

Proposed By-laws revision Stage 1

CONSTITUTION

Article 1. Name

This Association shall be known as the Maine Veterinary Medical Association (MVMA). It shall consist of active and honorary members.

Article 2. Mission

Support Maine Veterinarians as they work to improve the well-being of animals, encourage the human-animal bond, and protect public health.

Article 3. Officers, Directors, and Elections

The Officers of this Association shall be President, Vice President, and Treasurer. There will be two to four Directors to maintain a minimum of five and a maximum of seven board members in total. There will be two ex-officio, non-voting Directors (the immediate Past President and the A.V.M.A. Delegate) available for further guidance to the board. All Officers and Directors will be elected biannually by majority vote of membership and may serve a maximum of three consecutive terms, with the exception of the Treasurer who may extend beyond three terms.

Article 4. By-Laws

The duties of the Officers and Directors, the duties of the Executive Board, the requirements of membership, the time of meetings of said Association, and the regulations that may be necessary and proper for the governing of the same shall be provided by the By-Laws.

Article 5. Executive Director

The Executive Director is the Chief Executive Officer of the Maine Veterinary Medical Association. S/he is responsible for carrying out the policies and procedures of the organization at the direction of the MVMA Executive Board. The Executive Director is also responsible for the consistent achievement of the MVMA's mission and financial objectives.

BY-LAWS

Article I

Membership

Section 1. An applicant for membership in this Association shall be a graduate veterinarian and shall possess the qualifications required to be eligible for examination for licensing in the State of Maine. The application must be accompanied by payment of MVMA dues if applicable.

Section 2. Veterinary graduates who commence work in Maine during their first post-graduate year will be extended a complimentary membership for the remainder of that year.

Section 3. Re-application for membership from a rejected applicant shall not be entertained until the duration of one year.

ARTICLE II

Honorary Membership

Section 1. This Association may confer its certificate of Honorary Membership upon such persons as have advanced and honored the cause of veterinary medicine by their lives and work.

Section 2. Any fully-retired person, 70 years old or older, who has been a member in good standing of the MVMA for 20 or more consecutive years at the time of application may apply to the Executive Board of the Association to be an Honorary Member by

writing the Executive Director. The Board shall then review the request and make recommendation for a majority vote of approval by the general membership present at the next business meeting. Honorary Membership may also be accorded an individual upon unanimous recommendation of the MVMA Executive Board and a majority vote of the membership at a business meeting of the Association.

Section 3. Honorary members shall be excused from payment of dues, assessments, or lecture meeting fees and shall continue to receive all rights and privileges of membership including all association publications.

Section 4. Honorary membership shall be considered a life membership.

ARTICLE III

Business Meetings

Section 1. Business meetings of this Association shall be held a minimum of two times a year. The time and place for holding meetings will be determined by the Executive Board of the Association or a committee so designated.

Section 2. A special meeting shall be called by the President (or in his/her absence by the Vice President) upon receipt of a written request by 5% of the dues paying MVMA members of that year. The request shall specify the particular object of such a meeting. The membership shall be notified at least twenty-one days prior to the date of the called meeting.

Section 3. At special meetings no other business may be transacted other than that specified in the request and in the published call.

Section 4. Ten per cent of the dues paying membership of the MVMA for the previous calendar year shall constitute a quorum for the transaction of business in a regular or special meeting of the Association.

Section 5. All meetings of the Association shall be conducted under Robert's Rules of Order.

ARTICLE IV

Executive Board Meetings

Section 1. The Executive Board shall meet quarterly and at such times as directed by the President of the Association, with the purpose of discussing programs and problems of the Association, and screening the business which is to be brought to the attention of the membership for action.

Section 2. All Officers and Directors of the Executive Board are allowed one vote each at the meetings. A majority of votes cast by the Executive Board is required for passing any motion referred to the Executive Board. The President shall have no vote except on questions where the votes are equally divided and in the election of Officers.

Section 3. A majority of the Executive Board shall constitute a quorum.

Section 4. The President shall preside at all meetings of this Association promoting order and decorum as befits a professional organization. In the absence of the President, the Vice President shall preside. In the absence of both the President and Vice President, a chairman pro tem shall be chosen by the Executive Director.

Section 5. Any Director or Officer missing three consecutive Board Meetings without due notice shall be asked to resign from the Executive Board.

ARTICLE V

Electronic Meetings and Communications

Section 1. The Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. At least one meeting per year must be held in-person.

Section 2. Unless members indicate otherwise to the Executive Director or his/her designee, all communication required in these bylaws, including meeting notices and election ballots, may be sent electronically.

Section 3. As deemed necessary by the President, action by the Board may be taken by electronic messaging.

ARTICLE VI

Officers, Directors, and Executive Board

Section 1. The Officers and Directors of this Association shall be elected by ballot at the first business meeting (the "Annual Business Meeting") biannually. A majority of all votes cast shall be necessary for election to office. The Officers and Directors shall be elected for a two-year term and can serve no more than three consecutive terms, with the exception of the Treasurer who may serve more than three consecutive terms.

Section 2. Any vacancy or unexpired term occurring on the Executive Board shall be filled by appointment by the Governance Committee. The Governance Committee may choose to leave a vacancy unfilled.

Section 3. The Executive Board will have the authority to engage an Executive Director to help in the management of the Maine Veterinary Medical Association.

Section 4. The AVMA delegate shall be an ex-officio, non-voting member of the Board of Directors. The AVMA delegate shall submit a quarterly report to the Board of Directors.

Section 5. The Past-President shall be an ex-officio, non-voting member of the Board of Directors for two years following the end of his/her presidency.

Section 6. All Officers and Directors shall promptly deliver and transfer to their successor all moneys, books, manuscripts, vouchers, and all other property and papers belonging to the Association.

Section 7. Up to two members of the Board of Directors may be non-veterinarians. Non-veterinarian Directors may not serve as the President or Vice President and will be non-voting Board members.

ARTICLE VII

Executive Director

Section 1. The Executive Director (ED) shall generate communications to membership, including a periodic newsletter, CE notices, dues, directory information updates, legislative alerts, communications from the State Veterinarian, the Maine CDC, the AVMA and other appropriate allied organizations. The ED will also respond to inquiries from membership, students, researchers and other allied veterinary related organizations in the state of Maine.

Section 2. It shall be the duty of the ED to review each candidates' application for membership, validate their licensure, determine membership status, and transmit to the new member a copy of the Constitution and By-Laws. The ED shall notify the Executive Board of new members accepted at the next meeting of the Executive Board.

Section 3. The ED will attend and assist with at least two MVMA CE days per year combined with a business meeting.

Section 4. The ED will work closely with the President, Treasurer, and other Directors to prepare the agenda and any necessary reports for Executive Board meetings. The Executive Director will distribute the agenda and reports to Executive Board members prior to Board meetings. S/he will also be responsible for compiling and distributing notes from Executive Board meetings.

Section 5. The ED will work closely with the Executive Board to develop and maintain sound financial practices for the MVMA. S/he will work with the Treasurer and the Board to prepare a yearly budget, operate within the budget guidelines, and will ensure that adequate funds are available for the MVMA to carry out its work. The ED, along with the Executive Board, will assist with long term financial planning to maintain the economic health of the MVMA. The ED will operate within the annual budget.

Section 6. The ED is responsible for collecting annual membership dues for the MVMA, as well as maintaining membership records.

Section 7. The ED will participate as, supervise, or monitor the MVMA lobbyist to assure compliance with the objectives of the organization. S/he will support, maintain, and communicate with the MVMA lobbying network, the Executive Board and MVMA members. S/he will represent the MVMA, with integrity and professionalism, before the Maine legislature and Maine executive divisions/departments, especially Regulation and Licensing Division and the Department of Agriculture.

Section 8. The ED shall perform such other duties as may be assigned by the Executive Board.

Section 9. The ED shall promptly deliver and transfer to their successor all moneys, books, manuscripts, vouchers, communications, and all other property and papers belonging to the Association.

ARTICLE VIII

President

Section 1. The President shall preside at all meetings of this Association promoting order and decorum as befits a professional organization.

Section 2. He or she shall appoint all committees or task forces as necessary unless ordered by special resolution (except the Governance Committee).

Section 3. He or she shall have no vote except on questions where the votes are equally divided and in the election of officers.

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

Section 5. The President shall have previously served on the Board of Directors for a minimum of one year prior to becoming President.

ARTICLE IX

Vice President

Section 1. The Vice President shall assist the President and preside at all meetings and assume all functions of the President in the latter's absence.

Section 2. If there is a vacancy in the office of President, the Vice President shall immediately assume the office of President. The Vice President shall be entitled to serve a full term as President after assuming the office of President due to a vacancy.

Section 3. The Vice President shall serve as the Chair of the Governance Committee.

ARTICLE X

Treasurer

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

Section 2. He or she shall work closely with the Executive Director to develop and maintain sound financial practices for the Association.

Section 3. He or she shall prepare quarterly reports, with assistance from the Executive Director, and present the Executive Board a balance sheet statement and summary of income and expenses at each Executive Board meeting.

Section 4. He or she shall make a summary report at the Annual Business Meeting concerning the various matters pertaining to his office. This report shall include an annual financial statement duly reviewed and signed by the members of the Executive Board.

Section 5. The Treasurer shall keep on file all official documents relating to the Association that may come into his/her care and turn them over to the incoming Treasurer or Executive Director at the conclusion of his/her term.

Section 6. The term of the Treasurer may be extended beyond three terms if both the Board and the Treasurer agree to such.

ARTICLE XI

Committees

Section 1. It shall be the power of the President to appoint special committees and/or task forces on an annual basis as the Association needs arise. It shall be the power of the President to sunset committees and/or task forces that have fulfilled their mission to the Association.

Section 2. Each Committee shall submit quarterly reports to the Executive Board. Committee chairs are invited, but not required, to attend quarterly Board meetings.

Section 3. Annually the President will re-appoint all standing committee chairs, except the Governance Committee. Each committee chair may serve no more than two consecutive years as the chair of the committee.

Section 4. The following committees shall be considered standing committees of the Association. All committee chairs will be appointed by the President, except the Governance Committee.

A. Governance Committee

The Governance Committee shall be composed of the Past-President, the President, the Vice President, and the Treasurer. The Vice President shall serve as the non-voting Chairperson of the Committee. The Governance Committee may invite additional people to participate as needed.

- The Governance Committee shall submit to the membership biannually a slate of Officers and Directors to be elected by membership. The Governance Committee shall present the proposed slate to the Executive Board for approval prior to presenting it to membership for vote.
- The Governance Committee shall also present a candidate to the Board for appointment as the AVMA alternate delegate every four years.
- The Governance Committee shall review and recommend to the Board candidates to be considered for special awards.
- The Governance Committee shall review the By-Laws and other matters related to governance of the Association as needed.

B. Continuing Education Committee

This Committee shall promote interest in postgraduate continuing education for the purpose of upgrading the proficiency of the Association members. It will provide at least two yearly seminars or short courses in the fulfillment of the above goal.

C. Legislation-Regulatory Committee

It will be the duty of this Committee to keep informed of legislation of interest to the veterinary profession, furnishing the Association with hearing dates and places concerning such legislation and to arrange for Association representation at such hearings. The committee shall represent the Association in any consideration by state and federal regulatory agencies or programs pertaining to MVMA member interest.

ARTICLE XII

Fees

Section 1. The annual dues shall be established each year by the Executive Board.

Section 2. Should this fee be insufficient to meet the necessary expenses of the Association the Executive Board is authorized to make a pro-rata assessment upon each member of this Association for such a sum as will meet the indebtedness.

Section 3. Annual dues must be paid within three months from January 1st when they become due. If a new member joins the Association in the last 6 months of that calendar year, membership dues will be reduced by half. If a new member joins within sixty (60) days of the next calendar year, the member will join at the following year's rate and will be provided complimentary membership for the remainder of the current calendar year.

Section 4. Assessments must be paid within thirty (30) days from the date of notification.

Section 5. In case of failure of any member to comply with these regulations the membership will be suspended until the dues are paid.

Section 6. If the fees of any member are in arrears for more than three months, then his or her membership ceases.

ARTICLE XIII

Code of Ethics

The code of ethics of this Association shall be the code of ethics adopted by the American Veterinary Medical Association, called the "Principles of Veterinary Medical Ethics of the American Veterinary Medical Association."

ARTICLE XIV

Amendments to the Constitution and/or By-Laws

Section 1. An amendment to the Constitution and/or By Laws of the Maine Veterinary Medical Association may be proposed at any business meeting or Executive Board meeting.

Section 2. A copy of the proposed amendment shall be sent to each member of the Association electronically or by mail at a minimum of 30 days prior to the next regular meeting, when a ballot on the same must be taken.

Section 3. If three-fourths of the members present vote in the affirmative, it shall become an amendment and shall be so recorded.