

BY-LAWS
OF
NEW HAVEN COUNTY VETERINARY MEDICAL ASSOCIATION, INC.

Article I- Duties of Officers

Section 1. Term. Except for the office of Treasurer, the term of office for each officer shall be for one (1) year and run from March 1st until the last day of February of the following year. The term of office for the Treasurer shall be for two (2) years and run from March 1st until the last day of February of the second following year. There is no compensation for any officer position.

Section 2. President. It shall be the duty of the President to preside at all meetings including the Board of Directors meetings; to appoint all Committees, and to serve as an ex-officio member of each; to approve payment of all bills that may be presented to the treasurer, if in the President's judgment such bills are due and correct; to act as official representative of the Association and to perform such other duties as their office implies.

Section 3. President-Elect. The President-elect shall be installed as President at the February meeting. The President-elect shall be responsible to the President for all matters pertaining to membership and to attendance. The President-elect shall serve as a non-voting member of the Board of Directors in order to acquaint themselves with all duties and obligations of the President and shall assume the remainder of term of President if the President is unable to carry out their duties as provided in the Constitution and By-Laws.

Section 4. Past President. The previous President shall be the Past President after his or her term as President has ended. The Past President will serve as an advisor to the current President and as a voting member of the Board of Directors.

Section 5. Vice-President. The Vice-President shall preside at all meetings in absence of the President. The Vice-President shall be Chairman of the Program Committee, and shall make arrangements for speakers, meeting places and any services required for meetings.

Section 6. Secretary. The Secretary shall be responsible for the minutes, correspondences, and other records, such records to become property of the Association. The Secretary shall record minutes of each Board of Directors meeting. The Secretary shall send copies of all minutes and all correspondence to the President and to the President-elect.

Section 7. Treasurer. The Treasurer shall collect all dues and monies payable to the Association. The Treasurer shall send statements of dues by January 30th. The Treasurer shall deposit all monies of the Association in a New Haven County Bank that is affiliated with the FDIC, where both the Treasurer and the President shall sign a signature card. The Treasurer shall pay all bills by check duly authorized by the President. The Treasurer shall make a current financial statement of the Association at each meeting of the Board of Directors. The Treasurer shall present the annual budget as recommended by the Board of Directors prior to the first meeting each year of the membership.

Article- II – Duties of the Board of Directors

Section 1. The Board of Directors shall consist of the individual officers listed in Section 2. through Section 7. of Article I, an Active Member that is not also serving as an officer and an Affiliate Member (or a duly authorized representative of an Affiliated Member).

Section 2. The Board of Directors shall approve or disapprove of all matters presented to it by the President.

Section 3. The Board of Directors shall make policy recommendations to the membership for approval, and shall maintain, in the Secretary and the President's files, a record of policies not covered in the By-Laws.

Section 4. The Board of Directors shall construct and recommend an annual budget to the membership at the first meeting of the membership each year. The Treasurer shall present this annual budget to the membership at the first meeting of the membership each year for final approval.

Section 5. The Board of Directors shall evaluate proposals and recommendations from the membership or other interested persons, and act upon the same.

Section 6. The Board of Directors shall appoint a person or all persons to fill unexpired terms of offices of members of Board of Directors until regularly scheduled elections are conducted. This appointment requires a majority vote by the Board of Directors.

Section 7. The Board of Directors shall forward all complaints of improper or unprofessional conduct of any member of the Association to the Connecticut Department of Public Health Board of Veterinary Medicine for their deposition. The Board of Directors shall review any decision by the State Board regarding a veterinarian's licensure status and can elect to terminate the membership of a veterinarian who has had action taken against their license. The termination of a veterinarian's membership in the Association shall require a 2/3 vote of the Board of Directors.

Section 8. All Board of Director's meetings shall be open to the membership of this Association.

Section 9. The Board of Directors shall meet quarterly or more as deemed necessary by the President.

Article III- Membership Admission and Expulsion

Section 1. Active and Affiliate Membership. Those individuals interested in becoming an Active or Affiliate Member of the Association must submit their application and dues payment. All new membership requests will be reviewed by the Board of Directors for approval. The review will include the applicant's direct and indirect positive and negative contributions to the veterinary community. Admission will require a 2/3 vote of the Board of Directors.

Section 2. Honorary Membership. Honorary membership may be bestowed upon an individual in recognition as having rendered outstanding service to the profession of veterinary

medicine in New Haven County. Honorary Members shall pay no dues and have no voting rights. An honorary membership need not be awarded every year but only when a person truly deserving of such honor is placed in nomination.

Any member can submit to the Board of Directors a recommendation of an individual deserving of an Honorary Membership in the corporation. Upon the affirmative vote of a majority of the Board of Directors, such individual shall be submitted to the membership at the next meeting of the membership. Upon the affirmative vote of two-thirds (2/3) of the Active Members, such individual shall be awarded an honorary membership. The President shall inform the awardee of the honor and invite him or her to the next annual meeting of the membership.

Section 3. Expulsion. The Board of Directors has the authority to revoke a Member's membership status based on their direct or indirect negative impact on veterinary medicine. A revocation requires a 2/3 vote of the Board of Directors. Such expulsion is in the sole discretion of the Board of Directors and is not appealable.

Article IV- Meetings

Section 1. The corporation's annual meeting of the members shall be conducted in the evening of the third Wednesday of February or such other date as selected by the Board of Directors. In addition, meetings of the members shall be conducted in the evenings each third Wednesday of May, August and November. The Board of Directors may also create additional meetings in order to add lectures or to manage corporation's business.

Section 2. All members shall be notified in writing of the time, place, and date of such meetings at least fifteen (15) days in advance of the time of such meeting. Written notification can be in the form of email, fax, mailed documents, etc.

Section 3. A quorum shall constitute two-thirds of the Active Members in good standing present in person or voting pursuant to Section 4. of this Article at any regular or called meeting. The majority vote of the Active Members at a meeting in which a quorum is present shall constitute an action of the Membership.

Section 4. At the discretion of the Board of Directors, votes of the Active Members may be taken via fax, email or other electronic methods as long as two-thirds of the Active Members submit a response.

Article V- Committees

Section 1. At least ninety (90) days prior to the November meeting of the membership, the President shall appoint a Nominating Committee consisting of three members in good standing of this Association, one of which will be a member of the Board of Directors. No more than one member of the Board of Directors may serve on this Committee. The Nominating Committee shall submit to the membership its recommendation for candidates to fill upcoming officer and Board of Director vacancies.

Section 2. The Program Committee will be chaired by the Vice-President. This Committee is charged with organizing four instructional lectures per year. The membership should include two

additional Association members. The Committee should continually seek out input from the Association membership to help determine future speakers and locations.

Section 3. The President may appoint such other Committees that they consider necessary for the efficient operation of the Association.

Article VI- Elections

Section 1. The Nominating Committee recommendations for candidates to replace officer and Board of Director positions due to become vacant at the end of the upcoming February shall be sent to the membership with the Notice of the November meeting of the membership.

Section 2. Nominations of qualified members may be made from the floor, or by mail, email or fax at the November meeting of the membership. Nominations shall not be limited to the candidates recommended by the Nominating Committee.

Section 3. The election of officers and additional individuals to serve on the Board of Directors shall be by the affirmative vote of a majority of the Active Members. Said vote can be by ballot, voice vote or by any other expeditious means and shall be taken at the November membership meeting.

Section 4. Installation of officers and Board of Directors shall be at the February meeting each year.

Article VII- Dues

Section 1. Active Membership dues shall be \$75.00 a year. Affiliate Membership dues shall be \$40.00 a year. Honorary Members shall not pay dues. The term of an annual membership will run from March 1st to the last day of February. The Program Committee can establish an attendance fee to attend lectures. Attendance fees should be set at two amounts, one for members and a second higher fee for non-members.

Section 2. The dues may be changed on the recommendation of the Board of Directors, pending a final approval by two-thirds vote of the membership present at two successive meetings. The Treasurer shall notify the membership in writing of the change in dues within thirty (30) days following the change.

Section 3. Nonpayment of dues within ninety (90) days of the date payable shall result in the suspension of the member's benefits. Membership benefits may be reinstated by payment of dues. No member shall be permitted to exercise any privilege of membership while dues are delinquent.

Section 4. Members dropped because of delinquency in payment of dues may be reinstated upon payment in full of all unpaid dues.

Article VIII - Amendments

Section 1. The By-Laws may be amended by submitting the proposed change in writing to the Board of Directors.

Section 2. Upon the affirmative vote of a majority of the Board of Directors of the change, the Board of Directors may recommend the approval of such amendments to the membership at the next regular quarterly meeting of the Association. A two-thirds vote in favor of this amendment by the Active Members shall be required to adopt the amendment.

Section 3. The Secretary shall inform the membership in writing of any amendment to the By-Laws.

Article IX- Limitation on Liability of Directors

The private property of the directors, officers, employees and members of the corporation shall not, as such, be liable for the obligations of the corporation. A director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of directors duties to the corporation or its members, except for breaches of the directors duty of loyalty to the corporation or its members; acts or omissions not in good faith or that involve intentional conduct of a knowing violation of the law; transactions from which a director derived an improper economic benefit; or conflict of interest transactions, loans or guarantees for directors and officers or unlawful distributions.

Article X- Indemnification of Officers and Directors

The corporation may, as appropriate, indemnify its officers, directors, employees or agents, including former officers, directors, employees or agents, to the full extent permitted by law. The corporation may make any other indemnification which shall be provided for by the By-Laws, by agreement, by vote of Active Members, or otherwise, and this Article IX shall not exclude any other right to which such person may be lawfully entitled.

Article XI- Rules

This corporation shall be governed by Robert's Rules of Order in all cases not covered by the Constitution and By-Laws of this Association.

Article XII- Order of Business.

1. Call to Order
2. Reading of Minutes
3. Report of Treasurer
4. Report of Board of Directors
5. Report of Committee
6. Unfinished Business
7. New Business
8. Program
9. Adjournment