

**BYLAWS
OF THE
AUXILIARY TO THE AMERICAN VETERINARY MEDICAL ASSOCIATION**

(As Amended and Restated by the Executive Board/Board of Directors on July 18, 2013, and by the House of Delegates/Members on July 22, 2013)

ARTICLE I

OBJECTIVES

- 1.01 Purposes.** The purposes of the Auxiliary to the American Veterinary Medical Association (the "Auxiliary") as stated in the Articles of Incorporation shall be "to assist the Profession in informing the public of the value of Veterinary Services in Practice, Education and Research, Public Health, and other fields of endeavor". Accomplishing this objective may include, but not be limited to: (a) promoting and supporting the American Veterinary Medical Association (the "AVMA"); (b) assisting veterinary students in AVMA accredited colleges of veterinary medicine; and (c) strengthening the bond of friendship and communications among those associated with the veterinary profession. (*IL)

ARTICLE II

MEMBERS

- 2.01 Members.** (*IL) The Auxiliary shall have four classes of members of the Auxiliary (collectively, the "Members"): Active Members, Support Members, Life Members, and Honorary Members.
- (a) Active Members: Any spouse, child, parent, sibling, widow or widower of a veterinarian who is (or who was while living) a "Voting Member" of the AVMA and in good standing with the AVMA is eligible to become an Active Member upon payment of the membership dues required for Active Members, if any.
 - (b) Support Members: Any individual who is not eligible to be an Active Member but who is sponsored by either an Active Member or a Life Member of the Auxiliary who is in good standing with the Auxiliary, or a "Voting Member" of the AVMA who is in good standing with the AVMA, shall be eligible to be a Support Member upon payment of the membership dues required for Support Members, if any.
 - (c) Life Members: Any individual who was designated as a Life Member prior to the adoption of these Bylaws, shall be a Life Member of the Auxiliary.
 - (d) Honorary Members: The Board of Directors of the Auxiliary may appoint individuals, from time to time, to serve as Honorary Members of the Auxiliary in recognition of exceptional service to the Auxiliary, upon such terms and conditions as the Board of Directors of the Auxiliary shall determine from time to time.

2.02 Membership Dues.

- (a.) The Board of Directors of the Auxiliary shall determine from time to time the amount, if any, of the membership dues payable to the Auxiliary from time to time by the Members (and each class thereof). Membership dues, if any, shall be payable in advance for the following full year. Memberships will be automatically renewed upon payment of the annual membership dues for the next succeeding year, if any.
- (b) Any Member who fails to pay any applicable membership dues shall not be in good standing and shall be dropped from the membership rolls of the Auxiliary. Membership may be reinstated upon payment of the current year's applicable membership dues.

2.03 Member Rights and Privileges. Members shall have the rights and privileges to attend meetings of the Members, serve as members of task forces, and participate in activities and programs that accomplish the purpose of the Auxiliary. Active and Life Members shall be eligible to be elected as Directors and Officers in accordance with these Bylaws. Active, Life, and Support Members shall be eligible to serve on committees in accordance with these Bylaws, and shall have the exclusive right to (a) elect the Directors and Officers in accordance with these Bylaws, and (b) vote on all matters pertaining to the affairs of the Auxiliary on which a vote of the Members is required (including, but not limited to, dissolution of the Auxiliary, merger, consolidation or sale of substantially all of the Auxiliary's assets, and any amendments to these Bylaws or the Articles of Incorporation of the Auxiliary) or deemed desirable by the Board of Directors of the Auxiliary. Each Active, Support, and Life Member shall be entitled to one vote on all matters submitted to a vote of the membership. Honorary Members shall not have any voting rights, but shall receive notices of all meetings of the Members and may attend and participate in meetings of the Members other than through voting.

2.04 Term of Membership. The term of membership for all Members shall be one year or as otherwise fixed by resolution of the Board of Directors of the Auxiliary.

2.05 Transfer of Membership. Membership in the Auxiliary is not transferable or assignable.

2.06 Termination of Membership. A Member's membership in the Auxiliary may be terminated by written resignation of the Member delivered to the Board of Directors of the Auxiliary.

ARTICLE III

MEMBER MEETINGS

3.01 Annual Member Meetings. An annual meeting of the Members (an "Annual Member Meeting") shall be held once each calendar year as required by law. At each Annual Member Meeting, the Active, Support, and Life Members shall elect Directors and Officers in accordance with these Bylaws, and may transact such other business as may properly come before the meeting. The Members may hold additional regular meetings of the Members as established by resolution of the Members from time to time. (*IL)

- 3.02 Special Member Meetings.** Special meetings of the Members (each, a "Special Member Meeting") may be called at any time by the President or Secretary of the Auxiliary and shall be called by the Secretary upon written request (stating the purpose of the proposed meeting) signed by at least one-third of the Active, Support, and Life Members or one-third of the Directors then in office, or when so ordered by the Board of Directors of the Auxiliary. Special Member Meetings shall be held at such place as may be designated in the notice or written waiver of notice of such meeting. (*IL)
- 3.03 Place and Time of Meetings.** Meetings of the Members shall be held at the registered office of the Auxiliary or such other places and at times as the Board of Directors of the Auxiliary may determine. The Annual Member Meeting shall normally be held at the place of and during the days of the AVMA Convention, and shall be designated in the notice or waiver of notice of such meeting. (*IL)
- 3.04 Notice of Member Meetings.** Written notice to each Member of record stating the place, day, and hour of the meeting shall be delivered not less than 5 days or more than 60 days before the date of the meeting. In the case of a removal of one or more Directors or Officers, a merger, consolidation, dissolution or sale, lease or exchange of assets, the notice shall be delivered not less than 20 days nor more than 60 days before the meeting. A notice of any meeting of the Members may be given by the President or the Secretary of the Auxiliary, or their agents. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail or other electronic address of record of the Member. If sent by any other means (including facsimile, telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Member. (*IL)
- 3.05 Waiver of Notice.** Notice of any meeting of the Members may be waived in writing, signed by the person entitled to such notice, either before or after the holding of such meeting, and shall be deemed equivalent to the giving of notice. The attendance of any Member at any meeting without protesting the lack of proper notice either prior to or at the commencement of the meeting shall be deemed to be a waiver of notice of such meeting. (*IL)
- 3.06 Fixing Record Date of Meeting.** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, the Board of Directors of the Auxiliary may fix in advance a date as the record date for any such determination of Members, such date not less than 5 days nor more than 60 days, except in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days, immediately preceding such meeting. (*IL)
- 3.07 Inspectors.** At any meeting of the Members, the President of the Auxiliary shall appoint one or more persons as inspectors for such meeting to ascertain and report the number of votes represented at the meeting based upon their determination of the validity and effect of proxies, to count all votes and report the results, and to do such other acts as are proper to conduct the election and voting with impartiality and fairness to all Members. The inspectors may be appointed prior to the meeting or during the meeting. The inspectors shall make each report in writing which shall be signed by the majority of the inspectors. If there is more than one inspector, the report of the majority of the inspectors shall be the report of the inspectors. (*IL)

- 3.08 Quorum.** Members holding one-fortieth (1/40) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such a matter at a meeting of Members. If a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the Members, unless the vote of a greater number is required by these Bylaws or law. (*IL)
- 3.09 Manner of Acting.** Unless otherwise specified herein, action of the Members shall be taken at a duly constituted meeting of Members and shall be decided by the vote of a majority of the Active, Support, and Life Members entitled to vote thereon who shall be present at the meeting, in person or by proxy. (*IL)
- 3.10 Proxies.** Any Member entitled to vote at any meeting may vote by proxy. Such proxy shall be in writing and delivered to the President or Secretary of the Auxiliary at least ten (10) days before a scheduled meeting and shall be revocable at the will of the Member executing the same. A proxy shall be invalid upon the expiration of eleven (11) months from the date of its execution, unless a longer period is specifically provided for therein. A proxy form shall be provided by the Auxiliary. (*IL)
- 3.11 Informal Action by Members.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by either (a) all the Active, Support, and Life Members entitled to vote with respect to the subject matter thereof or (b) by the Active, Support, and Life Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Active, Support, and Life Members entitled to vote thereon were present and voting. If such consent is signed by fewer than all of the Active, Support, and Life Members entitled to vote, then such consent shall become effective only if: (a) at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Active, Support, and Life Members entitled to vote with respect to the subject matter thereof, and (b) after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Active, Support, and Life Members entitled to vote who have not consented in writing. (*IL)
- 3.12 Voting.** Each Active, Support, and Life Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members. Each Director and Officer who is also a Member shall have the right to vote at all meetings of the Members. (*IL)
- 3.13 Parliamentarian.** The Parliamentarian of the Auxiliary shall serve as an adviser to the President, the Board of Directors of the Auxiliary, and Members at all Member meetings and have a vote at all Member meetings.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Authority. The property and affairs of the Auxiliary shall be managed by the Board of Directors of the Auxiliary (the "Board"). (*IL)

4.02 Composition.

- (a.) The Board shall be composed of seven (7) directors (each, a "Director"). (*IL)
- (b.) The Parliamentarian shall be an adviser to the Board but shall not be a Director, shall not be counted for purposes of establishing a quorum of the Board, and shall not have a vote on any matter presented to the Board for a vote.

4.03 Election and Term. (*IL)

- (a.) Six (6) individuals shall be elected as Directors annually by the Members at the Annual Member Meeting, and shall hold office until the next Annual Member Meeting and until the Director's successor shall have been elected and qualified.
- (b.) The individual who most recently served as President of the Auxiliary (but is no longer serving in such capacity) (the "Immediate Past President") shall automatically be appointed at the Annual Member Meeting to serve as a Director until the end of the then current President's term (which may be for two (2) consecutive terms), unless such Immediate Past President earlier resigns or is otherwise removed, with or without cause, by the Members entitled to vote thereon in accordance with Section 4.08 or Section 5.04 of these Bylaws, as applicable.
- (c.) No Director shall serve more than six (6) total years on the Board; provided, however, that such term limit shall not apply to any individual who would exceed such limit as a result of being the Immediate Past President and in accordance with Section 4.03(b) above.

4.04 Qualifications.

- (a.) All candidates for Directors must: be an Active or Life Member in good standing with the Auxiliary for at least two (2) years immediately prior to nomination.
- (b.) Members who desire to be considered for a Director position should complete the Director, Officer, Committee, and Task Force Eligibility Form, available from the Auxiliary, to provide qualifications and pertinent information and to give consent to serve as a Director. Submitted forms shall be maintained in the Director, Officer, Committee, and Task Force Eligibility File at the Auxiliary office. Members contacted by the Nominating Committee may fill out the Director, Officer, Committee, and Task Force Eligibility Form after being contacted.

4.05 Nominations.

- (a.) Annually, the Nominating Committee (as described further below) shall issue a request for nominations of recommended candidates to be elected by the Members as Directors and

Officers to take office at the end of the next Annual Member Meeting. All Member nominations of individuals to be included on a list prepared by the Nominating Committee shall be submitted to the Nominating Committee within thirty (30) days from the date the request was issued. The Nominating Committee shall prepare a written slate of recommended candidates for the required number of Directors, including which of the proposed Directors are also recommended to serve as Officers, to be elected by the Members, which may include any nomination received from any Member or any other candidates nominated by the Nominating Committee, and the Nominating Committee's slate shall be submitted to the Members no later than forty-five (45) days prior to the Annual Member Meeting. Any additional nominations for any Director or Officer candidate not included on the Nominating Committee's slate shall be submitted to the President or the chairperson of the Nominating Committee no later than thirty-eight (38) days prior to the Annual Member Meeting, which shall include the written consent of the nominee.

- (b) The Nominating Committee shall cause a written or electronic ballot to be prepared and sent to each Member entitled to vote. The ballot shall contain the names of the entire slate of candidates for election to the Board, including which of the proposed Directors are also recommended to serve as Officers, and shall include instructions as to how and when completed ballots should be returned. Each Member entitled to vote shall vote to approve the slate and elect all of the candidates listed thereon or to disapprove the entire slate. If the slate is approved by a majority of the voting Members, then the candidates set forth on such slate shall be deemed elected as Directors and, as appropriate, Officers, and such individuals shall take office at the end of the next Annual Member Meeting. If the slate is not approved by a majority of the voting Members, the Board shall elect individuals as the Directors and Officers of the Auxiliary to take office at the end of the next Annual Member Meeting. In the event that any valid nominations are received in accordance with Section 4.05(a), the Nominating Committee shall include the nominee on the ballot.

- 4.06 Vacancies.** Any vacancy occurring in a Director position because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board as soon as reasonably practicable with an Active or Life Member in good standing, and such appointment shall be for a term expiring at the next succeeding Annual Member Meeting. (*IL)
- 4.07 Resignation.** Any Director may resign at any time by written notice delivered to the Board, the President, or the Secretary. If the original notice is sent to anyone other than the President, a copy shall be sent by such individual to the President. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. (*IL)
- 4.08 Removal.** Any Director may be removed with or without cause by the affirmative vote of two-thirds of the votes of the Active, Support, and Life Members present and voted, in person, at any Annual Member Meeting or any other meeting of the Members called for that purpose. Written notice that an individual is being considered for removal shall be given to the Members entitled to vote as required in Section 3.04 Notice of Member Meetings and shall state that the purpose of the meeting is to vote upon removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting at which such Director's removal is to be considered. (*IL)

- 4.09 Compensation.** Directors shall not be compensated for services provided to the Auxiliary in their capacities as Directors. Directors may receive reasonable compensation for personal services rendered to the Auxiliary that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Auxiliary, so long as the Directors comply with the conflict of interest procedures set forth in these Bylaws and any other policies adopted by the Board. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties when such expenses are appropriately documented by receipts or other evidence of payment. Directors shall not be reimbursed for expenses related to attendance at the Annual Member Meeting, Annual Board Meeting (defined below) and any other Board meetings if held at the same time as the AVMA Convention. (*IL)
- 4.10 Regular and Annual Board Meetings.** An annual meeting of the Board (each, an "Annual Board Meeting") shall be held immediately following the Annual Member Meeting, for the purpose of the transaction of such business as may come before the meeting. An additional regular meeting of the Board shall be held within five (5) days prior to each Annual Member Meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. (*IL)
- 4.11 Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any four Directors. The person or persons authorized to call special meetings may fix any place as the place for holding any special meeting of the Board called by such person or persons. (*IL)
- 4.12 Place of Meetings.** Meetings of the Board shall be held at the registered office of the Auxiliary to the American Veterinary Medical Association or such other place in the United States of America as may be designated by the President. (*IL)
- 4.13 Notice of Meetings.** Notice of the time and place of each meeting of the Directors, for which such notice is required by law, shall be given to each of the Directors by mail, email, or telephone at least fifteen (15) days prior to the meeting; provided, however, that, notwithstanding the foregoing, notice of special meetings of the Board to be held via telephone conference call shall be given to each of the Directors at least twenty-four (24) hours prior to the meeting. The notice need not specify the purpose of the meeting, unless otherwise required by the Articles of Incorporation, these Bylaws, or the Not for Profit Corporation Act. A notice of any meeting of the Board may be given by the President, the Secretary, or their agents. Any such notice shall be either in writing or by facsimile, electronic mail, or other means of electronic transmission to each Director at his or her address as it appears on the records of the Auxiliary. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail or other electronic address of record of the Director. If sent by any other means (including facsimile, telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Director. (*IL)

- 4.14 Voting.** The act of a majority of the Directors in office and present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. No Director may act by proxy in any matter. (*IL)
- 4.15 Quorum.** A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the Directors are present at a meeting of the Board, a majority of the Directors present may adjourn the meeting from time to time without further notice. (*IL)
- 4.16 Informal Action by Directors.** Any action required or permitted to be taken at any meeting of the Board, or any committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or by all of the members of such committee, as the case may be, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board or committee. Such filings shall be in paper form if the minutes are maintained in paper form or in electronic form if the minutes are maintained in electronic form. Any such consent signed by all the Directors or all committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the Not for Profit Corporation Act. (*IL)
- 4.17 Use of Conference Telephone or Other Interactive Technology.** Directors, or any committee of the Board, may participate in and act at any meeting of the Board, or committee, by means of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting. (*IL)
- 4.18 Waiver of Notice.** The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting of the Board may be waived in writing either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. (*IL)

ARTICLE V

OFFICERS

- 5.01 Officers of the Auxiliary.** The Members shall elect a President, a Vice President, a Secretary, and a Treasurer of the Auxiliary (each, an "Officer," and taken together with all other officers of the Auxiliary elected by the Members, the "Officers"). The Members may also elect one or more Assistant Secretaries and Assistant Treasurers, and such additional Officers as the Members may deem necessary or appropriate from time to time. Any two or more offices, except the offices of President and Secretary, may be held by the same person. The Officers elected by the Members shall have such duties as are hereafter described and such additional duties as the Board may

from time to time prescribe. (*IL) Each Officer must also be a member of the Board. The President must have served as a Director for at least one (1) year prior to his or her nomination as President. (*IL)

- 5.02 Election and Term.** The elected Officers shall be elected annually by the Members in accordance with the procedures set forth in Section 4.05 at the Annual Member Meeting. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. The President shall be elected to a one year term and may be nominated and elected to one additional one-year term as President, serving no more than two (2) consecutive terms. The Vice-President, Secretary, and Treasurer shall be elected to one year terms and may be elected to additional one year terms. Each Officer shall hold office until the Officer's successor has been duly elected and qualified, or until the Officer's death, or until the Officer has resigned or been removed in the manner hereinafter provided. Election or appointment of an Officer shall not of itself create contract rights. (*IL)
- 5.03 Resignation.** Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. (*IL)
- 5.04 Removal.** Any Officer may be removed with or without cause by the affirmative vote of two-thirds of the votes of the Active, Support, and Life Members present and voted, in person, at any Annual Member Meeting or any other meeting of the Members whenever, in the judgment of the Members, the best interests of the Auxiliary would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person or persons so removed. (*IL)
- 5.05 Vacancies.** Any vacancy occurring in an Officer position because of death, resignation, removal, disqualification, or otherwise may be filled by the Board at any meeting thereof, to serve until the next Annual Member Meeting; provided, however, if the President is unable to fulfill the duties of this office, the Vice-President shall immediately become the Acting President and shall serve until the President can fulfill the duties. If the President is unable to fulfill the duties of the office on a permanent basis, the Vice-President shall serve as Acting President for the remainder of the term. If the time of service as Acting President is less than six months, the person shall be eligible to serve two additional terms as President, but if the time is more than six months, the person shall be eligible to serve one additional term as President. If there is no Vice-President at the time a vacancy of the President occurs, the Board shall appoint a Director to serve the remainder of the term as Acting President and the same service limits described above with respect to a Vice-President who serves as Acting President shall apply. (*IL)
- 5.06 President.** The President shall be the chief executive officer of the Auxiliary and as such shall in general supervise the business and affairs of the Auxiliary, unless otherwise provided by the Board. The President shall also: preside at all meetings of the Members and the Board and have a vote at all Board meetings; appoint a Parliamentarian; appoint members of all committees and task forces except for the Nominating Committee and be an ex officio member of all committees except for the Nominating Committee and all task forces; enforce the observance of these Bylaws, policies, and rules of the Auxiliary; and propose and recommend action beneficial to the interests

and welfare of the Auxiliary and its Members. In addition, the President shall have such additional powers and duties as the Members may prescribe. (*IL)

- 5.07 Vice President.** The Vice-President shall: in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties of the President and, when so acting, have all the powers of and be subject to all restrictions upon the President; have a vote at all Board meetings; be an ex officio member of all committees except for the Nominating Committee and all task forces; cooperate in promotional work particularly in the relationship to all State and Student Auxiliaries; and perform such other duties as may be assigned by the President or the Board. (*IL)
- 5.08 Secretary.** The Secretary shall: keep a record of all the proceedings at the Annual Member Meetings and the Annual Board Meeting and all Special Member Meetings and all regular and special Board meetings, and be the custodian of all other books and records of the Auxiliary, including conference calls and email/certified mail votes, except those maintained by the other officers and as otherwise required by the Board; upon the expiration of the term of office, deliver all books, papers, and other records of the Auxiliary to a successor or to the President; have a vote at all Board meetings; and perform such other duties as may be assigned by the President or the Board. (*IL)
- 5.09 Treasurer.** The Treasurer shall: file all reports and tax returns; receive and safely keep all money, bills, notes, leases, and similar property belonging to the Auxiliary, unless the authority to manage such property has been delegated under Article X Investments, and shall disburse the same as directed by the President or Board; keep an accurate account of the finances and business of the Auxiliary, including accounts of its assets, liabilities, receipts and disbursements, together with such other accounts as may be required and hold the same open for inspection and examination by the Members; submit annual fiscal year-end financial statements, including balance sheets and statements of operations and such interim reports as the Board may direct; upon the expiration of the term of office, deliver all books, papers, money, and other property of the Auxiliary to a successor or to the President; have a vote at all Board meetings; and perform such other duties as may be required by law, the Articles or these Bylaws or as otherwise assigned by the President or the Board. (*IL)
- 5.10 Assistant Treasurers and Assistant Secretaries.** Any Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Board. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.
- 5.11 Other Officers and Agents.** Officers and agents of the Auxiliary, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board.
- 5.12 Absence of Officers.** In the absence of any Officer, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties, or any such powers or duties, of any Officer to any other Officer or to any Director.

- 5.13 Compensation.** Officers shall not receive compensation for their services as Officers. Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. (*IL)

ARTICLE VI

COMMITTEES

6.01 General Requirements.

- (a.) The Bylaws or the Board may create committees and appoint directors or other such persons as the Board designates to serve on such committees. The following committees are created: Budget/Finance Committee and Nominating Committee. (*IL)
- (b.) Committees shall be composed of two or more Directors and other non-director persons which the Bylaws or Board designates. A committee shall have a majority of its membership consist of Directors; provided, however, that if the committee relates to the election, nomination, qualifications, or credentials involved in the process of electing directors and officers, the committee may be composed entirely of non-directors. (*IL) Members of committees shall be Members of the Auxiliary in good standing at the time of appointment and must continue in good standing during participation on the committee. (*IL)
- (c.) Members who are non-Directors and desire to be considered for committee positions should complete the Director, Officer, Committee and Task Force Eligibility Form, available from the Auxiliary, to provide qualifications and pertinent information and to give consent to serve as a member of a committee. Submitted forms shall be maintained in the Director, Officer, Committee, and Task Force Eligibility File at the Auxiliary office. Members contacted by the Board or otherwise nominated by a Member may fill out the Director, Officer, Committee, and Task Force Eligibility Form after being contacted.
- (d.) The quorum for a committee meeting shall be a majority of the committee members. A majority of the committee members present and voting at a meeting at which a quorum is present is necessary for committee action. (*IL)

6.02 Budget/Finance Committee.

- (a.) Members of the Budget/Finance Committee shall be the President, Vice-President, Treasurer, and Immediate Past President (unless he or she has earlier resigned or been removed in accordance with these Bylaws). The Treasurer shall serve as chairman. (*IL)
- (b.) The committee members shall serve on the committee for their terms as a Directors.
- (c.) The Budget/Finance Committee shall prepare and submit a proposed budget for the coming fiscal year to the Board for review and approval.
- (d.) The Budget/Finance Committee shall consider all other financial items referred to it by the Board and report its findings and recommendations to the Board.
- (e.) Except as specified in this section, the Budget/Finance Committee shall have no other authority to act for the Auxiliary. (*IL)

6.03 Nominating Committee.

- (a.) The Nominating Committee shall be composed of three (3) members. Members of the Nominating Committee must not concurrently serve on the Board. One member shall be elected by the Board and shall serve as Chairman, and two members shall be nominated by the Members from the floor of the Annual Member Meeting and elected at such meeting by the Members. In the event that any Nominating Committee positions are not filled at the Annual Member Meeting, the Board of Directors shall fill any vacant positions. (*IL)
- (b.) Members of the Nominating Committee shall serve a term of two (2) years and be eligible to serve one additional term consecutively; provided, however, that if any of the two members to be elected from the floor are not nominated and elected in accordance with the foregoing, the Board shall fill any such vacancy in the Nominating Committee as soon thereafter as reasonably practicable.
- (c.) The committee shall propose a slate setting forth the names of the proposed Directors and Officers as required above with nominees having the qualifications as required.
- (d.) Except as specified in this section, the Nominating Committee shall have no other authority to act for the Auxiliary. (*IL)

ARTICLE VII

MANAGEMENT

7.01 Office.

- (a.) The registered office of the Auxiliary shall be located in the State of Illinois by law with the offices of the AVMA. The current location is 1931 N. Meacham Road, Schaumburg, IL 60173. Changes in the registered office location shall be made according to 805 Illinois Compiled Statutes 105/105.10. (*IL)
- (b.) The mailing address may be different from the registered office address if approved by the Board.
- (c.) The business of the Auxiliary may also be conducted at other locations determined by the Board.

7.02 Registered Agent. The statutory agent of the Auxiliary shall be the person serving as Executive Vice-President of the AVMA, or any successor in title and/or responsibility, whose office is located in the State of Illinois with the offices of the AVMA. Changes in the registered agent or change of address of the registered agent shall be made according to 805 Illinois Compiled Statutes 105/105.10, 105.15, and 105.20. (*IL)

7.03 Execution of Auxiliary Documents. With the prior authorization of the Board, all notes, contracts, government reports, and other documents of every kind shall be executed on behalf of the Auxiliary by the President, or in case of the President's absence or incapacity, by the Vice-President. The President shall sign all authorizations for expenditures and payment of bills, or in the President's absence, the Vice-President shall sign. Electronic writings and signatures may be utilized as set forth in Section 17.02 and Section 17.03.

7.04 Fiscal Management.

- (a.) The fiscal year of the Auxiliary shall be from June 1 to May 31, or on such other date as may be fixed from time to time by the Board.
- (b.) The Board shall review and revise as needed the budget as presented by the Budget/Finance Committee. The Board shall approve the budget for the coming fiscal year, and once approved, it becomes the budget for that fiscal year. The Board shall present a summary of the approved budget for the fiscal year at the Annual Member Meeting. The Board may revise the approved budget during the fiscal year due to unforeseen circumstances. The Members may amend the approved budget at any Member meeting by three quarters (3/4) vote of the votes entitled to be cast, represented in person or by proxy.
- (c.) All monies shall be deposited in the name of the Auxiliary.
- (d.) The Treasurer shall maintain all financial records of the Auxiliary, to include bills, vouchers, check statements, and other required records. The Treasurer shall give to any successor all records, property, and funds at the expiration of term of office. (*IL)
- (e.) The Board shall develop a written procedure for approval of expenditures, approval of bills and vouchers for payment, and signing of checks.
- (f.) The Treasurer shall keep any inventory of all office furniture, supplies, and items for sale by the Auxiliary.
- (g.) All accounts shall be subject to financial review or audit annually, or at such time as the Board requires, by an independent certified public accountant approved by the Board.
- (h.) The Board may refer any financially related matter to the Budget/ Finance Committee for review and study, requesting a report back to the full Board.
- (i.) Directors, Members, and employees under Memorandum of Understanding or contract shall be bonded.

7.05 Records Management.

- (a.) The Secretary shall keep a record of all the proceedings of the Annual Member Meeting and the Annual Board Meeting, and all Special Member Meetings and all regular and special Board meetings, and be the custodian of all other books and records of the Auxiliary, including conference calls and email/certified mail votes, except those maintained by the other directors and as the otherwise required by the Board. The Secretary shall give to any successor all books, papers, and other records at the expiration of term of office. (*IL)
- (b.) The President and, unless otherwise determined by the Board, shall determine when minutes must be completed and provided to the Board for all Member and Board meetings.

7.06 Government Reports. The Board shall ensure that all required local, state, and federal reports are filed as required and all fees and taxes are paid as required.

7.07 Member Records. The Auxiliary shall keep at its registered office or principal office a record giving the names and addresses of its Members entitled to vote and any non-voting Members. (*IL)

- 7.08 Assistance with Management.** The Board may hire an employee or obtain office services under a Memorandum of Understanding or contract to assist in management of Auxiliary affairs. Any person serving in this capacity may assist with all delegable duties of the Board except the signing of checks or other documents.
- 7.09 Access to Records.** Any voting Member shall have the right to examine, in person or by agent, at any reasonable time or times, the Auxiliary's books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. This request must follow the process given in the 805 Illinois Compiled Statutes 105/107.75. (*IL)
- 7.10 Task Forces.**
- (a.) The Board may create and appoint persons to task forces to review, study, and make recommendations to the Board and to plan and accomplish activities and programs that fulfill the purpose of the Auxiliary. Task forces may be created for a variety of reasons, for example, long range planning, membership services, communications, student loan and scholarship funds, student auxiliaries, or other items as the Board determines. The task forces shall carry out actions as approved by the Board. (*IL)
 - (b.) The task forces shall be composed of Active, Support, and Life Members and may or may not have Directors as members. Members of task forces shall be Members of the Auxiliary in good standing at the time of appointment and continue in good standing during participation on the task force. (*IL)
 - (c.) Members who are non-Directors and desire to be considered for task force positions should complete the Director, Officer, Committee and Task Force Eligibility Form, available from the Auxiliary, to provide qualifications and pertinent information and to give consent to serve as a member of a task force. Submitted forms shall be maintained in the Director, Officer, Committee, and Task Force Eligibility File at the Auxiliary office. Members contacted by the Board may fill out the Director, Officer, Committee, and Task Force Eligibility Form after being contacted.

ARTICLE VIII

STUDENT AUXILIARIES

- 8.01** Each college of veterinary medicine which has a Student American Veterinary Medical Association chapter is encouraged to have an auxiliary to the Student AVMA chapter.
- 8.02** Each auxiliary to the Student AVMA chapter shall be a separate and distinct organization with no official or legal ties to the Auxiliary to the AVMA. Each shall have its own university status as required by its university and business status and tax status as required by its state and conduct its own affairs. Each auxiliary to the Student AVMA chapter shall have a sponsor and should check with the college of veterinary medicine regarding its sponsor requirements. The sponsor may be a member of the Auxiliary or AVMA, but this is not required.

- 8.03** Each auxiliary to the Student AVMA chapter shall be asked to provide the Auxiliary with the names and addresses of its sponsor and officers or contact persons as soon as possible after selection so contacts may be made and communications may be sent to the student auxiliary.
- 8.04** The Auxiliary and the auxiliaries to the Student AVMA may work jointly in support of the veterinary profession and veterinary students through various activities and programs.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

- 9.01 Indemnification.** The Auxiliary shall indemnify each person who is or was a Director or Officer, or who is serving or has served at the request of the Auxiliary as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, and may indemnify any person who is or was an employee or agent of the Auxiliary and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Illinois in the event any of such persons was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. (*IL)
- 9.02 Authorization of Indemnification.** Any indemnification under this Article IX (unless the indemnification is ordered by a court) shall be made by the Auxiliary only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent of the Auxiliary is proper in the circumstances. In the case of indemnification that is mandatory under Section 9.01 hereof, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 9.01 and (b) the amount of the indemnification permitted by law. Any determination under this Section 9.02 shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. (*IL)
- 9.03 Advance Payments.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Auxiliary in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent of the Auxiliary to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Auxiliary as authorized in this Article IX. (*IL)
- 9.04 Non-Exclusivity and Continuation.** The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent of the Auxiliary, and shall inure to the benefit of the heirs, executors and administrators of such a person. (*IL)

- 9.05 Insurance.** The Auxiliary may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article IX, and (b) on behalf of any person who is or was a Director, Officer, employee or agent of the Auxiliary, or who is or was serving at the request of the Auxiliary as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Auxiliary would have the power to indemnify the person against such liability under the provisions of this Article IX. (*IL)

ARTICLE X

INVESTMENTS

- 10.01 Investment Authority.** The Board of Directors shall exercise all power and authority which the Auxiliary has under the laws of Illinois to manage its assets. In the event the Board determines that a delegation of the investment authority to another organization described in section 501(c)(6) of the Internal Revenue Code is in the best interest of the Auxiliary, the Board may so delegate its authority hereunder with the concurrence of two-thirds (2/3) of those present and voting at a meeting at which a quorum is present. Notwithstanding, any delegation of investment authority, the Board shall retain the ultimate authority and responsibility with respect to reviewing the investment performance of any organization exercising the investment authority of the trustees, and shall review the performance of all investments at least quarterly.

ARTICLE XI

ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS

- 11.01 Acceptance.** The Board is authorized to accept gifts, devises and bequest from donors for the purpose of the Auxiliary. Donors may express a desire in the instrument making gift, devise or bequest, that such gift, devise or bequest be used for a particular purposes of the Auxiliary, and the Board may accept a gift, devise or bequest subject to such restriction and shall honor such restriction as practicable.

ARTICLE XII

CONFLICTS OF INTEREST

- 12.01 Director Conflict of Interest.** A Director shall disclose to the Board any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board, or which to the Director's knowledge might otherwise cause a conflict with a fiduciary duty owed by the Director to another organization. Such interested Director shall abstain from voting on such transaction or other action; provided, however, that such interested Director's presence may be counted in determining whether a quorum is present. (*IL)

12.02 Material Interest. A Director shall be considered to have a material interest in an entity if the Director is a director, officer or employee of the entity or if the Director has a material financial interest in the entity. (*IL)

12.03 Comprehensive Policy. The Board shall have the power and authority to adopt a more comprehensive policy regarding conflicts of interest, which may supplement, amend, or supersede this Article XII, as so directed by the Board. (*IL)

ARTICLE XIII

LIABILITY OF DIRECTORS

13.01 Liability of Directors in Certain Cases. Liability of directors in certain cases shall be in accordance with 805 Illinois Compiled Statutes 105/108.65. (*IL)

13.02 Limited Liability of Directors, Officers, and Persons Who Serve Without Compensation. Limited liability of directors, officers, and persons who serve without compensation shall be in accordance with 805 Illinois Compiled Statutes 105/108.70. (*IL)

ARTICLE XIV

DISSOLUTION

14.01 Dissolution of the Auxiliary to the AVMA.

- (a.) Dissolution of the Auxiliary to the AVMA shall be in accordance with 805 Illinois Compiled Statutes 105/Article 12. (*IL)
- (b.) Voluntary dissolution by vote of Members entitled to vote shall be in accordance with 805 ILCS 105/112.15. The dissolution of the Auxiliary may be authorized by a vote of Members entitled to vote in the following manner:
 - (1) The Board shall adopt a resolution, which may be with or without their recommendation, proposing that the Auxiliary be dissolved voluntarily, and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote on dissolution.
 - (2) Written notice stating the purpose, or one of the purposes, of such Member meeting is to consider the voluntary dissolution of the Auxiliary, shall be given to each Member entitled to vote on dissolution within the time and in the manner provided for in these Bylaws.
 - (3) At such Member meeting a vote of the Members entitled to vote on dissolution shall be taken on the resolution to dissolve voluntarily the Auxiliary. The resolution shall be adopted by receiving the affirmative vote of at least two-thirds of the Member votes present and voted either in person or by proxy.
- (c.) In the process of dissolution, the assets of the Auxiliary shall be applied and distributed in accordance with 805 ILCS 105/112.16 and the Auxiliary's Articles of Incorporation.

- (d.) In the process of dissolution, the plan of distribution shall be in accordance with 805 ILCS 105/112.17. The Board shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of Members having voting rights. Written notice setting forth the proposed plan of distribution or a summary thereof shall be delivered to each Member entitled to vote at such meeting, within the time and in the manner provided for in these Bylaws for the giving of notice of meetings of Members. Such plan of distribution shall be adopted upon receiving the affirmative vote of at least two-thirds of the Member votes present and voted either in person or by proxy.
- (e.) In the process of dissolution, articles of dissolution shall be prepared and filed in accordance with 801 ILCS 105/112.20.
- (f.) In the process of dissolution, the effect of dissolution shall be in accordance with 805 ILCS 105/112.30.
- (g.) In the process of dissolution, refer to 805 ILCS 105 for any other sections which may be applicable at the time of dissolution.

ARTICLE XV

PARLIAMENTARY AUTHORITY

- 15.01** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Auxiliary in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Auxiliary may adopt.

ARTICLE XVI

AMENDMENTS

- 16.01 Amendments to Bylaws.** These Bylaws may be altered, amended or repealed and new Bylaws adopted as follows: Any proposed amendment(s) to the Bylaws shall be submitted to the Secretary of the Auxiliary at least sixty (60) days prior to the vote of the Members on such amendment(s). The Secretary shall deliver the proposed amendment(s) to the Board for review. The Board shall review the proposed amendment(s) and shall provide to the Members a recommendation for or against adopting the proposed amendment(s). Such recommendation shall be sent to the Members at least five (5) days prior to the vote of the Members on such amendment(s). If the Board has recommended adopting the proposed amendment(s), the Bylaws may be amended by the affirmative vote of a majority of the Members present and voting at any meeting thereof. If the Board has recommended against adopting the proposed amendment(s), the Bylaws may be amended by the affirmative vote of at least two-thirds (2/3) of the Members present and voting at any meeting thereof. Notwithstanding the foregoing, no amendment(s) to the Bylaws shall be effective unless (a) notice of the proposed alteration, amendment, repeal or adoption was contained in the notice of the meeting at which such action is taken, and (b) no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Auxiliary as stated in its Articles of Incorporation or otherwise cause the Auxiliary to lose its qualification as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE XVII
MISCELLANEOUS**

- 17.01 Definitions.** In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:
- (a) “Articles of Incorporation” means the Articles of Incorporation of the Auxiliary filed with the Secretary of State of the State of Illinois, and any amendments thereto.
 - (b) “Not for Profit Corporation Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.
 - (c) A “Section” of “the Code” means a section of the Internal Revenue Code of 1986, as amended, and shall include future amendments to such section and corresponding provisions of future federal tax laws, all as from time to time in effect.
- 17.02 Writings.** Any action required in these Bylaws to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Members, Directors, Officers, or committee members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.
- 17.03 Electronic Signatures.** Any action required in these bylaws to be “signed” or to have a “signature” by or of a Member, a Director, an Officer, or a committee member shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.
- 17.04 References to (*IL).** References herein to (*IL) indicate that the provision may be required under the Not for Profit Corporation Act or that the Not for Profit Corporation Act is implicated in connection with the provision. The Not for Profit Corporation Act should be consulted prior to considering any amendment to such provisions.