

MICHIGAN VETERINARY MEDICAL ASSOCIATION

BYLAWS

January 28, 2005

Amended March 15, 2006, March 19, 2008 and September 18, 2013

ARTICLE I

MEMBERSHIP AND MEMBERSHIP CLASSES

Section 1. Qualifications. Any veterinarian who graduated from a college or school of veterinary medicine and supports the mission of the Michigan Veterinary Medical Association (hereinafter "MVMA") shall be eligible for membership in the MVMA.

Section 2. Active Membership. Active Membership shall be available to any qualified veterinarian. Active Members shall be entitled to all rights and privileges of MVMA membership.

Section 3. Life Membership. Life Membership shall be available to any veterinarian who is retired or age 72 or older, and has completed thirty-five (35) continuous years of MVMA membership with at least thirty (30) of those years as an Active Member. Life Members shall be entitled to all rights and privileges of Active Membership.

Section 4. Associate Membership. Associate Membership shall be available to any qualified veterinarian who is not actively pursuing monetary gain from the profession of veterinary medicine in Michigan, as determined by the Board of Directors. Associate Members shall not be eligible to vote or hold office.

Section 5. New Graduate Membership. New Graduate Membership shall be available to any veterinarian who graduated from a college or school of veterinary medicine during the previous twelve (12) months and supports the mission of MVMA. New Graduate Members shall be exempt from the payment of dues for a period determined by the Board of Directors and shall not be eligible to vote or hold office.

Section 6. Termination of Membership. Any member's membership from the MVMA may be terminated for any violation of the Bylaws or policies of the MVMA, or for engaging in any conduct hostile to the MVMA and the purpose for which it was formed. Ten (10) days written notice of the reasons for membership termination shall be given to such member, requesting the member to appear before the Board of Directors and to answer any charges upon which the claim for termination is based. After given an opportunity to appear, the Board of Directors may, by 3/4 vote of those

Board members present and voting, terminate such member from membership in the MVMA or take such other actions as deemed appropriate by the Board of Directors.

ARTICLE II AFFILIATES

Section 1. Student Affiliates. Any veterinary student of the Michigan State University College of Veterinary Medicine shall be eligible to be a Student Affiliate.

Section 2. Other Affiliates. Other Affiliates may be approved by the Board of Directors.

Section 3. Rights and Privileges. Affiliates shall not be eligible to vote or hold office. The rights and privileges of affiliates shall be determined by the Board.

ARTICLE III MEMBERSHIP DUES

Section 1. Establishment of Dues. Membership dues shall be established by the Board of Directors. An individual member's dues may be waived by 2/3 majority vote of the Board.

Section 2. Delinquency. Any member whose dues are in arrears for a period of sixty (60) days shall be notified of such delinquency and suspended from further membership services. If payment of dues is not made within the next succeeding thirty (30) days, membership shall be terminated and all rights and privileges of membership shall be forfeited.

Section 3. Reinstatement. A member suspended for nonpayment of dues for less than twelve (12) months, may be reinstated with continuous membership upon receipt of payment of the delinquent dues, plus the appropriate dues for the current year. A member suspended for nonpayment of dues for more than twelve (12) months may be reinstated with continuous membership, upon payment of dues for the current year plus payment for the delinquent years, but at the current dues rate.

ARTICLE IV MEMBERSHIP MEETINGS AND VOTING

Section 1. Annual Business Meeting. The Annual Business Meeting of the members of MVMA shall be held at such place, date, and time as determined by the Board of Directors. The Board of Directors shall determine the agenda. A written notice of the date, time, place and agenda of the Annual Business Meeting shall be distributed

not less than fifteen (15) days nor more than sixty (60) days prior to the date of said meeting to the address of each member as the same appears on the books of MVMA.

Section 2. Special Meetings. Special Meetings of MVMA membership may be called by the Board of Directors at any time, or shall be called by the President of the MVMA upon receipt of a written request by at least ten percent (10%) of the Voting Members. A written notice of the date, time, location, and the business to be transacted at the Special Meeting shall be sent to voting members not less than fifteen (15) days before the date of the meeting.

Section 3. Voting. Each voting member of the MVMA shall be entitled to one vote on all matters submitted to the membership for vote. Unless otherwise specifically provided by these Bylaws, a majority vote of the voting membership at which a quorum is present shall constitute a decision of the membership. No member may cast a vote by proxy.

Section 4. Quorum. Five percent (5%) of the Voting Members present at a meeting shall constitute a quorum.

Section 5. Rules of Order. Unless otherwise provided in these Bylaws, membership meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of the MVMA shall be the Board of Directors. The Board of Directors shall supervise, control, and direct the affairs of the MVMA; shall determine its policies; shall uphold its fiduciary responsibilities; and shall be responsible for the interpretation of these Bylaws. The Board of Directors may adopt such rules and regulations for the conduct of its business as may be deemed advisable, and appoint such agents as may be considered necessary. The Board of Directors may create and dissolve such committees and task forces as it deems necessary and may delegate to them any of its powers, subject to the Board's power to review and revise committee and task force decisions. Unless otherwise determined by the Board, the President may appoint the members and Chairperson of each committee and task force created.

Section 2. Composition. The Board of Directors shall be composed of the officers, one Director representing each Geographic District, one Director representing each Professional Interest Constituent Association and, if established and elected, the At-Large Directors. All Elected Officers and Directors shall be voting members of the MVMA. No member of the Board of Directors shall hold more than one voting position on the Board of Directors concurrently.

Section 3. At-Large Directors. The Board may create and dissolve At-Large Director positions as it deems necessary. Prior to creating an At-Large Director position, the Board shall discuss the qualifications of the position at a regularly scheduled meeting of the Board before voting on the matter at the next regularly scheduled meeting of the Board. Any decision to create or dissolve an At-Large Director position shall require a $\frac{3}{4}$ majority vote of the total number of voting members of the Board.

Section 4. Geographic Districts. The Board of Directors shall establish Geographic Districts in the State. Members of each Geographic District shall be determined by the member's preferred mailing address, as recorded in the most current MVMA database. The voting members in each Geographic District shall elect one member to serve on the Board of Directors. Within each geographic district, there may be Local Constituent Associations. These are defined as duly recognized associations of veterinarians whose primary relationship is the geographic location of their place of practice or residence.

Section 5. Nominations for Geographic District Directors. Nominations for Directors representing geographic districts may be submitted by a duly recognized Local Constituent Association headquartered in the district, the written petition of twenty (20) voting members of the MVMA in that Geographic District established by the Board of Directors, and/or the MVMA Leadership Development Committee.

Section 6. Nominations for At-Large Directors. Nominations for At-Large Directors may be submitted by twenty (20) voting members of the MVMA and/or the MVMA Leadership Development Committee.

Section 7. Election of Directors. The election of a Director to represent a Geographic District shall follow the same procedures as the election of officers as prescribed in these Bylaws, except the electorate shall be limited to voting MVMA members in the Geographic District, as determined by their preferred mailing address in the MVMA database.

The election of a Director to represent a Professional Interest Constituent Association shall be by a method determined by that Constituent Association.

The election procedure for an At-Large Director shall be the same as the election procedure for officers as prescribed in these Bylaws.

Section 8. Term of Office and Resignation. A Director's term on the Board of Directors shall be three (3) years, commencing January 1 of the year following election and shall commence through December 31, three (3) years thereafter, or until the Director's resignation or removal. A Director may resign by giving notice to the President. The resignation shall take effect at the time specified by the Director resigning or, if no time is specified, then it shall take effect immediately upon the

Director giving notice. Directors' terms of office shall be staggered so that approximately 1/3 of the Directors' terms expire each year.

Section 9. Re-Election. No Director who has served two full consecutive terms shall be eligible for re-election to the Board of Directors until at least one (1) year has elapsed.

Section 10. Vacancies. Any vacancy occurring among the elected Board of Directors shall be filled by the majority vote of the Board of Directors. A Director so appointed to fill a vacancy shall serve until the next regularly scheduled MVMA election.

Section 11. Meetings of the Board. Regular meetings of the Board of Directors shall be held four (4) times each year. Notice of all such meetings shall include the date, time, location and business to be conducted at the meeting, and shall be given to each Director not less than ten (10) days before the date of the meeting. Special Meetings of the Board may be called by the President or at the request of the majority of the Board of Directors. Notice of any Special Meeting of the Board shall be given to each Director at least ten (10) days prior to the meeting date and shall include the date, time, location, and business to be conducted at the meeting.

Section 12. Action Without a Meeting, Prior Notice or Vote. Unless otherwise provided by the Articles or these Bylaws, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or a Committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the Committee consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Board or Committee. The consent has the same effect as a vote of the Board or Committee for all purposes.

Section 13. Conference Telephone Meetings. A member of the Board of Directors may, with the approval of the presiding officer, attend any meeting of the Board of Directors by conference telephone or similar equipment, so long as all members of the Board of Directors participating in the meeting can hear one another. All such members shall be deemed to be present in person at such meeting.

Section 14. Voting. Each voting member shall have one vote except the presiding officer, who shall vote only in the event of a tie vote. Unless a greater majority is specifically required by the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the voting members present at a meeting of the Board of Directors at which a quorum is present and voting shall be the act of the Board of Directors.

Section 15. Quorum. A majority of the voting members present at a meeting of the Board of Directors shall constitute a quorum for the transaction of business.

Section 16. Removal. The Board of Directors may remove any Director as it determines to be in the best interests of the MVMA and upon 3/4 affirmative vote of the Board present and voting at any Regular or Special Meeting. A vote for removal shall occur only after the Director has been advised of the reasons and given a reasonable opportunity to respond.

Section 17. Dissolution of At-Large Director Position. Prior to dissolving an At-Large Director position, the Board shall first discuss the matter at a regularly scheduled meeting of the Board before voting at the next regularly scheduled meeting of the Board.

Section 18. Conflict of Interest. No member of the Board shall vote on a matter that could create a personal conflict of interest unless the nature of the possible conflict has been disclosed to the Board of Directors, and by a majority vote, the Board permits the Director to vote.

ARTICLE VI CONSTITUENT ASSOCIATIONS

Section 1. Definitions.

- a. **Professional Interest Constituent Association** – A duly recognized association of veterinarians whose primary relationship is a common interest area of practice.
- b. **Local Constituent Association** – A duly recognized association of veterinarians whose primary relationship is geographic location of their place of practice or residence.

Section 2. Directors. A Professional Interest Constituent Association shall be entitled to elect one director to serve on the Board from its membership. The election of a director shall be by a method determined by that Constituent Association.

A Local Constituent Association shall be entitled to nominate one Director to serve on the Board as a Geographic District Director. The nominee must be from the Geographic District in which the membership is primarily located, as determined by their preferred mailing address in the MVMA database.

Section 3. Requirements. A Constituent Association's voting membership shall include at least twenty (20) voting members of the MVMA with a two-thirds majority of the total voting members of the Constituent Association (not including members practicing outside the State of Michigan) being voting members of the MVMA.

Section 4. Government. A Constituent Association shall be governed by a constitution and/or bylaws which provide for regularly scheduled meetings and elected officers. Recognized Constituent Associations shall forward a copy of its

constitution and/or bylaws and a list of its current voting membership to the Board of Directors as requested. A recognized Constituent Association which no longer meets the requirements set forth in this Article shall, upon 2/3 majority vote of the Board of Directors, lose the recognition and privileges of a Constituent Association of the MVMA.

Section 5. Application. An Association of veterinarians meeting the criteria established in these bylaws, and wishing to become a Recognized Constituent Association of the MVMA, shall apply in writing to the Board. The application shall be read before the Board on three consecutive regularly-scheduled meetings of the Board. Following the third reading there shall be a secret ballot vote of the Board. Approval of the application shall require a ¾ majority affirmative vote of the members of the Board present and voting.

ARTICLE VII OFFICERS

Section 1. Elected Officers. Elected Officers of the MVMA shall be the President, President-Elect, First Vice President, Second Vice President, and the Immediate Past President. The President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President. Elected Officers shall be voting members of the Board of Directors.

Section 2. Appointed Officers. Appointed Officers of the MVMA shall be the Treasurer, Chief Executive (who shall serve as Secretary) and Delegate to the American Veterinary Medical Association. Appointed Officers shall be ex-officio, non-voting members of the Board of Directors unless they already hold another seat as a voting member of the Board of Directors. Appointed Officers shall be appointed by the Board.

Section 3. Nominations. Nominations for the Elected Officers of the MVMA may be submitted by a Constituent Association, the written petition of five percent (5%) of the Voting Members of the MVMA, and/or the Leadership Development Committee of the MVMA.

Section 4. Qualifications of Elected Office. Any member in good standing shall be eligible for nomination and election to any Elective Office of the MVMA provided the member has been a Voting Member of MVMA for at least two (2) years preceding the date of their nomination.

Section 5. Term of Office and Resignation. An Elected Officer's term of office shall be one (1) year commencing January 1 of the year following election and shall continue through December 31 of that year, or until the Elected Officer's resignation or removal. An Elected Officer may resign by giving notice to the President. The resignation shall take effect at the time specified by the Elected Officer resigning or,

if no time is specified, then it shall take effect immediately upon the Elected Officer giving notice.

Section 6. Vacancy. If a vacancy occurs amongst the officers, that office may be filled for the balance of the term by a Director elected by the Board of Directors.

Section 7. Removal. The Board of Directors may remove any officer of the MVMA as it determines to be in the best interests of the MVMA and upon a $\frac{3}{4}$ vote of the Board. A vote for removal shall occur only after the officer has been advised of the reasons and given a reasonable opportunity to respond.

Section 8. Officer's Duties. The duties of each officer shall be as follows:

- a. **President.** The President shall be the Chief Elected Officer of the MVMA and shall preside at all meetings of the MVMA membership, Executive Committee and Board of Directors. Unless otherwise stated in these Bylaws, the President shall appoint, with the advice and consent of the Executive Committee, all liaisons with other organizations and shall be an ex-officio member of all committees and task forces created by the Board of Directors.
- b. **President-Elect.** The President-Elect shall act in the President's absence or in the event of a vacancy in that office until such vacancy is filled in accordance with these Bylaws. The President-Elect shall assume the office of President upon completion of the term as President-Elect.
- c. **Other Elected Officers.** If the President-Elect is unable to preside at any meeting, the First Vice President shall preside; and if the First Vice President is unable to preside, the Second Vice President shall preside. During any period of absence or disability of the President, the next presiding Elected Officer shall perform the duties and exercise the powers of the President.
- d. **Treasurer.** The Treasurer shall oversee the financial management of the MVMA, including investments and cash reserves. The term of office shall be one year. In the event that the Treasurer should become unable to fulfill the duties, a replacement shall be appointed by the Board of Directors.
- e. **AVMA Delegate.** A Delegate to the American Veterinary Medical Association (AVMA) shall represent the MVMA in the House of Delegates of the AVMA and vote as directed by the Board of Directors. The term of office for the AVMA Delegate shall be four

(4) years. The Board shall also appoint, for a corresponding term, an Alternate Delegate to the AVMA. In the absence of the AVMA Delegate, the Alternate Delegate shall assume the duties of the AVMA Delegate. If either the Delegate or the Alternate Delegate is unable or unwilling to serve, the Board shall appoint a replacement for the balance of the unexpired term.

- f. **Chief Executive.** The Chief Executive shall manage and direct all activities of MVMA subject to the Bylaws and policies of the Board. The term of office, authority, and responsibilities of the Chief Executive shall be determined by contract with the Board.

Section 9. Election Procedure.

- a. **Uncontested Election.** In the event only one candidate is nominated for a position, voting shall not be required. The Leadership Development Committee shall submit the names of the nominees to the President who, at the last regularly scheduled Board meeting of the year, shall declare the nominees elected.
- b. **Contested Election.** In the event more than one candidate is nominated for the same position, the Leadership Development Committee shall publish and distribute to the eligible voting membership at least four (4) weeks prior to the last regularly scheduled Board meeting of the year, a ballot containing the names of all the candidates to be elected. The names of the candidates shall be listed alphabetically under the heading of the office for which they have been nominated. All ballots shall be returned to the MVMA at least two weeks prior to the last regularly scheduled Board meeting of the year. The Leadership Development Committee shall determine a procedure to ensure the secrecy of all votes.
- c. **Election Results.** The candidate receiving the most votes for a contested office shall be declared the winner. In the event of a tie vote, the Board of Directors shall break the tie by a majority vote at a meeting of the Board prior to the start of the term of office.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees, Composition, and Duties. The Standing Committees of the MVMA, the composition of each Standing Committee, and their duties, are as follows:

- a. **Leadership Development Committee.** The Leadership Development Committee shall ensure there is at least one eligible candidate for each vacancy on the Board of Directors and Second Vice President.

- b. **Executive Committee.** The Elected Officers shall constitute the Executive Committee. The Executive Committee may exercise any power of the Board of Directors between meetings of the Board, unless otherwise provided by law, the Articles of Incorporation, these Bylaws, or a resolution of the Board of Directors, except that the Executive Committee may not amend the Articles of Incorporation or these Bylaws, reverse a decision previously made by the Board of Directors, and may not select or remove an Appointed Officer or Director. The President shall call Executive Committee meetings at such time and place as deemed necessary. Executive Committee meetings shall also be held as requested by three (3) members of the Executive Committee.

Section 2. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of the members of a Standing Committee, without counting any seats on the Committee which are then vacant, shall constitute a quorum for the transaction of business. The affirmative vote of a majority of members of the Committee present at a meeting where a quorum is present shall be the act of the Committee.

Section 3. Resignation and Removal. Any member of a Standing Committee may resign at any time by giving notice to the President. The resignation shall take effect at the time specified by the Committee Member resigning, or if no time is specified, it shall take effect immediately upon notice given to the President. A member of a Committee may be removed with or without cause by a majority vote of the Directors then constituting the Board of Directors.

Section 4. Organization and Procedures. Each Committee shall adopt its own rules governing the date, time and place of holding meetings, notices of meetings, and procedures, except as otherwise provided in these Bylaws or by resolution of the Board of Directors. The Chairperson of the Committee shall preside at all meetings of the Committee. If the Chairperson is absent from any meeting, the Committee may appoint a person to preside at any Committee meeting. The chairperson shall designate a person responsible for preparing minutes of all such meetings.

Section 5. Conference Telephone Meetings. A member of a Committee may, with the approval of the Chairperson of such Committee, attend any meeting of such Committee by conference telephone or similar communications

equipment, so long as all members of the Committee participating in the meeting can hear one another. All such members shall be deemed to be present in person at the meeting.

ARTICLE IX FINANCE

Section 1. Depository Accounts. All funds of the MVMA shall be placed in such depository or investment accounts as the Board of Directors may designate.

Section 2. Annual Budget. With recommendations from the Executive Committee, the Board of Directors shall adopt an annual operating budget for all activities of the MVMA.

Section 3. Bonding. The MVMA shall maintain a fidelity bond to insure all individuals entrusted with the handling of funds or property of the MVMA.

Section 4. Annual Review or Audit. There shall be an annual review made of the books, records, and accounts of the MVMA by a certified public accountant selected by the Board of Directors. An audit shall be made of the books, records, and accounts of the MVMA at such time as the Board of Directors may deem necessary. Reports of annual reviews and audits shall be on file at the office of the MVMA and shall be available for inspection at all reasonable times by any voting member of the MVMA who, at the time of the inspection, is in good standing.

Section 5. Management of Funds. The Treasurer and the Chief Executive shall be the principal custodians of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Board of Directors with financial reports and statements as needed. All financial records shall be open to inspection by any Director or Officer.

Section 6. Fiscal Year. The fiscal year of the MVMA shall commence on January 1 and shall end on December 31 of each year.

ARTICLE X BOOKS AND RECORDS

Section 1. Records. The MVMA shall keep at its registered office, or at the office of its attorneys, a book of all meetings of the Board of Directors, committees and books of account. The book of minutes shall note the time and place of each meeting, whether it was Regular or Special, and, if Special, how it was called, the notice

given, the names of those persons present at each meeting, and the proceedings. The books of account shall include the MVMA's property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and net worth.

Section 2. Maintenance of Books and Records. The proper officers and agents of the MVMA shall keep and maintain the books, records, and accounts of the MVMA's business and affairs, minutes of the proceedings of the Board of Directors and committees, if any, as the Board shall deem advisable and as shall be required by the laws of the State of Michigan.

Section 3. Reliance Upon Books and Records. In discharging his or her duties, a Director or an Officer of the MVMA, when acting in good faith, may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- a. One or more Directors, Officers, or employees of the MVMA whom the Director or Officer reasonably believes to be reliable and competent in the matters presented.
- b. Legal counsel, public accountants, engineers, or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence.
- c. A committee of the Board of which he or she is not a member if the Director or Officer reasonably believes the committee merits confidence.

A Director or Officer is not entitled to rely on the information set forth above if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

Section 4. Inspection of Records by Directors. Every Director and Officer shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the MVMA. The inspection by a Director may be made in person or by the Director's agent or attorney, and the right of inspection includes the right to make extracts.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnification. Subject to the other provisions of this Article, the MVMA shall indemnify any Director or officer of the MVMA who was or is a party or was threatened to be made a party to any action, suit or proceeding (whether

civil, criminal, administrative, or investigative, and whether formal or informal), other than an action by or in the right of the MVMA, where such person is a party because he or she is or was a Director or officer of the MVMA. The MVMA shall indemnify such person against expenses, including actual attorney fees, judgments, penalties, fines, and amounts paid in settlement which were incurred by such person in connection with the action, suit, or proceeding. Such indemnification is contingent upon such person acting in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstance and in a manner the person reasonably believes to be in the best interests of the MVMA, and further provided such person has given prompt notice of the matter to the MVMA and has given it the opportunity to provide legal counsel and to participate in resolution of the matter. With respect to a criminal action or proceeding, the person must have had no reasonable cause to believe such person's conduct was unlawful. Unless ordered by a court, any indemnification permitted under this Article shall be made only after the Board of Directors determines that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct and evaluates the reasonableness of the expenses and of the amounts paid in settlement. This determination and evaluation shall be made by a majority vote of the Directors who are not parties or threatened to be made parties to the action, suit, or proceeding. However, no indemnification shall be provided to any Director or officer of the MVMA for or in connection with (a) the receipt of a financial benefit to which the person is not entitled; (b) any matter in which the person has been found liable to the MVMA; or (c) a knowing violation of law.

Section 2. Changes in Michigan Law. If there is any change of the Michigan statutory provisions applicable to the MVMA relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions.

Section 3. Amendment or Repeal of Article XI. No amendment or repeal of this Article shall apply to or have any effect on any Director or officer of the MVMA for or with respect to any acts or omissions of the Director or officer occurring before the amendment or repeal.

ARTICLE XII AMENDMENTS

Section 1. Amendments. The Bylaws of the MVMA may be amended, in whole or in part, by the Board of Directors at any meeting duly held in accordance with these Bylaws, provided that notice of the meeting includes notice of the proposed amendment. Any proposed amendment to the Bylaws shall be discussed at three (3) consecutive regularly scheduled meetings of the Board of Directors and shall be distributed to the membership at least thirty (30) days prior to final action by the Board of Directors. Any amendment to the Bylaws shall require a 2/3 majority vote of the Board of Directors present and voting on the action.

Approved at the MVMA Annual Membership Meeting on January 28, 2005.

