

# **TENNESSEE VETERINARY MEDICAL ASSOCIATION BYLAWS**

## **ARTICLE I – NAME AND INCORPORATION**

The name of this organization shall be the Tennessee Veterinary Medical Association, hereinafter referred to as the Association. The Association shall be a not-for-profit corporation, incorporated in the State of Tennessee.

## **ARTICLE II – OBJECTIVES**

The objectives of the Association shall be:

- a) To promote and improve the veterinary medical profession and to advance the science and art of veterinary medicine.
- b) To promote high educational, ethical, and moral standards within the veterinary profession, assuring the highest degree of skill, integrity, and service to the public.
- c) To promote the mutual interest and fellowship among members of the veterinary profession.
- d) To cooperate with federal, state, county, and municipal officials and allied medical organizations in securing the enactment and enforcement of laws in the state of Tennessee that will promote and protect the health of all animals and protect the public health and welfare.
- e) To enlighten the public concerning veterinary medicine.

## **ARTICLE III – OFFICIAL MEETINGS**

**Section 1. Annual Meetings.** There shall be at least one general membership meeting annually. The time and place shall be determined by the Executive Board.

**Section 2. Special Meetings.** A special meeting may be called by the President at the request of the Executive Board, or at the written request of ten percent (10%) of the active members. The purpose of the meeting shall be specified in a notice to the active members at least fifteen (15) days prior to the date of the meeting.

**Section 3. Quorum.** Those members in attendance at an official meeting shall constitute a quorum for the transaction of business.

## **ARTICLE IV – OFFICERS AND THE EXECUTIVE BOARD**

**Section 1.** The officers of the Association shall be President, President-Elect, Vice-President, and Secretary-Treasurer. The President, President-Elect, and Vice-President shall represent East, Middle, and West Tennessee, and shall ascend the offices from Vice-President to President-Elect to President in that order of their election. The officers plus the immediate past president shall comprise the Executive Committee of the Association and may meet at its discretion between meetings of the Executive Board. Any activities by the Executive Committee shall be ratified by a vote of the Executive Board.

**Section 2.** The Executive Board of the Association shall be composed of all officers of the Association; the Immediate Past President; six members-at-large, two from East, Middle, and West Tennessee; the Association's Delegate to the American Veterinary Medical Association; and the Executive Director. The Executive Director has no voting rights.

**Section 3.** The officers of the Association shall be elected at the annual membership meeting each year, by a majority vote of the active membership present at the meeting.

**Section 4.** No person shall be eligible for any office unless said person is an active member and has been a member in good standing of the Association for at least three (3) years immediately preceding their election.

**Section 5.** The term of the officers shall be for one (1) year. All officers shall enter upon their duties at the close of the meeting at which they are elected. They shall hold office until their successors are chosen. The term of office for

members-at-large shall be two (2) years. No more than half of the terms of the members-at-large shall expire in any one year.

**Section 6.** All officers, members-at-large, the immediate past president, and the delegate to the American Veterinary Medical Association shall be voting members of the Executive Board, which shall be the governing body of the Association. The alternate delegate to the American Veterinary Medical Association shall attend meetings and vote in the absence of the delegate.

**Section 7.** (a) A member of the Board may be removed when sufficient cause exists for such removal. Any member in good standing of TVMA may bring charges against a Board member by filing the charges in writing with the Executive Director of the association, together with a petition, signed by twenty percent (20 %) of the members, requesting the removal of the Board member in question. In addition, the Board, by a majority vote, may enter charges against any Board member. Such action shall cause the President to call a special meeting of the members of the association. The removal shall be voted upon at a special meeting of the membership at which notice of removal of the Board member is stated as one of the purposes of the special meeting. Removal of a Board member shall require the same number of votes cast to elect an officer or member at a regular meeting of the membership. If a Board member is removed, the vacancy shall be filled at the earliest possible time. The person against whom such charges are brought shall be informed in writing of the charges prior to the meeting and shall have an opportunity at the meeting to be heard in person and to present any information relevant to the removal action. However, the member shall not be entitled to be represented by counsel and shall not be permitted to present witnesses.

(b) An officer may be removed when sufficient cause exists for such removal. Any TVMA member in good standing may bring charges against an officer by filing the charges in writing with the Executive Director of the Association, together with a petition, signed by twenty percent (20 %) of the members, requesting the removal of the officer in question. In addition, the Executive Board, by a majority vote, may enter charges against any officer member. Such action shall cause the President to call a special meeting of the Board. The removal shall be voted upon at a special meeting of the Board at which notice of removal of the officer is stated as one of the purposes of the special meeting. Removal of an officer member shall require a vote of two-thirds (2/3) of the membership of the Board. If an officer member is removed, the vacancy shall be filled at the earliest possible time. The person against whom such charges are brought shall be informed in writing of the charges prior to the meeting and shall have an opportunity at the meeting to be heard in person and to present any information relevant to the removal action. However, the officer shall not be entitled to be represented by counsel and shall not be permitted to present witnesses.

**Section 8.** In the event of the resignation, death, removal, or incapacitation of an Executive Board member, vacancies shall be filled by a majority vote of the remaining members of the Board until the next general membership meeting.

## **ARTICLE V – DUTIES OF OFFICERS AND EXECUTIVE BOARD**

### **Section 1. President**

- a) The President shall preside at all regular and special meetings of the Association.
- b) The President shall appoint all Committee Chairpersons and may appoint all committee members or will approve all committee members.
- c) The President shall have the same right of vote as any other member.
- d) The President shall be the Chairman of the Executive Board.
- e) No person may serve two (2) consecutive terms as President.

### **Section 2. President-Elect**

- a) The President-Elect shall assume the duties of the President at the termination of the latter's term of office.
- b) The President-Elect shall preside in the absence of the President.
- c) The President-Elect shall be a member of the Executive Board.

### **Section 3. Vice-President**

- a) The Vice-President shall ascend to the office of President-Elect.
- b) The Vice-President shall preside in the absence of the President and President-Elect.
- c) The Vice-President shall be a member of the Executive Board.

#### **Section 4. Secretary-Treasurer**

- a) The Secretary-Treasurer shall be responsible for keeping a record of the proceedings of all meetings of the Executive Board and the Association.
- b) The Secretary-Treasurer shall be accountable for all funds and records belonging to the Association.
- c) The Secretary-Treasurer shall make a report to the Association at each annual meeting of all receipts and disbursements. The statement shall be duly audited and signed.
- d) The Secretary-Treasurer shall be responsible for all applications for membership, fees, and all money due to the Association.
- e) The Secretary-Treasurer shall assume the duties of the Executive Director in the absence of the latter.
- f) The Secretary-Treasurer shall be a member of the Executive Board.

#### **Section 5. Executive Board**

- a) The management and operation of the affairs and custodianship of the property of the Association shall be vested in the Executive Board.
- b) The Executive Board shall be composed of twelve (12) voting members as delineated in Article IV, Section 2.
- c) The Executive Board shall meet quarterly, with the time and place of said meetings being designated by the Executive Board. The Chairman of the Executive Board or the majority of the voting members of the Executive Board may call a special meeting of the Board at any time considered necessary.
- d) A quorum consists of 7 voting members.
- e) The Executive Board shall enforce the provisions of the Bylaws.
- f) The Executive Board shall enact policies and procedures for the operation of the Association.
- g) The Executive Board shall conduct all official business on behalf of the Association.
- h) The Executive Board shall require an annual audit of the records of the Secretary-Treasurer and shall advise on the use of Association funds.
- i) The Executive Board shall designate the dates and place for meetings of the Association.
- j) The Executive Board shall fill all vacancies in office in accordance with the Bylaws, or when not specified, shall fill all vacancies in the office by appointments until the next meeting of the Association.
- k) The Executive Board shall appoint the AVMA delegate and alternate delegate.
- l) The Secretary-Treasurer of the Association shall be the Secretary of the Executive Board.

#### **Section 6. Executive Director**

- a) The Executive Director shall be the Chief Operating Officer of the Association with the responsibility to manage the affairs of the Association under the direction of the Executive Board.
- b) The Executive Director shall assist the Executive Board and all TVMA Committees in performance of their duties.
- c) On an annual basis, the Executive Committee shall review and submit for approval the contract with management.

### **ARTICLE VI – COMMITTEES**

#### **Section 1. Standing Committees.** There shall be two standing committees of the Association.

- a) The Nominating Committee shall make recommendations for candidates for nomination as members-at-large of the Executive Board, candidates for Vice-President according to the existing rotation among East, Middle, and West Tennessee, and candidates for Secretary-Treasurer. The Committee shall recommend candidates for appointment by the Governor to the Board of Veterinary Medical Examiners and to other agencies as required and as vacancies arise, and shall transmit such recommendations to the Executive Board.
- b) The Peer Review Committee shall review matters concerning, but not limited to, appropriateness of care and quality of treatment of veterinary patients. The Committee may act on appropriate requests initiated by clients, veterinarians, or insurance carriers. The Committee shall be responsible for the maintenance and development of the peer review mechanism in all local associations, and for statewide peer review appellate cases from local committees.

**Section 2.** The President, with approval of the Executive Board, may appoint additional committees and/or taskforces to carry out the work of the Association and the strategic plan. Whenever possible, committees and taskforces shall represent the membership geographically and by practice and employment type.

**Section 3. Committee Reports.** All committees shall make their report to the Executive Board. This report shall be in writing and in the hands of the Executive Director no later than seven (7) days prior to the meeting of the Executive Board.

**Section 4. Board Action on Reports.** The Executive Board shall consider the reports of the committees and make recommendations for action to the membership at the regular meetings of the Association.

## **ARTICLE VII – ELECTIONS**

**Section 1. Nominations from Committee.** The Nominating Committee shall propose candidates for all of the offices of the Association, such proposals to be presented to the active membership at the general membership meeting of each year. The proposed candidates may be elected collectively or individually by a majority of the active members present.

**Section 2. Nominations from Floor.** Members of the Association may offer additional nominations from the floor.

**Section 3. Filling Vacancies.** Should a vacancy occur in any office or offices of the Association, such vacancy shall be filled by the Executive Board in accordance with Article V, Section 5j.

## **ARTICLE VIII – MEMBERSHIP**

**Section 1. Association Membership.** Membership in the Association shall consist of the following categories: Active, Non-resident, Retired, Veterinary Student, Life, Veterinarian Spouse, Allied, Academic, and Paraprofessional.

Application for membership shall be made on official forms of the Association, giving all information requested. The application shall be accompanied with payment of dues in accordance with Article IX., Section 1.

**Section 2. Active Member.** An Active member must be a graduate of a veterinary college accredited by the AVMA or be licensed to practice veterinary medicine in the State of Tennessee. The veterinarian must be a resident of Tennessee, or engaged in veterinary work within the State.

**Section 3. Non-Resident Member.** Non-resident members in the Association are those veterinarians who reside and work outside of the State of Tennessee, and who pay dues as set forth in Article IX, Section 1.

**Section 4. Retired Member.** Members who have been active members in good standing in a state veterinary association for more than twenty-five (25) years and who for good and sufficient reasons ceased active practice of veterinary medicine may apply to the Executive Board for classification as Retired Members. Retired members shall have all the rights and privileges of active members.

**Section 5. Student Member.** Students enrolled in a college of veterinary medicine are eligible for membership in the Association. Student members shall have the privileges of active members, except they shall not be eligible to vote or hold elective office.

**Section 6. Life Member.** Life membership shall be granted by the Executive Board, upon written application from the prospective life member to the Executive Director, to any active member in good standing who has attained the age of sixty-five (65) and who had maintained continuous membership in this Association for thirty-five (35) years or for twenty (20) years or more preceded by active membership in another state veterinary medical association for such a period of time that the total membership tenure shall be thirty-five (35) years.

**Section 7. Veterinarian Spouse Member.** A veterinarian spouse member must meet all the qualifications for active membership as outlined in Article VIII, Section 2 and be married to another veterinarian who holds active membership in the Association.

**Section 8. Allied Member.** A non-veterinarian who works in an allied business that supplies products and services to the veterinary profession is eligible for allied membership. Allied members shall have the privileges of active members, except they shall not be eligible to vote or hold elective office.

**Section 9. Academic Member.** A faculty member who is a graduate veterinarian, employed by a Tennessee institution of higher education, and not in private practice is eligible for academic membership. Academic members shall have the privileges of active members.

**Section 10. Paraprofessional Member.** A non-veterinarian who is employed to work in a veterinary hospital, clinic or other veterinary facility is eligible for paraprofessional membership. Paraprofessional members shall have the privileges of active members, except they shall not be eligible to vote or hold elective office.

**Section 11. Expulsion, Termination or Suspension of Member.** A member of TVMA may be expelled or suspended for good cause. The following procedure will be followed:

- a) Written notice shall be sent to the member to be effective not less than fifteen (15) calendar days prior to the effective day of the expulsion or suspension, describing the action to be taken and specifying the reasons for the action to be taken.
- b) The notice shall offer the member an opportunity to respond in writing to the proposed action or, at the member's election, to have a hearing, which hearing before the Executive Board shall be held no less than five (5) calendar days prior to the effective date of the proposed action.
- c) The member shall not be entitled to be represented by counsel at the hearing. The Executive Board may hear evidence in support of the proposed action. Such evidence is not limited to evidence that would be admissible in a court of law. The member is not entitled to cross examine any witness who appears before the Executive Board but may be present while such evidence is presented to the Executive Board.
- d) The Executive Board shall consider any response submitted by the member or any evidence presented a hearing, if one is held. The Executive Board shall notify the member of its final action within five (5) calendar days of its receipt of a written response from the member or a hearing held pursuant to his section.
- e) All notices mailed pursuant to this section shall be sent by first class mail to the member's last known address as shown on TVMA's records. All notices shall be presumed to be delivered within three (3) days of mailing.

## **Article IX – DUES AND ASSESSMENTS**

**Section 1. Annual Dues.** The annual dues shall be established annually by the Executive Board. Rates for annual dues may differ by membership category and/or by other criteria determined by the Board.

**Section 2. Assessments.** Assessments may be made by a majority vote of members at any official meeting of the Association.

**Section 3. Suspension & Re-Instatement.** Any active member who has failed to pay dues by March 31 shall have thirty (30) days following notification by the association before automatically being suspended from active membership in the Association. Any member in arrears and who is otherwise qualified and upon re-application and acceptance by the Executive Board may be re-instated as an active member upon payment in full of the current year's dues.

## **Article X – AFFILIATION WITH THE AMERICAN VETERINARY MEDICAL ASSOCIATION (AVMA)**

**Section 1.** The Association shall maintain affiliation with the American Veterinary Medical Association (AVMA).

**Section 2.** The Association adopts the Code of Ethics of the American Veterinary Medical Association.

**Section 3.** One Delegate and one Alternate Delegate shall be appointed by the Board to the House of Delegates of the AVMA for a term of four (4) years. An expense account in the amount to be determined by the Executive Board will be allowed both to the delegate and the alternate delegate annually. Should the Delegate fail to complete a term of office, the Alternate Delegate shall become the Delegate until the term is completed.

**Section 4.** The Delegate shall serve as a voting member of the Executive Board. The Alternate Delegate shall attend meetings of the Executive Board and vote in the absence of the Delegate. The Delegate and Alternate Delegate shall make a report on the AVMA meeting to the Executive Board and the Association.

#### **Article XI – AMENDMENTS**

**Section 1. Notification.** These Bylaws may be amended. The amendment shall be approved by a majority vote of the active members present at the regular meeting of the Association. Notice of the amendment must be received by all members at least thirty (30) days prior to the regular meeting at which it will be considered.

**Section 2. Bylaws Suspension.** A temporary suspension of the Bylaws may be made during a single meeting by a three-fourths vote of the active members present and voting.

#### **Article XII - DISSOLUTION**

Upon the dissolution of the Association, in accordance with applicable Tennessee or other laws, and after paying or making provision for the payment of all liabilities, the Executive Board shall dispose of all assets of the Association in a manner consistent with any relevant legal requirements concerning the Associations tax-exempt and not-for-profit status, and exclusively to one or more non-profit organizations having similar aims, purposes or objectives as the Association.

Amended February 25, 2017