

## **GVMA Constitution and Bylaws**

### **Article I — Name**

**Section 1.** The Association shall be known as the Georgia Veterinary Medical Association (GVMA) and shall be incorporated under the Corporation Act of the State of Georgia O.C.G.A. 14-3-202 as a domestic nonprofit corporation.

### **Article II — Mission**

The GVMA is committed to advancing the veterinary medical profession in Georgia and supporting the veterinarian's role in improving animal and public health.

### **Article III — Membership**

#### **Section 1.**

- A. **Members.** Members in the Association must be graduate veterinarians who meet the qualifications specified in the Bylaws of the Association.
- B. **Other Members.** The Bylaws may also provide for and specify the qualifications for other classes of membership in the Association.
- C. **Tenure.** Members of the Association shall retain their membership only so long as they comply with the provisions of the Bylaws and Principles of Veterinary Medical Ethics of the American Veterinary Medical Association and pay their dues annually.

### **Article IV – Officers**

**Section 1.** The officers of the Association shall be from the Board of Directors. Their duties and method of election are described in the Administrative Bylaws.

**Section 2.** The Board of Directors shall be the legislative and administrative body of the Association and act on behalf of the Association.

**Section 3.** The Executive Committee shall consist of the President, Immediate Past President, President Elect, Treasurer and a member selected from the Board of Directors. The Executive Director shall be a non-voting member of this Committee and shall be responsible for recording minutes of the meetings. The Executive Committee shall act for the Board of Directors between its regular meetings after consultation with the Board and they shall have the power to call a special meeting of the entire Board of Directors.

**Section 4.** The selection of the fifth member of the Executive Committee coming from the Board of Directors shall be recommended by the Nominating and Awards Committee and voted on by all members of the Board of Directors at the board meeting immediately prior to the Annual Business Meeting. This member shall be limited to a one-year term beginning immediately after the next Annual Business Meeting.

### **Article V — Meetings**

**Section 1.** Annual Business Meeting. The members attending the Annual Business Meeting shall be the elective body of the Association. They shall vote on all elections, amendments to the Constitution and Bylaws, and shall be able to present motions for action at the Annual Business Meeting.

### **Article VI — Constituent Associations**

**Section 1.** The Georgia Veterinary Medical Association having been approved by the American Veterinary Medical Association shall hereafter function as an affiliate state association.

**Section 2.** Any sectional veterinary medical association within the State of Georgia may become properly organized and function under the Constitution and Bylaws of the Georgia Veterinary Medical Association. They may make application to the GVMA for affiliation as a constituent association and become one after approval by a two-thirds vote of the Board of Directors.

## **Article VII — Amendments**

**Section 1.** The Constitution can be amended by a two-thirds vote of the members present at the Annual Business Meeting.

**Section 2.** The GVMA Executive Committee, Board Members, Committees, Task Forces appointed by the President or Constituent Associations may propose amendments to the Constitution and Bylaws. These amendments shall be presented in writing and then voted on by the Board of Directors. The Board shall act on the motion to amend at their regular scheduled board meeting. Any amendment passed by the Board shall be acted upon at the next Annual Business Meeting of the association. A copy of the proposed amendment shall be published in the news organ prior to the Annual Business Meeting. Adoption requires a two-thirds majority vote of the members present at the Annual Business Meeting.

**Section 3.** Amendments adopted under the provisions of this article shall become part of the Constitution and Bylaws as of the date of the adoption unless a date of activation is contained in the amendment.

## **Administrative Bylaws**

### **Article I – Membership**

**Section 1.** The membership of this Association shall consist of the following classes:

- A. **Active Members** shall consist of graduates of a Veterinary College approved by the AVMA and who are current in their dues.
- B. **Inactive Members** shall consist of all veterinarians within the State of Georgia who are not current in their dues and are not currently receiving benefits that are accorded to an active member in good standing.
- C. **Honorary Membership** may be granted to veterinarians or other persons in any part of the world who have risen to prominence in the veterinary profession or have contributed distinguished service to veterinary science or the advancement of its application. The election and privileges of members shall be as provided for in the Administrative Bylaws.
- D. **Life Membership** may be granted to veterinarians who qualify due to age, disability, or career shift provided they meet the requirements as outlined in the Administrative Bylaws.
- E. **Corporate or Organization Membership** shall be available to a firm, corporation or organization that, while not engaged in the management of the GVMA, has interests in veterinary medicine or is engaged in activities related to veterinary medicine and is in sympathy with the objectives of the GVMA.
- F. **Student Membership** shall be available to persons enrolled in a College of Veterinary Medicine and who are current members of SCAVMA.
- G. **Out-of-State Members** shall consist of veterinarians who are practicing and/or residing in a state other than Georgia.
- H. **Regular Other Membership** shall consist of veterinarians who are employed or involved in the military, public health service, government regulatory medicine, research, teaching, residency, internships and/or retired veterinarians.
- I. **Hospital Membership** shall be available to practice owners on an annual basis.

### **Article II — Officers**

**Section 1.** No member shall be elected an officer of this Association until having been a member in good standing for at least four years and a member of the American Veterinary Medical Association for at least two years preceding the date of their election.

**Section 2.** Except as hereafter provided, the officers shall have full charge of the management of the Association.

### **Article III — The President**

**Section 1.** The President shall be the chief elected executive officer of the Association and the Chair of the Board of Directors.

**Section 2.** The President shall be elevated to his/her office during the Annual Business Meeting, after serving as President Elect.

**Section 3.** Duties

- A. The President shall preside at all meetings of the Association and at all sessions of the Board of Directors.
- B. The President shall deliver a report on activities and matters relating to the Association at the regular session for the Board and the Annual Business Meeting of the membership.
- C. The President shall appoint special Committees and Task Forces as needed.
- D. The President shall be an ex-officio member of all committees with full power to direct and supervise their work. However, the President shall not be empowered with the authority to suppress committees' reports, that authority being delegated to the Board.
- E. The President shall have no vote except in the event of a tie vote at meetings of the Board of Directors.
- F. The President may call a special meeting of the Board of Directors whenever he/she deems necessary.
- G. The President shall elevate the President Elect by declaration to the office of President at the Annual Business Meeting.

**Section 4.** Tenure.

The President's term of office is one presidential year from one Annual Business Meeting to the next. In the event of emergencies not herein provided for, the President shall hold office until a successor can be legally installed.

### **Article IV — The President Elect**

**Section 1.** Election.

The President Elect shall be elected at the Annual Business Meeting from a list of candidates nominated by the Nominating and Awards Committee and/or by nomination from the floor.

**Section 2.** Duties.

The President Elect shall be a member of the Board of Directors. The President Elect shall perform the duties of the President in the President's absence or inability to serve. During the President Elect's term of office the President Elect will attend AVMA meetings and other meetings as directed by the Board of Directors.

**Section 3.** Tenure.

The President Elect shall hold office until installed as President at the Annual Business Meeting.

### **Article V — The Executive Director**

**Section 1.** The Executive Director shall be a non-voting member of the Board of Directors and the Chief Executive Officer of the GVMA. The Executive Director shall be chosen by the Board of Directors whenever there is a vacancy. The term of office is one year or more and coincides with the GVMA's fiscal year. The salary to be negotiated on an annual basis. The Executive Director shall receive compensation as recommended by the Personnel Committee and approved by the Board and be bonded in such amount as prescribed by the Board.

**Section 2.** Duties.

The Executive Director shall perform the administrative duties of the Association and the Board of Directors; represent the Association as its chief executive officer; make requests to the Personnel Committee concerning staff needs, recruitment, employment, promotions,

and terminations; and other duties as directed in the Executive Director's Personnel Manual or as specifically requested by the Board of Directors.

## **Article VI — Treasurer and Vice-Treasurer**

### **Section 1.** Election.

The Treasurer and a Vice-Treasurer shall be elected at the annual business meeting from a list of candidates nominated by the Nominating and Awards Committee/ Board of Directors and/or by nomination from the floor. Their term of office shall be for three years beginning at the start of the fiscal year after the election. The Treasurer and Vice-Treasurer shall be eligible for reelection. The Treasurer serves as a voting member of the Board. The Vice-Treasurer serves as a non-voting member of the Board.

### **Section 2.** Duties.

The Treasurer shall serve as Chair of the Budget and Audit Committee.

- A. It is his/her responsibility, along with the Personnel Committee, to monitor the activities of the Executive Director.
- B. Review the financial record of the GVMA on a monthly basis and make reports to the Board of Directors at Board meetings.
- C. Assist the Executive Director in preparing the annual budget and present the budget to the Board and GVMA membership for approval.
- D. Work with the Budget and Audit Committee and the Executive Director to develop Fiscal Policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization.
- E. Be knowledgeable of current legal, regulatory, and sector developments relating to the Board's financial responsibilities.
- F. Hold the fidelity bond of the Executive Director.

### **Section 3.** Duties of Vice-Treasurer.

The Vice-Treasurer shall perform the duties of the Treasurer in the Treasurer's absence and will assume the office of Treasurer in the event the current Treasurer leaves office. In that event, the Board of Directors shall appoint a Vice-Treasurer until the next Annual Business Meeting at which time a successor will be elected by the general membership to serve a term concurrent with the Treasurer. The Vice-Treasurer shall serve on the Budget and Audit Committee, assist the Treasurer as needed, and will acquaint him/herself with the finances of the GVMA.

## **Article VII — The Immediate Past President**

**Section 1.** The Immediate Past President shall be the retiring President of the Association, shall be a member of the Board of Directors, shall be a voting member of the Board and shall serve in an advisory capacity of the other officers. The Immediate Past President shall serve as President in the event the President and President-elect are unable to perform the duties of the office and serves as the Chair of the Nominating and Awards Committee.

## **Article VIII — Board of Directors**

### **Section 1.** Membership.

The Board of Directors shall consist of the President, President Elect, Immediate Past President, Treasurer and the nonvoting Executive Director, AVMA delegate, and the Directors, one from each of the following districts:

**District 1.** Appling, Brantley, Bryan, Bulloch, Burke, Camden, Candler, Chatham, Effingham, Emanuel, Evans, Glynn, Jenkins, Liberty, Long, McIntosh, Montgomery, Screven, Tatnall, Toombs, Treutlan, Wayne, Wheeler

**District 2.** Atkinson, Bacon, Baker, Ben Hill, Berrien, Brooks, Calhoun, Charlton, Clay, Clinch, Coffee, Crisp, Colquitt, Cook, Daugherty, Decatur, Dodge, Early, Echols, Grady, Irwin, Jeff Davis, Lanier, Lee, Lowndes, Miller, Mitchell, Pierce, Quitman, Randolph, Seminole, Telfair, Terrell, Thomas, Tift, Turner, Ware, Wilcox, Worth

**District 3.** Bleckley, Chattahoochee, Crawford, Dooly, Harris, Houston, Lamar, Macon, Marion, Meriweather, Muscogee, Peach, Pike, Pulaski, Schley, Stewart, Sumter, Talbot, Taylor, Troup, Upson, Webster

**District 4.** DeKalb, Newton, Rockdale

**District 5.** Fulton

**District 6.** Carroll, Clayton, Coweta, Fayette, Haralson, Heard, Henry, Spalding

**District 7.** Bartow, Catoosa, Chatooga, Cherokee, Dade, Dawson, Fannin, Forsyth, Floyd, Gilmer, Gordon, Lumpkin, Murray, Pickens, Union, Walker, Whitfield

**District 8.** Baldwin, Bibb, Butts, Glascock, Hancock, Jasper, Jefferson, Johnson, Jones, Laurens, Monroe, Morgan, Putnam, Twiggs, Washington, Wilkinson

**District 9.** Banks, Barrow, Franklin, Habersham, Hall, Hart, Jackson, Madison, Oconee, Rabun, Stephens, Towns, Walton, White

**District 10.** Clarke, Columbia, Elbert, Greene, Lincoln, McDuffie, Oglethorpe, Richmond, Taliaferro, Warren, Wilkes

**District 11.** Cobb, Douglas, Paulding

**District 12.** Gwinnett

Their qualifications shall conform with the provisions of officers as set forth in Article II, Section 1 of these Bylaws. The District Directors shall be elected by active GVMA members residing in their respective districts for a term of four years and are limited to two consecutive terms. If they begin with a partial term, then they are eligible for two more full terms. The terms are on a staggered basis with two or three Directors elected each year.

The current staggered protocol follows:

	<u><b>Term Expires</b></u>
District 1	2017, 2021, 2025, 2029, 2033, 2037, 2041, 2045, 2049
District 2	2017, 2021, 2025, 2029, 2033, 2037, 2041, 2045, 2049
District 3	2019, 2023, 2027, 2031, 2035, 2039, 2043, 2047
District 4	2019, 2023, 2027, 2031, 2035, 2039, 2043, 2047
District 5	2018, 2022, 2026, 2030, 2034, 2038, 2042, 2046, 2050
District 6	2019, 2023, 2027, 2031, 2035, 2039, 2043, 2047
District 7	2020, 2024, 2028, 2032, 2036, 2040, 2044, 2048
District 8	2020, 2024, 2028, 2032, 2036, 2040, 2044, 2048
District 9	2018, 2022, 2026, 2030, 2034, 2038, 2042, 2046, 2050
District 10	2018, 2022, 2026, 2030, 2034, 2038, 2042, 2046, 2050
District 11	2020, 2024, 2028, 2032, 2036, 2040, 2044, 2048
District 12	2017, 2021, 2025, 2029, 2033, 2037, 2041, 2045, 2049

Non-voting members of the Board shall include: State Veterinarian; President of the State Board of Veterinary Medicine; Alternate AVMA Delegate; Assistant District Directors (see duties of Assistant Directors in Section 9 below); Dean of the UGA CVM; Public Health Veterinarian; GEMHSA Director; President of the SAVMA and Veterinarian in Charge APHIS or their representative.

**Section 2.** A majority of the Board shall constitute a quorum for the transaction of business.

**Section 3.** Elections.

All nominations shall be made by either the Nominating and Awards Committee or by written nomination from an active member of the district. Any member nominated will be required to sign the Board of Directors' Commitment Form. A call for nominations and announcement of election should go out to members on or around February 1.

**Section 4.** Balloting.

A Member in good standing shall be entitled to cast one (1) ballot in any Association election or referendum.

Members shall vote by mail ballot, electronic mail or any other means of electronic transmission approved by the Executive Committee. The Executive Committee shall have the authority to examine the eligibility of any voter. At least thirty (30) days shall be allowed for the return of ballots. Ballots must be received at the Association Executive Office not later than the stated return date to be counted. The GVMA Treasurer shall certify the results of the elections. The candidate receiving the most votes for a contested office shall be elected; the Executive Committee shall hold a run-off election within thirty (30) days to resolve all ties.

**Section 5.** Duties.

The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. It shall be the duty of the Board to meet on a quarterly basis and transact all business and consider all matters pertaining to the welfare of the Association and the profession between regular meetings of the Association. Directors will serve on at least one committee and be responsible for informing their district members of all GVMA and district information.

**Section 6.** Absence.

Any member of the Board who is unable to attend 2 consecutive meetings of the Board or have their Assistant Director attend in their absence shall be subject to removal from the Board.

**Section 7.** Resignation or Removal.

Any Director may resign at any time by giving written notification to the Executive Director, President, or Board of Directors. Such resignation shall take effect at the time of acceptance by the President or the Board. Any Director who fails to meet the requirements of their commitment form or Code of Conduct may be removed by a majority vote of the Board of Directors at any meeting at which the quorum is present. The procedures and due process for this will be determined by the Board. The President shall appoint a person to fill the

unexpired tenure of a Director. The appointed Director shall serve the unexpired term unless an election is called for by members of the district by a petition with 25% of members of the district signing.

**Section 8.** Process for Board Member Whose Behavior is Unbecoming of the GVMA Code of Conduct.

If a charge is made against a Board of Director to be in violation of the GVMA Code of Conduct, a special review committee would be established to investigate the matter and make a recommendation for proposed action by the Board of Directors. A Board member who brings the allegation forward to the Board cannot in turn serve as a member of the special review committee.

Any Board of Director may be removed, for cause, by the affirmative vote of two-thirds of the voting membership of the Board prior to the expiration of the term for which the Board of Director was elected at any Board meeting if notice of the proposed action was emailed or mailed to Board members in the notice of the meeting and at least 10 days prior to the meeting. By accepting the position of Board of Director, a person waives any right he or she may have to take legal recourse against the GVMA or Board of Directors. Robert's Rules of Order will be used to guideline the process as outlined in the GVMA Policy Manual.

**Section 9.** Assistant Directors

There shall be Assistant Directors, one from each of the districts elected in a similar manner to the Directors. Their duties shall be to assist the Directors in carrying out the work of the organization, perform duties as directed by the Board and to represent and vote for the district in the absence of the Director. Assistant Directors will serve on at least one committee and attend quarterly board meetings as non-voting members. Assistant directors will be governed under Sections 5 and 6 regarding absence and resignation or removal. Their term of office will coincide with their District's Director's term.

**Article IX — AVMA Delegate and Alternate Delegate**

**Section 1.** Election, Tenure.

The GVMA Delegate and Alternate Delegate to the American Veterinary Medical Association shall be appointed for a four-year term by the Board of Directors when there is a vacancy. Any member of the GVMA in good standing who is also a member of the AVMA is eligible for election as a Delegate or Alternate Delegate. In the event that the Delegate leaves office, the Alternate Delegate will immediately assume the office of Delegate and the Board of Directors shall appoint an Alternate Delegate until the next Annual Business Meeting at which time a successor will be appointed by the Board of Directors to serve a term concurrent with that of the regular Delegate. The Alternate Delegate shall serve as a nonvoting member of the Board of Directors.

A member is eligible to serve one full term as Alternate and one full term as Delegate. One exception to this Bylaw is if a Delegate is a member of the AVMA House Advisory Committee at the end of his/her normal term, he or she shall be eligible for re-appointment to represent Georgia in the AVMA House of Delegates for another full term. The Alternate Delegate will also be eligible for re-appointment for another term.

**Section 2.** Duties.

The Delegate or Alternate Delegate shall:

- A. Represent the GVMA at all meetings of the AVMA House of Delegates and other AVMA meetings as directed by the GVMA Board of Directors.
- B. Attend the GVMA Annual Business Meeting and meetings of the GVMA Board of Directors.

- C. Inform the Board on matters to be considered by the AVMA House of Delegates and report actions of the House at the next meeting or the Board or sooner if deemed necessary.

## **Article X — Committees**

**Section 1.** The standing committees of the Association shall be as follows, and except where specific membership is established, the members of the same shall be appointed for a 2-year term (with the exception of the Budget and Audit Committee). The President and President Elect should appoint committee members. The committees are:

- A. Budget and Audit Committee
- B. Wellness Committee
- C. The Academy for Continuing Education
- D. Nominating and Awards Committee
- E. Personnel Committee
- F. Advocacy Committee
- G. Membership Development Committee

## **Section 2.** Duties of Standing Committees

- A. Budget and Audit Committee shall have the following objectives and duties:
  - 1. Be familiar with the financial resources, assets, expenses and liabilities of the Association,
  - 2. Make recommendations on expenditures and sources of revenue,
  - 3. Recommend dues
  - 4. Audit the financial statements of the Association.
  - 5. Work in conjunction with the Executive Director in preparing the annual budget.
  - 6. Develop long-term financial strategies for the Association.

The Treasurer shall serve as the Chair of the Committee. There will be six other members of the committee who will serve 3 year staggered terms (one of whom is the Immediate Past President who will serve a 1-year term). Those members should either be current or past members of the Board of Directors with two members appointed every two years. The President, President Elect, and Executive Director will serve as ex-officio members of the Committee.

- B. The Wellness Committee shall have the following objectives and duties:
  - 1. Serve as a source of education and positive peer support for veterinarians, families, staff members and veterinary students in regard to wellness and mental health.
  - 2. Serve as an advocate for the impaired person with the family, State Board, peers, employer and the government enforcement agencies.
- C. The Academy for Continuing Education shall be responsible for the development and coordination of Continuing Education activities for veterinarians and veterinary technicians licensed in the State of Georgia.
- D. The Nominating and Awards Committee shall consist of the three Immediate Past Presidents, one board member and three members at large. These members shall be appointed in compliance with Article X Section 1. They shall be responsible for nominations for President-Elect, Treasurer, Vice Treasurer and for the District Directors and Assistant Directors (in addition to nominations from individual district members). The committee is also responsible for the nominations for the Veterinarian of the Year, the J.T. Mercer Lifetime Achievement Award, the Extra Mile Award and other awards as directed by the Board.

- E. The Personnel Committee is made up of the President, President Elect, Immediate Past President, Treasurer and a Board Member, elected by the Board of Directors in the same manner and with the same term as the Executive Committee Board member, and has the responsibility of monitoring the activities of the Executive Director and GVMA staff. The President shall serve as the Chair of the Committee. The Personnel Committee shall make a report to the Board of Directors at the Board meeting prior to the Annual Business Meeting or more often as needed.
- F. The Advocacy Committee will have at least ten members representing different geographic and practice areas. The GVMA Treasurer will serve as an ex officio member. The Advocacy Committee will be responsible for monitoring legislation relating to veterinary medicine, recommending the employment of the lobbyist annually and working collaboratively with the lobbyist, collecting Political Action Committee (PAC) money, and distributing PAC money within Georgia Board of Elections guidelines. The LAC chair will report to the Board of Directors quarterly on the financial status of the PAC.
- G. The Membership Development Committee shall be chaired by a member of the Board of Directors (and each subcommittee should be chaired by a current or past member of the Board of Directors or Assistant Director and shall:
  1. Oversee the Student Relations Subcommittee, the Young Professionals/Recent Graduates Subcommittees (including the Power of Ten), the Strategic Planning Action Team, and the Leadership Development Action Team.
  2. Will monitor membership growth and retention.

The roles of individual subcommittees will be outlined in the GVMA Policy Manual.

## **Article XI —Task Forces**

**Section 1.** Task Forces and ad hoc committees may be appointed by the President as needed. They shall be discontinued upon completion of their specific duties.

## **Article XII — Membership**

**Section 1.** The classes of membership are as follows:

- Active Members
- Inactive Members
- Honorary Members
- Life Members
- Corporate or Organization Members
- Student Members
- Out-of-State Members
- Regular Other Members
- Hospital Members

## **Section 2.**

A. Dues. The dues shall be recommended by the Budget & Audit Committee and voted on by the Board of Directors. The annual regular membership dues shall be set for the forthcoming fiscal year at the summer Board meeting and incorporated into the budget for the next fiscal year. Dues shall be payable on or before January first of each year. Dues categories will be recommended by Budget & Audit Committee to the Board of Directors for all classes of members. A member will be placed in good standing again by payment of dues for the current year.

B. Dismissals. Violations of the principle of veterinary medical ethics, conviction of a felony by a court of laws and activities prejudicial to the welfare of the veterinary medical profession shall constitute grounds for dismissal from the membership. The charges shall be filed with the Executive Director in writing. The Executive Director shall furnish copies of charges to the defendant together with notification to appear before the Board of Directors at a stated time and place. The defendant may appear in person, by counsel, or a written defense shall be acceptable. A recommendation will be made to the Board of Directors for its consideration. The findings and decisions of the Board of Directors shall be final. A member dismissed for cause other than nonpayment of dues may reapply for membership only by unanimous consent of the Board.

**Section 3.** Honorary Membership

A. Nominations for honorary membership may be made by any member of the Association. Such nominations must be filed with the Executive Director in writing and must contain a brief biographical sketch of person nominated together with a citation of the distinguished service in support of the nomination.

B. The Board of Directors shall consider all nominations for honorary membership and make recommendations for action at the next Annual Business Meeting.

C. Except for holding office and voting privileges, honorary members shall have the same rights and privileges as active members. They will not be assessed dues.

**Section 4.** Life Membership

A. Application for nomination to life membership may be made by the applicant or by a colleague and filed with the Executive Director in writing. The application must be voted upon at the next Board of Directors meeting.

B. Life members shall enjoy all the privileges and rights of active members and they shall be exempt from paying dues. Also, a suitable certificate shall be given to members on election.

C. Any person who has been an active member of the Association for at least 30 years and is 70 years of age or older may be elected a life member.

D. Any person requesting life membership status may claim as much as 10 years credit for active membership in another state association provided that he was an active member in the GVMA during the 15 years immediately preceding the date of application for life membership.

E. Any active member of the GVMA who has become permanently disabled because of illness, accident or other mishap, may be elected a life member by applying to the Board of Directors in writing with the reasons for his/her request and upon an affirmative majority vote of the Board of Directors at their next meeting.

**Section 5.** Corporate or Organizational Members.

A corporate member shall designate a person to serve as a representative. The corporate member may change this representative at its discretion upon filing written notice of such change with the Executive Director. A corporate member representative who changes his or her employer may not transfer affiliation. Dues are dictated by the Board of Directors and they are non-voting members. They are nonvoting members and are ineligible to hold office.

**Section 6.** Student members are nonvoting. They are ineligible to hold office.

**Section 7.** Out-of-state membership may be granted to veterinarians who neither reside nor practice in the State of Georgia. Out-of-state members are voting members and are ineligible to hold office.

**Section 8.** Regular Other membership may be granted to veterinarians who are employed or involved in the military, public health service, government regulatory medicine, research, teaching, residency, internships and/or retired veterinarians and shall have the same rights as active members.

**Section 9.** Veterinary Technicians and Veterinary Assistants shall be granted membership by virtue of their active membership in a GVMA recognized organization for technicians and assistants or if their hospital/clinic is a Hospital member. They are non-voting and ineligible to hold office.

### **Article XIII — Annual Business Meetings of the Association**

#### **Section 1.**

- A. The Association shall hold an Annual Business Meeting at the Fall Convention or other time as approved by the Board.
- B. Special meetings may be held at the discretion of the President or the Board of Directors for special purposes.

**Section 2.** The members present at the Annual Business Meeting shall constitute a quorum for the transaction for business.

**Section 3.** In the absence of the President and President-Elect, the Immediate Past President shall preside. If no Past President is present, the Association shall elect a President Pro-Tempore who shall preside.

**Section 4.** All meetings shall be governed by Robert's Rules of Order revised when not in conflict with the GVMA Bylaws.

### **Article XIV — Indemnification of Board**

Each member of the Board, and each person who at its request has served as an officer or director of another corporation, partnership, or joint venture, trust, or other enterprise shall be indemnified by this corporation against those expenses which are allowed by the laws in the State of Georgia and which are reasonably incurred in connection with an action, suit, or proceeding, completed, pending or threatened, in which such person may be involved by reason of his being or having been a director or officer of this Board. Such indemnification shall be made only if in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. The corporation may purchase and maintain insurance on behalf of any such Board member against any liabilities asserted against such persons whether or not the Board would have the power to indemnify such Board member against such liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an insurance carrier, the Board shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Georgia.

### **Article XV — Amendments of Bylaws**

**Section 1.** These Bylaws may be amended by a two-thirds vote of the members present at any Annual Business Meeting provided the said amendments have been proposed in writing and published in the official news organ prior to the meeting. Any article or section of these Bylaws may be suspended during a single meeting by unanimous consent of the members present.

### **Code of Ethics**

The Georgia Veterinary Medical Association, Inc. shall adopt in total, the principles of Veterinary Medical Ethics of the American Veterinary Medical Association and it shall be the

obligation of the members of this Association to conduct their general and professional department in conformity thereto.