



Massachusetts Veterinary Medical Association



BYLAWS MASSACHUSETTS VETERINARY MEDICAL ASSOCIATION

ARTICLE I NAME AND CORPORATION

- Section 1.** **Name.** The name of the corporation shall be the Massachusetts Veterinary Medical Association.
- Section 2.** **Office.** The principal office of the corporation shall be located at a place in the Commonwealth of Massachusetts designated by the Executive Board.
- Section 3.** **Seal.** The corporation shall have a corporate seal which shall be circular in form and have inscribed thereon the name of the corporation and the words "Incorporated 1887, Massachusetts."
- Section 4.** **Laws.** The corporation shall have all the powers and enjoy all the privileges granted by the laws of the Commonwealth of Massachusetts to corporations organized under general law.
- Section 5.** **Non-profit.** The corporation shall remain as a non-profit organization.

ARTICLE II MOTTO AND OBJECT

- Section 1.** **Motto.** The motto of the organization shall be "Centuries of Professional Caring for the Health and Welfare of Animals and Society."
- Section 2.** **Purpose.** For the advancement and protection of the veterinary medical profession in Massachusetts by promoting the betterment of animal health and well-being, enhancing the human-animal bond, safeguarding public health, supporting legislative advocacy and providing excellence in continuing education.
- Section 3.** **Object.** The organization will seek to:
 - A. promote excellence and fellowship amongst its members;
 - B. enlighten the public as it relates to the practice and science of Veterinary Medicine;
 - C. promote the highest standards of Veterinary Medicine through continuing education in all fields of Veterinary Medicine; and
 - D. encourage professional zeal amongst its members and seek protection of their professional rights and privileges.
- Section 4.** **Ethics.** MVMA members shall be governed by the AVMA Principles of Veterinary Medical Ethics.

ARTICLE III MEMBERSHIP

- Section 1.** **Classification.** There shall be six (6) classes of membership: Full, Honorary, Associate, Life, Student and Recent Graduate.
 - A. **Full Members.** Full members shall be those persons of good moral character who are who are graduates of a school of veterinary medicine and have completed the application process.

Full Members shall enjoy all the rights and privileges of membership including the right to vote and hold office.

B. Honorary Members. Honorary members shall be those persons of good moral character, who do not qualify under the preceding section for Full membership, but who, due to the exceptional nature of their qualifications either in the field of veterinary medicine, biological sciences, or any of the pure or applied sciences related to the profession of veterinary medicine, have been recommended by the membership committee and have completed the application process. Honorary members shall enjoy all the rights and privileges as Full members, except voting and holding office.

C. Associate Members. Associate members shall be those persons of good moral character who are graduates of a school of veterinary medicine who become disengaged from all types of veterinary employment or reside and work out of state for at least six consecutive months or more of an annual membership period; or are interns, residents or instructors of veterinary medicine or of the sciences allied to veterinary medicine; and have completed the application process. Associate Members shall enjoy all the rights and privileges as Full members including the right to vote but cannot hold office.

D. Life Members. Life members are those who have attained age seventy or have been Full or Associate members for thirty-five years, and have been dues-paying members in good standing for at least ten years immediately prior to becoming a life member. Life members shall enjoy all the rights and privileges as Full members and are subject to the same responsibilities as Full members.

E. Student Members. Student members shall be those persons of good moral character who are enrolled in a school of veterinary medicine and have completed the application process. Student members shall enjoy all the rights and privileges as Full members, except voting and holding office.

F. Recent Graduate Members. Recent Graduate members are those persons of good moral character who apply for membership within one year of his/her graduation from a school of veterinary medicine. A member is eligible for this category of membership until the end of his or her second calendar year after graduation. Recent Graduate members shall enjoy all the rights and privileges as Full members.

Section 2.

Disciplinary Action.

A. Discipline. Disciplinary action, including expulsion from membership, may occur due to:

1. Action by the Massachusetts Board of Registration in Veterinary Medicine resulting in revocation or forfeiture of a member's veterinary license.
2. Conviction of a felony for a crime related to, or arising out of, the practice of veterinary medicine.

B. Procedure. Disciplinary action, including expulsion from membership, may occur due to:

1. Disciplinary action may be taken provided that a statement of the charges shall have been sent to the last recorded address of the member at least (15) days before final action is to be taken. A notice of the time and place of the meeting at which the charges shall be considered shall accompany this statement and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before the Association takes action. Notwithstanding the foregoing, in the event a member has been convicted of a felony and the fact of such conviction is not contested, such member may be expelled from the Association without a hearing.
2. A decision on disciplinary action shall be determined by a two-thirds vote at an Executive Board meeting.

- Section 3. Continuing Education.** In the interest of maintaining a high standard of professional knowledge and ability, all members are encouraged to pursue continuing education throughout the course of each calendar year.
- Section 4. Dues and Assessments.**
- A. **Annual Dues.** The annual dues for Full Members, Associate Members, Student Members and Recent Graduate Members shall be determined by the Executive Board and payable in advance of the first day of January each year.
- B. **Deficit.** Should the corporation show a deficit in any year, the Executive Board is authorized and empowered to assess against each Full Member, Life Member, and Associate Member a pro rata share of the deficit.
- C. **Hardship.** Any members for whom the payment of dues in any year would be a financial hardship may be excused from such payment upon proof of such hardship by written request, at the discretion of the Executive Director.
- D. **Honorary and Life Members.** Honorary and Life members are not required to pay dues, but may do so or make voluntary contributions at their option.
- E. **Dues Waived.** Dues shall be waived for the year for any member who is called to active duty in the United States uniformed services at the time membership dues are payable.
- Section 5. Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than 60 days (March 1st), or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Executive Board or their designee(s) shall establish, unless such termination is delayed by the Executive Board. The benefits of membership will cease, including discount pricing for continuing education and MVMA events.
- Section 6. Reinstatement.** Members who have resigned or been terminated for non-payment of dues may automatically be reinstated to their prior membership category upon payment of delinquent dues before the end of the calendar year for which the dues were payable. Membership in future years will require reapplication.

ARTICLE IV OFFICERS

- Section 1. Officers.** The officers of the corporation shall be a president, a president-elect, an immediate past president, a secretary and a treasurer.
- Section 2. Duties of Officers.** The officers shall perform the duties prescribed by these bylaws, by the MVMA Policies and Procedures, and by the MVMA parliamentary authority.
- Section 3. Election of Officers.**
- A. The Executive Board shall appoint a Nominating Committee made up of five (5) members. Three members must be members of the current Advisory Committee.
- B. The Nominating Committee shall be appointed at least 120 days before the annual meeting.
- C. The Nominating Committee shall submit a slate of officers and directors to the Executive Board at least ninety (90) days prior to the annual meeting and to the membership at least sixty (60) days prior to the annual meeting.
1. In odd numbered years, the slate shall be for the president-elect, two (2) directors, and, when necessary, the president.
 2. In even numbered years, the slate shall be for the secretary, treasurer, and 2 (two) directors.

D. Additional nominations for any office may be made by receipt of a letter addressed to the Executive Board, naming a willing candidate for a specific office, with twenty (20) members of the Association seconding signatures and with a letter signed by the candidate that he/she is willing to have his/her name placed on the ballot. The letters must be received at least 35 days prior to the annual meeting. At least thirty (30) days prior to the annual meeting the names of all candidates shall be submitted to the membership. No candidates may be presented for consideration less than thirty (30) days prior to the annual meeting

E. The officers shall be elected by majority vote at the annual meeting. Ballot voting shall be used in all contested elections.

Section 4. Term of Office. The officers shall be elected to serve for a term of two (2) years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 5. Office-Holding Limitations. No member shall hold more than one (1) office at a time. The secretary, treasurer and directors are limited to three (3) consecutive terms in the same office.

Section 6. Vacancy.

A. A vacancy in the office of president shall be filled by the president elect president-elect who will serve as president for the remainder of that term and the term for which elected.

B. A vacancy in the office of president-elect shall not be filled until the next annual meeting.

C. A vacancy in the office of immediate past president shall be filled by the last former president willing to serve.

D. A vacancy in the office of secretary, treasurer or director shall be filled by the Executive Board who shall select a member to fill the unexpired portion of the term.

Section 7. Completion of Term. All officers, at the expiration of their term of office, shall turn over all properties of the Association to their successors or to the offices of the Association.

ARTICLE V DIRECTORS

Section 1. Directors. There shall be four directors of the corporation.

Section 2. Duties of Directors. The directors shall perform the duties prescribed by these bylaws, by the MVMA Policies and Procedures, and by the MVMA parliamentary authority.

Section 3. Election of Directors. The directors shall be elected in accordance with Article IV OFFICERS, Section 3.

Section 4. Term of Office. Directors shall be elected to serve for a term of two (2) years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 5. Office-Holding Limitations. Directors are limited to three (3) consecutive terms.

Section 6. Vacancy. A vacancy in the office of director shall be filled by the Executive Board who shall select a member to fill the unexpired portion of the term.

Section 7. Completion of Term. All directors, at the expiration of their term of office, shall turn over all properties of the Association to their successors or to the offices of the Association.

ARTICLE VI MEETINGS

- Section 1. Annual Meeting.** The annual meeting of the membership shall be held each year at a date and location designated by the Executive Board.
- Section 2. Meetings.** Additional meetings for members of the Association shall be held on such dates as designated by the Executive Board.
- Section 3. Special Meetings.** Special meetings for the Association may be convened through any of the following methods:
- A. by majority vote of the Association members in attendance at any duly convened meeting of the Association;
 - B. by vote of the Executive Board;
 - C. upon the petitioning of twenty percent of the full membership.
 - 1. The petition shall state the issues for consideration at the special meeting and shall be submitted to the Executive Board. The Executive Board shall, within ten (10) days of receiving the petition, set a date, time, and location for the special meeting.
 - 2. The Executive Board shall set the agenda for the special meeting, including the issues raised by the petition and by the Executive Board on its own initiative. The special meeting shall consider only the items on the agenda.
 - 3. The Executive Board shall notify the membership eligible to vote of the date, time, and location of the special meeting, as well as the items to be considered, at least ten days in advance of the special meeting.
- Section 4. Quorum.** Five (5) percent of members eligible to vote shall constitute a quorum.

ARTICLE VII EXECUTIVE BOARD

- Section 1. Composition.** The Executive Board shall be comprised of the officers and directors of the Association.
- Section 2. Authority and Responsibilities.** The Association shall be governed by the Executive Board. The Executive Board shall manage the affairs of the Association.
- Section 3. Board Meetings.** The first meeting of the Executive Board shall be called by the president. Regular meetings of the Executive Board shall be held at least four (4) times per year at a time and place set by the Executive Board.
- Section 4. Special Meetings.** Special meetings of the Executive Board may be called by the president and shall be called upon the written request of three (3) members of the Executive Board with call given at least twenty-four hours before the meeting. Notice may be waived by the members of this board by unanimous vote.
- Section 5. Quorum.** A majority of the Executive Board shall constitute a quorum.
- Section 6. Meeting Attendance.** Any officer or director who has two (2) unexcused absences within a 12 month period, as determined by the Executive Board, shall automatically be removed from office.
- Section 7. Removal for Cause.** Any officer or director may be removed for cause, which shall include, but not be limited to, conviction of a felony, or actions detrimental to the Association. Removal for cause shall require a two-thirds vote of the Executive Board.

ARTICLE VIII ADVISORY COMMITTEE

- Section 1. Composition.** The Advisory Committee shall be comprised of the Executive Board, all Standing Committee chairs, representatives of each local association, and the AVMA delegate or alternate delegate. Representatives of constituent veterinary organizations may petition the Executive Board for representation on the Advisory Committee. Constituent groups include, but are not limited to, The Dean of the Cummings School of Veterinary Medicine at Tufts University or his/her representative, two (2) veterinary students nominated by the Tufts SCAVMA, two (2) representatives nominated by the Massachusetts Veterinary Technicians Association, an officer of the Massachusetts Veterinary Medical Association Charities, Inc., and a NEVMA representative. Approval may be granted by a majority vote of the Executive Board.
- Section 2. Responsibility.** The Advisory Committee shall identify and discuss issues of concern to members and provide advice to the Executive Board. The Advisory Committee and its members shall not make any public statement or take positions on behalf of the Association without having obtained approval from the Executive Board. The Advisory Committee shall have the following responsibilities:
- A. Serve as the advisory body of the association and, in principle, the voice of the members of the Association and the profession.
 - B. Identify, analyze, discuss, and prioritize issues of concern to members.
 - C. Advise the Executive Board on issues that need to be considered as the Association engages in planning to advance the purposes of the Association.
 - D. Provide advice to the Executive Board on issues the Executive Board brings to the Advisory Committee.
 - E. Review and comment on policy documents preferably prior to final approval by the Executive Board.
- Section 3. Meetings.** The Advisory Committee shall meet no less than quarterly, at the call of the president or the Executive Board. MVMA members may attend meetings of the Advisory Committee. The Advisory Committee, Executive Board, or president may invite non MVMA members to attend an Advisory Committee meeting.

ARTICLE IX COMMITTEES

- Section 1. Standing Committees.** The standing committees shall be established and defined by the Executive Board in the MVMA Policies and Procedures. Standing committees shall report to the Executive Board.
- Section 2. Special Committees.** Special committees shall be appointed by the president, the Executive Board, or the Advisory Committee. The duration of a special committee shall not exceed one (1) year. This term may be extended by the president or the Executive Board.
- Section 3. Committee Appointments.** The chairs of all committees shall be appointed by the president with approval of the Executive Board. The president's chair appointments at the beginning of the term shall be approved by the Executive Board within 30 days following the annual meeting.
- Section 4. Committee Chairs.** All committee chairs must be members of the MVMA.

**ARTICLE X
ELECTRONIC MEETINGS AND COMMUNICATIONS**

- Section 1. Meetings.** The Executive Board and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Any member attending an in-person meeting by electronic means shall be considered present at that meeting for the purpose of establishing a quorum and may exercise his or her voting rights.
- Section 2. Communication.** Unless members indicate otherwise to the Association office, all communication required in these bylaws, including meeting notices, may be sent electronically.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the MVMA Policies and Procedures, and any special rules of order the Association may adopt.

**ARTICLE XII
AMENDMENTS TO THE BYLAWS**

These bylaws may be amended at any regular or special meeting of the Association. The text of proposed amendments shall be first presented to the Executive Board for its consideration and recommendation prior to any action by the membership. Proposed amendments must be distributed to the voting members at least twenty (20) days prior to a scheduled vote. Amendments to the bylaws shall be adopted by a two-thirds vote.