

**RESTATED BY-LAWS OF
ASSOCIATION OF AVIAN VETERINARIANS, INC.
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.

Sections 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. The incorporators shall constitute the first members of the Association. Thereafter, membership in the Association may be increased and new members may be admitted in accordance with the provisions hereof.

Section 1.1. There shall be six classes of membership in the Association consisting of: Active Members, Student Members, Associate Members, Honorary Members, Veterinary Technician Members, and Allied Members.

Section 1.2. The following shall be qualifications for membership:

Section 1.2.1. Active Members. Active Membership shall be offered to graduates of those colleges of veterinary medicine listed in the American Veterinary Medical Association ("AVMA") directory and referred to or described as "AVMA-listed"; "AVMA-accredited", or "AVMA-approved."

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

Section 1.2.2 Active membership at reduced rates may also be offered to full time interns, residents, or graduate students of "AVMA-approved" programs or programs approved by the Board of directors of AAV. This term

of membership shall be a maximum of 3 years and the applicant must submit a written statement from the programs supervisor stating that the applicant is enrolled in a full time program.

Section 1.2.3. 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 1.2.4. Associate Members. Associate membership may be offered by the Board, acting in its sole discretion, to any individual who is not otherwise eligible for Active or Student membership, is a member of an allied health profession, including individuals or institutions active in education, research or care relating to avian medicine, physiology, nutrition or conservation, and who is sponsored by two Active Members in good standing. Associate Members admitted prior to January 1, 1987 will be permitted to continue their Associate memberships provided they have been and continue to be in good standing.

Associate 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 1.2.5. 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 1.2.4.1. 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 1.2.4.2. Life Members. Life membership may be offered by the Board to individuals who have, in the opinion of the Board, participated in, served and contributed to avian medicine with the highest distinction. The term of Life Membership shall be for the life of the individual upon whom it is bestowed.

Section 1.2.5 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 to licensed veterinary technicians. Unlicensed veterinary technicians may, at the sole discretion of the Board, be offered such membership if certain qualifications established by the Board are met.

Veterinary Technician Members shall have the rights of Associate Members

Section 1.2.6 Allied Professional Associate Members shall be available to any individual who is not otherwise eligible for Active, Associate, Technician, or Student membership, has an interest in any allied health profession, relating to avian medicine, physiology, nutrition, conservation or other. Allied Members shall have all of the rights and privileges of Active Members except they shall not have: i) the right to attend membership meetings and 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 members.

Section 1.3 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. 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 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 in writing and submitted to the Executive Director on a form prepared by the Association. The Executive Director shall review all applications and make a determination as to the appropriate membership or affiliation classification for such applicant. The application shall then be referred to the Board for action, as appropriate.

Section 4. Dues. Membership dues will be determined by the Board from time to time and reported to the members at a regular meeting of the Association. Dues

shall be paid annually, or as determined by the Board, upon receipt of notice thereof. Honorary members shall not be required to pay dues or assignments. Notices of delinquency shall be sent sixty (60) days after the mailing of the original notice if dues are unpaid by that date. Members who are in arrears shall be automatically dropped from the membership roll at the time of the sending of the sixty (60) day delinquency notice, but shall be automatically reinstated if their dues, together with any late fees, are received within sixty (60) days after the mailing of the delinquency notice. Persons not fulfilling the requirements for automatic reinstatement may, if otherwise still qualified, be reinstated upon payment of any back dues, late fees and processing charges, or upon being admitted as new members and paying one year's dues in advance. Associate members admitted prior to January 1, 1987 who do not remain in good standing will be required to re-qualify under current Associate member guidelines to be reinstated.

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

Section 6. Grievances. Any individual wishing to lodge grievances against another member or members shall do so by submitting the same in writing to the Board in care of the Executive Director. The Ethics Committee shall notify that member or members in writing and request a written rebuttal to the charges. Upon presentation of the said grievance and the said rebuttal, the Board shall investigate and render a decision within sixty (60) days as to what action should be taken.

Section 7. Removals. Any member may be expelled at any time for cause at any meeting of the Board by a vote of seventy-five (75) percent of the members of the Board then serving upon determination that the member has committed 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 their 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 7.1. 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 on the first Sunday of September in each year at a time and in such place within the United States as the Board may determine in each year.

Section 1.1. The Board may restrict or limit attendance at annual meetings to Active Meeting 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, and shall be called by the Clerk. In the case of the death, absence, incapacity or refusal of the Clerk, a Special Meeting may be called by any other officer, upon written application of ten or more members of the Board or twenty (20) members in good standing. Meetings may be restricted to active members at the direction of the Board.

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 by the Clerk, by any other officer, 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 i) by mailing such notice, postage prepaid and addressed to each member at his\her address as it appears in the records of the Association, or ii) by regular newsletter mailed to each of such members. 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, 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 by regular U.S. mail or by fax with the Clerk of the meeting before being voted. 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 Clerk of the corporation shall be Clerk of the meeting, and in his\her absence, a Temporary Clerk shall be chosen at the meeting.

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 as follows: i) President, ii) President-Elect, iii) Immediate Past President, iv) Clerk, and v) Treasurer. Except that the Clerk may also be Executive Director, a person may not hold more than one office at any one time. The President, President-Elect and Treasurer must at all times be and remain Active Members during their tenure in office.

If required by the Board, 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. Election. A 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 may include active members or staff, from different geographical regions, shall present at each annual meeting a slate of officers selected from among all members. The President-Elect and Treasurer shall be elected by a majority of the Active Members and Active Honorary Members present and voting by proxy or in person at each annual or special meeting or special meeting in lieu of an annual meeting, as applicable, 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 Clerk shall be elected by the Board.

The Nominating Committee shall also offer to the Board for action by it the names of those individual suggested for appointment as Delegates and Alternate Delegates to the AVMA House of Delegates.

Section 3. President. The President shall officially represent the Association and shall preside at all meetings of members and the Board of which s\he shall be a member and serve as Chair. S\he shall have authority to delegate these responsibilities to the President-Elect, 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, 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 Clerk to call a special meeting of the members when requested in writing by 10% of the smallest quorum of the Association's member in good standing required for a vote upon any matters at the annual meeting of the members, or by ten (10) members of the Board, and s\he shall perform other duties requested of her/his office. The President shall serve as an ex-officio member of all standing committees.

Section 4. President-Elect. The President-Elect 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 may direct or delegate. The President-Elect shall be a member of the Board.

Section 4.1. The President-Elect shall serve as an ex-officio member of all standing committees.

Section 4.2. If, upon the President's inability to perform his or her duties, the President-Elect is unable to fulfill the duties of the President, the Board shall, within thirty (30) days of the President-Elect inability, convene and elect one person from the Board to fill the remainder of the President's term.

Section 5. Immediate Past President. The immediate Past President shall serve as the Chairperson of the Nominating Committee and shall serve as the Chairperson of the Annual Conference occurring during the Immediate Past President's term in office.

Section 6. Clerk. Except as may be otherwise provided in these By-Laws, the Clerk shall perform the following functions: i) record and/or maintain records of the proceedings of all meetings of the Association; ii) retain copies of correspondence of the Association written by or on its behalf; iii) retain correspondence received in an official capacity; iv) maintain reports of committee chairpersons; v) notify members of annual and special meetings; vi) distribute Board and Committee correspondence and reports; vii) assist the Education and Conference Offices in performing their respective duties; viii) maintain membership; ix) process and retain records with respect to applications for any renewals of membership; x) distribute information on behalf of the Board, including information relative to meetings, ballots, surveys and questionnaires and maintain all legal and financial records of the Association; and xi) such other duties as the Board may direct or delegate. If the Clerk is not an active member of the Association, the Clerk shall be a non-voting member of the Board.

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, and submit an annual financial report to the Association which shall be reviewed or audited by the Financial Committee. The Treasurer shall be bonded in an amount specified by the Board as needed, which bond shall be paid for by the Association.

Section 8. Executive Director. The Board may in its discretion from time to time appoint an Executive Director. The Executive Director shall also function as liaison to all committees, the Board, the Education Office, the Conference Office, other professional associations and public offices. The Clerk and the Executive Director may share, as they mutually deem appropriate, in the foregoing functions. The Clerk and Executive may be the same person. The Executive Director shall serve at the pleasure of the Board.

The Executive Director will be responsible and accountable to the Board of Directors for the coordination of all offices, programs and services, and for all projects specified in the strategic plan. If the Executive Director is not also the Clerk and an active member, the Executive Director shall be a non-voting member of the Board.

SECTION 9. 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, 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. Vacancies. 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 from among the active members by the Board, to hold office for the unexpired term of the officer whose office is vacant and until his successor is chosen and qualified.

Section 11. Resignation and removal. An officer may resign by delivering his/her written resignation to the President, Treasurer or Clerk of the Association, at any meeting of the members or directors, or to the Association at its principal office. 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. 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.

Section 12. Term of Office. The term of office for each voting Board member and each officer who is—a voting Board member shall be one (1) year with a maximum of five (5) consecutive terms for any voting officer. There shall be a limitation of five (5) consecutive terms for non-voting members of the Board.

Section 13. Immediate Past President. The Immediate Past President shall serve as the chairperson of the nominating committee (Section 2) and shall serve as the chairperson of the annual conference occurring during the Immediate Past President's term in office

ARTICLE V BOARD OF DIRECTORS

Section 1. Members. The Board of Directors will be composed of the following persons: the President, President-Elect, Treasurer, Clerk, the Immediate Past President, Chairs of each of the Standing Committees and six (6) at-large directors elected by the members of the Association as herein provided. For purposes of these By-Laws, the immediate Past President shall be that person who most recently served as President of the Association and 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 as the Board) shall be the administrative body of the Association. It 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 Association of all Board actions at the business meeting and/or through the Association publications.

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 once each year in conjunction with the annual meeting and the Annual Conference of the Association, and at such other times as the Chair of the Board 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 to the members of the Board of Directors. 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 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 of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 3.4. Manner of Participation. Unless otherwise provided, directors and non-director committee members 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.

Section 4. Compensation. The voting members of the Board of Directors shall not receive any compensation for their services as officers and/or as directors. 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 office of each of the at-large Directors shall be three (3) years.

Section 6. Resignation. A member of the Board of Directors may resign by delivering his/her resignation to the President, Treasurer or Clerk of the Association, to a meeting of the members of the Board or to the Association at its principal office. 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. Any vacancy in the unexpired term of any Director shall be filled by a vote of the remaining voting Board members.

Section 8. Voting Limitations. Notwithstanding the fact that any individual may hold more than one position entitling them to Board membership, they shall vote only once on any issue or matter which comes before the Board.

ARTICLE VI EXPENDITURES

All expenditures must be authorized by the Board or by a committee chair provided such expense is within such committee's budget. Any expenditures made by committee members must be specifically authorized by the respective committee chair. All additional expenditures not budgeted must be approved by the Treasurer. With the exception of the Research Committee, committee budgets shall not carry over to the next fiscal term. Budgetary expenditures shall be accounted for in a manner determined from time to time by the Treasurer.

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 seven (7) members of the Board; such petition will be addressed or directed to the Clerk of the Association of Avian Veterinarians, Inc. If the amendment(s) is(are) recommended by the Board of Directors, members shall be notified and at the next regular meeting, the amendment(s) shall be voted. A two-thirds affirmative vote of voting members present 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. Any proposed amendment shall be mailed to the voting members at least fourteen (14) days prior to the meeting at which it is to be acted upon.

**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. Standing Committees shall be as follows:

Section 1.1. Editorial Committee. This committee may be called upon to review potential scientific material vital to the education of the membership, making periodic reports to the Board when requested to do so, and rendering an annual report to the Association.

Section 1.2. Education Committee. This committee shall promulgate and develop programs that will encourage members to improve themselves in the art and science of avian medicine, make periodic reports to the Board of Directors when requested to do so, and render an annual report to the Association.

Section 1.3. Public Relations Committee. This Committee shall promote the interests of the Association through any and all facets found to be ethical and practical, make periodic reports to the Board of Directors when requested to do so, and render an annual report to the Association.

Section 1.4. Membership Committee. This committee shall promote membership and, when appropriate, evaluate membership applications.

Section 1.5. Research Committee. This committee shall function to improve the level of avian medicine and surgery through the evaluation of research proposals submitted to the Association for funding by the Association.

Section 1.6. Conservation Committee. This committee shall function to improve the level of avian stewardship through active support of global conservation efforts.

Section 1.7 Avian Welfare Committee. This committee shall function to improve and protect the general welfare of avian species.

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 voting members of the Board of Directors. Each committee chair shall maintain a permanent folder of all committee activities which will be turned over to her/his successor at the completion of her/his term as chair. The members of the various committees shall be appointed by the respective committee chairs from the membership at large.

Section 3. Ad Hoc Committees. Ad Hoc or Special Committees of the Association may be appointed by the President as required and shall make reports to the Board and the Association as required in the same manner as other committees.

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 President-Elect and may include the immediate Past President, President, President-Elect and Education Chair. In addition, the i) Lab Coordinator; ii) Conference subcommittees, if any; and iii) staff - Manager of Conferences, Education Coordinator and Executive Director - shall assist this committee in any manner in which it deems appropriate.

ARTICLE XI AUDIT OF BOOKS

Provisions shall be made by the Board 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 at the next Annual Meeting of the Board.

ARTICLE XII USE OF ASSOCIATION NAME

Section 1. Authority. The Association shall not be responsible for the unauthorized use of its name, corporate seal or logo, unauthorized statements made on its behalf or unauthorized actions taken on its behalf.

Section 2. Use. The Association name shall not be used in connection with any purposes except those expressly stated in the Articles of Incorporation or these By-Laws or by unanimous vote of the Board.

ARTICLE XIII 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. 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 XIV 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 XV 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 XVI 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 XVII PROJECTS

The Board may, from time to time, establish projects for the Association in furtherance of its purposes. Such projects shall, if necessary, be funded and carried out in the manner determined by the Board.

ARTICLE XVIII 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).

ARTICLE XIX NOMINATIONS AND ELECTIONS

The Nominating Committee will establish and amend from time to time, after obtaining approval by the Board, rules for the nomination and election of Officers and Directors. No such rules shall be effective until approved by the Board. All nominations and elections and any rules recommended or adopted with respect thereto will include in any and all events the following requirements:

- a) All nominees must have served as an Officer, Director or Committee Member of the Association for at least two (2) years;
- b) Any person to be nominated by other than the Nominating Committee must be nominated in writing by ten (10) members of the Association, which written nomination must be received by the Nominating Committee at least seven (7) days prior to the deadline for the submission of material to be published in an official publication of AAV in which the Nominating Committee's slate is to be published.