

**RESTATED BYLAWS
OF THE
ASSOCIATION OF AVIAN VETERINARIANS, INC.**

Approved by the Governing Board on July 20, 2011
Approved by the Membership on August 8, 2011

**ARTICLE I
NAME, PURPOSE, PRINCIPAL OFFICE,
CORPORATE SEAL AND FISCAL YEAR**

Section 1. Name and Purpose. The name and purposes for the corporation shall be as set forth in the Articles of Organization. The corporation may hereinafter sometimes be referred to as the "Association."

Section 2. Principal Office. The principal office of the Association in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Association. The Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth, and the Board may designate additional offices within or outside of the Commonwealth of Massachusetts. If the Association has no principal place of business within the Commonwealth, it shall appoint a Resident Agent.

Section 3. Corporate Seal. The Board shall have the power to adopt and alter the seal of the Association.

Section 4. Fiscal Year. The fiscal year of the Association shall, unless otherwise decided by the Board, end on December 31.

Section 5. Property. The Association is not formed for pecuniary profit or gain and no money or properties received by the Association of Avian Veterinarians shall be paid to any member, or to any person, during the life of the Association, except as compensation for property purchased or services rendered. In the event that the organization should dissolve, all properties and monies will be distributed in accordance with the Internal Revenue Service Code 501(c)(3).

**ARTICLE II
MEMBERSHIP**

Section 1. Classes. There shall be six classes of membership in the Association: Active Members, Student Members, Honorary Members, Veterinary Technician Members, Student Chapters, and Allied Associate Members.

Section 1.1. Active Members. Active membership shall be offered to all graduate veterinarians, and may be further restricted in accordance with Board of Directors policy in order to conform when necessary to the requirements of the American Veterinary Medical Association (AVMA).

Each Active Member shall be entitled to one (1) vote on those matters upon which Active Members shall be entitled to vote.

Active membership at reduced rates may also be offered to full time interns, residents, or graduate students in accordance with policy set by the Board of Directors.

Section 1.2. Student Members. Student membership may be offered to individuals currently enrolled in professional veterinary curricula at "AVMA-Listed", "AVMA-accredited", or "AVMA-approved" schools or colleges of veterinary medicine in the directory of the AVMA.

Student Members shall have all of the rights and privileges of Active Members except they shall not have: i) the right to attend meetings which are designated as limited to Active Members Only; and ii) the right to vote on matters upon which votes are limited to Active Members Only.

Section 1.3. Honorary Members. There shall be two categories of Honorary membership: i) Limited Honorary Members; and ii) Life Members. An Honorary Member shall have the rights of an Active Member only if said Honorary member also meets the qualifications of an Active Member, otherwise, an Honorary Member shall have the rights of an Associate Member. An Honorary Member possessing the rights of an Active Member shall be referred to herein as an "Active-Honorary Member." The term of membership shall be determined by the Board of Directors. The following shall be the qualifications for Honorary membership:

Section 1.3.1. Limited Honorary Members. Limited Honorary membership may be offered by the Board to individuals who have, in the opinion of the Board, made extraordinary contributions to avian medicine and/or aviculture. The term of Limited Honorary membership shall be limited to one year.

Section 1.3.2. Life Honorary Members. Life Honorary membership may be offered by the Board of Directors to individuals who have, in the opinion of the Board of Directors, participated in, served and contributed to avian medicine with the highest distinction. The term of Life Honorary Membership shall be for the life of the individual upon whom it is bestowed.

Section 1.4. Veterinary Technician Members. Veterinary Technician membership may be offered to individuals who have graduated from an animal health or veterinary technical educational program accredited by the American Veterinary Medical Association and/or to licensed veterinary technicians. Unlicensed veterinary technicians, who have not attended an accredited program, may, at the sole discretion of the Board of Directors, be offered such membership if certain qualifications established by the Board of Directors are met.

Veterinary Technician Members shall have the same rights as Associate Members.

Section 1.5. Student Chapters. Student organizations which are comprised of no less than five (5) full-time students and have been formed and are operating at "AVMA-approved", "AVMA-accredited", or "AVMA-listed" schools or colleges of veterinary medicine listed in the AVMA directory may be granted affiliation with the Association. Such a student organization shall be a Student Chapter of the Association provided such student organization meets the qualifications specified in the By-Laws and by the Board of Directors. The name of such affiliated student organization shall be the "(name of college or school) Student Chapter of the AAV."

Each Student Chapter shall have the right and privileges of one Associate Member, which shall be exercised on behalf of such Student Chapter by one individual designated in writing, from time

to time, by the president (or equivalent) of such Student Chapter. Such designation shall remain in effect so long as such Chapter is in good standing or until revoked in writing.

Each Student Chapter may determine its own objectives and rules of government and may elect its own officers subject to these By-Laws. The objectives, constitution and by laws of each Student Chapter shall be subject to review and approval by the Association, as being consistent with the goals of the Association, as a condition of affiliation.

Section 1.6. Allied Associate Membership shall be available to an individual not otherwise eligible for Active, Technician, or Student membership who has an interest in any allied health profession related to avian medicine, physiology, nutrition, conservation or other. Allied Associate Members shall have all of the rights and privileges of Active Members except they shall not have: i) the right to attend membership meetings, ii) the right to vote on matters upon which votes are limited to Active Members only, and iii) access to the AAV Annual Conference and Expo programs not specified in the current program for Allied Associate Members.

Section 2. Tenure. Each member (individual, section or chapter) shall hold membership so long as s/he/it is in good standing on the records of the Association, or until s/he/it sooner dies, ceases to exist, resigns, is removed or becomes disqualified.

Section 3. Applications. All applications for membership shall be submitted in accordance with policy as set from time to time by the Board of Directors.

Section 4. Dues. Membership dues will be determined by the Board of Directors from time to time and reported to the members via the Association's print or electronic publications. The Board of Directors shall set policies for payment and collection of dues.

Section 5. Resignation. All resignations from membership in the Association shall be made in writing. No resignation shall entitle any member a return of dues paid for the fiscal year during which the resignation takes place.

Section 6. Removals. Any member may be expelled at any time for cause at any meeting of the Board of Directors by a vote of seventy-five (75) percent of the members of the Board of Directors upon determination that the member has committed an act materially adverse to the interests of the Association. A member may be removed for cause only after being given twenty-one (21) days written notice, certified mail, return receipt requested, of his/her opportunity to be heard by the Board. A member shall be advised in writing, certified mail, return receipt requested, of the final decision of the Board.

Section 6.1. Any member who is finally convicted of violating local, state or federal law with regard to the importation, obtaining, selling, shipping or inhumane treatment of any avian species, may be subject to suspension and revocation of membership.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting shall be held no later than the first Sunday of September in each year at a time and in such place within the United States as the Board of Directors may determine in each year.

Section 1.1. The Board of Directors may restrict or limit attendance at annual meetings to Active members and Active Honorary Members. Whether or not to so restrict or limit attendance shall be in the sole discretion of the Board.

Section 1.2. If an annual meeting is not held as herein provided, the Active Members and Active Honorary Members may call and hold a Special Meeting in Lieu of Annual Meeting which special meeting shall have the same force and effect as if an annual meeting were held.

Section 2. Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be requested by the President or by the Board of Directors, and shall be called by the President-Elect/Clerk or President. In addition, a Special Meeting shall be called by any other officer upon written application of three (3) or more members of the Board of Directors or ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of members. Meetings may be restricted to active members at the direction of the Board of Directors.

Section 3. Notice of Meetings. A written notice of each meeting of members containing the place, date and hour, and the purposes for which it is held shall be given to each member at least fourteen (14) days in the case of any Special Meeting or thirty (30) days in the case of the annual meeting before the meeting by mailing such notice to each member at his/her address as it appears in the records of the Association, by regular newsletter mailed to each of such members, or by electronic mail. Notice of a meeting need not be given to a member if a written waiver of notice, executed before or after the meeting by such member or his authorized attorney, is filed with the records of the meeting.

Section 4. Quorum. At any meeting of the members, two-hundred of the active members, or 10% of the total active membership as of thirty (30) days prior to the meeting date (whichever is less), present in person or represented by proxy, shall constitute a quorum. Though less than a quorum be present, any meeting of the members of the Association may, without further notice to any member, be adjourned to a different date, time and place. At any reconvened meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the original meeting. When a quorum is present at any meeting, a majority of the members present in person or represented by proxy, shall decide any question brought before such meeting unless the question is one upon which, by express provisions of the law, by the Articles or Organization or by the By-Laws, a different vote is required, in which case such express provisions shall govern and control the decision of such question.

Section 5. Voting and Proxies. Each active member and each honorary member who is also an active member shall have one vote to be cast in person or by proxy. Proxies must be in writing and filed in person, or may be filed by regular U.S. mail or electronic means as designated by the Board of Directors. The person named in a proxy may vote at any continuation of the meeting for which the proxy was given, but the proxy shall terminate after final adjournment of the meeting, or applicable continuation of such adjourned meeting. No proxy dated more than six months before the meeting named in it shall be valid. A proxy may be revoked by writing signed by the person originally granting said proxy. Proxies may only be given by active members in good standing.

Section 6. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority, or higher number if required by the law or these By-Laws, of members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the Association. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7. President and Recording Officers. Meetings of members shall be presided over by the President of the Association, or in his/her absence, the officer next in succession or, if no such officer is present, a member who shall be chosen to preside at the meeting. The President-Elect/Clerk, Executive Director, or a temporary clerk chosen at the meeting shall record all actions taken.

Section 8. Compensation. Members shall be entitled to no compensation for their services as a matter of right. However, the Board may at its discretion pay to members any expenses actually incurred in rendering services to the Association. Members shall not be precluded from serving the Association in any other capacity and receiving compensation for any such services.

ARTICLE IV OFFICERS

Section 1. Number and Qualification. The officers of the Association shall be the President, the President-Elect/Clerk, the Immediate Past President, and the Treasurer. All officers must at all times be and remain Active Members during their tenure in office.

If required by the Board of Directors, any officer shall give the Association a bond for the faithful performance of their duties in such amount and with such surety or sureties as shall be satisfactory to the Board. The cost of such bond shall be paid by the Association.

Section 2. Term of Office. The term of each officer shall be for one-year. The President-Elect/Clerk shall serve three consecutive one-year terms (one year as President-Elect/Clerk, one year as President, and one year as Immediate Past President). The Treasurer may, upon re-election by the Membership, the serve as Treasurer for a maximum of three (3) consecutive one-year terms.

Section 3. Election. A Leadership Development and Nominating Committee, consisting of five persons, chaired by and including the Immediate Past President and four other people chosen by the Immediate Past President, which shall include two (2) Advisory Council members and two (2) active members. The Executive Director shall serve in an ex-officio (non-voting) capacity.

The Leadership Development and Nominating Committee shall present to the membership at least forty-five (45) days in advance of the annual meeting at least one candidate for each office selected from among all members. The President-Elect/Clerk and Treasurer shall be elected by a majority of the Active Members and Active Honorary Members voting via electronic mail or other electronic means as may be approved by the Board of Directors, and shall serve through the earlier of the next following annual meeting or special meeting in lieu of an annual meeting or until their respective successors are elected and qualified. The election shall require participation by the same quorum specified in Article III, Section 4. The Leadership Development and Nominating Committee shall also offer to the Board of Directors for action by it the names of those individuals suggested for appointment as Delegates and Alternate Delegates to the AVMA House of Delegates.

Section 4. President. The President shall officially represent the Association and shall preside at all meetings of the members, the Board of Directors, and the Advisory Council. S/he shall have authority to delegate these responsibilities to the President-Elect, and shall preserve order and enforce the By-Laws of the Association. S/he shall decide all questions of order, subject to appeal by the members. The President, with the advice and consent of the Board of Directors, shall appoint all standing Committee Chairs and shall appoint all other committees and their Chairs and other agents as may be necessary. S/he shall have the power to order the Executive Director to call a special meeting of the members when requested in writing by 10% of the smallest quorum of the Association's members in good standing required for a vote

upon any matters at the annual meeting of the members, or by two (2) members of the Board, and s/he shall perform other duties requested of her/his office. The President may serve as an ex-officio member of any standing committee.

Section 5. President-Elect/Clerk. The President-Elect/Clerk shall serve as Clerk of the Association. In addition, the President-Elect/Clerk shall: i) assist the President in the discharge of the President's official duties; ii) preside at meetings in the President's absence; iii) automatically succeed to the office of the President upon the expiration of the President's term in office and in the event of the President's death, incapacity, removal or resignation; and iv) perform such other duties as the Board of Directors may direct or delegate.

Section 5.1. If, upon the President's inability to perform his or her duties, the President-Elect/Clerk is unable to fulfill the duties of the President, the Board of Directors shall, within thirty (30) days of the President-Elect/Clerk inability, convene and elect one person from the Board of Directors or Advisory Council to fill the remainder of the President's term.

Section 5.2. In his/her capacity as Clerk of the Association, the President-Elect/Clerk shall maintain or cause to be maintained all records of the Association, including minutes of the proceedings of the Membership and the Board of Directors.

Section 6. Immediate Past President. The Immediate Past President shall Chair the Leadership Development and Nominating Committee and shall Chair the Annual Conference.

Section 7. Treasurer. The Treasurer shall receive and account for all monies and pay all expenses of the Association, serve as a member of the Board of Directors, and submit an annual financial report to the Association as stipulated in Article XII of these By-Laws. The Treasurer shall be bonded in an amount specified by the Board as needed, which bond shall be paid for by the Association. The Treasurer may delegate duties to the Executive Director.

Section 8. Executive Director. The Board may in its discretion from time to time appoint an Executive Director, and/or may appoint an Association Management Company to perform the Executive Director functions as described in these Bylaws.

The Executive Director shall coordinate the Board of Directors, the Advisory Council, and the committees of the Association. The Executive Director shall serve at the pleasure of the Board of Directors.

The Executive Director will be responsible and accountable to the Board of Directors for the coordination of all programs and services, and for all projects specified in the strategic plan. The Executive Director, and/or members of any Association Management Company staff, shall serve as non-voting, advisory members of the Board.

Section 9. Vacancy/Delegation of Power. In the case of the death or disability of any officer of the Association, or for any other reason deemed sufficient by a majority of the Board of Directors, the Board may delegate such officer's power or duties to any other member of the Board, or declare the office vacant and elect a successor to serve until the later of the next annual meeting of the Association or the balance of the officer's term. No such action shall be taken without at least twenty-one (21) days notice to such officer and their having had the right to be heard.

Section 10. Removal. Any Officer may be removed for cause by vote of two-thirds of the membership assembled at any special meeting called for the purpose, or at any regular meeting, after at least twenty-one (21) days notice and any opportunity to be heard.

ARTICLE V BOARD OF DIRECTORS

Section 1. Members. The Board of Directors will be composed of the President, the President-Elect/Clerk, the Treasurer, the Immediate Past President, and one (1) Advisory Council member elected by the Advisory Council. For purposes of these By-Laws, the Immediate Past President shall be that person who most recently served as President of the Association who is not then serving as President, and who is a member in good standing.

Section 2. Duties.

Section 2.1. The Board of Directors (also referred to herein as "the Board") shall be the administrative body of the Association. The Board shall administer the affairs of the Association in a manner consistent with the By-Laws.

Section 2.2. The Board shall make reports to the members of the Association of all Board actions at business meetings and/or through the Association publications (both print and electronic) and the web site.

Section 2.3. The Board shall fill vacancies in office occurring between elections by appointment.

Section 2.4. The Board may take any emergency action when it is not possible to obtain action of the membership. Such action shall, to the extent practical, be temporary in nature pending final action by the membership.

Section 3. Meetings.

Section 3.1. The Board of Directors shall meet at least twice each year, once in conjunction the Annual Conference of the Association, and at one or more such other times as the President and/or a majority of the Board shall determine.

Section 3.2. Special Meetings. In the event that a special meeting is necessary, such meeting shall be scheduled with at least one week written notice (print or electronic) to the members of the Board. A complete agenda of matters to be discussed in connection with such a special meeting must be distributed to the members of the Board of Directors at least one week prior to the meeting.

Section 3.3. Quorum of Directors. A majority of the voting members of the Board of Directors will constitute a quorum. The act of a majority of the directors 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 statute, the Articles of Organization, or these Bylaws.

Section 3.4. Manner of Participation. Unless otherwise provided, members of the Board of Directors may participate in and act at any meeting of the Board or committee through conference call or other communications equipment by means of which all persons participating in the

meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Members of the Board of Directors may vote electronically on issues that come before it from time to time in lieu of a meeting. Any electronic vote held in this manner must be unanimous in order for such vote to be binding. If the vote is not unanimous, the issue shall automatically be tabled until the next meeting of the Board.

Section 4. Compensation. The voting members of the Board of Directors shall not receive any compensation for their services. They may be reimbursed for expenses incurred in their official capacity. A member of the Board shall not be precluded from serving the Association in any other capacity and receiving compensation for such other services.

Section 5. Term of Office. The term of each member of the Board of Directors shall be the same as and run concurrently with the term of the individualø elected or appointed office or position as specified in these By-Laws.

Section 6. Resignation. A member of the Board of Directors may resign at any time by delivering his/her written resignation to the Association. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 7. Vacancy. A vacancy in any office shall be filled temporarily by the office succeeding to such position and may be filled by appointment by the Board of Directors from among the active members, to hold office for the unexpired term of the officer whose office is vacant and until his/her successor is chosen and qualified.

Section 8. Removal. Any member of the Board of Directors may be removed for cause by vote of two-thirds of the membership assembled at any special meeting called for the purpose, or at any regular meeting, after at least twenty-one (21) days notice and any opportunity to be heard.

ARTICLE VI ADVISORY COUNCIL

Section 1. Members. The Advisory Council will be composed of the Board of Directors; the Chair of each standing, *ad hoc*, and special committee; and four (4) at-large members elected as herein provided.

Section 2. Duties.

Section 2.1. The purpose of the Advisory Council is to facilitate and enhance communication among the membership, standing and *ad hoc* committees, and members of the Board of Directors. The committee chairs and at-large members of the Advisory Council shall serve as an advisory and resource council to the officers of the Association.

Section 2.2. The Advisory Council shall make periodic reports to the members of the Association at business meetings and/or through the Associationø publications and web site.

Section 3. Election of At-Large Members. The Leadership Development and Nominating Committee constituted in accordance with Article IV, Section 2 above shall present to the membership at least forty-five (45) days in advance of the annual meeting at least three (3) candidates for the two (2) vacant at-large

positions selected from among all members. The committee will be charged with selecting candidates for each position based on leadership ability.

The At-Large Members shall be elected by a majority of the Active Members and Active Honorary Members electronically in accordance with policy set by the Board of Directors, and shall serve through the earlier of the next following annual meeting or special meeting in lieu of an annual meeting or until their respective successors are elected and qualified. The electronic election shall require participation by the same quorum delineated in Article III, Section 4.

During his/her term, no at-large advisory council member can also be a chair of a standing committee.

Section 4. Standing Committee Chairs. Each Standing Committee Chair, appointed in accordance with Article X, shall automatically become a member of the Advisory Council.

Section 5. Election of Advisory Council Member to the Board of Directors. No more than thirty (30) days following the Annual Membership Meeting each year, the Advisory Council shall elect by simple majority one (1) of its members to serve a one year term on the Board of Directors. The President, President-Elect/Clerk, Treasurer, and Immediate Past President shall not be eligible for this position, nor shall they vote in the election. In the event of a tie only, the President shall cast the deciding vote.

The elected Advisory Council Member may, upon re-election by the Advisory Council, serve a maximum of three (3) consecutive one-year terms on the Board of Directors.

Section 6. Meetings.

Section 6.1. Voting Members. The voting members of the Advisory Council are the President, President-Elect/Clerk, Immediate Past President, Treasurer, standing committee chairs, and the at-large members.

Section 6.2. Quorum of Advisors. A majority of the voting Advisory Council members will constitute a quorum.

Section 6.3. Frequency. The Advisory Council shall meet at least once each year in conjunction with the annual meeting, and at such other times as the President and/or a majority of the voting members of the Advisory Council shall determine.

Section 6.4. Special Meetings. In the event that a special meeting is necessary, such meeting shall be scheduled with at least one week written print or electronic notice to the members of the Advisory Council. A complete agenda of matters to be discussed in connection with such a special meeting must be distributed to the members of the Advisory Council at least one week prior to the meeting.

Section 6.5. Manner of Participation. Members of the Advisory Council may participate in and act at any meeting of the Advisory Council or committee through conference call or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Members of the Advisory Council may vote electronically on issues that come before it from time to time in lieu of a meeting. Any electronic vote held in this manner must be unanimous in order

for such vote to be binding. If the vote is not unanimous, the issue shall automatically be tabled until the next meeting of the Advisory Council.

Section 7. Compensation. The members of the Advisory Council shall not receive any compensation for their services. They may be reimbursed for expenses incurred in their official capacity. A member of the Advisory Council shall not be precluded from serving the Association in any other capacity and receiving compensation for such other services.

Section 8. Term of Office. Each at-large member of the Advisory Council shall serve a two year term, and may be re-elected by the Membership (upon nomination) for a second two-year term. The at-large members shall serve staggered terms.

Section 9. Resignation. A member of the Advisory Council may resign by delivering his/her written resignation to the Association. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 10. Vacancy. Any vacancy in the unexpired term of any Advisory Council member shall be filled by a vote of the Board of Directors.

ARTICLE VII PERSONAL PROPERTY

The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE VIII AMENDMENTS

Amendments to these By-Laws may be proposed at any meeting of the Board of Directors upon petition by any fifteen (15) active members in good standing or by two (2) members of the Board. Such petition will be addressed or directed to the Association. If the amendment(s) is (are) recommended by the Board of Directors, members shall be notified via electronic mail no later than forty-five (45) days in advance of the Annual Meeting. Amendments shall be voted upon via electronic mail or other electronic means in accordance with policy set by the Board of Directors. A two-thirds affirmative vote of voting members present (in person or via electronic response) or by proxy (which may be in the form of their own written ballot received by the Clerk prior to such meeting) shall be required for passage.

The quorum required for amendments to these Bylaws shall be the same quorum amount as delineated in Article III, Section 4.

ARTICLE IX PARLIAMENTARY AUTHORITY

Except as stated in these By-Laws, meetings of the Association of Avian Veterinarians, Inc. shall be governed by parliamentary rule as contained in Robert's Rules of Order, Revised Edition.

ARTICLE X COMMITTEES

Section 1. Standing Committees. The Board of Directors shall define and appoint no fewer than four (4) and no more than six (6) Standing Committees. Said Standing Committees shall be designated as long-term committees whose purpose is to define and promote the vision, mission, purposes, and necessary functions of the Association.

The Board of Directors may define Standing Committees such as an Education Committee, a Membership Committee, a Research Committee, a Conservation Committee, an International Committee, an Aviculture Committee, and/or an Avian Welfare Committee; however, the committees listed shall not in any way constrain the Board from changing these Standing Committees from time to time as it deems necessary.

Section 2. Committee Chairs and Members. The Chairs of the Standing Committees of the Association shall be appointed by the President from the Active membership with the advice and consent of the Board. The Standing Committee Chairs shall serve as members of the Advisory Council. The members of the various committees shall be appointed by the respective committee chairs from the membership at large.

Section 3. *Ad Hoc* Committees. Short-term *Ad Hoc* or Special Committees of the Association, and their Chairs, may be appointed by the President as required and shall make reports to the Board of Directors and the Association as required in the same manner as other committees. *Ad Hoc* and Special Committee Chairs shall serve as members of the Advisory Council.

Section 4. Delegates to the AVMA House of Delegates. For so long as the Association is certified by the American Veterinary Medical Association (AVMA) as an allied group, one representative or delegate and one alternate representative or delegate to the AVMA House of Delegates shall be appointed by a majority of the Board of Directors for terms of four (4) years each. Both individuals shall be required to attend all required AVMA functions for which their attendance shall be required by the Board of Directors and are charged with voting in accordance with the direction of a majority of the Board of Directors and shall report to the Board on a regular basis and at its request. Such representatives shall also submit written annual reports to the Board and the Association.

Section 5. Scientific Program and Conference Committee. This committee shall be responsible for planning and conducting all conferences and related meetings sponsored by the Association. This committee is chaired by the Immediate Past President and may include the immediate Past President, President, President-Elect/Clerk, and Education Committee Chair. In addition, the i) Lab Coordinator; ii) Conference subcommittees, if any; and iii) staff shall assist this committee in any manner in which it deems appropriate.

ARTICLE XI AUDIT OF BOOKS

Provisions shall be made by the Board of Directors for an annual audit of the accounts of the Treasurer, either by a committee appointed by the Board or an accountant retained by the Board for the purpose of such audit. Such audit shall be presented to the Board of Directors immediately following completion.

ARTICLE XII NOTICES

Section 1. Notice. Wherever notice of any action is required to be given, such notice shall be deemed given if mailed in the United States Mail, postage prepaid, addressed to the recipient at the address last known to the Association in its records, or sent via electronic email to the last known email address of each member. Such notice shall be deemed properly given if so mailed no later than fourteen (14) days prior to the action to be taken as specified in such notice or such longer period if specifically provided in these By-Laws. Anything contained in this section to the contrary notwithstanding, any specific requirement contained in these By-Laws providing for a different form or time period of notice shall supersede the notice required under this Section.

Section 2. Waiver and Consent. Any person required to receive a notice provided in these By-Laws may waive such notice by a document in writing signed by the party entitled to receive such notice and specifically providing for waiver of the notice required to be given. Such waiver need not contain the exact text of the notice being waived. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because due to such improper notice the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

ARTICLE XIII RULE MAKING

The Board may, from time to time, promulgate rules, standing or otherwise, and regulations in expansion and for clarification of, but not in contraction to, these By-Laws. Such rules, as and when adopted, shall govern the orderly functioning of the Association.

ARTICLE XIV RECORDS AND PROPERTY

All records and property, real, personal or mixed, entrusted to or in the hands of any Officer, Director, representative, agent, Committee Chair, Appointed Official, Special Advisor, employee or the like, acting for or on behalf of the Association shall be and remain Association property and, upon request by the President or the Board, shall be surrendered to the President or as the Board directs.

ARTICLE XV INTERPRETATION

Section 1. Illegality. In the event there shall be two interpretations of any part or parts of these By-Laws, one which would be illegal or invalid and another which would be legal or valid, then the interpretation which would be legal or valid shall be used.

Section 2. Board Determination. Wherever there shall be legitimate controversy as to the interpretation of any part or parts of these By-Laws, then the decision of the Board at any meeting as to the proper legal interpretation of such part or parts in controversy shall be conclusive, final and binding.

**ARTICLE XVI
MISCELLANEOUS**

Section 1. Gender. All pronouns herein contained of the masculine, feminine or non-descriptive gender shall, as and when appropriate, mean either masculine or feminine and shall be non-discriminatory.

Section 2. Captions. All captions contained in these By-Laws shall be for convenience only and shall not be determinative of the nature or effect of any of the provisions herein.

Section 3. Invalidity. In the event any provisions contained in these By-Laws shall be invalid as a matter of law, then such invalid portion shall be deemed null, void and of no force and effect and shall not affect the validity of any other portion of these By-Laws.

Section 4. Conflicts. In the event any section of these By-Laws shall conflict with the Articles of Incorporation, then the provisions of the Articles of Incorporation shall govern. In the event any provision of these by-laws shall conflict with any other provision of these By-Laws, then the conflicting provision containing the stricter provision shall govern. In the event any provision of these By-Laws shall conflict with the purposes of the Association, then such conflict shall be resolved in favor of the interpretation carrying forth the purposes of the Association. In the event any provision of these By-Laws might disqualify the Association from being an organization described in section 501(c)(3) of the Internal Revenue Code, then such provision shall be null, void and of no force and effect to the extent necessary so that the Association will be an organization described in section 501(c)(3).