

# Veterinary Medical Association Executives

## –Bylaws–

(as amended 7.27.20)

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

### Chapter I. Membership

1. **Categories:** There shall be the following categories of membership in the Association:
  - a. Organizational
  - b. Individual
  - c. Retired
  - d. Sustaining
  - e. Affiliate
2. **Organizational Membership:** Organizational membership shall be available to the chief paid executive identified by an eligible veterinary medical association (VMA) as defined in Chapter I, Section 9. If the association does not retain 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 an eligible veterinary medical association as defined in Chapter I, Section 9 is eligible for Individual membership.
4. **Retired Membership:** Retired membership is available to an individual who held Organizational or Individual membership in VMAE for a minimum of ten years and who no longer earns compensation from any source. Retired members shall pay membership dues at a rate equivalent to 25% of an Individual member. Retired members shall not have the privileges of voting or holding office and shall receive member benefits as determined by the Board of Directors.
5. **Sustaining Membership:** Sustaining membership is available to an individual who held Organizational or Individual membership in VMAE for a minimum of ten years and who earns compensation from any source. Action by the Board of Directors is required to

approve an application for Sustaining membership. Sustaining members shall pay membership dues at a rate equivalent to an Individual member. Sustaining members shall not have the privileges of voting or holding office and shall receive member benefits as determined by the Board of Directors.

6. **Affiliate Membership:** Applications for Affiliate membership will be considered by the Board of Directors on a case-by-case basis. Affiliate members shall not be eligible to vote or hold office and shall receive member benefits as determined by the Board of Directors. (Click [here](#) for the policy on Affiliate membership)

7. **Rights and Privileges of Membership:**

a. **Voting:** Organizational members shall have the privilege of voting and shall have one vote each on such matters as set forth in Chapter III, Section 5 below. 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 organization, that individual may vote for each organization.

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. Voting members who have not paid their dues are not in good standing with the Association and may not vote on any matters until they are back in good standing. 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. **Change of Employment:** Membership of any Organizational or Individual member shall be terminated at the time the member ceases to meet the employment eligibility criteria as stated in Chapter 1, Section 2 or 3. In the event of separation of employment of an Organizational or Individual member, the membership remains with the organization rather than the individual and is transferable to a new Organizational or Individual member as identified by the recognized veterinary medical association.

9. **Eligible Veterinary Medical Association Defined:** The eligibility criteria to be recognized as a veterinary medical association under this chapter shall be as follows:

a. The VMA, if headquartered in the United States, must be organized as a not-for-profit entity as defined under applicable state law and tax-exempt under Section

501(c) of the Internal Revenue Code. A veterinary medical association headquartered in a country other than the United States must be organized as a not-for-profit entity as defined under that country's applicable laws; and

- b. The VMA must have at least 25 graduate veterinarian members; and,
- c. The VMA must have functioned as a veterinary organization for at least one year prior to making application for recognition by the Association; and
- d. The VMA must conduct at least one (1) member meeting per year; and
- e. The VMA must meet such other reasonable criteria as the Board of Directors may determine from time to time in its discretion.

The Board of Directors has the discretion to determine whether the VMA meets the criteria to be recognized by the Association as an Organizational member.

## **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 Member Meetings:** The annual member meeting of the Association shall be held at such time, place and location as the Board of Directors shall determine. The annual member meeting may be held by telephonic or such other technological means as permitted by the Act (as defined in Chapter XI below) and as determined by the Board of Directors in its discretion.
2. **Special Meetings:** Special meetings of the voting members of the Association may be called by a majority vote of the Board of Directors, or by written request of at least 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 by e-mail or such other means as permitted by the Act not less than sixty (60) days prior to the annual meeting and thirty (30) days prior to a special meeting.
4. **Quorum/Voting:** Ten percent (10%) of the voting members in good standing with the Association at such time as the meeting is held shall constitute a quorum. The vote of a majority of a quorum shall be the act of the members, unless otherwise set forth in the Act or these Bylaws.

5. **Voting Rights of Organizational Members.** Organizational members shall have the right to elect Officers and Directors of the Association as provided in Chapter VI. By at least a two-thirds (2/3<sup>rd</sup>) vote of the Organizational members present at a meeting at which a quorum is present, Organizational members shall also approve:
- a. the amendment of these Bylaws as provided in Article VIII;
  - b. the merger or consolidation of the Association with or into another organization;
  - c. the sale of substantially all the Association's assets; or
  - d. the dissolution of the Association.

The Board may submit such other matters to the vote of the voting members as it determines in its sole discretion.

6. **Membership Voting by Written Ballot:** Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Association delivers by mail or electronic mail (e-mail) a written ballot to every member entitled to vote on the matter. The ballot shall:
- a. set forth each proposed action;
  - b. provide an opportunity to vote for or against the proposed action;
  - c. indicate the number of responses necessary to meet the quorum requirements;
  - d. state the percentage of approvals necessary to approve each matter other than election of directors;
  - e. specify the time by which the ballot must be received by the corporation in order to be counted; and
  - f. be accompanied by written information sufficient to permit each person voting to reach an informed decision.

Members shall return their written ballots to the Association by mail or e-mail as directed by the Association. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may not be revoked. Written ballots may be deleted ten (10) days following the meeting unless the results are challenged.

## 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 by written ballot prior to or at the annual member meeting, and each shall serve until the next annual member 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 member 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. If the Board of Directors determines that retained staff shall be utilized 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. If the Board of Directors determines that retained staff shall be utilized 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. Directors shall have one (1) vote each.
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 of a quorum, unless specified otherwise in these bylaws. A quorum is a majority of the members of the Board of Directors. Telephonic, video, or such other types of meetings of the board as permitted by the Act shall be permissible if properly announced and documented.
4. **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 retain 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 retaining of such staff. The CEO or other staff may assume 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.
7. **Action by Unanimous Written Consent:** Any action that may be taken at a Board of Directors' meeting may be taken without a meeting if the action is unanimously approved by all members of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

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

1. **Nominations:** Nominations of members for the officers and directors of the Association shall be presented to the Organizational members for their approval by the Governance Committee, which shall be appointed by the president in accordance with Chapter VII, Section 2.b. of these bylaws. The slate of nominees proposed by the Governance Committee shall be provided to the Organizational members not less than thirty (30) days prior to the annual member meeting at which the election is to take place or, if voting by ballot, not less than thirty (30) days prior to the close of voting.
2. **Elections:** If there is more than one (1) nominee for any position, the election shall be held by secret ballot (either at an in-person meeting or by electronic ballot). In order to be elected, the individual who receives the most votes at a properly called meeting with a quorum shall be elected to such office.

#### **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 that 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 retain or terminate 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. **Governance Committee:** The Governance 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 Governance Committee shall present a slate of nominations for the officers and directors of the Association, not less than thirty (30) days prior to the annual election.

### **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 voting members present at a meeting at which a quorum is present, including by written ballot. Any proposed amendment to these bylaws must be circulated to the voting members not less than thirty (30) days prior to the meeting at which the voting will take place or, if done by written ballot, not less than thirty (30) days prior to the close of the voting.

### **Chapter IX. Indemnification**

To the full extent provided by the Act, 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, including but not limited to the Idaho Nonprofit Corporation Act ("Act"), shall govern the validity, interpretation, construction and effect of the Association's bylaws.