

PREAMBLE

Whereas, the fraternal association of professional men and women exerts a powerful influence in promoting friendship and unity and at the same time provides ways and means for the discussion of topic of mutual interest of devising and taking the necessary steps for mutual protection; and

Whereas, the welfare of small animal pets and importance of the livestock industry demand the practice of veterinary medicine and surgery shall be in the hands of competent and responsible practitioners, under proper laws and regulations.

Resolved, that all the veterinarians of Cincinnati and environs, recognizing the importance of elevation and protection of the profession and the cause of humanity and justice and recognizing the importance of quality continuing education, form ourselves into an association for the purpose of securing the benefits and objects above described, the said association to be known as the Cincinnati Veterinary Medical Association, Inc.

CONSTITUTION and BY-LAWS

Article I. Name

The association shall be known as the Cincinnati Veterinary Medical Association, Inc., hereafter known as the C.V.M.A.

Article II. Object

Its objective shall be the cultivation of cooperative feeling among veterinarians; the maintenance of veterinary science on an equal basis with other scientific branches of medicine and surgery by providing quality continuing education, the mutual improvement of its members by presentation and for devising ways and means of extending is united aid in upholding the municipal, state and federal laws, protecting the qualified practitioner of veterinary medicine in the pursuit of his/her profession and, in general the defense of his/her rights and privileges.

Article III. Membership and Dues

Section 1. All applicants for membership must be of such character as to be a credit to the profession, graduates of veterinary colleges, and eligible for membership in the AVMA.

Section 2. Applicants for membership shall file an application blank, signed in the applicant's own handwriting, together with appropriate dues, with the treasurer.

Section 3. The categories of membership shall be regular, honorary and life.

Section 4. Regular members are eligible for election to office and shall have the privilege of voting.

Section 5. Honorary members shall be individuals who have rendered distinguished and meritorious service to veterinary medicine and who have contributed to the advancement of veterinary medicine. They may be nominated by any member in good standing and then elected by a three-fourths majority vote of the members present at a regular meeting. Honorary members shall not vote or hold office.

Section 6. Life membership shall be granted to individuals who have been regular members in good standing for thirty-five (35) years and retired from the practice of veterinary medicine or elected by a three-fourths majority vote of members entitled to vote at any regular meeting. Life members shall have all privileges of a regular member.

Section 7. Any change in the dues of regular members shall be determined by recommendation of the board of directors and approval by three-fourths majority vote at a regular meeting.

Section 8. Dues of honorary members. Honorary members shall not be required to pay dues.

Section 9. Dues of life members. Life members shall not be required to pay dues.

Section 10. Dues to new members shall be pro-rated to the following formula those admitted in January, February, March, April and May pay full dues; June, July, August and September pay 75 percent dues; October and November pay 50 percent dues; December pay no dues.

Section 11. New graduates from June through December shall be entitled to regular membership until the end of the year with no dues being required as long as application for membership is submitted and approved in accordance with the constitution.

Section 12. Dues are payable by January 31. Any member who has not paid by January 31 shall be notified by the membership chair, and shall be assessed a late fee equal to 25 percent of regular dues. Any member who has not paid by March 1, shall be dropped from the rolls of the association and written notice of such shall be sent. Members dropped for non-payment of dues shall not be eligible for the privileges of membership, including free attendance at continuing education meetings. Reinstatement may be made by filing an application in the prescribed manner or by paying the unpaid past due dues.

Section 13. Any member may be suspended from membership for just cause by an affirmative vote of three-fourths of the members entitled to vote and present at any regular meeting.

Article IV. Officers and Elections

Section 1. The officers of the association shall be the president, president-elect, immediate past-president, treasurer, communications secretary, public relations chair, program chair, and six (6) members to be trustees.

Section 2. At the regular meeting held in November or at a specific meeting for that purpose, the nominating committee shall present a slate of candidates for the offices with additional nominations coming from the floor.

Section 3. The officers and additional directors shall be elected at the November Scientific meeting or at a special meeting called for that purpose. The election shall be by secret ballot and a majority vote shall elect a candidate.

Section 4. Officers and directors shall assume their respective offices January 1 following the November meeting.

Section 5. The term of office of the president, president-elect, immediate past-president, and communications secretary shall be for one (1) year, or until their successors are qualified.

Section 6. The term of office of the treasurer, public relations chair and program chair, shall be for two (2) years, or until a successor is qualified.

Section 7. The term of the trustees shall be three (3) years with two being elected each year for a three (3) year term.

Article V. Duties of Officers

Section 1. It shall be the duty of the president to preside at all meetings of the association and preserve the order and decorum; and perform all duties usually incident to such office and such further duties as may be required by the members. The president shall appoint all committees not otherwise provided for, fill temporary vacancies in the elected positions of the association and shall be ultimately responsible for seeing that the Board of Directors and appointed committees fulfill their assigned tasks.

Section 2. The president elect shall perform all the duties of the president in the event of the president's absence or disability. In the event both the president and president-elect are absent or unable to perform their duties, the members may appoint a president protempora. The president-elect will send and receive all applications for membership, and shall be responsible for updating the membership directory annually

Section 3. The office of communications secretary shall be a one-year term. It shall be the duty of the communications secretary to record the minutes and transactions of the association. The secretary shall keep on file all documents and certificates pertaining to the association, shall give all notices required by law and all notices provided by the constitution, shall keep a proper secretary's book and shall properly record all minutes of the association and the Board of Director's meetings. The secretary will generally perform such duties as may be

required of him by the president and Board of Directors, including but not limited to notifying all members of the association of the place and time of the regular scientific meetings via the association newsletter or by a special mailing. The communications secretary shall also conduct all correspondence of the association, retaining copies of all letters written on behalf of the association, preserving and filing all letters and communications received in the official capacity of corresponding secretary of and reporting them at each meeting. The corresponding secretary will generally perform such duties as may be required of him by the president and Board of Directors. At the expiration of the term of office all letters, papers and properties of the association shall be passed to the succeeding secretary or to the president.

Section 4. The office of treasurer shall be a two-year term. The treasurer shall obey the orders and regulations pertaining to the duties of the office and shall collect all moneys due to the General Fund, the Elizabeth Jones and Continuing Education Fund, and the Madden Fund of the Association, and shall pay all current expenses applicable to these said funds of such purposes as the membership may direct through the Board of Directors. At every Board meeting a detailed statement of receipts and disbursements of all funds shall be presented. It shall be the treasurer's responsibility to have all the funds balanced and compiled into a financial statement by a Certified Public Accountant at the end of the fiscal year, to have said financial statement reviewed in detail by the finance committee, and to present a report of the committee's review and the financial statement the Board of Directors at the march Board meeting for approval. A detailed written record of all duties and obligations of the office shall be maintained, to be passed on to the succeeding treasurer one month prior to the assumption of office, and at the end of the term of office all moneys and records shall be passed to the succeeding treasurer.

Section 5. The term of office of the program chair shall be two years. It shall be the duty of this chair to arrange scientific programs and arrange for the meeting site for such programs, to directly administer the Continuing Education Fund and to submit a monthly financial report to the treasurer prior to the monthly Board of Directors meeting.

Section 6. The term of office of the public relations chair shall be two years. It shall be the responsibility of the public relations chair to further the public relations interest of the Association, to directly administer the Public Relations Fund and to submit a monthly financial report to the treasurer prior to the monthly Board of Directors meeting.

Article VI. Meetings, procedure and voting

Section 1. 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 consistent with this constitution and by-laws and any special rules of order the association may adopt.

Section 2. Regular scientific meetings: Regular scientific meetings shall be held at the convenience of the membership as determined by the current program chairman and president.

Section 3. Special meetings: Special meetings may be held at any time on the call of the president or on the written request of twelve (12) members in good standing.

Section 4. Notice of Meetings: Notice of all meetings shall be given to each member appearing as much on the rolls of the association by the recording secretary or his/her agent at the least three (3) days prior to the meeting and in all cases of special meetings. Notice thereof shall briefly state the object of the meeting and may be given via the newsletter or special mailing.

Section 5. Each regular and life member appearing on the current rolls of the association are entitled to one vote on each matter brought before them.

Section 6. Quorum: 25 percent of members entitled to vote shall constitute a quorum for transaction of business at any regular scientific or special meeting of the association. However, to reverse the decision of the Board of Directors shall require three-fourths of the regular and life memberships to vote to reverse the decision.

Section 7. At each regular scientific and special meeting there shall be a business meeting. The order of business shall be:

1. Call to order
2. Remarks by the President
3. Admission of new members
4. Unfinished business
5. New Business

Article VII. Board of Directors

Section 1. Number of Directors: The number of directors shall be fourteen (14). The Board shall consist of the president, president-elect, immediate past-president, treasurer, communications secretary, public relations chair, program chair, and two one-year trustees, two two-year trustees, and two three-year trustees. One of the trustee positions shall be designated as the "animal welfare organization liaison" and is responsible for serving as the association's point of contact for animal welfare and rescue organizations.

Section 2. The officers of the association as elected by the general membership shall serve in the same capacity on the Board of Directors.

Section 3. Powers of directors: The Board of Directors shall have the control and management of the books, funds, property and affairs of the association. The directors shall be empowered to transact all business except where the constitution requires a vote of the general membership. Eight directors shall constitute a quorum.

Section 4. Meeting of the Board of Directors: The Board of Directors shall hold meetings the first Tuesday of each month from September through June unless otherwise specified by the president, or in his/her absence the president-elect. The time and place shall be determined by the president and any members in good standing may attend.

Section 5. Any member of the Board of Directors deemed negligent in his/her duties or incapable of performing his/her duties shall be liable to expulsion from the Board of Directors. The decision for expulsion rests with the Board of Directors and requires eight (8) votes for expulsion.

Section 6. The order of business for the Board of Directors meeting shall be as follows:

1. Call to order
2. Remarks by the president
3. Minutes of the previous meeting
4. Treasurer's Report
5. Committee Reports
6. Reading of Applications for membership
7. Unfinished Business
8. New Business

Article VIII. Committees

Section 1. There shall be five (5) standing committees or chairs as follows:

1. Program
2. Finance
3. Public Relations
4. Nominating
5. Governance

Section 2. It shall be the duty of the program chair to arrange scientific programs and arrange for the meeting site for such programs. The chair shall administer the Continuing Education Fund and shall submit biannual financial reports to the finance committee at the finance committee meetings.

Section 3. The Finance Committee shall consist of four (4) members as follows: The current past-president, the previous past-president, the president-elect, and the treasurer. The chairman of the committee shall be the previous past president. If there is a vacancy, the president may appoint a member for the interim. The duties of the finance committee shall be:

1. To oversee the treasurer in the administrations of the funds of the organization
2. To review in detail a written financial report of its findings to the Board of Directors at the March Board of Directors meeting.
3. To review the investments in all funds and to make recommendations as to reinvestment of investments that come due, and recommendations as to the investment of newly acquired funds.
4. To prepare the budget for the upcoming fiscal year and submit the proposed budget to the Board of Directors at the October Board of Directors meeting. At that time the recommendation for any change in dues for the upcoming fiscal year should be made.

Section 4. The Public Relations chair shall further the public relations interests of the association. It shall be the duty of the public relations chair to administer the Public Relations Fund and to submit biannual financial reports to the finance committee at the finance committee meetings.

Section 5. The Nominating Committee shall consist of the president-elect, and the immediate past-president. It shall be the duty of this committee to draw up a slate of candidates for election to office and said slate shall be published in the October newsletter.

Section 6. The Governance Committee shall consist of the president, the president-elect, the immediate past-president, and other board members as designated by the President. It shall be the duty of this committee to review and make recommendations to enhance the quality and future viability of the board of directors and the association.

Article IX. Madden Fund

The A.G. Madden Fund shall be enshrined to promote intra-professional academic endeavors. The Madden Fund shall be administered by the treasurer under the direction of the Financial Committee.

Article X. Suspension of the By-Laws

Any article or section of this constitution and by-laws that govern procedures may be suspended during any single meeting by an affirmative vote of three-fourths of members present and eligible to vote.

Article XI. Appeals and Amendments

The constitution and by-laws may be amended at any regular scientific meeting or at any special meeting called for the purpose. Amendment shall require the affirmative vote of three-fourths of the members present and eligible to vote. Any member in good standing may propose amendments to the constitution. Proposed amendments shall be stated in full to the members in the meeting notice or by special mailing at least (2) weeks prior to meeting at which these changes will be voted upon.