

THE NEW YORK STATE VETERINARY MEDICAL SOCIETY, INC.

BYLAWS

Article I - Name and Purposes

Section 1. Name. The official name of the organization shall be The New York State Veterinary Medical Society, Inc., (the "Corporation"). The Corporation is organized and registered as a Not-for-Profit Corporation in accordance with the laws of New York State.

Section 2. Purposes. The purposes of this Corporation shall be:

- A. Advocacy activities to further develop the practice of veterinary medicine;
- B. To support the enactment of just and proper laws concerning veterinary medicine and the veterinary profession;
- C. Acting as the primary advocate for veterinary services on the state and federal levels;
- D. Providing services to its members which will assist them to improve the availability, accessibility and quality of veterinary medicine services; and
- E. To conduct such other activities as may be appropriate and as are consistent with the provisions of the New York Not-for-Profit Corporation Law for noncharitable corporations, as now in force or hereafter amended.

Section 3. Office. The office of the Corporation shall be located in the County of Albany, State of New York. The Corporation may also have offices at such other places located within and without the State of New York as the Executive Board may determine

Section 4. Compliance With Laws.

- A. Members shall not engage in any activity that is prohibited by federal or state antitrust laws, and all policies and activities of the Corporation will be consistent with federal and state antitrust laws and regulations.
- B. All policies and activities of the Corporation shall be consistent with the requirements of state and federal laws and regulations applying to not-for-profit corporations, including the requirement that the Corporation not be organized for profit and that no part of its net earnings shall inure to the benefit of any private individual.

Article II - Membership

Section 1. Classes of Membership. There shall be seven classes of membership in the Corporation: (A) Active, (B) Inactive, (C) Out Of State, (D) Retired, (E) Honorary, (F) Distinguished, and (G) Student.

- A. 1. **Active Members** shall be graduates of veterinary colleges who reside and/or practice in New York State.
- 2. Active Members must be members in good standing of a Regional Veterinary Medical Association affiliated with the Corporation, or an Integrated Regional Chapter within the Corporation, having jurisdiction in the area in which they practice or in which they reside, or to another Regional Veterinary Medical Association, or Integrated Regional Chapter, that has accepted them to membership with the consent of the Regional Veterinary Medical Association, or Integrated Regional Chapter, that has jurisdiction in the area in which they practice or in which they reside.
- 3. Active Members are qualified to hold office in the Corporation, to vote on all matters referred to the membership regarding the Corporation, and to exercise all privileges extended to Members of the Corporation.
- 4. Active Members are required to pay annual dues.
- B. 1. **Inactive Members** shall be those Active Members in good standing who cease practicing in the State of New York for a period of at least six months, but not exceeding five years, except that these times may be altered by special permission of the Executive Board, and provide notice of their intention to cease practicing the profession to the Corporation.
- 2. Inactive Members must be members in good standing of a Regional Veterinary Medical Association, affiliated with the Corporation, or an Integrated Regional Chapter within the Corporation, having jurisdiction in the area in which they practice or in which they reside at the time they cease practicing, and they must provide the Regional Veterinary Medical Association, or the Integrated Regional Chapter, as applicable, notice of their intention to cease practicing the profession.
- 3. Inactive Members may not hold office in the Corporation, and do not retain their voting rights in the Corporation, but retain all other membership privileges extended to Members of the Corporation.
- 4. Inactive Members are not required to pay annual dues.
- C. 1. **Out of State Members** shall be graduates of veterinary colleges who reside and/or practice in a state or province outside New York State.
- 2. Out of State Members are not required to be members of any of the Regional Veterinary Medical Associations affiliated with the Corporation, or Integrated Regional Chapter.
- 3. Out of State Members may not hold office in the Corporation, and do not have voting rights in the Corporation, but can exercise all other membership privileges extended to Members of the Corporation.
- 4. Out of State Members are required to pay annual dues.

- D. 1. **Retired Members** shall be those Members who were Active Members in good standing for at least twenty years, who have retired and ceased regular employment as a veterinarian.
2. Retired Members must be members in good standing of a Regional Veterinary Medical Association affiliated with the Corporation, or an Integrated Regional Chapter, having jurisdiction in the area in which they practice or in which they reside, at the time they request Retired Membership in the Corporation. The nomination to Retired Membership must be referred to the Executive Board by either the Regional Veterinary Medical Association, or the Integrated Regional Chapter, to which the Member belongs, and approved by the Executive Board.
3. Retired Members are qualified to hold office in the Corporation, to vote on all matters referred to the membership pertaining to the Corporation, and to exercise all privileges extended to members of the Corporation.
4. Retired Members are not required to pay annual dues.
- E. 1. **Honorary Members** are those persons who have contributed to the advancement of veterinary medicine, and have been extended Honorary Membership to commemorate that contribution.
2. Honorary Membership is granted to a qualified individual upon recommendation to and approval by the Executive Board.
3. Honorary Members may not hold office in the Corporation, and do not have voting rights in the Corporation, but are entitled to attend all meetings of the Corporation and participate in deliberations.
4. Honorary Members are not required to pay annual dues.
- F. 1. **Distinguished Members** shall be those Active Members or Retired Members in good standing who have made significant contributions to the profession of veterinary medicine or to the Corporation.
2. Distinguished Membership is granted to a qualified Member upon nomination by a Regional Veterinary Medical Association or Integrated Regional Chapter, as applicable, or other qualifying organization to which they belong, and approval by the Executive Board.
3. Distinguished Members are qualified to hold office in the Corporation, to vote on all matters referred to the membership pertaining to the Corporation, and to exercise all privileges extended to Members of the Corporation.
4. Distinguished Active Members are required to pay dues. Distinguished Retired Members are not required to pay dues.

- G. 1. **Student Members** shall be those residents of New York State who are enrolled in an educational program leading to a degree of Doctor of Veterinary Medicine, or those students enrolled in a college in New York State in a program leading to a degree of Doctor of Veterinary Medicine.
2. Student Members shall be members in good standing of the Student Chapter of the American Veterinary Medical Association at the college where they are enrolled.
3. Student Members may not hold office and do not have individual voting rights, but are entitled to attend all meetings of the Corporation, and participate in deliberations. Student Members shall annually elect a voting representative of all Student Members of the Corporation, who shall serve on the Executive Board. The representative of the class of student members shall be in attendance at a veterinary school in New York State.
4. Student Members are not required to pay annual dues.

Section 2. Ethical Requirements for Membership. All Members of the Corporation shall be persons whose professional conduct meets the requirements of the Code of Ethics of the Corporation and of the American Veterinary Medical Association.

Article III - Meetings

Section 1. Meetings.

- A. Annual Meeting. The Corporation shall convene a meeting of Members at least once per year and this meeting shall be the Annual Meeting. The time, place and duration of the Annual Meeting shall be established by the Executive Board. The Executive Board shall provide for a report to be presented to the Members at this meeting that shall include a full report of the Corporation's finances, including a report of assets and liabilities and changes in the amount of assets and liabilities over the previous year, revenue and expenses, number of current Members and the change in the number of Members over the previous year. The Executive Board may direct the President and Treasurer, or other officers of the Corporation, to present this report to the membership.
- B. Special Meetings. Special meetings of the Corporation may be called at any time by the Executive Board, by a majority vote, or upon written request of fifty Active Members of the Corporation, among whom are Active Members of at least fifty percent of the Regions. The purposes for which any special meeting is called must be clearly stated in the Executive Board vote or written request for the meeting and no business shall be transacted at a special meeting other than the purposes specified in that vote or written request.

Section 2. Notice of Meetings. Notice of any meeting of the Members shall be sent to the Members at least ten days prior to the meeting date.

Section 3. Quorum. A quorum for the transaction of business at a meeting of the Members shall be at least one hundred voting members of the Corporation, present in person or by proxy.

Section 4. Vote. Every current Member in a membership class entitled to vote on matters presented to the membership shall have one vote at any meeting of the Members. The approval of a majority of Members present at any meeting in person or by proxy and entitled to vote shall be required to approve any action presented to the Members at a meeting.

Article IV - Officers; Duties; Nomination and Election

Section 1. Officers. The officers of the Corporation shall be the President, President-elect, Immediate Past President, Treasurer, Delegate to the American Veterinary Medical Association, and Alternate Delegate to the American Veterinary Medical Association. The officers of the Corporation as of the date these Bylaws are adopted, shall serve until their successors are elected and qualified, according to the following provisions of these Bylaws.

A. President.

1. The President shall be the chief ~~executive-elected~~ officer of the Corporation. The President shall be a member of the Executive Board and shall chair the board, and shall preside at all board meetings and meetings of the membership. The President shall recommend the appointment of the chairs and members of the committees created by these Bylaws, and shall serve as an ex-officio member of each committee.
2. The President shall assume the office of President after serving as President-elect.
3. The President's term of office shall begin on January 1 after having completed a term as President-elect. The President shall serve for ~~one year~~two years, until his or her successor is elected and qualified.

B. President-elect.

1. The President-elect will consult with and advise the President on matters relating to the conduct of the business of the Corporation. The President-elect shall fulfill the duties of the President in the absence of the President and the Immediate Past President, whether temporary or permanent. The President-elect shall be a member of the Executive Board.
2. The President-elect shall be elected by the membership.
 - a. The Nominating Committee appointed in accordance with these Bylaws shall consider proposed candidates for the office of President-elect submitted by either a Region, or by an individual wishing to be considered as a candidate for this office. Names and information required by the Nominating Committee shall be submitted to the committee by February 1 in the year when the election will be held.
 - b. The Nominating Committee shall interview all proposed candidates and shall prepare a written ballot with the names of the candidate or candidates it determines to be best qualified to serve in the next two years as the President-elect of the Corporation, who have expressed a willingness to serve if elected. No more than four candidates shall appear on any ballot.

c. Notice of the candidate or candidates shall be sent to all Members of the Corporation at least sixty days before the Annual Meeting of the Corporation. The President-Elect shall be elected by the membership, by majority vote of the Members attending the Annual Meeting of the Corporation. If two candidates are tied for the highest number of votes, the Executive Board shall be authorized to cast the deciding vote.

3. The President-elect's term of office shall begin on January 1 after having been elected by the membership. The President-elect shall serve for ~~one year~~two years, until his or her successor is elected and qualified.

C. Immediate Past President.

1. The Immediate Past President will provide such advice and assistance to the President as requested by the President or the Executive Board. The Immediate Past President shall fulfill the duties of the President in the absence of the President. The Immediate Past President shall be a member of the Executive Board.

2. The Immediate Past President shall have been previously elected as President-elect by the membership, and shall have served ~~a one-year term~~ as President immediately preceding the year in which he or she serves as Immediate Past President.

3. The Immediate Past President's term of office shall begin on January 1 after having completed ~~a one-year~~ term as President of the Corporation. The Immediate Past President shall serve for ~~one year~~two years, until his or her successor is elected and qualified.

D. Treasurer.

1. The Treasurer shall be the chief fiscal officer of the Corporation and shall serve as Chair of the Budget, Finance and Audit Committee created by these Bylaws. The Treasurer shall be a member of the Executive Board. The Treasurer shall have responsibility of overseeing the annual revenue and expenditures of the Corporation, and reviewing the investment and reinvestment of the funds of the Corporation for compliance with the Corporation's investment policy. As Chair of the Budget, Finance and Audit Committee, the Treasurer shall ensure that the committee oversees an annual audit of the Corporation's accounting and financial reporting processes, and its financial statements by a certified public accountant approved by the Executive Board, reviews the findings of that audit with the auditor and prepares a report to the Executive Board.

2. The Treasurer shall be elected by the membership, by majority vote of the Members attending the Annual Meeting of the Corporation. The Executive Board shall act as the nominating body for the office of Treasurer, but any additional nomination for this office may be made from the floor at the Annual Meeting.

3. The Treasurer's term of office shall begin on January 1 after having been elected by the membership. The Treasurer will serve for three years, until his or her successor is

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elected and qualified. The Treasurer may be re-elected twice in succession, thereby possibly serving consecutively for a period of nine years, in accordance with the procedures set forth in these Bylaws. If the Treasurer is initially elected to fill an unexpired term of the previous Treasurer, this will have no effect on the potential to serve the full nine year period beginning with the first term after completion of the unexpired term.

E. Delegate to the American Veterinary Medical Association.

1. The Delegate to the American Veterinary Medical Association shall represent the Corporation, as directed by the Executive Board, at meetings of the American Veterinary Medical Association. The Delegate to the American Veterinary Medical Association shall be a member of the Executive Board.
2. The Delegate to the American Veterinary Medical Association shall be elected by the membership, by majority vote of the Members attending the Annual Meeting of the Corporation. The Executive Board shall act as the nominating body for the office of Delegate to the American Veterinary Medical Association, but any additional nomination for this office may be made from the floor at the Annual Meeting.
3. The term of office of the Delegate to the American Veterinary Medical Association shall begin on January 1 after having been elected by the membership. The Delegate to the American Veterinary Medical Association shall serve for four years, until his or her successor is elected and qualified. The Delegate to the American Veterinary Medical Association may be re-elected for one additional four-year term in accordance with the procedures set forth in these Bylaws but may not serve more than two full terms in this office, or a total of ten years in this office if the Delegate to the American Veterinary Medical Association has been initially elected to fill an unexpired term of the prior Delegate to the American Veterinary Medical Association.

F. Alternate Delegate to the American Veterinary Medical Association.

1. The Alternate Delegate to the American Veterinary Medical Association shall represent the Corporation at meetings of the American Veterinary Medical Association in the absence of the Delegate to the American Veterinary Medical Association, as directed by the Executive Board. The Alternate Delegate to the American Veterinary Medical Association shall be a member of the Executive Board.
2. The Alternate Delegate to the American Veterinary Medical Association shall be elected by the membership, by majority vote of the Members attending the Annual Meeting of the Corporation. The Executive Board shall act as the nominating body for the office of Alternate Delegate to the American Veterinary Medical Association, but any additional nomination for this office may be made from the floor at the Annual Meeting.
3. The term of office of the Alternate Delegate to the American Veterinary Medical Association shall begin on January 1 after having been elected by the membership. The Alternate Delegate to the American Veterinary Medical Association shall serve for four

years, until his or her successor is elected and qualified. The Alternate Delegate to the American Veterinary Medical Association may be re-elected for one additional four-year term in accordance with the procedures set forth in these Bylaws but may not serve more than two full terms in this office, or a total of ten years in this office if the Alternate Delegate to the American Veterinary Medical Association has been initially elected to fill an unexpired term of the prior Alternate Delegate to the American Veterinary Medical Association.

Article V - Executive Board

Section 1. Executive Board. The Board of Directors of the Corporation shall be known as the Executive Board of the Corporation. The Executive Board shall serve as the administrative body of the Corporation.

Section 2. Membership. The Executive Board shall consist of the President, President-elect, Immediate Past President, Treasurer, Delegate to the American Veterinary Medical Association, Alternate Delegate to the American Veterinary Medical Association, a representative of the class of Student Members elected by a majority of those members participating in the vote for a Student representative, and a representative from each Region as further provided in these Bylaws.

Section 3. Meetings.

- A. Regular meetings of the Executive Board shall be held at the call of the President, but at least four meetings shall be held annually, one during each quarter of the calendar year.
- B. Special meetings of the Executive Board may be called at any time by the President. A special meeting of the Executive Board shall be held if there is a written request for a meeting submitted by at least five regional representatives who serve on the Executive Board.

Section 4. Notice of Meetings. Notice of any regular meeting of the Executive Board shall be sent to the members of the Board at least ten days prior to the meeting date. Notice of any special meeting of the Executive Board shall be sent to the members of the Board at least three days prior to the meeting date. An agenda for the conduct of business at the meeting shall be provided to the Executive Board before the meeting.

Section 5. Quorum. A quorum for the transaction of business at a meeting of the Executive Board shall be at least ten members of the Board, representing at least fifty percent of the Regions. Any one or more members of the Executive Board may participate in a meeting of the Board by means of a conference telephone or similar telecommunications or electronic video equipment allowing all persons participating in the meeting to hear each other at the same time, and to fully participate in the meeting.

Section 6. Vote. Each officer who serves on the Executive Board shall serve as an at-large representative of the membership and shall have one vote on matters presented to the Executive Board. The representative of the class of Student Members elected by that class of members shall have one vote. To assure representation of affiliated Regional Veterinary Medical Associations and Integrated Regional Chapters, in proportion to the membership in each, the vote of each

regional representative of the Regional Veterinary Medical Association or Integrated Regional Chapter shall have a weighted value, as follows: for each fifty voting members, or fraction thereof, each Regional Veterinary Medical Association or Integrated Regional Chapter shall be entitled to one vote. The voting rights of each Regional Veterinary Medical Association or Integrated Regional Chapter, shall be approved by the Executive Board annually, and adopted at the last meeting of the prior calendar year for the next year. The weighted vote of a majority of the Executive Board present at any meeting in person or by conference telephone, telecommunications or electronic video equipment shall be required to approve any action presented to the Executive Board.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

Section 8. Duties of the Executive Board.

- A. The Executive Board, as the administrative body of the Corporation, shall have the responsibility of directing all matters pertaining to the administrative and business affairs of the Corporation.
- B. The Executive Board shall oversee all financial affairs of the Corporation including the investment and reinvestment of the assets of the Corporation, and shall provide for an annual report on the Corporation's finances that will be delivered to the Members at the Annual Meeting.
- C. The Executive Board shall annually approve a budget for the Corporation's operations in the next calendar year that will be presented to the Members at the Annual Meeting preceding the beginning of that year.
- D. The Executive Board shall annually establish the amount of dues that will be charged to the Members of the Corporation in any class of membership that requires the payment of dues, and the schedule for billing and payment of dues. Dues amounts may differ for different classes of membership. The Executive Board may adopt special dues exemptions for Members who are recent graduates of veterinary colleges, or for other reasons approved by the Executive Board.
- E. The Executive Board may approve a special assessment upon some or all classes of Members for a single, specified purpose. Any such assessment will be billed to Members as part of their annual dues.
- F. The Executive Board may select and employ an Executive Director, or enter into an agreement with a professional management organization to provide the services of an Executive Director, and it shall be responsible for the delegation of duties to that individual or organization. The Executive Director serves as the Chief Executive Officer of the corporation. The Executive Director shall not be a member of the Executive Board, or have any voting rights on the Board.

G. The Executive Board may appoint an individual who is employed or retained by the Corporation to act as Secretary of the Corporation. The Secretary so appointed shall not be a member of the Executive Board, or have any voting rights on the Board.

H. Any member of the Executive Board may be removed for cause by vote of the members that elected that director or officer. The Executive Board may vote to suspend the authority of an officer to fulfill the office to which he or she was elected if there is cause to do so.

Section 9. Executive Committee. The President's Council, consisting of the current President, President-elect, Immediate Past President and Treasurer, shall be appointed annually by vote of a majority of the entire Executive Board as the Executive Committee of the Executive Board, and may take action for the Executive Board when the Executive Board is not in session, except as otherwise provided below. The majority vote of the President's Council shall be required to adopt any action, policy or procedure upon which the President's Council is authorized to act. The President's Council shall have the authority of the Board, except that the President's Council shall not have any authority as to the following:

- a) Submission to Members of any action requiring Members' approval;
- b) Filling of vacancies in the Executive Board or in any committee;
- c) Fixing of compensation of the Members for serving on the Board or on any committee;
- d) Amendment or repeal of these Bylaws or the adoption of new Bylaws;
- e) Amendment or repeal of any resolution of the Board which its terms shall not be so amendable or repealable;
- f) Election or removal of Officers and Members;
- g) Approval of a merger or plan of dissolution;
- h) Adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation or, if there are no Members entitled to vote, the authorization of such transaction; or
- i) Approval of amendments to the certificate of incorporation.

Section 10. Responsibility of Members of the Executive Board; Liability for Actions. All members of the Executive Board shall act in good faith and with the diligence, care and skill which ordinarily prudent persons would exercise in similar circumstances. No member of the Executive Board shall act on any matter that would benefit that member individually.

Section 11. Indemnification; Liability Insurance. Each Executive Board Member, including any person whose term on the Board has expired, shall be indemnified by the Corporation against any and all expenses actually or necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of his or her having been a member of the Executive Board of the Corporation, except for any matter in which he or

she shall be found to be liable for negligence or misconduct in the performance of his or her duties. The Corporation shall provide liability coverage for all Executive Board Members that will protect them from any loss or expense incurred, including reasonable attorney's fees, for all acts taken by them in the exercise of their duties. No such coverage shall be provided for any action of any member of the Executive Board taken in bad faith or with deliberate dishonesty, or by which the Board member received a personal profit or advantage, financial or otherwise.

Article VI - Regional Veterinary Medical Associations and Integrated Regional Chapters

Section 1. Regional Veterinary Medical Associations and Integrated Regional Chapters. There shall be twelve regions within the Corporation (individually "Region" or collectively "Regions"), as described further below in this Article VI, Section 1. There may be one Regional Veterinary Medical Association affiliated with the Corporation in each of the Regions, and if there is not, such Regions shall be an Integrated Regional Chapter within the Corporation. Integrated Regional Chapters operate pursuant to policies and procedures approved by the Executive Board. The Regions of the Corporation are:

- A. Capital District
Counties: Albany, Columbia, Fulton, Greene, Hamilton, Montgomery, Rensselaer, Saratoga, Schenectady, Warren, Washington.
- B. Catskill Mountain
Counties: Chenango, Delaware, Otsego, Schoharie
- C. Central New York Counties: Cayuga, Herkimer, Jefferson, Lewis, Madison, Oneida, Onondaga, Oswego
- D. Finger Lakes
Counties: Livingston, Ontario, Seneca, Wayne, Yates
- E. Genesee Valley
Counties: Monroe, Orleans
- F. Hudson Valley
Counties: Dutchess, Orange, Putnam, Sullivan, Ulster
- G. Long Island
Counties: Nassau, Suffolk
- H. New York City
Counties: Bronx, Kings, New York, Queens, Richmond
- I. Northern New York
Counties: Clinton, Essex, Franklin, St. Lawrence
- J. Southern Tier
Counties: Broome, Chemung, Cortland, Schuyler, Steuben, Tioga, Tompkins

K. Westchester/Rockland
Counties: Rockland, Westchester

L. Western New York
Counties: Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Wyoming

Section 2. Regional Association Agreement. Each Regional Veterinary Medical Association is required to have received the approval of the members of the Regional Association to affiliate with the Corporation, and to have entered into an agreement with the Corporation outlining the terms of that affiliation.

Section 3. Regional Association Qualifications. In order to remain affiliated with the Corporation, a Regional Veterinary Medical Association must maintain a membership of twenty-five or more Active Members, and shall require all members of the regional association who are eligible for membership in the Corporation to apply for and maintain such membership.

Section 4. Regional Association Bylaws. Regional Veterinary Medical Associations shall maintain Bylaws having the same membership categories as those contained in the Bylaws of the Corporation, except for the class of Student Members, and which otherwise conform to these Bylaws. Regional Association Bylaws shall provide for the association to hold meetings of their Board of Directors at least 4 times per year. and

Section 5. Regional Representative. Members of each Region shall elect a Regional Representative to the Corporation and an Alternate Regional Representative, who will serve as the Regional Representative in the absence of the Regional Representative. The Regional Representative elected by the Regional Association or Integrated Regional Chapter, shall be a member of the Executive Board of this Corporation and shall represent the members of the Regional Association, or Integrated Regional Chapter, as applicable, on the Executive Board. The term of office of the Regional Representative shall be four years, beginning on January 1 after his or her election, and he or she may not serve more than two full terms in this office, or a total of ten years in this office if the Regional Representative has been initially elected to fill an unexpired term of the prior Regional Representative. This Regional Representative's term limit shall include the time he or she served in this capacity as part of the Executive Board of The New York State Veterinary Medical Society Educational Fund, Inc. (previously known as "New York State Veterinary Medical Society").

Section 6. Formation of New Regional Association. Any group of members within an affiliated Regional Association may, if they so desire, form a regional association, provided that such action will not cause the loss of affiliation of an established Regional Association. Such association, if it meets the requirements of Section 3 and 4 above, shall apply to the Executive Board for affiliation. Such an application shall be accompanied by a copy of the Bylaws of the new organization. If upon due consideration of the request and accompanying documents, the Executive Board approves the application, the Executive Board shall accept the organization as an affiliated Regional Veterinary Medical Association, and upon execution of an agreement as required by Section 2 of this Article it shall be deemed an affiliated Regional Veterinary Medical Association, and the Executive Board shall recommend that the Bylaws of the Corporation be amended at the

next Annual Meeting to provide for the addition of this organization as a Regional Veterinary Medical Association affiliated with the Corporation.

Section 7. Termination of Affiliation. If any affiliated Regional Veterinary Medical Association ceases to comply with the provisions of this Article governing the activities of affiliated Regional Veterinary Medical Associations or of the agreement executed between the Regional Association and the Corporation, the Executive Board will consider a vote to terminate the affiliated status of that organization, and may terminate the agreement between the Corporation and the Regional Association. If any affiliated Regional Veterinary Medical Association no longer wishes to be affiliated with the Corporation, and the members of that Regional Veterinary Medical Association vote to terminate the affiliation, the Executive Board shall honor that request and vote to terminate the affiliated status of that organization and the agreement between the Corporation and the Regional Association. A vote to terminate the affiliation of a regional association shall be effective immediately, or as provided in the vote, and the Executive Board shall recommend that the Bylaws of the Corporation be amended at the next Annual Meeting to provide for the deletion of this organization as a Regional Veterinary Medical Association affiliated with the Corporation.

Article VII - Committees

Section 1. Committees. In addition to the Executive Committee authorized by Section 9 of Article V of these Bylaws, the Executive Board shall annually appoint the following standing committees and subcommittees of the Board, each of which shall consist of at least three (3) Members of the Executive Board:

~~A. Committee on Structure and Governance, which shall include the following subcommittees:~~

~~1. Bylaws~~

~~2. Budget, Finance and Audit~~

~~3. Nominations and Leadership Development~~

~~4. Management Relations~~

~~B. Committee on Marketing and Communications, which shall include the following subcommittees:~~

~~1. Hall of Veterinary Health~~

~~2. Cornell College of Veterinary Medicine~~

~~C. Committee on Member Services, which shall include the following subcommittees:~~

~~1. Committee for Leadership Advancement~~

~~2. Member Development~~

~~3. Awards and Recognition~~

~~4. Peer Review~~

~~5. Disaster Preparedness / Emergency Response Coordination~~

~~6. Veterinary Facility Accreditation Program~~

~~7. Licensed Veterinary Technicians~~

~~D. Committee on Government Relations, Legislation and Advocacy, which shall include the following subcommittees:~~

~~1. Animal Welfare~~

~~2. Empire State Council of Agricultural Organizations~~

~~3. Veterinary Political Education Committee~~

~~4. Not for Profits and Shelters~~

~~5. Grassroots Legislative Network~~

~~E. Committee on Diversity of Practice, which shall include the following subcommittees:~~

~~1. Large Animal / Food Production~~

~~a. Subgroup on Food Animal Production~~

~~b. Subgroup on Equine~~

~~2. Specialty Practice~~

~~F. Committee on the Academy of Veterinary Medicine, which shall include the following subcommittees:~~

~~1. New York State Veterinary Conference~~

~~2. Academy for Veterinary Practice (Continuing Education)~~

~~3. CE Course Review Board~~

Section 2. Appointment and Authority. Each committee created by these Bylaws shall have those powers and duties delegated to it by the Executive Board. The Chair and the members of each committee and subcommittee shall be recommended by the President and appointed by the Executive Board, and shall serve for a term not to exceed one year but ending on December 31 of the year in which they were appointed. Chairs and members of committees may be reappointed for subsequent terms. Committee Chairs are not members of the Executive Board.

Section 3. Additional Committees. Additional committees may be appointed by the Executive Board for specific purposes, as defined by the Executive Board. The Executive Board may terminate any committee so created when the committee has completed the work assigned to them. Members of these additional committees shall be appointed by the President, with the consent of the Executive Board, and shall serve for a term not to exceed one year but ending on December 31 of the year in which they were appointed. Chairs and members of committees may be reappointed for subsequent terms by the President.

Article VIII - Ethics and Professional Conduct

The Code of Ethics of the American Veterinary Medical Association shall constitute the ethical standards of the Corporation. However, if any provision of said Code of Ethics should be inconsistent with any of the laws and regulations of the State of New York relating to professional conduct by veterinarians, then, in those respects and to that extent, the latter shall be controlling. The membership of any Member of the Corporation may be terminated if it is determined by the New York State Education Department that the Member has engaged in misconduct relating to the profession of veterinary medicine and official action has been taken against the Member by the Regents of the State of New York.

Article IX - Dissolution and Distribution of Assets

Section 1. Dissolution. In accordance with the provisions of the New York Not-for-Profit Corporation Law, the Corporation may be terminated and dissolved by:

- A. A vote of two-thirds (weighted vote) of the Executive Board, which shall be taken upon a determination by the Board it is impractical or economically unjustified to continue the operation of the Corporation, and which shall be evidenced by a written resolution of the Board, including a plan for dissolution adopted by the Board, and delivered to all of the members; and
- B. A majority vote of the Members entitled to vote on the resolution proposed to the Members, or such other membership vote authorized by law.

Section 2. Payment of Obligations. Upon the approval of a resolution by the Members authorizing the dissolution of the Corporation, the Executive Board shall conclude the affairs of the Corporation promptly, which shall include payment of all debts and obligations of the Corporation, including expenses of dissolution, as provided in the plan for dissolution.

Section 3. Distribution of Assets Upon Dissolution. Any assets of the Corporation remaining after all debts and liabilities of the Corporation are paid, shall be paid into the endowment fund establishing the New York State Veterinary Medical Society Scholarship at Cornell University College of Veterinary Medicine, subject to the approval of the New York State Attorney General's Office, or if required, a Justice of the Supreme Court of the State of New York.

Article X - Amendment

These Bylaws may only be amended by an affirmative vote of the Members of the Corporation. An amendment to the Bylaws must be approved by a majority of voting Members present in person

or by proxy at an Annual Meeting of the Members, or at a Special Meeting of Members. All proposed amendments shall be available in writing to Members at least thirty days before the Annual Meeting, or Special Meeting of Members, at which a vote on the amendment will be held.