

**Veterinary Medical Association Executives**  
**–Bylaws–**

(as amended 3.11.17)

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**Mission:** The mission of the Veterinary Medical Association Executives (hereinafter referred to as the "Association") is to help VMA executives create thriving organizations and provide effective leadership within the veterinary profession.

**Chapter I. Membership**

1. There shall be the following classes of membership in the Association.
  - a. Organizational members
  - b. Individual members
  - c. Emeritus members
  - d. Affiliate members
2. **Organizational Membership:** Organizational membership shall be available to the chief paid executive identified by each veterinary medical association. In the event of termination of employment of the chief paid executive, the membership remains with the organization, rather than the individual, and shall be transferable to the new chief paid executive of the organization. If the association does not employ paid staff, the volunteer officer who has chief administrative responsibility for management of the association is eligible for organizational membership.
3. **Individual Membership:** Any paid executive staff member (other than the chief paid executive) of a veterinary medical association, is eligible for individual membership.
4. **Veterinary Medical Association Defined:** The criteria to be recognized as a veterinary medical association under this chapter shall be as follows:
  - a. The veterinary association, if headquartered in the United States, must be organized as a non-profit entity as defined under the Internal Revenue Code covering 501(c) organizations. A veterinary association headquartered in a country other than the United States must be organized as a non-profit entity as defined under that country's tax code; and
  - b. The veterinary association must have at least 25 graduate veterinarian members; and,

- c. The veterinary association must have functioned as a veterinary organization for at least one year prior to making application for recognition by the Association; and
  - d. The veterinary association shall conduct at least one meeting per year, and the attendance report of said meeting shall be recorded in writing.
  - e. The Board of Directors of the Association may examine the constitution and bylaws of a veterinary association in order to establish their accord with other recognized veterinary organizations.
5. **Emeritus Members:** Emeritus membership is available to members who have retired from an eligible employment category, have maintained membership for a minimum of ten (10) years, have not resumed employment in an eligible employment category, and who have applied for Emeritus membership. Emeritus members shall be exempt from the payment of dues, shall not have the privilege of voting, and shall not have the privilege of holding office
6. **Affiliate Members:** Affiliate members will be considered for membership by approval of the Board of Directors on a case-by-case basis. Affiliate members shall not be eligible to vote or hold office. The rights and privileges of Affiliate members shall be determined by the Board. (Click [here](#) for the policy on Affiliate membership)
7. **Rights and Privileges of Membership:**
- a. **Voting:** Organizational members shall have the privilege of voting. In the absence of the Organizational member, an Individual member from the respective organization may cast that organization's vote. In the event one individual represents more than one organizational member, that individual may vote for each organization. A majority of those present and voting shall prevail on all proposals.
  - b. **Holding Office:** Organizational members and individual members shall have the right to hold office in the Association.
8. **Termination of Membership:**
- a. **Delinquency of Dues:** Members are delinquent if dues and assessments are not received by the date prescribed by the Board of Directors each year. Membership will be terminated if such delinquent dues or assessment is not received by the Association within thirty days after notice of delinquency has been mailed to the member's last known address by the Association office.

- b. **Termination of Employment:** Membership of any individual shall be terminated at the time that the member ceases to meet the employment eligibility criteria as stated in Chapter 1, Section 3.

## **Chapter II. Dues**

1. **Amounts:** The amount of annual dues for all categories of membership shall be established by the Board of Directors at a regularly scheduled meeting of the Board.
2. **Dues Year:** The dues of the Association shall be based on a calendar year.

## **Chapter III. Meetings**

1. **Annual Meetings:** The annual meeting of the Association shall be held in conjunction with the AVMA annual meeting at such time and place as the Board of Directors shall determine.
2. **Special Meetings:** Special meetings of the Association may be called by a majority vote of the Board of Directors, or by written request of 10 percent (10%) of the voting members. Special meetings shall be held at a time and place determined by the Board of Directors.
3. **Notice of Meetings:** Notice of the time and place of the annual meeting, and the time, place and purpose of any special meeting, shall be sent to each member not less than sixty (60) days prior to the annual meeting and thirty (30) days prior to a special meeting.
4. **Quorum:** A quorum for the transaction of business shall consist of those present at any properly noticed regular or special meeting.

## **Chapter IV. Officers**

1. **Officers:** The officers of the Association shall be a president, president-elect, secretary, treasurer, and immediate past president. The officers shall be elected by the voting members of the Association at the annual meeting, and each shall serve until the next annual meeting or until the officer has resigned or been removed from office and a successor has been elected or appointed. Organizational and Individual members are eligible to serve as officers.
2. **Filling of Vacancies:** Any vacancies occurring among the officers or directors may be filled by a majority vote of the Board of Directors, and the individual so selected shall serve until the next annual meeting of the Association, when he or she shall be eligible for re-election by the members.
3. **Duties of Officers:**

- a. **President:** The president shall preside at all meetings of the Association and the Board of Directors, and shall serve as chair of the Executive Committee. The president shall be responsible for appointing the chairs and members of all committees of the Association.
  - b. **President-Elect:** The president-elect shall succeed to the office of president and shall, in the absence of the president, perform the duties of that office.
  - c. **Secretary:** The secretary shall be responsible for maintaining the records of the Association, including minutes, correspondence, membership roster, and other Association documents. The secretary shall be responsible for providing notice of all meetings of the Board of Directors or the membership. In the event that the Board of Directors determines that paid staff shall be employed to perform these functions, the secretary shall be responsible for assuring that these responsibilities are carried out in accordance with the bylaws of the Association.
  - d. **Treasurer:** The treasurer shall have custody of the funds of the Association and shall maintain them in accordance with the policies established by the Board of Directors. The treasurer shall keep accurate and complete records of the Association's financial transactions, and shall make periodic reports to the Board of Directors as specified by the directors. In the event that the Board of Directors determines that paid staff shall be employed to perform these functions the treasurer shall be responsible for assuring that these responsibilities are carried out in accordance with the bylaws of the Association.
  - e. **Immediate Past President:** The immediate past president shall serve as a voting member of the Board of Directors for one (1) year following his or her term of office as president.
4. **Terms of Office:** The term of each office is one (1) year. An individual may not serve more than one (1) consecutive term as president.

#### **Chapter V. Board of Directors**

1. **Responsibilities:** The governing body of the Association is the Board of Directors. The Board of Directors is empowered to conduct the business of the Association in the interim between meetings of the membership. The Board of Directors shall have fiduciary responsibility to manage the funds of the Association in a prudent manner. A Board of Director shall disclose and then recuse himself or herself when voting on a matter(s) in which the Director has a conflict of interest. The Board of Directors shall approve recommendations or confirm appointment(s) made by the president regarding Association representative(s) to any non-Association positions.

2. **Number of Directors and Terms:** The Board of Directors shall consist of four Organizational or Individual members of the Association, and the president, president-elect, secretary, treasurer, immediate past president, and chief executive officer. There shall be no more than one (1) officer or director from any one (1) association. The four (4) directors shall serve for terms of two (2) years, with two (2) to be elected each year. Directors shall be eligible for election to a maximum of two (2) full consecutive terms.
3. **Meetings:** The Board of Directors shall meet at least one (1) time per year. Other meetings of the Board of Directors may be called by the president as needed or by any two (2) members of the board. Board action may be taken by a majority vote, unless specified otherwise in these bylaws, when a quorum of greater than 50% of the directors is present. Telephonic meetings of the board shall be permissible if properly announced and documented.
4. **Employment of Staff:** The Board of Directors may retain a chief executive officer (hereinafter referred to as the "CEO"), appointed by the Board of Directors to serve at the pleasure of the Board of Directors. The CEO shall be directly responsible to the Board of Directors, and shall manage, supervise, and direct the operations of the Association within the authority delegated by the Board of Directors. The CEO shall serve as an ex-officio, non-voting member of the Board of Directors and the Executive Committee. The CEO may employ or contract such staff as are necessary to conduct the business of the Association, in accordance with the annual budget approved by the Board of Directors, and is responsible for all matters related to the employment or contracting of such staff. The CEO or other staff may assume the duties which the secretary and treasurer are required to perform, but which may be delegated under the provisions of these bylaws.
5. **Removal:** The Board of Directors, by the affirmative vote of two-thirds (2/3) of the Directors, may suspend or remove a Director at any time if, in its judgment, the best interests of the Association would be served thereby. However, officers elected by the membership may not be removed except by the membership, but the authority of such officer to act as an officer may be suspended by the Board for cause.
6. **Emoluments:** All offices held in this Corporation are hereby declared to be offices of trust and honor to which no emolument is attached, other than budgeted expenses. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

## **Chapter VI. Election of Officers and Directors**

1. **Nominations:** Nominations of members for the officers and directors of the Association shall be presented by the Nominating Committee, which shall be appointed by the president in accordance with Chapter VII.2.b. of these bylaws. The nominations proposed by the Nominating Committee shall be circulated to the membership not less

than thirty (30) days prior to the annual meeting at which the election is to take place. Additional and eligible nominations may be made by any voting member of the Association at the time and place of the election.

2. **Elections:** In the event that there is more than one (1) nominee for any position, the election shall be by secret ballot. In order to be elected, an individual must receive a majority of the votes of those present and voting.

## **Chapter VII. Committees**

1. **Categories of Committees:** There shall be two (2) categories of committees: standing and ad hoc.
2. **Standing Committees:** The following are standing committees of the Association:
  - a. **Executive Committee:** The Executive Committee shall consist of the president, president-elect, secretary, treasurer, immediate past president, and CEO of the Association. The Executive Committee shall have the authority to conduct the affairs of the Association in the interim between meetings of the Board of Directors, except for those matters which are expressly withheld from that authority by these bylaws or by resolution of the Board of Directors. The Executive Committee shall not have the power to hire or terminate the employment of the CEO, or to dispose of assets of the corporation, or to take action contrary to a previous action of the Board of Directors. All actions of the Executive Committee are subject to confirmation by the Board of Directors.
  - b. **Nominating Committee:** The Nominating Committee shall be chaired by the immediate past president and shall consist of four (4) members of the Association, not more than two (2) of which may be members of the Board of Directors. These members shall be appointed by the president. The Nominating Committee shall present a slate of nominations for the officers and directors of the Association, not less than thirty (30) days prior to each annual meeting.

## **Chapter VIII. Amendments**

These bylaws may be amended at any annual or special meeting of the membership, by a two-thirds (2/3) vote of those present and voting. Any proposed amendment to these bylaws must be circulated to the membership not less than thirty (30) days prior to the meeting at which the voting will take place.

## **Chapter IX. Indemnification**

The Association, by the act of the Board of Directors, shall indemnify any person who was or is a party of any proceeding by reason of the fact that he or she was or is a Director or Officer of the Association against any liability or settlement cost, and any expense (including attorney's fees

and associated costs) actually and reasonably incurred by him or her in connection therewith, to the full extent of the Association's power to so indemnify such person as provided by law.

#### **Chapter X. Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

#### **Chapter XI. Applicable Law**

This Association is organized under the laws of the state of Idaho and the laws of that state shall govern the validity, interpretation, construction and effect of the Association's bylaws.