



Constitution and By-Laws

As amended Friday, June 23, 2017

CONSTITUTION

Article I. NAME

This Association shall be known as the VERMONT VETERINARY MEDICAL ASSOCIATION (VVMA). It shall consist of Active, Honorary and Life Members.

Article II. MISSION

Promoting excellence in veterinary medicine, animal well-being and public health through education, advocacy and outreach.

Article III. OFFICERS, ELECTIONS

The Officers of the Association shall be a President, President-Elect, and Treasurer. These officers shall be elected biannually by the membership, and a majority of all votes cast shall be necessary for a choice. The term of said officers shall be two years or until their successors are chosen. They shall without delay transfer to their successors all property belonging to the Association.

BY-LAWS

Article I. PRESIDENT

SECTION 1. It shall be the duty of the President to preside at all meetings of the Association, to preserve the decorum, and may present an address at Association meetings. The President shall act as the Chairperson of the Executive Board. The President's address shall be referred to the Executive Board for consideration and action. The President shall not be eligible for re-election so as to serve two successive terms.

SECTION 2. The President shall have the power to appoint all committees as necessary (except the Nominating Committee) upon the advice of the members of the Executive Board.

SECTION 3. The President shall have no vote except on questions where votes are equally divided and in the election of officers.

SECTION 4. The President shall keep on file all official documents relating to the Association that may come into his/her care and turn them over to the incoming President or Executive Director at the conclusion of his/her term.

Article II. TREASURER

SECTION 1. The Treasurer shall pay all bills which come into his/her hands or delegate said duty to the Executive Director.

SECTION 2. The Treasurer is responsible for the reconciliation of all VVMA accounts.

SECTION 3. At each annual meeting, the Treasurer shall give a detailed statement of all official receipts and disbursements of the Association. This statement must be duly reviewed by the Executive Board

Article III. EXECUTIVE DIRECTOR

SECTION 1. The Executive Director shall keep records of the proceedings of the Association and a file of all official documents, including, but not limited to a list of the officers, Standing committees, Ad-Hoc committees, and active, honorary and life members with their contact information.

SECTION 2. The Executive Director shall receive all applications for membership. It shall be the duty of the Executive Director to review each candidate's application for membership, validate their licensure with the Vermont Office of Professional Regulations, determine membership status, and transmit to the new member a copy of the Constitution and By-Laws, calling attention to Article VIII of the By-Laws. The Executive Director shall notify the Executive Board of new members accepted at the next meeting of the Executive Board.

SECTION 3. The Executive Director shall notify any member of any dues delinquency as outlined in Article VIII.

SECTION 4. At least annually, the Executive Director shall notify the Chairperson of each committee the duties and membership of the committee.

SECTION 5. The Executive Director shall compile, edit, and send to the membership a periodic newsletter to keep them informed of the actions of the Executive Board and information pertaining to or affecting the membership.

SECTION 6. The Executive Director may receive all fees and dues and put such monies into VVMA accounts. The Executive Director may make payments on behalf of the VVMA. These duties shall be under the direction of the Treasurer.

SECTION 7. The Executive Director shall perform such other duties as may be assigned by the Executive Board.

Article IV. AVMA DELEGATE

SECTION 1. A Delegate to the American Veterinary Medical Association (AVMA) shall represent the VVMA in the House of Delegates of the AVMA and vote as directed by the Executive Board. The term of office for the AVMA Delegate shall be four (4) years. The AVMA Delegate will report to the Executive Board and the membership concerning AVMA business.

SECTION 2. An Alternate Delegate to the AVMA shall be elected by the membership every four (4) years. The Alternate Delegate shall assume the position and duties of the outgoing delegate after the conclusion of the AVMA's annual summer House of Delegates meeting.

SECTION 3. If either the Delegate or the Alternate Delegate is unable or unwilling to serve, the Executive Board shall appoint a replacement for the balance of the unexpired term.

Article V. EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of the three elected officers, the Immediate Past-President and the AVMA Delegate. The Executive Board may also include a non-voting Member-at-Large. A Member-at-Large may be appointed annually from the general membership subsequent to being appointed by the Nominating Committee.

SECTION 2. The Executive Board shall convene at least quarterly. The President will decide the time and place and due notice shall be given by the Executive Director. All meetings of the general membership shall be preceded by an Executive Board meeting.

SECTION 3. The Executive Board may participate in and act at any meeting through the use of conference telephone or other communications equipment as long as all persons participating in the meeting can communicate with each other concurrently.

SECTION 4. Telephonic or electronic participation in a meeting will constitute attendance and presence at the meeting.

SECTION 5. The President may call a special meeting of the Executive Board and any other committee whenever he/she shall deem it necessary.

SECTION 6. A majority of the Executive Board shall constitute a quorum for the transaction of business. The AVMA Delegate may be represented by the AVMA Alternate Delegate.

SECTION 7. The duties of the Board shall be:

- a. Review reports of the Standing and Ad-Hoc Committees and take appropriate action.
- b. Recommend members to the various committees.
- c. Review the Treasurer's report, approve the budget, and consider requests for allocations and contributions.
- d. Review the dues status of the membership.
- e. Review necessary arrangements for all local and regional meetings.
- f. Review all resolutions or complaints presented to it by the members or the lay public.
- g. Create Ad-Hoc Committees or task forces when special situations not applicable to the Standing Committees are presented.
- h. Approve and publicize VVMA position statements.
- i. When needed, approve a candidate to complete the term of an elected officer until an election by the membership can occur.
- j. Perform all other routine functions which are involved with the continued operation of the Association.

Article VI. COMMITTEES

SECTION 1. Each committee, except Nominating, shall consist minimally of a Chairperson (or two Co-Chairs) as selected by that committee. All committee members must be members in good standing of the VVMA.

SECTION 2. Each committee may have non-members serve in a non-voting advisory capacity.

SECTION 3. The Nominating Committee shall be composed of the Immediate Past-President, the President, the President-Elect, and the Treasurer. The Immediate Past-President shall serve as the non-voting Chairperson of the Committee.

- a. The Nominating Committee shall submit to the membership biannually a slate of officers to be elected by the membership.
- b. The Nominating Committee shall also present a candidate to the membership for election as the AVMA Alternate Delegate every four years.
- c. The Nominating Committee shall recommend to the Executive Board candidates to be considered for special awards.
- d. Annually, the Nominating Committee may appoint a Member-at-Large to the Executive Board.

SECTION 4. Each committee shall submit regular reports to the Executive Board and provide further reports upon request.

SECTION 5. The Standing Committees and their duties will be determined by the Association need as directed by the Executive Board.

SECTION 6. Ad-hoc Committees and task forces to handle specific tasks may be created by motion of the Executive Board. The Chairperson of an existing ad-hoc committee and task force shall submit regular reports to the Executive Board. An ad-hoc committee or task force may become a standing committee upon a two-thirds majority vote of the Executive Board.

SECTION 7. Any committee or task force may be retired upon a two-thirds majority vote of the Executive Board.

Article VII. MEMBERSHIP

SECTION 1. Each application for membership shall be submitted to the Association. All candidates must be eligible for veterinary licensure in the state of Vermont. The application must be accompanied by payment of VVMA dues if applicable.

SECTION 2. Veterinary graduates who commence work in Vermont during their first post-graduate year will be extended a complementary membership for a period of one year.

SECTION 3. The Executive Board may grant dues-exempt status to any member because of extenuating circumstances.

SECTION 4. Any member may propose a candidate for Honorary Membership. The proposal shall be referred to the Executive Board and considered by this Board at its next meeting. The Executive Board shall then report its action upon said proposal to the Association, and, if favorably recommended, the person shall be voted on by the Association at a subsequent session. A majority of votes cast shall constitute an Honorary Membership.

SECTION 5. Honorary Members may take part in debate, but shall not be entitled to vote.

SECTION 6. Life members are veterinarians who have been state VMA-dues paying members for thirty-five years (twenty of which must be Vermont VMA membership years). Life members shall be exempt from Association dues. All privileges of membership shall be retained.

SECTION 7. Members of the VVMA shall retain their membership only as long as they comply with the provisions of the VVMA By-Laws and the Principles of Veterinary Medical Ethics of the AVMA. Removal of membership shall be on recommendation of the Executive Board. After giving said member an opportunity to appear, the Executive Board may, by three-fourths vote, terminate such member from membership in the VVMA or take other actions as deemed appropriate.

Article VIII. CONTRIBUTIONS AND ARREARS

SECTION 1. The Executive Board shall set the membership dues of the Association. Dues for Active members shall be payable for each calendar year on or before the first day of January.

SECTION 2. A member shall be delinquent and cease to receive member benefits if dues are not paid by May 1 of the year for which they are payable. The Executive Director shall notify the delinquent member at least one month prior to being dropped from the membership roster.

SECTION 3. A delinquent member who has ceased to be a member because of nonpayment of dues will be automatically reinstated as a continuous member on payment of delinquent dues before the end of the calendar year for which the dues were payable. A former member whose membership lapsed because of nonpayment of dues in one or more previous years may be reinstated as a member following payment of dues for the current calendar year.

Article IX. MEETINGS

SECTION 1. The Annual and Regular meetings shall be held at the time and place selected by the Executive Board unless otherwise ordered by the Association. Due notice of all meetings shall be given by the Executive Director.

SECTION 2. The order of business shall be outlined by the Executive Board.

SECTION 3. Each voting member of the VVMA shall be entitled to one vote on all matters submitted to the membership for vote. Unless otherwise specifically provided by these By-Laws, 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. Ten percent (10%) of the voting members present at a meeting shall constitute a quorum.

SECTION 4. In the absence of the President and President-Elect, the Immediate Past-President shall preside. In case none of these should be present, the Association shall elect a President pro tempore from the floor.

SECTION 5. All questions of order not specially provided for shall be decided by the usual parliamentary rules, Roberts' Rules of Order Newly Revised being taken as the guide and standard.

SECTION 6. The President is authorized to call special meetings at his/her discretion. Special meetings shall be called by the President, or in the President's absence, by the President-Elect, upon the written request of ten members, who shall specify the particular object of such meeting. A notice of any special meeting and its object shall be given at least ten days before said meeting.

SECTION 7. At a special meeting, no business shall be transacted other than that which shall have been specified in the requisition and in the call for the meeting.

SECTION 8. Any action to be taken or notice delivered under these By-Laws may be taken or transmitted by electronic mail or other electronic means, and any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Article X. CODE OF ETHICS

The VVMA Code of Ethics shall be the same as that of the American Veterinary Medical Association.

Article XI. SUSPENSION AND ALTERATIONS OF CONSTITUTION AND BY-LAWS

SECTION 1. Any motion for suspension of any article of the Constitution or of the By-Laws, excepting as herein provided, must be offered in writing, be signed by the party making the motion, and must be adopted by a two-thirds vote of members present.

SECTION 2. A By-Law may be suspended only for the purpose of facilitating important business of the Association, and suspension must be of such a character that it cannot interfere with the vested rights or privileges of any member.

SECTION 3. All proposed amendments to the Constitution or By-Laws shall be made in writing, and referred to the Executive Board. Notification of proposed amendments to the Constitution or By-Laws will be made to members by the Executive Board at least 30 days prior to the meeting at which they will be voted upon.