

BYLAWS OF THE CAPITAL AREA VETERINARY MEDICAL ASSOCIATION

Adopted September 13, 2016

Amended February 3, 2018

The Capital Area Veterinary Medical Association has two (2) governing documents. The Bylaws set out the purposes and general organizational structure for CAVMA. The Policies Manual details how CAVMA operates in order to meet the purposes stated in the Bylaws.

ARTICLE I- Name

The name of this organization shall be the CAPITAL AREA VETERINARY MEDICAL ASSOCIATION, a non-profit corporation, incorporated in the State of Texas, hereinafter referred to as CAVMA.

ARTICLE II –Location and Duration

The principle office of CAVMA shall be Austin, Texas in Travis County. The duration of CAVMA shall be perpetual.

ARTICLE III- Purpose and Objectives

The purpose and objectives of CAVMA shall be:

- a. To provide continuing education to the members in order to advance the art and science of veterinary medicine;
- b. To promote high educational, ethical, and moral standards within the veterinary profession;
- c. To educate the public concerning animal health and its relationship to human health;
- d. To supply a medium of exchange and cooperation among its members.

ARTICLE IV – Property

CAVMA is not formed for pecuniary profit or gain and no money or properties received by the CAVMA shall be paid to any member, or to any person, during the life of the CAVMA, except as compensation for property or services rendered.

ARTICLE V- Membership

Section 1. Qualifications

Membership in CAVMA shall consist of veterinarians (except for Special Membership classes as specified by Policies) who:

- a. Have submitted the full amount of annual dues; and
- b. Agree to comply with CAVMA Bylaws and Policies; and
- c. Have graduated from a college of veterinary medicine.

Section 2. Classes of Membership

The Board of Directors shall create various classes of voting, non-voting, and special membership established in the same manner as required to amend these Bylaws.

Section 3. Meetings of the Membership

- a. The Annual Meeting of the Membership shall be held each year in the month of October for the election of Officers and the transaction of any necessary business.
- b. Special meetings of the membership may be called by the President at his or her discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. Notices of special meetings shall state the matters to be considered.
- c. At least one month's notice of the annual or any special meeting shall be given.
- d. The quorum for transaction of business is 10% of the membership.
- e. A majority vote of those voting is necessary to transact any business brought before the membership, including the election of officers, except as otherwise noted in these bylaws.

Section 4. Removal from Membership

The following shall constitute sufficient reason for removal from membership:

- a. For non-payment of dues. A member more than three (3) months in arrears shall be suspended from CAVMA. Upon payment of dues for the current year, the suspended member may be reinstated.
- b. For non-compliance with CAVMA Bylaws and Policies.
- c. Voluntary withdrawal. A member may withdraw from CAVMA in writing and removal will be effective from the time the letter is received.
- d. The Board of Directors, by a two-thirds (2/3) majority vote of all its members, may terminate membership of any individual due to conduct unbecoming a member of CAVMA. Removal is effective immediately upon tabulation of the vote if vote is to affirm removal of member.
- e. Any member, at a regularly scheduled meeting, may call for termination of membership of any individual due to conduct unbecoming a member of CAVMA. The member is removed by majority vote of the voting members. Removal is effective immediately upon tabulation of the vote if vote is to affirm removal of member.

ARTICLE VI – Board of Directors and Officers

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President. The term of office is January 1 through December 31 commencing the first day of the month of January subsequent to the member's election.

Section 1. Eligibility

One year of membership, immediately prior to election, is required to be eligible to serve as a member of the Board of Directors.

Section 2. Nominations and Elections

The officers are nominated and elected as follows:

- a. Any veterinarian who is a member in good standing of CAVMA may be nominated by another member in good standing, the Nominating Committee, or may self-nominate.
- b. Nominations must be submitted no later than the regularly scheduled October meeting.
- c. Nominations may be submitted from the floor at the regularly scheduled October meeting or may be submitted in writing to the Nominating Committee.
- d. Nominees must affirm a desire to serve.
- e. In the event an individual is nominated for more than one office, only one nomination may be accepted. The nominee's preference will determine for which office the nominee is a candidate.
- f. If no one is nominated for the office of President, the incumbent shall be offered another term without election.
- g. Should there be no nominee for any office other than President, the incumbent shall be offered another term without election. Should incumbent be unwilling to serve, the President may:
 1. name any member in good standing to serve; or
 2. absorb the duties of the vacant office until the position is filled.
- h. Election ballots shall be mailed, distributed, or sent via electronic means to all voting members at or before the regularly scheduled November meeting. Completed ballots must be received no later than twenty-one (days) after the date on which the ballots were distributed to members.
- i. The nominee receiving the highest number of votes for each office shall be certified to that office.
- j. Ballots shall be tabulated no later than the conclusion of the regularly scheduled December meeting.
- k. Results of election shall be announced immediately upon final tabulation.

Section 3. Meetings

The Board shall hold at least (1) regular meeting annually, which shall be known as the Annual Meeting, and any other regular meetings to be designated by the president in a notice to the Board. Special meetings may be called by any two (2) officers with telephone or written notice, including notice by electronic mail. The notice of any meeting shall state the date, time, and place of such meeting.

Section 4. Notice and Waivers of Notice

Notice of each regular meeting of the board must be given at least two days prior to the date of the meeting. Whenever notice is required to be given to any Director under any provision of law, the Certificate of Formation, or these Bylaws, a written waiver signed by each Director entitled to such notice, whether before or after the time stated in the notice is

equivalent to giving notice. The presence of any Director at a meeting, whether in person or by telephone conference who does not object to the lack of notice is considered to have waived notice of the meeting.

Section 5. Quorum and Voting

Unless a greater proportion is required by law, a quorum is a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present unless otherwise specified in the Bylaws.

Section 6. Action Without a Meeting

Any action required or permitted to be taken by the board of directors under the Texas NonProfit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting if a majority of directors individually and collectively consent in writing, setting for the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the board.

Section 7. Participation in Meeting by Conference Telephone

Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Section 8. The Board of Directors shall:

- a. Direct all business to uphold the purpose and objectives of the organization.
- b. Practice due diligence in all business of CAVMA.
- c. Supervise and care for the assets and property of CAVMA, with complete charge of its financial records and property, if applicable.
- d. Assist as needed in the Treasurer's preparation of a budget.
- e. Approve the annual budget.
- f. Make specific expenditures.
- g. Establish the amount of the annual dues to be remitted by the individual members
- h. Carry out the provisions of the CAVMA By-Laws.
- i. Meet as directed by the President.
- j. Create and maintain a Policies Manual. The inception of and changes to the Policies Manual shall be approved by a majority vote of the Board of Directors.
 1. The membership shall be notified at least ten (10) days prior to any vote by the Board of Directors to amend the Policies Manual.
- k. Establish annual dues.
- l. Establish and abolish standing committees.

Section 9. Removal

Any member of the Board of Directors who is absent and not represented by a designated alternate at two (2) consecutive meetings or four (4) meetings in one year of the Board shall be automatically removed. Any CAVMA member can be a designated alternate so long as the Board member who intends to be absent provides written notice to the President providing the alternate's name at least twenty-four (24) hours before a meeting

An Officer may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.

Section 10. Filling Vacancies

- a. A special election shall be conducted to fill the unexpired term of a member of the Board of Directors when a vacancy occurs for any reason.
- b. Special elections to fill a vacancy in any elected position occurring between September 1 and October 31 shall be conducted in conjunction with the regular election for that year.

ARTICLE VII– Officers and Duties

Section 1. President: The President shall be the chief elected officer of CAVMA and shall:

- a. Preside at all general meetings of the membership but is empowered to yield the chair to the Vice President, Secretary, Treasurer or a member of the Board of Director’s for the performance of these duties.
- b. Appoint the chairman of all committees and task forces unless otherwise specified within the Bylaws.
- c. Order payment of all due and correct financial obligations that may be presented to the Treasurer.
- d. Be the chief administrative officer of CAVMA responsible for all management functions as prescribed by the Board of Directors.

Section 2. Vice President: The Vice President of CAVMA shall:

- a. Perform the duties of the President in the absence of the President.
- b. Serve as an ex-officio member of all committees.
- c. Chair the nominating committee.

Section 3. Secretary: The Secretary of CAVMA shall:

- a. Preserve a permanent record of minutes of all general meetings, a copy of which shall be provided to the Board of Directors within 30 days of such meeting.
- b. Upon relinquishing his/her office provide to the newly elected Secretary within 15 days of the election or appointment of his successor, the official recordings of the proceedings of CAVMA as recorded during his/her tenure.
- c. Receive all applications for membership and deliver same to the Membership Committee.
- d. Be responsible for the maintenance of membership records.
- e. Provide to the Board of Directors a listing of those members delinquent in submission of dues.
- f. Maintain all non-financial documents.
- g. Maintain records providing full details on all CAVMA income and expenditures as provided by the Treasurer.

Section 4. Treasurer: The Treasurer of CAVMA shall:

- a. Be custodian of all receipts and expenditures and maintain accurate records of same.
- b. Ensure that funds of CAVMA are deposited in a financial institution approved by the Board of Directors.
- c. Ensure that the financial records of CAVMA are available for examination by the Board of Directors upon request.
- d. Ensure that the annual audit, if conducted, be conducted by a Certified Public Accountant approved by the Board of Directors and be made an official portion of the Treasurer’s records.
- e. Provide a detailed annual financial statement to include opening balance, itemized disbursements, itemized receipts, and concluding balance to the Board of Directors, such statement to be provided by the first day of March following the fiscal year concluding the 31st day of December.
- f. Shall file all required federal and state taxes no later than the due date as set by the Internal Revenue Service and state of Texas, respectively.
- g. Maintain all legal financial documents.
- h. Furnish the Secretary with records providing full details on all CAVMA income and expenditures.

Section 5. Immediate Past-President. The Immediate Past-President:

- a. Shall attend all Board of Directors meetings;
- b. Shall vote at Board of Directors meetings; and
- c. May chair committees.

Section 6. Term Limits

Officers shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office.

ARTICLE VIII - Standing and Special Committees

Section 1. Standing Committees

There shall be a Nominating Committee and other standing committees as established by the Board of Directors under Article VI, Section 8. Except as otherwise specified in these Bylaws or Policies Manual, the President shall appoint the chairperson of all committees. Standing committees will meet at the call of the chairperson as required but not less than annually and will prepare an annual report as of December 31 of each year. The report will be submitted to the Board of Directors at the next regularly scheduled meeting and will become a portion of the permanent records of CAVMA.

Section 2. Special Committees

Except as otherwise specified in the Bylaws or Policies Manual, the President shall create special committees, define their purpose and duration, and appoint the chairperson. Special committees will meet at the call of the chairperson as required and will prepare an annual report as of December 31 of each year. The report will be submitted to the Board of Directors at the next regularly scheduled meeting and will become a portion of the permanent records of CAVMA.

ARTICLE IX. Dissolution

In the event that CAVMA decides to dissolve by a majority vote of the voting members or due to action by a state or government agency, the following shall take place:

- a. All current obligations will be paid by President or officer appointed by President
- b. Copies of all legal and required documents for storage as required by law will be assigned to President or officer appointed by President
- c. All appropriate agencies to be notified of dissolution will be by President or officer appointed by President
- d. Fees to dissolve will be paid to all appropriate agencies
- e. 5. Any remaining funds will go to Texas Veterinary Medical Foundation or organization as decided by Texas Veterinary Medical Association

ARTICLE X. Changes in Bylaws

The Bylaws may be amended by a majority vote by the Board of Directors. The membership shall be notified ten (10) days prior to any changes in Bylaws.

ARTICLE XI: Order of Business

“Robert’s Rules of Order, Revised” shall govern CAVMA in all cases to which they are not inconsistent with the Bylaws or Policies Manual

ARTICLE XII: Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XIII – Miscellaneous

Section 1. Fiscal Year

The fiscal year of the Association is the calendar year.

Section 2. Contracts

The Board of Directors may authorize any Director, Officer, agent or employee, to enter into or execute any contract on behalf of the Association. However, without such authorization, no person has the power or authority to bind the Association under any contract or agreement, to pledge the Association's credit, or to render the Association liable for any purpose or amount.

Section 3. Conflict-of-Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CAVMA Bylaws Amendment History:

Notification of membership via email of intent to amend Bylaws by adding the Conflict of Interest Policy on January 24, 2018.

Approved by a majority vote of the Board and entered into the minutes of the meeting on January 26, 2018.

The Conflict of Interest amendment was added to the By-Laws at Article XIII Section 3 on February 3, 2018 (10 days following notification of membership.)