

**CONSTITUTION AND BYLAWS
OF THE
PENNSYLVANIA VETERINARY MEDICAL ASSOCIATION**

PENNSYLVANIA VETERINARY MEDICAL ASSOCIATION
CONSTITUTION AND BYLAWS
AMENDED AS OF JANUARY 16, 2009

PENNSYLVANIA VETERINARY MEDICAL ASSOCIATION
CONSTITUTION, ADMINISTRATIVE BYLAWS AND PRINCIPLES OF ETHICS OF THE PVMA

CITY AND COUNTY OF
PHILADELPHIA SS:

And now, to wit: January thirty-first, in the year of our Lord one thousand eight hundred and eighty-five, the foregoing certificate for a Charter having been duly acknowledged before the Recorder of Deeds for the City and County of Philadelphia, and the same being duly certified under the hand and official seal of the said Recorder of Deeds, and having been presented to me, the undersigned, a law judge of the said county, accompanied by proof of the publication of the notice of said application, I certify that I have pursued and examined the above instrument, and that I find the same to be in proper form and within the purpose named in the first class specified in the second section of the Act of Assembly, approved the 29th day of April, A.C., 1874, entitled, "An Act to provide for the incorporation and regulation of certain corporations," and that the same appears lawful and not injurious to the community. It is therefore ordered and decreed that the said Charter be and the same is hereby approved, and that upon the recording of the said Charter and this order the subscribers hereto shall be a corporation for the purposes and upon the terms therein stated.

D. Newlin Fell

Recorded in the office for Recording of Deeds, etc., in and for the City and County of Philadelphia, in Charter Book No. 10 page 79, etc. witness my hand and seal of office, this fourth day of February Anno Domini, 1885.

Geo. D. Pierie
Recorder of Deeds

CONSTITUTION

ARTICLE I

Section 1

This Association, incorporated Feb. 4, 1885, under and in accordance with the terms and provisions of an act of the Legislature of the Commonwealth of Pennsylvania, shall be known as the "Pennsylvania Veterinary Medical Association."

Section 2

The post office address of the principal office of the Association shall be located in the City of Harrisburg unless otherwise directed by a vote of the Board of Trustees.

Section 3

The Association has been organized and shall be operated not for profit as set forth in Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended.

ARTICLE II
OBJECTIVES
Section 1

The objectives of this Association shall be:

1. To advance the science and art of veterinary medicine, including the relationship of the profession to public health;
2. To foster, maintain and enlarge public understanding of the nature of the practice of veterinary medicine and its relationships to the whole community of the Commonwealth in its treatment and care of the animal population;
3. To extend to the agricultural community and the community at large the benefits of sound and progressive leadership in the care and treatment of animals and the protection and advancement of the agricultural industry;
4. To provide leadership and training to foster public awareness of the inter-relationships of animal care and human care in our economy and society;
5. To do all other things necessary and desirable to further high standards of care in the treatment of animals and continuing standards of excellence in the professional training and continuing education of veterinary medical doctors;
6. To foster a favorable relationship with colleges, universities, and veterinary schools in an effort to further the training and education of pre-veterinary and veterinary students;
7. To develop effective communications and relationships with other veterinarians and professionals affecting the Association and veterinary medicine;
8. To promote goodwill among its members and to seek protection of their rights and privileges;
9. To perform those functions provided by the act of the Legislature under which the Association is incorporated;
10. To advance the maintenance of ethical standards which reflect the learned nature of the profession and the peculiar responsibilities of the veterinary medical practitioner to the whole community of the Commonwealth; and
11. To promote the veterinary profession to the governmental bodies of the Commonwealth and to present to them, on behalf of its membership, the Association's views regarding legislative and regulatory matters concerning public and animal health.

ARTICLE III
MEMBERSHIP
Section 1

The membership of this Association shall consist of the following:

1. CORPORATE MEMBERSHIP - The regularly chosen Constitutional Officers, the members of the Executive Committee, and the Board of Trustees, as described and established in the Constitution and Bylaws, shall constitute the membership of the Association in its corporate capacity.
2. GENERAL MEMBERSHIP - The General Membership, otherwise known as the Active Membership, shall consist of graduates of colleges of veterinary medicine who agree to abide by

the Principles of Veterinary Medical Ethics of this Association and who have been duly elected in the manner specified in the Bylaws.

3. HONORARY MEMBERSHIP - The Honorary Membership shall consist of any person who has made an important contribution to the science of veterinary medicine or to the advancement of its application. The election and privileges of such membership shall be described in the Bylaws.
4. LIFE MEMBERSHIP – Life Membership shall consist of those members who have been Active Members in good standing in the Association for twenty-five years and who are not less than sixty-five-years of age, but who have retired from active practice of veterinary medicine or participation in that branch of veterinary science to which their professional services had been related, or those who, in the opinion of the Executive Committee, shall be relieved of the further payment of dues on a temporary or permanent basis. The election and privileges of such membership shall be described in the Bylaws.
5. ASSOCIATE MEMBERSHIP - The Associate Membership shall consist of veterinarians who are residing and/or working in other states, who agree to abide by the Principles of Veterinary Medical Ethics of this Association and who have been duly elected in the manner specified by the Bylaws.
6. STUDENT MEMBERSHIP - The Student Membership shall consist of veterinary medical students who permanently reside in Pennsylvania and are currently enrolled in an out-of-state accredited college of veterinary medicine, and any veterinary medical student currently enrolled in the University of Pennsylvania School of Veterinary Medicine. The election and privileges of such membership shall be described in the Bylaws.
7. VETERINARY INDUSTRY PARTNER MEMBERSHIP- The Veterinary Industry Partner Membership shall consist of the representatives from those companies that manufacture or provide veterinary-related products and/or services to veterinarians, and who agree to abide by the Principles of Veterinary Medical Ethics of this Association. The election and privileges of such membership shall be described in the Bylaws.
8. ACADEMIC ACTIVE MEMBERSHIP - The Academic Active Membership shall consist of graduates of colleges of veterinary medicine who work primarily (75% or more of their time) in an academic institution who agree to abide by the Principles of Veterinary Medical Ethics of this Association and who have been duly elected in the manner specified in the Bylaws. The election and privileges of such membership shall be described in the Bylaws.

ARTICLE IV

CONSTITUENT ASSOCIATIONS

Section 1

Local Veterinary Medical Associations in Pennsylvania now organized and functioning in the Commonwealth and such other official associations as may hereafter become organized and consisting of fifteen (15) or more members, in conformity with the general plan of the Pennsylvania Veterinary Medical Association and which have adopted the same qualifications for membership, shall be recognized upon application as Constituent Associations provided such application is approved by a majority vote of the Board of Trustees and the Members assembled at the annual business meeting of the Association.

Section 2

Officers of the Constituent Veterinary Medical Associations must be Active Members in good standing of the Pennsylvania Veterinary Medical Association.

Section 3

Constituent Associations shall meet at least once each calendar year and shall have at least one elected officer charged with the fiduciary responsibilities of the association.

Section 4

Constituent Associations may nominate eligible individuals for District Trustee and Alternate Trustee positions on the PVMA Board of Trustees.

ARTICLE V

Districts

Section 1

The Districts of the Pennsylvania Veterinary Medical Association shall be comprised of Eight (8) geographical regions in the Commonwealth as described in the Bylaws.

ARTICLE VI

BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE

Section 1

The management and operation of the affairs and property of the Association shall be vested in the Board of Trustees.

Section 2

The number of members of the Board of Trustees, their terms of office, the method of choosing them and the filling of vacancies shall be provided in the Bylaws.

Section 3

The Board of Trustees shall confirm the appointment of a Secretary-Treasurer and the employment of administrative staff upon the recommendation of the Executive Committee.

Section 4

Five members of the Board of Trustees shall constitute the Executive Committee, which shall have charge of the administrative affairs of the Association. It shall be composed of the President, President-Elect, Vice-President, Secretary-Treasurer, and the Delegate to the American Veterinary Medical Association. Each individual member of the Executive Committee shall have one vote. The Executive Director shall sit on the Executive Committee without a vote. The Executive Committee shall hold meetings at such times and places as the President may direct. The President and/or the Executive Committee shall have the authority to call an emergency meeting of the Board of Trustees. Notice of all meetings of the Executive Committee shall be provided to each Trustee, Alternate Trustee and standing Committee Chairperson. The Executive Committee shall have administrative charge of routine business of the Association between meetings of the Board of Trustees.

Section 5

Meetings of the Executive Committee may be held via electronic medium such as telephone conferencing and will be considered official when a quorum is represented and any actions approved are subsequently confirmed in writing by the same quorum of Executive Committee members.

ARTICLE VII
OFFICERS
Section 1

The officers of the Association shall be the President, President-Elect, Vice President, Secretary-Treasurer, Delegate to the AVMA and the Board of Trustees.

Section 2

The eligibility tenure, duties and method of election or appointment of the officers shall be described in the Bylaws.

ARTICLE VIII
MEETINGS
Section 1

Meetings of the Association shall be official only when a quorum is present.

An official meeting of the Association shall be held at such dates and places as approved by the Board of Trustees.

An additional official meeting of the General Membership shall be called by the President when, in his or her opinion, the necessity exists or on a written request signed by fifteen voting eligible Members, but the object or objects to be discussed or affected at the said meeting shall be distinctly set forth in the said request. At least ten days written notice of the date, time, place and subject of any such meeting shall be given to each Member of the Association. No business other than that specified in the written notice shall be transacted at such a meeting.

Section 2

Fifty (50) Members present at any official meeting or convention or twenty (20) percent of the Members registered at any official meeting or convention shall constitute a quorum for the transaction of business.

Section 3

A quorum of the Executive Committee shall consist of four (4) voting members.

ARTICLE IX
AMENDMENTS
Section 1

The Constitution and/or Bylaws can be amended by an affirmative vote by both a majority of the Board of Trustees and the Members assembled at any official meeting of the Association, provided that a quorum is present and provided that the proposed amendment or amendments shall have been presented in writing to all Members at least thirty (30) days prior to any official meeting or at the business session of any previous official meeting. The Constitution and Bylaws can be suspended by consent of seventy-five (75) percent of those Members present and voting at the official meeting of the Association for the express purpose of debating and voting on a particular and specified proposed amendment or amendments to the Constitution and Bylaws. In such an instance, passage of a proposed amendment or amendments shall require an affirmative vote of two-thirds of those present and voting.

Section 2

Proposed amendments shall be in writing and distributed and read before the Board of Trustees and the Members assembled at any properly called official meeting of the Association.

Section 3

Amendments adopted under the provisions set forth in this Article shall immediately become a part of the Constitution and Bylaws.

ARTICLE X
FISCAL YEAR
Section 1

The fiscal year of the Association shall be from January 1 through December 31.

BYLAWS

ARTICLE I CORPORATE OFFICERS

Section 1

The Corporate Officers of the Association shall be the President, President-Elect, Vice President, Secretary-Treasurer, Delegate to the AVMA and the Board of Trustees.

Section 2

The method of election, tenure, duties, obligations and replacement of Corporate Officers are described elsewhere in these Bylaws.

Section 3

Subject to the restrictions hereinafter prescribed, the Corporate Officers shall have full charge of the management of the Association.

Section 4

Any vacancy of office which occurs by death, resignation or otherwise shall be filled in the prescribed procedure in the next annual election, except in the office of the President for which special provision is made in Section 5 of this Article, and except that the Executive Committee with the approval of the Board of Trustees may fill such vacancy in the office of the Secretary-Treasurer by appointment for the remainder of the term of office.

Section 5

Should the office of President be vacated by reason of death, total disability, resignation or any other reason, the President-Elect, and the Vice President, in that order, shall assume the duties of the President and be known as President Pro Tem. The Vice President shall become President-Elect. The President Pro Tem may be eligible for election to the office of President in the next regular election. The President Pro Tem shall not have the right to appoint members to the positions of President-Elect and Vice President.

Section 6

The Corporate Officers, except the Board of Trustees, shall be installed at an appropriate time during the annual business meeting immediately following their election but they shall not assume their duties until the first day of the Association's next fiscal year following their election.

Section 7

Non-elected officers such as an Executive Director, not necessarily a veterinarian, may be employed by the Executive Committee, subject to the confirmation of the Board of Trustees, to facilitate the Association's operation.

ARTICLE II PRESIDENT

Section 1

The President shall be the chief executive officer of the Association.

Section 2

The President shall have been a PVMA member in good standing for three (3) years prior to taking office.

Section 3

Duties

1. The President shall preside at all meetings of the Board of Trustees, Executive Committee, and official meetings of the Association, but is empowered to yield the chair to the President-Elect or the Vice President, in that order, available for the performance of this duty.
2. The President shall deliver a report on matters pertaining to the Association at the annual business meeting.
3. Except as hereinafter provided, the President shall appoint all regular and special committees and shall communicate with the Membership on a regular basis via the Association's official publication.
4. The President shall be entitled to vote when the vote is by ballot or in all other cases where the vote would change the result.
5. The President shall be an ex-officio member of all committees with full power to supervise and direct their work.
6. At the conclusion of the presidential term, the President shall become Immediate Past President.

Section 4

The President's term of office is one year, which shall be deemed as coinciding with the Association's fiscal year. In the event of an emergency not provided for in this Constitution and Bylaws, the President shall hold office until a successor has been properly elected and installed.

ARTICLE III PRESIDENT-ELECT

Section 1

Duties

1. The President-Elect shall perform the duties of the President in case of the latter's absence from the chair at any official meeting of the Executive Committee, Board of Trustees and General Membership of the Association or in between such meetings.
2. The President-Elect shall have the same franchise as other members of the Executive Committee and Board of Trustees.
3. The President-Elect shall become President Pro Tem should the office of President become vacant by reason of death, total disability, resignation or any other reason. Installation into the office of President Pro Tem shall be conducted by the Immediate Past President.
4. The President-Elect should perform such duties as requested by the President and such other duties as prescribed in these Bylaws.

Section 2

The President-Elect shall hold office as such until installed as President at the beginning of the Association's second fiscal year following the annual business meeting at which he or she was elected President-Elect.

Section 3

Should the President-Elect be unable to accede to the office of President in the manner prescribed in Section 2 of this Article, the office shall be filled by the Vice-President.

Section 4

The President-Elect shall have been a member of the PVMA in good standing for two (2) years prior to being elected.

ARTICLE IV
VICE-PRESIDENT

Section 1

Duties

1. The Vice-President should perform such duties as requested by the President and/or as directed by the Executive Committee and the Board of Trustees and such other duties as are prescribed in these Bylaws.
2. The Vice-President shall have the same franchise as other members of the Executive Committee and Board of Trustees.

Section 2

The Vice-President shall have been a member of the PVMA in good standing for one (1) year prior to being elected.

Section 3

The Vice-President shall chair official meetings of the Board of Trustees and General Membership in the absence of the President or President-Elect from the chair.

Section 4

The Vice-President shall hold office for one year commencing at the beginning of the fiscal year immediately following his or her election, or until a successor is chosen, and shall automatically become a candidate for election as President-Elect in the next annual election.

ARTICLE V
ELECTION OF OFFICERS

Section 1

Election of officers shall be by written or electronic ballot in the following manner:

1. The Governance Committee shall submit to the Board of Trustees at the second meeting of the fiscal year of the Board, the names of nominees for each elective office as specified below:
 - a. President -Elect At least one name
 - b. Vice President. At least two names
 - c. Trustees and Alternate Trustees.... At least one name for each open seat

In addition, commencing in 2003, and every four (4) years thereafter, the Governance Committee shall submit to the Board of Trustees at the Board's second meeting of the fiscal year, the names of one or more nominees for the office of Delegate to the American Veterinary Medical Association. Commencing in 2005, and every four (4) years thereafter, the Governance Committee shall submit to the Board of Trustees at the Board's second meeting of the fiscal year, the names of one or more nominees for the office of Alternate Delegate to the American Veterinary Medical Association. The election and terms of office of the Delegate and Alternate Delegate are provided for in Section 1 of this Article.

2. All voting eligible Members in good standing of the Association are to be notified that they have the right to nominate candidates for each of the elective offices, and that such nominations may be made from the floor at the fiscal year's second meeting of the Board of Trustees. Notice to the General Membership that such nominations will be entertained at the aforementioned meeting shall be circulated at least ten days in advance of that meeting.
3. After nominations are closed and accepted by the Board of Trustees, the Secretary-Treasurer shall then have a ballot prepared listing the names of the nominees for each office and providing for write-in of one name for each office.
4. All paper ballots returned are to remain unopened and transported to the place of the annual business meeting of the Membership, at which time a Board of Tellers appointed by the Executive Committee and consisting of at least three Members, shall open and count the ballots. Only ballots received in signed envelopes are to be counted and no ballot shall be counted upon which the name of the voter appears.
5. All ballots submitted electronically shall be by secure methods ensuring a single vote from each eligible voting member. Electronic vote totals shall be tabulated by the Board of Tellers.
6. The combined totals of the paper and electronic ballots shall then be turned over to the President who shall announce the results of the election. The individual receiving the highest number of votes for each office shall be declared elected. In the case of the Delegate and the Alternate Delegate to the American Veterinary Medical Association, the term of office shall be for four (4) years. In the event of a tie for any office, the Board of Trustees shall elect a winner by majority ballot which includes the names of the tied nominees for that office.

ARTICLE VI SECRETARY-TREASURER

Section 1

The Secretary-Treasurer shall be appointed by the Executive Committee subject to the confirmation of the Board of Trustees and the appointment shall be announced at the same time as the election results are made known at the annual meeting.

Section 2

The Secretary-Treasurer shall be a veterinarian and member of the Association. The Secretary-Treasurer shall be exempt from the payment of dues and assessments while in office.

Section 3

The Secretary-Treasurer shall have been a member of the PVMA in good standing for three (3) years prior to being appointed.

Section 4

The Secretary-Treasurer's term of office is one year, which shall be deemed as coinciding with the Association's fiscal year. The Secretary-Treasurer may be reappointed by the Executive Committee, subject to the approval of the Board of Trustees, but he/she shall not serve more than 3 consecutive terms.

Section 5 Duties

1. The Secretary-Treasurer shall have administrative charge of the principal office of the Association and shall supervise the work of the Executive Director and any other employees.
2. The Secretary-Treasurer shall have the responsibility to direct the Executive Director to keep minutes of meetings; to notify committees of their appointments and business; to take charge of all documents, monies and property belonging to the Association; to sign official documents of the Association when requested; to maintain a list of all Officers, Board of Trustees members and all other Members; to notify all Members of all meetings; to conduct correspondence as directed, to receive and deposit all monies due the Association; to keep bookkeeping records of such funds; to pay bills from Officers and Committee Members only when clearly authorized and when receipts for expenditures are attached; to disburse all monies as the Corporate Officers may direct; to give a statement of finances as often as required; to give a complete financial report, which shall be audited or reviewed by a certified public accountant if ordered by a vote of the Board of Trustees, at the end of the Association's fiscal year; to keep a record of all Members; to send dues notices when payable; and to provide assistance to the Pennsylvania Veterinary Foundation as may be requested by the Trustees of the Foundation.
3. The Secretary-Treasurer shall call a meeting to order, in the absence of the President, President-Elect or Vice President, and preside until the election of a President Pro Tem, which should take place immediately by a majority vote of those present and voting.
4. The Secretary-Treasurer shall perform such other duties as requested by the Executive Committee and Board of Trustees and such other duties as are prescribed in these Bylaws.
5. The Secretary-Treasurer shall have the same franchise as other members of the Executive Committee and Board of Trustees.

Section 6

The Secretary-Treasurer shall furnish a security bond which covers the activities of any staff who handles the finances of the Association and the Secretary-Treasurer. The expense of such security bond shall be assumed by the Association. The Secretary-Treasurer shall receive such salary and/or allowance as may be recommended by the Executive Committee and approved by the Board of Trustees.

Section 7

All monies shall be deposited by the Secretary-Treasurer in the name of the Pennsylvania Veterinary Medical Association. The Secretary-Treasurer may also direct the Executive Director and/or other employees to deposit said funds in the name of PVMA.

Section 8

The Secretary-Treasurer shall turn over all Association funds, property and records to his or her successor.

ARTICLE VII EXECUTIVE DIRECTOR

Section 1

The Executive Director shall be the chief administrative employee of the Association, implementing policy enunciated by the Executive Committee, the Board of Trustees and/or the Association itself, under the

supervision of the Secretary-Treasurer. The Executive Director shall be employed annually by the Executive Committee, subject to the confirmation of the Board of Trustees and shall be paid such salary and allowances as may be negotiated with the Executive Committee and presented in the annual budget of the Association. The Executive Director's employment may be terminated for just cause as determined by the Executive Committee and with the approval of the Board of Trustees. The Executive Director can be relieved of duty based on the terms of a fully executed contract of employment which has been approved by the Executive Committee.

Section 2

The Executive Director shall turn over all Association's funds, property, and records to his or her successor.

ARTICLE VIII

Districts

Section 1

The Districts of the Pennsylvania Veterinary Medical Association shall be comprised of the following Eight (8) geographical regions in the Commonwealth:

District I:

Erie, Crawford, Mercer, Venango, Warren, Forest, McKean, Clarion, Jefferson, and Elk Counties

District II:

Snyder, Union, Northumberland, Montour, Columbia, Potter, Tioga, Clinton, Lycoming, and Cameron Counties

District III:

Bradford, Susquehanna, Wayne, Sullivan, Wyoming, Lackawanna, Pike, Luzerne, and Monroe Counties

District IV:

Lawrence, Butler, Armstrong, Indiana, Beaver, Allegheny, Westmoreland, Washington, Fayette, and Greene Counties

District V:

Clearfield, Centre, Mifflin, Juniata, Cambria, Blair, Huntingdon, Somerset, Bedford, and Fulton Counties

District VI:

Perry, Dauphin, Lebanon, Cumberland, Lancaster, Franklin, Adams, and York Counties

District VII:

Bucks, Montgomery, Delaware, Chester, and Philadelphia Counties

District VIII:

Schuylkill, Carbon, Northampton, Lehigh, and Berks Counties

Section 2

The number of Board of Trustees seats per District shall be determined by the following demographic ratio of voting eligible PVMA members in the District:

1-199 members – 1 seat

200-399 members – 2 seats

400-599 members – 3 seats

600 and above members – 4 seats

In addition, each District shall be eligible for 1 Alternate Trustee for each Trustee seat the District is entitled. A demographic census of all PVMA members in each District shall be conducted once every three years.

Approved by the Board of Trustees, October 30, 2008, approved by the PVMA membership, January 16, 2009 13

ARTICLE IX
BOARD OF TRUSTEES
Section 1

The Board of Trustees shall consist of the appropriate number of Trustees and Alternate Trustees per District as outlined in Article VIII of these bylaws. In addition, the Board of Trustees may consist of At-Large seats with individual voting privileges filled by persons of the following disciplines who are Association Members with the exception of the Veterinary Technician and are approved by a majority vote of the Board of Trustees:

- 1 Veterinary Student
- 1 Academic Faculty Veterinarian
- 1 Public or Corporate Practice Veterinarian
- 1 Production Animal Veterinarian
- 1 Equine Veterinarian
- 1 Veterinary Technician

The At-Large Positions on the Board of Trustees may not be filled by current District Trustees or Alternate Trustees, nor members of the Executive Committee of the PVMA.

The President, President-Elect, Vice President, Secretary-Treasurer and Delegate to the AVMA shall also sit on the Board of Trustees as voting members. The Alternate Delegate to the AVMA and the Executive Director shall sit on the Board of Trustees without a vote. Eligibility for serving as a member of the Board shall require membership in good standing in the Association.

Section 2

Trustees and Alternate Trustees may be nominated by an individual, constituent association, a group of members, or the Governance Committee and shall be recommended by the Governance Committee to the Board of Trustees and Membership in accordance with these Bylaws.

Section 3

Candidates for the Board of Trustees shall be nominated at a time in the year that they may take office at the beginning of the Pennsylvania Veterinary Medical Association's next fiscal year.

Section 4

The term of office of a Trustee and Alternate Trustee shall be three years with eligibility for 2 consecutive three-year terms. Trustees shall not be eligible to serve as the Alternate Trustee at the end of his or her eligible terms of office as the Trustee until three years have passed. The term of office for the Student Trustee shall be 1 year with eligibility for 1 consecutive term. The Governance Committee shall provide for the appointment with Board approval or election of a successor in the event of the death or unavailability of a Trustee or Alternate Trustee to serve.

Section 5

In voting at meetings of the Board of Trustees, each District shall have the privilege of one vote cast by the Trustee or, in his or her absence, the Alternate Trustee. Each At-Large Trustee seat shall have the privilege of one vote.

Section 6

The Board of Trustees shall hold at least three meetings annually at such places and times as decided by its members. A majority of the Board shall constitute a quorum. A special meeting of the Board may be called, with at least ten days written notice, at the request of the Executive Committee.

Section 7

On occasion, it may be necessary for the Board of Trustees to officially communicate via electronic medium such as telephone/video conferencing, facsimile, or electronic mail. Any actions approved by the Board of Trustees will be considered official when a quorum is represented, and such actions are subsequently confirmed in writing by the same quorum of the Board of Trustees members.

ARTICLE IX

DELEGATE AND ALTERNATE TO AVMA HOUSE OF DELEGATES

Section 1

A Delegate and Alternate Delegate to the House of Delegates of the American Veterinary Medical Association shall be elected once every four years in the manner prescribed in Article V of these Bylaws. The Delegate and Alternate Delegate to the AVMA shall be eligible for reelection without restriction.

Section 2

The Delegate to the AVMA shall be a member of the Board of Trustees with voting power. The Alternate Delegate to the AVMA shall be a member of the Board of Trustees without voting power.

Section 3

If the office of Delegate to the AVMA should become vacant by resignation or otherwise, the Alternate Delegate shall automatically become the Delegate to the AVMA for the duration of the term. The Executive Committee with the approval of the Board of Trustees shall appoint an interim Alternate Delegate to the AVMA who will serve until the next election for Delegate to the AVMA. If the office of Alternate Delegate to the AVMA should become vacant by resignation or otherwise, the Executive Committee with approval of the Board of Trustees shall appoint an interim Alternate Delegate to the AVMA who will serve until the next election for Alternate Delegate to the AVMA. If the Alternate Delegate to the AVMA is unable or chooses not to fill the vacant Delegate position, the Executive Committee with the approval of the Board of Trustees shall appoint an interim Delegate to the AVMA who will serve until the next election for Delegate to the AVMA.

ARTICLE X

MEMBERSHIP

Section 1

Active Membership

Candidates for Active Membership shall present a membership application to the Secretary-Treasurer which shall state, among other things, the applicant's name, address, education and professional field in which the applicant is engaged. All applications, to be considered, must be accompanied by the dues payment for the first year. Such applicants may be elected to Active Membership upon a majority vote of the Board of Trustees at any regular meeting of that body.

Section 2

Honorary Membership

Honorary Membership may be conferred upon any person who has made an important contribution to the science or art of veterinary medicine if proposed in writing by an Active Member. All names proposed for Honorary Membership shall be referred to the Board of Trustees for consideration. Such person may be elected to Honorary Membership by an affirmative vote of a majority of the Board of Trustees. Honorary

Members shall have all the privileges of Active Membership, except they shall not pay dues, hold office or vote.

Section 3 Life Membership

Life Membership may be conferred upon any Active Member who has been in good standing in the Association for twenty-five years and who is not less than sixty-five years of age, or upon one whom, in the opinion of the Executive Committee, should be relieved of the further payment of dues. Election to Life Membership status shall be upon recommendation of the Executive Committee and an affirmative vote of a majority of the Board of Trustees. Life Members may not hold office as President, President-Elect, Vice President, Secretary-Treasurer and/or Delegate or Alternate Delegate to the AVMA, but may be seated on the Board of Trustees with a vote when elected or appointed by their respective Constituent Association. They shall have all the other privileges of Active Membership except that they shall be exempt from the payment of dues.

Section 4 Associate Membership

Associate Membership may be granted to any veterinarian residing and/or working in another state who submits the same application for membership as is stipulated for Active Members and who is approved by an affirmative vote of a majority of the Board of Trustees. An Active Member who moves out of the Commonwealth may be automatically granted Associate Membership status upon application to the Secretary-Treasurer. Associate Members may not vote or hold office, but otherwise shall have all the privileges of Active Membership.

Section 5 Student Membership

Dues-free membership may be granted to veterinary medical students who permanently reside in Pennsylvania and are currently enrolled in an out-of-state accredited college of veterinary medicine, and any veterinary medical student currently enrolled in the University of Pennsylvania, School of Veterinary Medicine. Students shall present a membership application to the Secretary-Treasurer which shall state, among other things, the applicant's name, address, veterinary college attending and class year. Such applicants may be elected to Student Membership upon majority vote of the Board of Trustees at any regular meeting of that body. Student Members shall have all the privileges of Active Membership, except they shall not pay dues, hold office, or vote.

Section 6 Veterinary Industry Partner Membership

Candidates for the Veterinary Industry Partner Membership shall present a membership application to the Secretary-Treasurer which shall state, among other things, the applicant's name, address, employer, education, and number of years providing veterinary products and/or services to the veterinary profession. All applications must be accompanied by the annual dues payment. Such applicants may be elected to Veterinary Industry Partner Membership upon a majority vote of the Board of Trustees at any regular meeting of that body. The privileges of this membership shall be established by the Board of Trustees; however, they may not hold office or vote. They may be eligible for Honorary Membership as established in Section 2 of this Article.

Section 7 Academic Active Membership

Candidates for the Academic Active Membership shall present a membership application to the Secretary-Treasurer which shall state, among other things, the applicant's name, address, education, academic institution affiliation, and professional field in which the applicant is engaged. All applications, to be considered, must be accompanied by the dues payment for the first year. Such applicants may be elected to Academic Active

Membership upon a majority vote of the Board of Trustees at any regular meeting of that body. They shall have all the privileges of Active Membership.

ARTICLE XI

DUES, SUSPENSIONS, DISMISSALS AND REINSTATEMENTS

Section 1

Each Active, Academic Active, Associate, and Veterinary Industry Partner Member shall pay such annual dues and special assessments as established and levied by the Board of Trustees. Annual dues for Academic Active, Associate and Veterinary Industry Partner Members may be lower than that set for Active Members. Annual dues for Members during the first five years following graduation from veterinary college shall be set by the Board of Trustees, in an amount that may be lower than that for Active Members, but beginning with the fifth year after graduation they shall pay the full amount of dues as for other Active Members. Annual dues for interns and residents at veterinary colleges shall be the same as that established for Members during the first five years following graduation from veterinary college, except that the lower amount of dues may be continued if the internship or residency extends beyond the five year limitation, after which they shall pay the full amount of dues as for Active Members. Annual dues for Members who return to college or university for full time postgraduate study shall likewise be the same as that established for Members during the first five years following graduation from veterinary college, except that the lower amount of dues shall prevail only during the period of postgraduate study.

Section 2

Payment of annual dues and assessments for Active, Academic Active, Associate, and Veterinary Industry Partner Members are due by January 1st of each year. A Member shall be delinquent if his or her monies have not been received by July 1 of the current year for which they are payable. The delinquent Member shall have been notified of his or her dues arrears in a timely manner at least twice by the Secretary-Treasurer before July 1 of the current dues year. The delinquent Member shall be reported to the Board of Trustees at its next meeting for suspension, expulsion, or temporary abeyance of the indebtedness as the Board may decide.

Section 3

Members dropped for non-payment of dues may be reinstated by paying their indebtedness to the Association or by reapplying for membership as provided in Article X.

Section 4

Membership may be terminated by resignation.

Section 5

Membership may be terminated by judicial action of the Board of Trustees as hereinafter provided, but only if there is at least a quorum of the Board present. The following procedure shall be used:

1. Complaints or charges against a Member of the Association for improper, immoral or unprofessional conduct, or for conviction of a felony with regard to Federal or Commonwealth laws, must be in writing and submitted to the Secretary-Treasurer who will, in turn, present it to the Board of Trustees at the Board's next meeting.
2. The Board of Trustees shall have the authority either to hear and adjudicate the matter under the advice of legal counsel, which they are hereby authorized to retain, or to dismiss the complaint and charges without a hearing. In case a hearing is considered advisable, a copy of the complaint or charges shall be furnished to the accused Member, by registered or certified mail, along with reasonable notice of the time and place of the hearing. The accused Member shall have the privilege of appearing before the Board with legal counsel if desired to respond to the charges and to show cause why he or she should not be suspended or

- expelled from the Association. A failure to obey the summons to appear at the hearing shall generally be cause enough for summary expulsion.
3. A decision to suspend or expel shall require an affirmative vote of three-fourths of the Board present and voting. After the hearing, the Board shall record the findings and their decision. The offending Member shall be notified of the Board's decision and, if the decision is for suspension or expulsion, that action shall take place immediately.
 4. The suspended or expelled person may appeal to the Board for a new hearing based on new evidence. The appeal shall be submitted in writing and shall include the new information. The Board will decide whether or not the case shall be reviewed.
 5. In case any such complaint or charges shall be made against a member of the Board of Trustees, such member shall be required to disqualify himself or herself from voting at any meeting of the Board during which any discussion or action is taken with regard to the complaint or charges.
 6. A Member suspended or expelled may reapply for membership but his reelection shall require a unanimous vote of the Board of Trustees.

ARTICLE XII
FEES OF OFFICE
Section 1

All offices held in this Association under the Constitution and Bylaws thereof are hereby declared to be places of trust and honor, but offices of emolument may be designated, if deemed necessary, by the Board of Trustees.

ARTICLE XIII
AMENDMENTS
Section 1

These Bylaws can be amended as per Article VIII, Section 1 of the Constitution.

ARTICLE XIV
ORDER OF BUSINESS, ORDER AND DECORUM,
EXTERNAL APPROPRIATIONS AND POLICIES
Section 1

The order of business at the annual business meeting of the Membership shall be as follows:

- Call to Order
- Reading of Minutes
- Report of President
- Secretary-Treasurer's Report
- Unfinished Business
- New Business
- Introduction of New Officers
- Incoming President's Address
- Adjournment

Section 2

The order of business may be changed if announced at the beginning of the meeting.

Section 3

Every Member shall observe order and decorum in all Association activities and shall pay due respect to the President, other Officers, and fellow Members.

Section 4

All questions of order, whether in debate or otherwise not herein specifically provided for, shall be decided by Roberts Rules of Order.

ARTICLE XV PRINCIPLES OF VETERINARY MEDICAL ETHICS

Section 1

The Principles of Ethics of this Association shall be the same as adopted and printed by the American Veterinary Medical Association.

Section 2

The Principles of Ethics may be amended by action of this Association in the same manner as prescribed in Article XIII of these Bylaws.

ARTICLE XVI COMMITTEES

Section 1

The standing committees of the Association shall be those named in Section 4 of this Article. Except as otherwise provided, the incoming President, in consultation with the Executive Committee, shall select and appoint the Chairpersons of these committees for a period of one year to coincide with the upcoming presidential year. The selection of Chairpersons for the ensuing year shall be made so that the announcement of appointments may be made at the beginning of the fiscal year.

Section 2

The President shall be empowered to appoint councils, committees and /or task forces delegated to perform special duties during the presidential year. The duties, members and chairmanship of special councils, committees and task forces shall be provided to the Board of Trustees in the President's announcement of their appointment.

Section 3

The following are the standing committees of the Association:

1. **BUDGET COMMITTEE**
The Budget Committee shall consist of the President, President-Elect, Vice President, AVMA Delegate and Secretary-Treasurer, and Executive Director. The Committee shall analyze and study the financial affairs of the Association and shall present to the Board of Trustees at the Board's final meeting of the calendar year a proposed budget for the operation of the Association in the ensuing year. After approval by the Board of Trustees, the budget shall be published in the minutes of that meeting.
2. **LEGISLATIVE AND REGULATORY AFFAIRS COMMITTEE**
The Legislative and Regulatory Affairs Committee shall review legislation and proposed legislation and regulations in national, state and local bodies and inform the Executive Committee and Board of Trustees for consideration for possible action by the Association.
3. **SCIENTIFIC PROGRAM COMMITTEE**
The Scientific Program Committee shall develop the general and scientific programs for all continuing education programs of the Association.
4. **GOVERNANCE COMMITTEE**

The Governance Committee is to consider and identify Members whom they believe to be worthy of nomination to the offices of elective positions and who are willing to assume the responsibility of elective offices if nominated and elected. The Committee is to present a slate of candidates for all elective offices of the Association as directed in Article V, Section 1, of these Bylaws. The Governance Committee shall also be responsible for recommendations concerning board roles and responsibilities, composition, knowledge, effectiveness, and leadership in order to enhance the quality and viability of the Board of Trustees.

5. PUBLIC RELATIONS AND AWARDS COMMITTEE

The Public Relations and Awards Committee may select recipients for the following awards which shall be given at such times as determined by the Committee:

- (a) Veterinarian of the Year Award - To be presented to a Member of the Pennsylvania Veterinary Medical Association for an outstanding achievement in veterinary medicine within the year in which the award is given.
- (b) Distinguished Veterinary Service Award - To be presented to a Member of the Pennsylvania Veterinary Medical Association for distinguished service to the veterinary profession over a period of years.
- (c) Public Service Award of Merit - To be presented to a Member of the Pennsylvania Veterinary Medical Association for an outstanding act of service to the public.