

~~AMERICAN ASSOCIATION OF BOVINE PRACTITIONERS~~  
**AMERICAN ASSOCIATION OF BOVINE VETERINARIANS**

BYLAWS

Adopted July 13, 1965, and including Bylaws revisions voted into effect on ~~September 12, 2009~~ **August 21, 2010**.

ARTICLE I: TITLE

SECTION 1: The name of this Association shall be the ~~AMERICAN ASSOCIATION OF BOVINE PRACTITIONERS~~ **AMERICAN ASSOCIATION OF BOVINE VETERINARIANS**.

SECTION 2: The Association has been INCORPORATED under the laws of the State of Illinois as a nonprofit educational corporation on June 22, 1965 and filed for record in the office of Recorder of Deeds of Cook County, Illinois on June 24, 1965.

SECTION 3: The principal office of the Association shall be the office of its Executive Vice President.

ARTICLE II: OBJECTIVES

SECTION 1: To endeavor to do all things necessary to enhance the interests, to improve the public stature, and increase the knowledge of veterinarians in the field of dairy and beef cattle practice.

SECTION 2: To elevate standards of bovine practice.

SECTION 3: To attract attention to the relationship between bovine practice and the public interest.

SECTION 4: To enhance understanding and good will among its members.

SECTION 5: To cooperate with veterinary and agricultural organizations and regulatory agencies.

SECTION 6: To solicit scholarship funds which are tax deductible to the donor and to establish committees to administer these scholarship funds to recipients on a nondiscriminatory basis in compliance with all laws of the State of Illinois and the United States of America.

SECTION 7: To establish the ~~American Association of Bovine Practitioners~~ **AMERICAN ASSOCIATION OF BOVINE VETERINARIANS** as a 501(c)(3) organization and to maintain said organization as to comply with all of the requirements of Section 501(c)(3) of the Internal Revenue Code.

SECTION 8: To operate exclusively for charitable, scientific and educational purposes; to make contributions to any organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, and all amendments thereto with the exception of organizations resting for public safety; to engage in any and all lawful activities incidental to any of the foregoing purposes, except as restricted by the Illinois Not-for-Profit Corporation Act.

SECTION 9: The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or

as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or

which would invalidate its status as a corporation meeting the requirements of Section 509(a)(2)(A) of the Internal Revenue Code of 1954, as amended.

SECTION 10: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth herein.

SECTION 11: No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it, in any manner or to any extent, participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

SECTION 12: ALL POWER CLAUSE: To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes.

### ARTICLE III: MEMBERS

SECTION 1: There shall be FOUR CLASSES OF MEMBERSHIP in this Association: ACTIVE, HONORARY, HONOR ROLL, and STUDENT.

A. ACTIVE MEMBERS shall be graduate veterinarians engaged in the general field of bovine medicine or interested in bovine medicine. Active members shall be entitled to all rights and privileges of the Association.

B. HONORARY MEMBERS shall be those persons who have made noteworthy and outstanding contributions to bovine practice. Unanimous approval of THE BOARD is required for this category. Honorary members shall be divided into two categories depending on ~~AABP AABV~~ membership status at the time honorary membership is granted:

- 1) ~~AABP AABV~~ MEMBERS - shall have the privilege of attending all meetings of the Association, be excused from paying dues or meeting registration fees, and continue to receive the same rights and privileges as active members.
- 2) NON-~~AABP AABV~~ MEMBERS - shall have the privilege of attending all meetings of the Association, be excused from paying dues or meeting registration fees, but shall not vote or hold office.

C. HONOR ROLL MEMBERS shall be those veterinarians who are members of the ~~AABP AABV~~, have reached the age of 70 years, and have maintained active membership for a period of 25 years. They may, upon their request, and upon recommendation by THE BOARD, have their names added to the Association's Honor Roll. They will be excused from the payment of dues, meeting registration fees, assessments, or other financial obligations of the Association, and continue to receive the same rights and privileges as active members.

D. STUDENT MEMBERS shall be professional veterinary students enrolled in colleges of veterinary medicine. Students may form affiliated student chapters with the same relationship to the ~~American Association of Bovine Practitioners~~ **AMERICAN ASSOCIATION OF BOVINE VETERINARIANS** that student chapters of the American Veterinary Medical Association have to that organization. Student Chapters are requested to adopt a constitution or Bylaws modeled after the one approved by the Board of Governors of the ~~American Association of Bovine Practitioners~~ **AMERICAN ASSOCIATION OF BOVINE VETERINARIANS**, July 22, 1974, and subsequent revisions. If a student chapter is not formed at a particular school, students attending that school can join the ~~AABP AABV~~ as individuals. Dues for student members shall be payable to the Executive Vice President of the ~~AABP AABV~~. Student chapters may charge additional dues for local use if they so desire.

SECTION 2: TENURE – Members of the Association shall retain their membership only so long as they comply with the provisions of the Bylaws and are not delinquent in their dues.

SECTION 3: DUES AND ASSESSMENTS of the Association shall be established by THE BOARD, i.e., Officers and Directors. Changes in the dues will be announced at the annual meeting. The dues shall be payable to the Association and will be due on July 1 of each year. A member shall be DELINQUENT if his/her dues are not received by October 1 of the same calendar year for which they are payable.

SECTION 4: The FISCAL YEAR of this Association shall be January 1st through December 31st.

## ARTICLE IV: GOVERNING BODY OF THE ASSOCIATION

### SECTION 1:

The DIRECTORS and OFFICERS shall form the governing body of the Association. This governing body shall be referred to as THE BOARD and is responsible for the major administrative policies governing the affairs of the Association and shall devise the measures for the Association's growth and development. It shall fill vacancies in office as is essential to the conduct of affairs of the Association when such vacancies occur between elections. With the consent of the general membership, THE BOARD may increase its membership. The Executive Committee shall have all of the powers of THE BOARD to transact business between Board meetings. The Executive Vice President and Treasurer are non-voting members of the Executive Committee. All transactions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of THE BOARD.

SECTION 2: All officers and individuals who have been appointed or elected to represent AABP, directors, his/her heirs, executors and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges, damages, and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her in or about the execution of the duties of his/her office, and all other costs, charges, damages, and expenses that such persons sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, damages, or expenses as are occasioned by his/her own willful neglect or default.

## ARTICLE V: OFFICERS

SECTION 1: The OFFICERS of this Association shall be President, Immediate Past President, President Elect, Vice President, Executive Vice President, and Treasurer and such other officers as the Bylaws may from time to time specify; provided however, that the executive vice president shall also perform the duties normally expected of the secretary, respectively, of an Illinois not-for-profit corporation.

All elected officers must be active members of the Association prior to their election.

A. The PRESIDENT of this Association shall preside at all meetings and shall have all such powers as may be reasonably construed as belonging to the chief executive of the Association.

B. The IMMEDIATE PAST PRESIDENT shall assist the officers in the administration of the Association and shall preside at meetings in the absence of the President.

1. He/She shall serve as Chairperson of a Forward Planning Committee for a term of one year after completing his/her term as Immediate Past-President.
2. The Immediate Past President shall fill any vacancy in the office of President, President Elect, Vice President, or AVMA delegate and perform the duties of that office for only one year or less in addition to those of the Immediate Past President.

3. If the Immediate Past-President office becomes vacant, the just previous Immediate Past-President shall assume the office in addition to his/her position as chairperson of the Forward Planning Committee for the remaining term.

C. The PRESIDENT-ELECT shall be the Program Chairperson of the conference. He/She shall prepare him/herself to accept the duties and responsibilities of the President. He/She shall preside at meetings in the absence of the President and the Immediate Past-President. The President-Elect shall automatically assume the office of President at the completion of the Annual Membership Meeting.

D. The VICE PRESIDENT is elected by the Membership and shall assist the officers in the administration of the Association in whatever manner the President directs. He/She shall serve as Seminar Coordinator of the conference. He/She shall assist the AVMA Program Committee in planning the Bovine Section of the Annual AVMA Meeting. The Vice President shall automatically assume the office of President Elect upon completion of his/her term at the end of the annual membership meeting.

E. The EXECUTIVE VICE PRESIDENT shall be a veterinarian, and a full-time employee of the Association, serving as the chief administrative officer, performing all duties in accordance with the Bylaws subject to the discretion of the Board. Duties shall include:

1. Maintenance of accurate records and documentation of all proceedings of the Board and Committees;
2. Administration of the financial affairs of the Association in accordance with described fiscal procedures and accountability;
3. Full responsibility for all administrative duties in preparation and conduct of the Annual Conference;
4. Preparation and distribution of ~~AABP~~ **AABV** electronic and printed publications, including:
  - Membership Directory
  - Monthly Newsletter
  - The Proceedings Conference
  - The Bovine Practitioner
5.  Serve as Chief Electoral Officer for elections of directors and officers;
6. Provide a report of activities of the headquarters office and of the Association's affairs annually;
7. Delegate to other employees and agents any of his/her duties which he/she considers appropriate to delegate;
8. Conduct annual performance appraisals of all employees and agents;

9. Must maintain complete list of policies and procedures that have been approved by THE BOARD. The subjects to be included are as follows:

- employment policies including benefits
- surrender of property procedure
- banking and investment policy and procedures
- gifts to ~~AABP~~ **AABV** and donations or contributions from ~~AABP~~ **AABV**
- liability protection
- legal business matters, i.e., "right to do business," workman's compensation, legal documents, etc.
- liaise with treasurer on financial matters, including budget procedure
- fees and allowances including approved expense accounts
- ~~AABP~~ **AABV** convention coordination activities
- public relations activities procedures
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10. The Executive Vice President is responsible to THE BOARD, but also serves the membership in an acceptable manner.

11. If there is a vacancy of this office, the Executive Committee with Board approval shall appoint an interim Executive Vice President for an indefinite period until the Board selects a permanent replacement.

B. The TREASURER must be a member of the Association and shall be appointed by the Board for a three-year term with eligibility to serve two consecutive three-year terms. He/She shall be the custodial officer of the Association and be the custodian of the assets. The Treasurer shall perform the duties required or authorized by the Bylaws and the resolutions of the Board, and is subject to direction of the Board.

1. The TREASURER shall hold the Executive Vice President responsible for:

- Disbursing moneys from the general fund;
  - Paying all authorized expenses of the Association subject to the direction of the Board;
  - Maintaining a file of all vouchers and invoices accompanying them for a period of not less than five years;
  - Depositing all moneys in the name of the American Association of Bovine Practitioners in a federally insured bank(s) approved by the Board;
  - Investing reserve funds in accordance with policy established by the Board;
  - Keeping and maintaining financial records of the proceedings of the Board, Committees, and the Annual Meeting;
  - Keeping and maintaining job descriptions and procedures manual applicable to the hired and paid positions of the Association.
2. The TREASURER shall, with the assistance of the Executive Vice President, prepare an annual budget for Board approval.
3. The TREASURER shall turn over all properties and records in his/her custodianship to his/her successor.

4. The TREASURER shall make a detailed report of the financial status of the Association at each annual meeting and at such other times as the Board may request.
5. The TREASURER shall be a member of the Executive Committee without a vote.
6. The TREASURER shall be the Chairperson of the Finance Committee and shall be the comptroller.
7. If there is a vacancy of this office, the Executive Committee with Board approval shall appoint an interim Treasurer for an indefinite period until the Board selects a permanent replacement. This permanent selectee shall hold the office for three years and be eligible for one more full three-year term by reappointment.

## SECTION 2:

A. President, Immediate Past President, President Elect, and Vice President: Election, Term, and Succession. All elected positions by membership vote shall be filled by an election conducted by mail. Ballots shall contain the names of one or more nominees provided by the Nominations Committee. Also, the ballots shall have space provided for the opportunity of **AABP AABV** members to submit additional nominees. The membership vote shall be conducted at least 60 days prior to the Annual Meeting. The Chief Electoral Officer is the Executive Vice President. During the annual Meeting, he/she shall announce the name of the individual receiving the highest number of votes.

B. A slate of candidates selected by the Nominations Committee for the offices of Vice President, and **AABP AABV** Delegate in the AVMA House of Delegates, shall be considered, along with additional nominations that may be made by any member.

C. The **AABP AABV** Delegate in the AVMA House of Delegates shall be elected for a term of four years by a membership mail vote election conducted by Chief Electoral officer at least 60 days prior to the annual meeting. During the annual meeting the election winner will be announced. If the term of office is interrupted by a vacancy and filled temporarily by the Immediate Past-President until the next annual election, the term of the newly elected Delegate will be for four years and not the unexpired term of predecessor. The alternate Delegate is the appointed Executive Vice President and shall serve as long as he/she holds that office in the **AABP AABV**.

D. The terms of the President, Immediate Past President, President Elect, and Vice President shall commence at the end of the annual meeting at which they are elected or, in the case of a President, President Elect, and Immediate Past President who succeeds automatically to such office, and shall terminate at the end of the following annual meeting, except cases of unexpected vacancy.

E. At the end of his/her term of office, the President Elect immediately and automatically shall succeed to the office of and become President. Likewise, the Vice President immediately and automatically shall succeed to the office of and become President Elect.

SECTION 3: Other Officers - Election and Term - An Executive Vice President, Treasurer, and such other officers as the Bylaws may specify shall be appointed by THE BOARD.

SECTION 4: Compensation of officers shall be approved by the Board from the recommendations of the Employee Evaluations Committee.

SECTION 5: The Executive Committee - It shall be composed of the President, Immediate Past President, President Elect, and the Vice President, who have voting right; appointed officers, i.e., Executive Vice President and Treasurer are members of executive committee who do not have a voting right. The Executive Committee shall act in absence of the Board of Directors between its regular meetings and shall hold meetings at such times and places as the President of the Association may direct. All transactions of the Committee shall be reported in a timely manner and in full at the next regularly scheduled meeting of the Board.

#### ARTICLE VI: BOARD OF DIRECTORS

SECTION 1: There shall be a BOARD of this Association. The Board shall consist of the President, Immediate Past President, President Elect, Vice President, Executive Vice President, Treasurer, and thirteen representatives, one to be chosen from each of the Districts as outlined in Article 6, Section 4(A). The Executive Vice President and Treasurer shall be non-voting members of the Board. The Board shall be responsible for the major administrative policies governing the affairs of the Association and shall devise the mature measures for the Association's growth and development. With the consent of the general membership, the Board may increase its membership. The recommendations of the Executive Committee for filling interim vacant offices of either Executive Vice President or Treasurer shall be presented to the Board of Directors. The Board may accept the recommendations and appoint the interim officer, or reject the recommendation and request the Executive Committee to propose another candidate for the vacancy.

SECTION 2: Duties - The Directors, with the officers, shall be the governing and administrative body of the Association. The Directors and officers shall have charge of the property and financial affairs of the Association, including the management of all of its publications and shall perform such duties as may be prescribed from time to time in the Bylaws.

### SECTION 3:

A. Qualifications - A Director must have been an active member of the Association immediately prior to his/her nomination and must reside in the district in which he/she is voted and elected.

B. If a director is absent from two consecutive regularly scheduled Board meetings without Board approval the position shall be declared vacant and a new director elected.

C. The Board has a pre-approved policy of Fees and Travel Allowance for directors, officers and individuals who have been appointed or elected to represent ~~AABP~~ ~~AABV~~. These policies are in possession of the Executive Vice President.

### SECTION 4:

A. Geographical areas are represented by thirteen Districts. One ~~AABP~~ ~~AABV~~ member is to be elected from each of eleven districts from the United States and Central and South America and two from Canada. District I will include Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island and Vermont. District II will include Delaware, Washington D.C., Maryland, New Jersey, Pennsylvania, and Virginia. District III will include Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Puerto Rico, Cuba, South America, and the West Indies. District IV will include Kentucky, Michigan, Ohio, and West Virginia. District V will include Illinois, Indiana, and Wisconsin. District VI will include Iowa and Minnesota. District VII will include Kansas, Missouri, and Oklahoma. District VIII will include Arkansas, Louisiana, and Texas. District IX will include Colorado, Nebraska, New Mexico, North Dakota, South Dakota, Utah and Wyoming. District X will include Arizona, California, Hawaii, Nevada, Mexico, Central America, and the Canal Zone. District XI will include Alaska, Idaho, Montana, Oregon, Philippines, and Washington. District XII will include the provinces of Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland. District XIII will include the provinces of British Columbia, Alberta, Saskatchewan, and Manitoba.

### B. Election of Directors

1. Chief Electoral Officer is the Executive Vice President who shall determine which directors will complete their term of office at the next annual business meeting, and shall mail to each active member of the respective districts a request for nominations. Names of all nominees who are active members in good standing and who agree to serve will be placed on a primary ballot (i.e., if more than two candidates), and mailed to the voting membership of the respective districts at least 60 days prior to the annual meeting. When the primary ballots are returned, they will be counted and an election ballot prepared listing those two, (in case of ties there may be more), who received the greatest number of votes. The election ballot will be mailed to the respective districts at least 30 days prior to the annual meeting. Individuals receiving the greatest number of votes, will be declared the winners in their districts and so announced at the annual meeting. All candidates must reside or practice in the district they represent. In the case of only one nominee to the election ballot, that nominee

will be declared as the election winner by acclamation and an election ballot will not be mailed.

2. Private Practitioner Percentage More than 50% of the Directors serving on the Board at any one time shall be primarily involved in private veterinary practice.

If a board member's status changes from private practitioner to non-private practitioner and that change would result in more than 50% of Directors being non-private practitioners, that Director will forfeit his/her seat on the Board and a new election in that district will be held.

When election of a candidate from other than private practice would result in 50% or more non-private practitioner Directors, such nominees will not be seated.

In addition, when a vacancy or vacancies for other than private practitioners occur and more than the allotted number of non-private practitioner Directors are elected, that person or persons receiving the highest percentages of votes will be seated. In the event an elected non-private practitioner cannot be seated because of the 50% or more ruling, the private veterinary practitioner receiving the highest number of votes in that district will be seated. In the event that a private practitioner is not among the candidates, the nominations shall be reopened and the election repeated in the district(s) involved.

3. Category status of members AVMA Directory listings will be used to determine professional specialty code and type of employment except when the nominee or nominator presents evidence of a change of status for the nominee.

4. Length of term District directors shall be elected for a term of three years by members of their respective districts and may serve one additional term with partial terms not being considered in the limitation.

If a partial term is one year or less, the newly elected Director shall serve the remainder of the partial term, plus one full term, before standing for re-election

5. Term limitations No member will be allowed to serve more than two full terms as director.

#### ARTICLE VII: COMMITTEES

SECTION 1: The number and titles of standing committees will be established by The Board of the **AABP AABV**. There will be no limit to the number of such committees, but they must meet annually and report to The Board.

SECTION 2: Committee chairpersons shall be appointed by the President for a three year term. All chairperson appointments require the approval of 2/3 of The Board, except the Chairperson of the Forward Planning Committee, the Nominations Committee, the Program Committee, the Finance Committee, the Research Assistantship Committee, the Bylaws Committee, and the Employee Evaluations Committee.

SECTION 3: The President may appoint ad hoc committees and chairpersons with the approval of 2/3 of the Board members.

SECTION 4: All Committee activities and resolutions must be approved by the Board.

SECTION 5: The ~~AABP~~ **AABV** committees shall be divided into two broad classifications: (A) Services and Operations, and (B) Issues and Interest.

A. SERVICES AND OPERATIONS category includes the following:

1 The FINANCE COMMITTEE which shall consist of the Treasurer, the President, the Immediate Past President, President Elect, the Executive Vice President, and three Members at Large. The Treasurer shall be the Chairperson of the Finance Committee and the Executive Vice President and Treasurer will be non-voting members.

2 The NOMINATIONS COMMITTEE for odd-numbered years shall be composed of the Directors from odd-numbered Districts (i.e., 1, 3, 5, 7, 9, 11 and 13). Directors for the even-numbered Districts (i.e., 2, 4, 6, 8, 10, and 12) shall serve as the Nominations Committee in even-numbered years. In addition, the most recent recipient of the Bovine Practitioner of the Year Award will be invited to serve a one-year term on the Nominations Committee.

The Nominations Committee must present one or more qualified candidates to the Board for each elected position.

The Nominations Committee shall prepare the ballots for the mail vote to be conducted 60 days prior to the Annual Meeting. In addition, the ballots must provide adequate space to permit AABP members the opportunity to submit the name of an additional nominee.

The Chairperson of the Nominations Committee shall be appointed by the President on a yearly basis. At the Annual Spring Board Meeting, the Chairperson shall present the list of qualified candidates for all positions to be elected that year.

A Nomination Committee member or members shall interview all nominees to ensure that they are qualified candidates for the position for which they have been

nominated. The Committee shall also ensure that all nominees agree to serve the complete length of term as designated in the Bylaws.

The Board may approve the Nominations Committee recommendations and may accept any nominations put forward by members of The Board.

3. The PROGRAM COMMITTEE shall assist the President Elect, who is the Program Chairperson, in planning and executing the program of the annual **AABP AABV** conference. This committee shall be appointed by the President Elect who reports to the Board through the Executive Vice President.

4. The FORWARD PLANNING COMMITTEE, which consists of all the Past Presidents and Past Executive Vice Presidents, shall assist the Board in its efforts to devise and develop measures for the Association's growth and development. This Committee will be chaired by the most recent Past President other than the Immediate Past President and shall study issues referred by the Board and issues raised by the Chairperson or members. The Chairperson shall report to the Board in person at the Annual Meeting and in writing prior to the Spring **AABP AABV** Board Meeting.

5. The RESEARCH ASSISTANTSHIP COMMITTEE which shall consist of the Immediate Past President and four committee members. The Chairperson shall be selected by the Committee and it is recommended that he/she serve for a three-year term. All committee members shall be Board members at the time of their appointment and shall be appointed by the President for a three-year term except for the Immediate Past President who will serve a one-year term. The terms of the committee members shall be staggered and a Vice Chairperson will be appointed by the Chairperson. The Committee shall prepare recommendations for presentation to the Board.

6. The EMPLOYEE EVALUATIONS COMMITTEE that shall consist of the Immediate Past President, the President, the President Elect, and the Executive Vice President. The Immediate Past President shall serve as Chairperson of the Committee and the Executive Vice President will be a non-voting member. The Committee has the responsibility of conducting at least biennial performance evaluations on each of the salaried positions in **AABP AABV**. The Executive Vice President shall be involved in the evaluation process for all positions except his/her own. A written report shall be submitted to the Board each year upon completion of the evaluation.

7. The BYLAWS COMMITTEE shall consist of the Parliamentarian and two or more committee members. The Parliamentarian shall serve as Chairman and is appointed by the President for a three-year term with eligibility for a second three-year appointment. The two or more committee members are appointed by the President for one-year terms with eligibility for reappointment for an unlimited number of terms. These appointments shall be approved by the Board.

8. The AMSTUTZ SCHOLARSHIP COMMITTEE will make recommendations to the Executive Committee and/or Board of Directors in administering the Amstutz Scholarship Fund. Committee's responsibilities are in two parts:

- Raise monies to increase the total funds through various activities approved by the Board.
- Set a policy for granting scholarship based upon dollar amounts and qualifications of the applicants with full compliance with laws of state, province, and federal governments applicable to granting scholarship.
- The Chair is appointed by the President with Board approval. One member shall be from the Board of Directors. Members shall serve staggered terms of three years and be eligible for two consecutive terms.
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9. The MEMBERSHIP COMMITTEE will make recommendations to the Board of Directors in administration of membership eligibility, recruitments, strategic planning, and other membership services.

10. The DISTANCE EDUCATION COMMITTEE (DEC) is charged with investigating and utilizing web technology to improve **AABP AABV** member service through education and rapid delivery of information. This committee will develop and maintain quality, relevant online continuing education offerings in an easy to use system. The DEC will work with other **AABP AABV** committees to approach topic experts to provide online CE modules and serve as a peer review to assure online CE quality is maintained. This committee will help coordinate universities to develop multi-institutional certificate programs for veterinarians and veterinary students in bovine medicine and related topics. Certificate programs will be flexible and nimble to quickly provide **AABP AABV** members training to address societal and industry driven issues. Lastly, the DEC will continuously look towards innovative delivery methods to make sure that **AABP AABV** members are up to date on the most cutting edge practice technologies.

B. The ISSUES AND INTERESTS category. The Executive Vice President shall coordinate the communication between committees and the Board as well as between each committee. The Chairperson of each committee shall be appointed by the President and approved by the Board on the basis of recognized expertise in the field. This Chairperson shall in turn appoint a committee with similar expertise and representing a broad range of geographical and bovine practice specialty backgrounds.

Committee members shall serve for three-year terms and appointment to the committees should be staggered so that not more than 1/3 of committee membership will complete their terms each year. Committee members are eligible for one reappointment.

All committee appointments are subject to Board approval. The Chairperson will maintain that position for a three year term with eligibility for one reappointment at the discretion of the President with Board approval. In addition, the Chairperson or designee shall report to the Board in person at the Annual **AABP AABV** Convention and in writing before the Spring **AABP AABV** Board Meeting.

The President shall appoint a Board Member to serve on each committee and it is recommended that this person serve as Vice Chairperson to facilitate communication between the committee and the Board. Committee activity shall consist of: (1) Study issues referred by the Board, (2) Study issues raised by the Chairperson or committee members, and (3) Suggest and/or assist with topics for the program at national and regional ~~AABP~~ ~~AABV~~ Meetings as well as the AVMA National Meeting.

The names of these committees and their functions are listed on the ~~AABP~~ ~~AABV~~ website and can be obtained from the District Directors' offices, or the Committee Chairs' offices.

#### ARTICLE VIII: MEETINGS

SECTION 1: The REGULAR ANNUAL MEETING of this Association shall be held at a time and place to be designated by the Board; SPECIAL MEETINGS may be called by the President and shall be called by him/her upon the recommendation of a majority of the Board. Such meetings shall be announced by mail to the membership not less than thirty (30) days prior to the stated time of the meeting. Mailing of notice shall be to the member's latest address.

SECTION 2: A QUORUM for the transaction of business at a duly called Annual Meeting shall be at least 125 members present and eligible to vote.

SECTION 3: RESOLUTIONS may be received from THE BOARD or from individual members when accompanied by signatures of 20 active members of the Association.

No resolution from the membership proposed for the annual business membership meeting will be considered unless it has been delivered to the Executive Vice President no later than sixty (60) days prior to the annual meeting at which it is proposed for consideration. Resolutions so received will be mailed to the membership no less than 30 days prior to the Annual Meeting.

SECTION 4: The Executive Vice President shall set an agenda for the Annual Meeting that has been approved by THE BOARD. This agenda shall be sent to the membership 30 days prior to the meeting.

SECTION 5: A QUORUM OF THE BOARD shall consist of a majority of the members present.

SECTION 6: The Board of this Association shall meet at least twice per year. One meeting will be held in conjunction with the Annual Conference and the other in the Spring at a time and place designated by the Board.

SECTION 7: The Executive Committee of this Association shall meet at least three times per year. These meetings will be held prior to each Board Meeting and as required to conduct ~~AABP-AABV~~ business between Board meetings

SECTION 8: The Board of Directors and the Executive Committee may conduct its business by electronic means including telephone, fax, computer or other appropriate means provided that all members have access to the information and/or debate through one of the means listed. Any decisions made in this manner shall be recorded in the minutes of the next physical meeting of the Board.

#### ARTICLE IX: PARLIAMENTARY AUTHORITY

SECTION 1: The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

The President may call upon the Parliamentarian at any time during the conduct of any meeting.

SECTION 2: A RULE OF PROCEDURE may be suspended by a majority vote of those active members present and voting at the meeting.

SECTION 3: A PARLIAMENTARIAN will be appointed by the President for a three-year term. He/She must be a former executive and attend all meetings and serve as Chair of the Bylaws Committee. He/She may serve a second three-year term by Presidential reappointment.

#### ARTICLE X: DISSOLUTION

SECTION 1: The Association may be DISSOLVED on thirty (30) days notice by majority vote at a meeting. Such dissolution shall be effective ninety (90) days after such vote is taken; provided all outstanding obligations of the Association have been satisfied.

SECTION 2: Upon the dissolution of the corporation, the Board of Directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

SECTION 3: In case of dissolution of the ASSOCIATION, its assets shall be dedicated to the American Association of Bovine Practitioners Foundation.

#### ARTICLE XI: TO AMEND BYLAWS

SECTION 1: The Bylaws may be AMENDED at any regular meeting of the Association by a two-thirds vote of the active members present and voting. The proposed amendment shall be in the possession of the Executive Vice President not less than forty-five (45) days before the meeting to provide ample opportunity for consideration by the Board and thirty (30) days notice to the membership.

SECTION 2: These Bylaws may be AMENDED at any regular meeting of the Association by unanimous vote of active members present and voting without previous notice.