

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

**Updated July 2021**

# Maryland Veterinary Medical Association, Inc.

## CONSTITUTION

### Article I Name

**SECTION 1.** This Association, incorporated as of June 24, 1931, shall be known as the MARYLAND VETERINARY MEDICAL ASSOCIATION, and shall also be referred to herein as the “Association” and “MDVMA”.

**SECTION 2.** The Association has been organized and shall be operated as a non-profit organization 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 the Association shall be:

1. To advance the science and art of veterinary medicine;
2. To promote the health and welfare of all species of animals and to extend to the agricultural community and to the community at large the benefits of sound and progressive leadership in the diagnosis, care and treatment of animals.
3. To foster, maintain and enlarge public understanding of the nature of the veterinary medical profession;
4. To do all 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 doctors of veterinary medicine.
5. To promote goodwill among its members and to seek protection of their rights and privileges;
6. To advance the maintenance of ethical standards which reflect the learned nature of the profession and the unique responsibilities of the veterinarian to the whole community of Maryland.
7. 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;
8. To promote the veterinary profession to the governmental bodies of the State and to present to them, on behalf of its membership, the Association views regarding legislative and regulatory matters concerning the public and animal health.

### Article III Membership

**SECTION 1.** The Association shall have members and such membership of this Association shall consist of the following:

1. **Corporate Membership** - The regularly chosen constitutional officers, and the members of the Board of Directors, 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 by the constitution and bylaws of the Association and who have been duly elected in the manner specified in the bylaws.
3. **Other Membership Categories** – Other types of membership and the election and privileges of such membership categories shall be outlined in the Association’s Membership Policy. The Board of Directors shall approve additional categories as deemed necessary to serve in the best interest of the veterinary

profession in Maryland. Any new categories and the election and privileges of such membership categories shall be considered approved by a majority vote of the Board and will be reflected in the Association Membership Policy.

#### **Article IV Officers**

**SECTION 1.** The officers of the corporation shall be the president, president-elect, vice president, secretary-treasurer, immediate past president, delegate to the American Veterinary Medical Association (AVMA), alternate delegate to the AVMA and the members of the Board of Directors. The eligibility, tenure, duties and methods of election or appointment of the officers shall be described in the bylaws.

**SECTION 2.** Administrative officers such as an Executive Director, not necessarily a veterinarian, may be employed annually by the Board of Directors to facilitate the Association's operation.

#### **Article V Board of Directors and Executive Board**

**SECTION 1.** The management and operation of the affairs and property of the corporation shall be vested in the Board of Directors, which shall meet at such times and places as determined by the president but which shall meet at least two times annually.

**SECTION 2.** The number of members of the Board of Directors, 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 Directors shall confirm the employment of administrative assistance upon the recommendation of the Executive Board. Such approval will be via electronic media and shall be by a simple majority of votes cast.

**SECTION 4.** Nine members of the Board of Directors shall constitute the Executive Board, which shall have charge of the administrative affairs of the Association. It shall be composed of the president, the president-elect, the immediate past president, the vice president, the secretary-treasurer, two directors-at-large, the delegate to the AVMA and the alternate delegate to the AVMA. It shall transact routine business between meetings of the Board of Directors and shall act in emergencies. The AVMA District II Representative is also a non-voting member of the Executive Board.

#### **Article VI Meetings**

**SECTION 1.** There shall be a general membership meeting of the Association each year, convened in accordance with the bylaws.

**SECTION 2.** A special business meeting of the general membership shall be called by the president when, in his/her opinion, the necessity exists or on a written request signed by fifteen members, but the subjects to be discussed at the said meeting shall be set forth in the said request. At least ten days written or electronic media 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 said notice shall be transacted at such a meeting. A quorum as defined in the bylaws shall be necessary for the transaction of the stated business.

**SECTION 3.** The minutes of each regular and special membership meeting shall be available to each member upon request or shall be published in the newsletter or via electronic media.

**Article VII  
Amendments**

**SECTION 1.** The constitution, bylaws and code of ethics may be amended by an affirmative vote of two-thirds of the members voting via written or electronic media provided that the proposed change shall have been presented to all voting members in writing or via electronic media or facsimile at least fourteen days prior to counting of the vote. Amendments shall be presented to the secretary-treasurer, shall have been signed by three members in good standing and shall be reviewed by the Board of Directors.

**SECTION 2.** Amendments adopted under the provisions set forth in this article shall immediately become a part of the constitution and bylaws.

**Article VIII  
Fiscal Year**

**SECTION 1.** The fiscal year of the Association shall be from July 1 through June 30.

**AS AMENDED**

September 26, 1996

June 23, 2003

November 6, 2003

June 27, 2005

November 12, 2009

June 26, 2011

June 29, 2014

June 24, 2018

April 26, 2021

# **Maryland Veterinary Medical Association, Inc.**

## **BYLAWS**

### **Article I**

#### **Corporate Officers**

**SECTION 1.** The corporate officers of the Association shall be the president, president-elect, immediate past president, vice president, secretary-treasurer, AVMA delegate, AVMA alternate delegate and Board of Directors.

**SECTION 2.** No member shall be elected as a corporate officer until he/she has been a member in good standing for at least two years preceding the date of his/her election.

**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. The president may, with the approval of the remaining members of the Board of Directors, fill such vacancy in the offices of the Board by appointment until the next regular election. No one officer is eligible for more than one vote at any given time.

**SECTION 5.** Should the office of president be vacated by reason of death, total disability; resignation or any other reason, the president-elect and vice president, in that order, shall assume the duties of the president and shall be known as president pro tem. The president pro tem shall not have the right to appoint members to the positions of president-elect and vice president. The president pro tem may be eligible for election to the office of president in the next regular election.

**SECTION 6.** Installation of the president, president-elect, vice president and secretary-treasurer shall take place at an appropriate time during the business meeting of the Association immediately following their election.

### **Article II**

#### **The President**

**SECTION 1.** The president shall be the chief elected officer of the Association.

**SECTION 2.** The President shall be a Maryland veterinarian and have been a MDVMA member in good standing for (3) years prior to taking office. The president's term of office shall be for one year commencing after his/her installation at the business meeting immediately following his/her election.

**SECTION 3.** Duties:

1. The president shall preside at all meetings of the Board of Directors, the Executive Board and annual and special meetings of the Association, but is empowered to yield the chair to the president-elect or vice president, in that order.
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 in the case of a tie vote.
5. The president shall be ex-officio of all committees.
6. At the conclusion of the presidential term, the president shall serve one more year on the Board of Directors and the Executive Board as immediate past president and shall have, in that capacity; the same franchise as the other members of that body.
7. The president, along with the secretary-treasurer, shall have the authority to approve the payment of

any bills that may be rendered to the Association. If the secretary-treasurer is unable to perform this duty, the president shall be empowered to disburse funds.

**SECTION 4.** 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.** The president-elect shall be installed at the business meeting immediately following his/her election. He/she shall hold office as such until installed as president at the next annual summer meeting following his/her election, or until his/her successor is chosen.

**SECTION 2.** Duties:

1. The president-elect shall perform the duties of the president in case of the latter's absence from the chair at any regular or special meeting of the Board of Directors 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 Board of Directors.
3. The president-elect shall become president pro tem should the office of president become vacant by reason of death, total disability, resignation or other reason. Installation into the office of president pro tem shall be conducted by the immediate past president or any other officer.
4. The president-elect shall develop the budget with the Committee on Budget and present it to the Board of Directors and general membership.
5. The president-elect shall perform such duties as requested by the president and such other duties as are prescribed in these bylaws.

**SECTION 3.** Should the president-elect be unable to accede to the office of president in the manner prescribed in Section 1 of this Article, the predecessor shall continue to hold office until the next regular election when a successor shall be elected.

**SECTION 4.** The President- Elect shall be a Maryland veterinarian and have been a MDVMA member in good standing for (2) years prior to taking office.

### **Article IV Vice President**

**SECTION 1.** The vice president shall hold office for one year commencing at his/her installation at the general membership meeting immediately following his/her election, or until his/her successor is chosen, and shall automatically become a candidate for election as president-elect in the next annual election.

**SECTION 2.** Duties:

1. The vice president shall perform the duties of the president in case of the absence of the president and the president-elect from the chair at any regular or special meeting of the Board of Directors and general membership of the Association or between such meetings.
2. The vice president shall have the same franchise as other members of the Board of Directors.
3. The vice president should perform such duties as requested by the president and/or as directed by the Board of Directors and such other duties as are prescribed in these bylaws.

**SECTION 3.** The Vice President shall be a Maryland veterinarian and have been a MDVMA member in good standing for (2) years prior to taking office.

## **Article V Secretary-Treasurer**

**SECTION 1.** The secretary-treasurer shall hold office for two years commencing at his/her installation at the general membership meeting immediately following his/her election, or until his/her successor is chosen. Such election shall take place in even calendar years. The secretary-treasurer shall be eligible to succeed himself in office.

**SECTION 2.** Duties:

1. The secretary-treasurer shall keep the records of the proceedings of the Board of Censors.
2. The secretary-treasurer shall work in concert with the executive director in conducting the professional correspondence of the Association and maintaining the necessary records and files; and shall annually report to the Association on the activities and conduct of his/her office and that of the executive director.
3. The secretary-treasurer shall with the executive director maintain appropriate bank accounts in the name of the Association. All monies belonging to the Association shall be deposited into these accounts or such other investments as the Board of Directors may designate. The secretary-treasurer and executive director shall pay current expenses and such other expenses as may be approved by the general membership at a duly constituted meeting or as may be approved by the Board of Directors.
4. The secretary-treasurer shall supervise the keeping of accurate accounts in a permanent ledger of all receipts and disbursements and shall submit such papers, books of account and check books for inspection and a review or audit by a certified public accountant when ordered by the Board of Directors. The president shall appoint a firm to conduct such a review or audit.
5. The secretary-treasurer shall annually give a detailed statement of the Association's receipts and disbursements.
6. The secretary-treasurer shall give security by bond issued by a surety company for all monies held by him, the expense of which shall be paid by the Association.
7. The secretary-treasurer shall serve as liaison officer between the Board of Directors and the executive director in financial matters.

**SECTION 3.** The Secretary -Treasurer shall be a Maryland veterinarian and have been a MDVMA member in good standing for (2) years prior to taking office.

## **Article VI Executive Director**

**SECTION 1.** The executive director shall be the chief administrative officer of the Association, implementing policy enunciated by the Board of Directors and/or the Executive Board. The executive director shall be employed by the Board of Directors on behalf of the Association and shall be paid such salary and allowances as may be negotiated with the Board of Directors. The Executive Director and/or management services may be terminated in accordance with the terms and conditions contained in the Association Management Services Contract.

**SECTION 2.** Duties:

1. The executive director shall keep accurate accounts in a permanent ledger of all receipts and disbursements and shall submit such papers, books of account and check book to the secretary-treasurer for inspection at any time and for the annual audit or more often if requested to do so by the Board of Directors. A statement of receipts and disbursements shall be reported at least quarterly to the Board of Directors.
2. The executive director shall give at least ten days' written or electronic media notice to each member of the time and place of the regular general membership meetings and of special meetings of the Association.
3. The executive director shall record, preserve, file and distribute the proceedings of the general membership meetings of the Association and the Board of Directors.
4. The executive director shall conduct the correspondence of the Association in administrative matters, retain copies of all letters written on behalf of the Association, preserve and file communications received and shall report same at each Board of Directors meeting.

5. The executive director shall receive and make a record of all applicants for membership and present same to the Board of Directors at its next meeting; shall notify every person elected to membership and transmit to the new member a copy of the constitution, bylaws and code of ethics of the Association; shall report annually to the Board of Directors all members delinquent in the payment of dues and assessments; and shall note any deaths of Association members, provide notification to other members of the Association and arrange for suitable memorial.
6. The executive director shall direct the publicity and public relations of the Association and shall co-edit with designated members, publish and mail the Association's official publication.
7. The executive director shall assist all committees in their work. He/she shall, with the program committee, provide for and coordinate the exhibits, functions and registration at all meetings of the Association.
8. The executive director, unless excused by the president for good cause, shall attend all meetings of the Board of Directors and of the general membership.
9. The executive director shall perform other duties requested by the president and/or Board of Directors subject if necessary to renegotiations of his/her contract, and such other duties as are prescribed in these bylaws.
10. The executive director shall prepare, mail and receive ballots.

## **Article VII**

### **Delegates to the American Veterinary Medical Association**

**SECTION 1.** The Association's delegate and alternate delegate to the House of Delegates of the American Veterinary Medical Association shall be elected once every four years, with such election to take place at the same time as the election of other officers of the Association. The delegate and alternate delegate shall be eligible for reelection. The term of their office shall begin in the same calendar year of their election starting on the first day after the conclusion of the AVMA Annual Convention.

**SECTION 2.** The delegate and alternate delegate shall be (a) members of the Board of Directors and the Executive Board with the same franchise as other officers.

**SECTION 3.** If the office of delegate should become vacant by death, resignation or otherwise, the alternate delegate will automatically become the delegate until the next election.

**SECTION 4.** If the The Delegate to the AVMA shall be a member of the Board of Directors with voting power. The Alternate Delegate to the AVMA shall be a member of the Board of Directors with voting power. office of alternate delegate should become vacant by death, resignation or otherwise, the Association shall hold a special election among the membership for the purpose of electing an alternate delegate to fill that unexpired term.

## **Article VIII**

### **Board of Directors**

**SECTION 1.** The Board of Directors shall consist of the president, president-elect, immediate past president, vice president, secretary-treasurer, delegate to the AVMA, alternate delegate to the AVMA, seven (7) delegates from the five (5) designated regions, one (1) representative from each designated practice focus and two (2) at large appointees of the president during their term of office. The AVMA District II Representative is also a non-voting member of the Board of Directors. Eligibility for serving as a member of the Board shall require membership in good standing of the Association for a minimum period of two years.

**SECTION 2.** The following are the designated regions, the number of delegate seats available per region, and the counties each region embodies:

1. Region 1
  - a. One (1) delegate from Garrett, Allegany, Washington, or Frederick County
2. Region 2
  - a. Two (2) delegates from Carroll, Baltimore, Harford, or Cecil County

3. Region 3
  - a. Two (2) delegates from Montgomery, Howard, or Anne Arundel County
4. Region 4
  - a. One (1) delegate from Prince George's, Charles, Calvert, or St. Mary's County
5. Region 5
  - a. One (1) delegate from Kent, Queen Anne's, Talbot, Caroline, Dorchester, Wicomico, Somerset, or Worcester County

Should a delegate not be identified to represent a particular region, that seat may be opened to the general membership for the Nominating Committee to fill.

**SECTION 3.** The following are the designated practice focuses represented on the Board of Directors:

1. Board Certified Specialists
2. Equine Practice
3. Food Animal Practice
4. Government/Corporate/Academic
5. Small Animal Practice
6. Poultry/Avian/Exotic

**SECTION 4.** The president shall be chairman of this board.

**SECTION 5.** Board members shall be elected or appointed at least two months prior to the beginning of the Maryland Veterinary Medical Association's next fiscal year, with the terms of such election or appointment to begin on the first day of the Maryland Veterinary Medical Association's next fiscal year. The term of office of a Board member elected from a practice focus or a Board member representing a region shall be two consecutive years, such years to be concurrent with the Maryland Veterinary Medical Association's fiscal year. Board members elected to represent a region or practice focus may succeed themselves in office.

**SECTION 6.** In voting at meetings of the Board of Directors, each regional delegate and practice focus representative shall have the privilege of one vote. The presidential at large appointees shall likewise have the privilege of one vote each.

**SECTION 7.** Meetings shall be held at least two (2) times during the year. Designation of the time and place of meetings shall be by the president. A majority of board members shall be authorized to call a meeting. The entire board must be given ten days written or electronic media notice in advance of such a meeting.

**SECTION 8.** Members of the Association may attend meetings of the Board of Directors, but they shall have no vote and shall address that body only upon the invitation of the president.

**SECTION 9.** It is incumbent upon every member of the Board of Directors to be present at each meeting. Failure to attend 50% of meetings in any year will constitute cause for removal from office by a vote of the Board of Directors. In the case of a regional delegate or practice focus representative's removal from office in this manner, the selection of a successor is to be accomplished by election of the Board of Directors or appointment by the President.

**SECTION 10.** The functions and responsibilities of the Board of Directors shall be to act as a governing body for the Association, to authorize expenditures, to make budgetary commitments and special assessments, and to take charge of all funds, properties, etc., entrusted to their keeping, not otherwise provided. It shall be the duty of the Board of Directors to validate the credentials and sponsors of applicants for membership, and the applicants in person if this is deemed necessary.

**SECTION 11.** The Board of Directors may convene as a Board of Censors at any time, but only if there are eight (8) members of the Board present. The responsibilities and procedures for the conduct of the Board of Censors are described in Article XIII of these bylaws.

**SECTION 12.** The minutes of each meeting of the Board of Directors shall be kept by the executive director, and those of the Board of Censors by the Secretary-Treasurer, and presented at each succeeding meeting, together with the names of attending and absent members.

**SECTION 13.** The presence of eight (8) officers and directors at any meeting of the Board of Directors shall constitute a quorum.

**SECTION 14.** On occasion, it may be necessary for the Board of Directors to officially communicate via electronic medium such as telephone/ video conferencing, facsimile, or electronic mail. Any actions approved by the Board of Directors 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 Directors members.

### **Article IX Election of Officers**

**SECTION 1.** Election of elective officers shall be by ballot written or electronic in the following manner:

1. Independent nominations shall be solicited from the general membership and constituent groups 120 days prior to the Annual General Membership meeting. Each Independent Nomination shall include a completed official nomination form, nominee and candidate acceptance letter. All Independent Nominations must be received 60 90 days prior to the Annual General Membership meeting or according to the deadline shown in solicitation. Should no independent nominations be received; the Nominating Committee will be responsible for providing a list of candidates.
2. The nominating committee shall submit evaluate candidates for qualification and submit to the Board of Directors for review, 60 days prior to the Annual General Membership meeting, the names of candidates for all elective office as specified below:
  - a. President-Elect..... at least one name
  - b. Vice President..... at least one name
  - c. Secretary-Treasurer..... at least one name
  - d. AVMA Delegate..... at least one name, as required
  - e. AVMA Alternate Delegate..... at least one name, as required
  - f. Practice Focus Representative... at least one name per practice focus, as required
  - g. Regional Delegate ..... at least one name, as required
3. The nominating committee shall then submit the final list of candidates to the general membership, 45 days prior to the Annual General Membership meeting, the names of candidates for voting.
4. Voting shall take place via electronic survey. Such applicable survey program shall be decided by the Executive Director.
5. In case of a tie for any office, the Board of Directors shall elect one of the tied candidates by email vote produced and counted by the Executive Director.
6. The candidates with the highest number of votes for each office shall be declared as duly elected by the president.

### **Article X Meetings**

**SECTION 1.** There shall be one general membership meeting of the Association each fiscal year. The general membership meeting shall be held during the Annual Conference with the time and place fixed by the Board of Directors. The meeting shall be for the transaction of business and continuing education. Written and/or via electronic media notice of the date, time and place of each meeting shall be given to the membership of the Association at least forty-five (45) days in advance.

**SECTION 2.** A special business meeting of the general membership shall be called by the president when, in his/her opinion, the necessity exists or on a written request signed by fifteen members. The subjects to be discussed or affected at the said meeting shall be distinctly set forth in the said request. At least ten (10) days written or electronic 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. A quorum as defined in the bylaws shall be necessary for the transaction of the stated business.

**SECTION 3.** Ten per cent of the total active members on the membership roster present at any annual or special meeting of the Association shall constitute a quorum for the transaction of business. A quorum shall always be presumed to be present unless an actual count is requested.

## **Article XI Order of Business, Order of Decorum, External Appropriations and Policies**

**SECTION 1.** The order of business at the general membership meeting shall be at the discretion of the President in conjunction with the executive director. The installation of officers shall take place at the general membership meeting.

**SECTION 2.** 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 3.** All questions of order, whether in debate or otherwise, not herein specifically provided for shall be decided by Roberts Rules of Order.

**SECTION 4.** 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 5.** The order of business may be changed if announced at the beginning of the meeting.

## **Article XII Membership**

**SECTION 1.** The Association shall have members and such 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 Directors, 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 Ethics of Veterinary Medicine and this Association.
3. **OTHER MEMBERSHIP CATEGORIES** – Other types of membership shall be outlined in the Association's Membership Policy. The Board of Directors shall approve additional categories as deemed necessary to serve in the best interest of the veterinary profession in Maryland. Any new categories and the election and privileges of such membership categories shall be considered approved by a majority vote of the Board and will be reflected in the Association's Membership Policy.

**SECTION 2.** Application. Candidates for Active membership shall present a membership application to the Executive Director which shall state, among other things, the applicant's name, address, phone, email, education and professional field in which the applicant is engaged. All applications must be accompanied by the annual dues payment.

**SECTION 3** Voting and Privileges. All membership categories approved by Board of Directors shall have all the privileges of membership, be permitted to hold office for those elective offices for which they are eligible and vote unless otherwise specified in the Association Membership Policy.

### **Article XIII Dues, Suspensions, Dismissals and Reinstatements**

**SECTION 1.** All membership categories shall pay such annual dues as established and levied by the Board of Directors and reflected in the in the Association's Membership Policy. Annual dues for members during the first two years following graduation from veterinary college shall also be set by the Board of Directors in an amount that may be lower than that for active members, but beginning with the third year after graduation they shall pay the full amount of dues as for other active members.

A Multiple Veterinarian Practice may select, if available, a group discount under the terms and conditions set forth by the Board of Directors.

A College of Veterinary Medicine may select, if available, a group discount under the terms and conditions set forth by the Board of Directors.

**SECTION 2.** Special assessments may be levied by the Board of Directors at any time.

**SECTION 3.** Active and associate members in arrears for dues or assessments for one year shall be notified twice by the executive director and if said debts are not liquidated before the next meeting of the Board of Directors the delinquent shall be reported to the Board of Directors for suspension, expulsion or temporary abeyance of the indebtedness as the Board may decide.

**SECTION 4.** 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 XII of these bylaws.

**SECTION 5.** Membership may be terminated by resignation.

**SECTION 6.** Membership may be terminated by judicial action of the Association as hereinafter provided. The Board of Directors may convene as a Board of Censors at any time, but only if there are at least ~eight (8) qualified members present. The following procedure shall be used:

1. Complaints or charges against a member of the Association for improper, immoral or unprofessional conduct, a violation of the Association's Principles and Ethics or for conviction of a felony with regard to Federal or State laws, must be in writing and submitted to the Board of Directors who will, in turn, ask the Executive Board of Directors to investigate and resolve if possible.
2. If resolution of the complaint is not possible, by the Committee on Ethics and Grievances, the matter shall be submitted to the Board of Directors which 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 of Directors, convened as the Board of Censors, with legal counsel if desired, to respond to the charges and to show cause why he/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 of Directors present and voting. After the hearing the Executive Board of Directors may 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. In case any such complaint or charges shall be made against a member of the Board of Directors, such member shall be required to disqualify himself from voting at any meeting of the Board during which any discussion or action is taken with regard to the complaint or charges.

5. A member suspended or expelled may reapply for membership but his/her re-election shall require three-fourths vote of the Board of Directors.

#### **Article XIV Fees of Office**

**SECTION 1.** All offices held in this Association are hereby declared to be offices of trust and honor to which no fee or emolument is attached.

**SECTION 2.** Positions may be created or employees hired by the Board of Directors with approval by a majority of members present and voting at an annual meeting.

#### **Article XV 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 shall select and appoint the chairmen of these committees for a period of one year to coincide with the upcoming presidential year. The selection of chairmen for the ensuing year shall be made so that the announcement of appointments may be made at the annual Meeting.

**SECTION 2.** The president shall be empowered to appoint additional committees and or task forces delegated to perform special duties during the presidential year. The duties, members and chairmanship of special committees and task forces shall be provided to the Board of Directors in the president's announcement of their appointment.

**SECTION 3.** The annual reports of the standing and special committees, with the exception of the nominating committee, shall be filed with the executive director prior to the end of the current fiscal year. The executive director shall prepare and furnish to each member of the Board of Directors and new committee chairmen copies of all committee reports filed with him.

**SECTION 4.** In addition to the Executive Committee, the following are the standing committees of the Association:

1. Committee on Budget. The Committee on Budget shall consist of the president, president-elect, immediate past president, vice president and secretary-treasurer and the executive director. The committee shall be chaired by the president-elect. The committee shall analyze and study the financial affairs of the Association and shall present to the president-elect a proposed budget for the operation of the Association in the ensuing year. After approval by the Board of Directors, the final budget shall be announced to the general membership at the annual Meeting of the Association for approval and the final budget shall be published in the minutes of that meeting.
2. Nominating Committee. The Nominating Committee shall consist of no less than three (3) and no more than five (5) members in good standing, to be chaired by the President-Elect, and include the current Immediate Past President and one other current board member to be appointed by the standing President. The Nominating Committee is to consider members who are willing to assume the responsibility of elective offices if nominated and when elected. The committee is to present a slate of candidates for all elective offices of the Association by 6 months prior to the general membership meeting. It is the duty of the committee to contact and receive acceptance from individuals whom they believe to be worthy of nomination to the offices of elective positions.
3. Continuing Education Committee. The Continuing Education Committee shall encourage the development of and attendance at programs of the Association to keep members of the Association abreast of advances in the practice and science of veterinary medicine.
4. Public Relations Committee. The Public Relations Committee shall conduct an aggressive program among the membership and the public at large as to the activities and policies of the Association. This committee oversees technology – ie: website, facebook, twitter and all electronic and printed materials.
5. Membership Committee. The Membership Committee shall promote membership in the Association. It shall develop and implement plans to retain current members and attract new members.

6. Veterinary College Committee. The Veterinary College Committee shall act as a liaison between the Association and the Virginia-Maryland Regional College of Veterinary Medicine, and any additional veterinary colleges it deems beneficial, to promote the Association's interests concerning, but not limited to, admissions, curriculum, educational and training experiences, mentoring and career development.
7. Legislative Committee. The Legislative Committee shall oversee all legislative matters of the association. It shall work hand in hand with the association's Lobbyist and Executive Director.

**SECTION 5.** The committees and executive director shall consider all matters within the scope of their responsibility as may be defined by the president, Board of Directors or by resolution of the membership. The committees and executive director shall function in an advisory capacity to the president and Board of Directors, except for specific authorizations granted to them in the bylaws.

**SECTION 6.** The chairman of each committee shall be responsible for the activities and work of the committee and shall prepare an annual report due on a date to be established by the president and other reports as they may be needed. All reports must be typewritten and filed in final form with the executive director for approval by the Board of Directors.

## **Article XVI 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 unless they are amended by this Association. They can be adopted and amended by a majority vote of the Board of Directors.

## **Article XVII Amendments**

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

## **Article XVIII Indemnification**

**SECTION 1.** To the fullest extent permitted by law (Maryland code: Corporations and Associations § 2-418), the association shall indemnify each person (and his or her heirs, executors, administrators, and other legal representatives) who is or shall have been a Director or Officer of the Association against all liabilities and expenses (including the judgments, fines, penalties, and attorneys' fees and all amounts paid in compromise or supplement) reasonably incurred by any such Director or Officer arising out of any action, suit, or proceeding as a result of the any action taken by them or by their failure to take such action into capacity as Directors or Officers of this Association.

AS AMENDED  
September 26, 1996  
June 23, 2003  
November 6, 2003  
November 11, 2004  
June 27, 2005  
November 8, 2007  
November 12, 2009  
June 26, 2011  
June 29, 2014  
June 24, 2018  
April 26, 2021