practice (MAVP)** shall be the continuing education arm of the MVMA. The **Academy** shall be administered by a committee of two, consisting of a President and Vice President. The Vice President will be appointed by the incoming MVMA President-Elect, and will assist the MVMA President-Elect with the Convention Planning Committee. The Vice President automatically assumes the position of the Academy President the next year. ~~MAVP shall have its own constitution and bylaws.~~ All actions of the **Academy MAVP** are subject to approval of the MVMA Executive Board. The **Academy MAVP** shall submit an annual report to the MVMA Executive Board and general membership.

## **ARTICLE XII. FISCAL PROCEDURES**

### **Section 1. Fiscal Year**

The MVMA's fiscal year shall begin January 1 and end December 31.

### **Section 2. Financial Review**

A financial review shall be conducted annually by a Certified Public Accountant.

### **Section 3. Security Bond**

The MVMA Secretary-Treasurer and MVMA office staff shall be covered by a security bond, the amount to be determined by the Executive Board. The expense of the bond shall be assumed by the MVMA.

### **Section 4. Disbursements**

All disbursements of MVMA funds shall be made by checks or electronic transfer drawn on the MVMA account in accordance with board policy.

### **Section 5. Revenues**

All MVMA revenues shall be received by the Executive Director and deposited in the name of the MVMA. The Secretary-Treasurer shall oversee all account transactions.

### **Section 6. Annual Budget**

A budget for the ensuing fiscal year shall be presented annually to the Executive Board by the Budget Committee. The Budget Committee shall have the obligation to justify spending variances within the budget.

## **Section 7. Investments**

Revenues in excess of current operating needs may be invested by the Secretary-Treasurer until such time as needed for operating expenses. The amount, specific nature, and length of all investments shall be determined by the Secretary-Treasurer and Executive Director.

## **Section 8. Reserve Fund**

The MVMA will work toward maintaining an annual reserve fund of 100% 150% of the collected annual dues of the preceding year, at least 40% one half (1/2) of which will be liquid assets, shall be maintained by the MVMA. In the event of an emergency situation and general revenue is not available, reserve fund money may be used upon two-thirds (2/3's) favorable vote of the Executive Board in accordance with the MVMA Policy Manual.

## **ARTICLE XIII. AMENDMENT OF THE BYLAWS**

The bylaws may be amended by the submission of the proposed amendment in the form of a written petition, signed by twenty-five (25) voting members, to the Executive Board, or an amendment may be submitted by the majority vote of a quorum of the Executive Board. The Executive Board shall cause the proposed amendment to be published in the MVMA Newsletter thirty (30) days prior to the mailing of a ballot to all voting members. A two-thirds (2/3) favorable vote of the members responding to the mailed ballot shall be necessary for the adoption of the amendment. Amendments shall become effective immediately upon adoption unless otherwise specified. Alternately, the ballot may be conducted electronically if approved by the Executive Board.

## **ARTICLE XIV. SUSPENSION OF THE BYLAWS**

The Bylaws may be suspended at any meeting when a motion for suspension is presented, in writing, and adopted by a two-thirds (2/3) favorable vote of the members present at the business meeting.

## **ARTICLE XV. CODE OF ETHICS**

The MVMA Code of Ethics shall be the same as the Principles of Veterinary Medical Ethics of the American Veterinary Medical Association.

## **ARTICLE XVI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the MVMA in all cases to which they are applicable and in which cases they are not inconsistent with these Bylaws and any other special rules of order the MVMA may adopt.

## **ARTICLE XVII. ORDER OF BUSINESS**

The of general membership meetings shall include the following agenda items:

Call to order. Adoption of the Minutes of the Previous Meeting, Treasurer's Report and Adoption, Report of the Executive Board, Old Business, New Business, Nominations for or Announcement of Election of Officers, and Adjournment.

## **ARTICLE XVIII. INDEMNIFICATION AND INSURANCE**

### **Section 1. Indemnification**

Any officer or member of the governing body of the MVMA shall be immune from personal liability for any civil damages arising from acts performed in his/her official capacity as provided for in Chapter 537 of the Missouri Revised Statutes.

No officer or member of the MVMA shall be personally liable for any obligations or for any duties or obligations arising out of any acts or conduct of said officer or member performed for or on behalf of the MVMA. The MVMA shall and does hereby indemnify and hold harmless its directors, officers, employees and agents on any cases arising out of any acts or conduct performed for or on behalf of the MVMA.

### **Section 2. Insurance**

MVMA may purchase and maintain insurance on behalf of any person who is, or was, a director, officer, or employee against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person's status as such.