



GEORGIA VETERINARY MEDICAL ASSOCIATION

GVMA Constitution and Bylaws

Article I — Name

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 veterinarians or other veterinary hospital staff 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 and they shall have the power to call a special meeting of the entire Board of Directors.

Section 4. The selection of the at large member of the Executive Committee coming from the Board of Directors shall be 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 that is renewable for one additional term.

Article V — Meetings

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 — 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, or Task Forces appointed by the President 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

The membership of this Association shall consist of the following classes:

- A. **Individual Membership** is available to any individual who has earned a professional degree in veterinary medicine from a school or college of veterinary medicine.
- B. **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.
- C. **Student Membership** shall be available to persons enrolled in a College of Veterinary Medicine and who are current members of SAVMA.
- D. **Qualified Membership** shall consist of veterinarians who are employed or involved in the military, practice and/or reside in a state other than Georgia, public health service, government regulatory medicine, research, teaching, residency, internships and/or retired veterinarians (defined as veterinarians who do not work in any capacity in animal health).
- E. **Group Membership** shall be available to practice owners on an annual basis. Group Membership includes all hospital staff (practice managers, veterinary technicians, veterinary assistants, etc.) as defined by the administrative contact. Only doctor members are voting members of the organization.

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 appoint special Committees and Task Forces as needed.
- C. 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.
- D. The President shall have no vote except in the event of a tie vote at meetings of the Board of Directors.
- E. The President may call a special meeting of the Board of Directors whenever he/she deems necessary.
- F. 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 Committee.

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.

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 Staff Officer of the GVMA. The Executive Director shall be chosen by the Board of Directors whenever there is a vacancy. The Executive Director shall receive compensation as recommended by the Personnel Committee and approved by the Board in the annual budget for the year.

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 Staff 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 position description 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 Committee/-Board of Directors. 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.

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 from the Board of Directors 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 a member of the Board of Directors, shall be a voting member of the Board and shall serve in an advisory capacity to 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 Committee.

Article VIII — Board of Directors

Section 1. Membership.

The Board of Directors shall consist of the President, President Elect, Immediate Past President, Treasurer, AVMA Delegate and the Directors, appointed according to the following:

1. One from Combined Districts 1, 2, 3, and 8:

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

2. One from Combined Districts 4, 5, 11, 12

District 4. DeKalb, Newton, Rockdale

District 5. Fulton

District 11. Cobb, Douglas, Paulding

District 12. Gwinnett

3. One from Combined Districts 6, 7, 9, 10

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 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

4. Advocacy Chair
5. Non-Clinical Veterinarian (government, lab/research/military)
6. Equine Veterinarian
7. At Large Veterinarian
8. Large/Food Animal Veterinarian
9. Poultry Veterinarian
10. Small Animal Veterinarian
11. Rural Practitioner

Terms of above positions would be for a period of two years with a renewable term so maximum time of participation would be 4 years. Terms would be staggered so organizational history and appropriate context are preserved.

Board liaisons (non-voting) shall include: Vice Treasurer; Executive Director; State Veterinarian; President of the State Board of Veterinary Medicine; Alternate AVMA Delegate; Dean of the UGA CVM; Public Health Veterinarian; GEMHSA Director; President of the SAVMA and USDA Veterinarian in Charge APHIS or their representative, President or representative of the Georgia Veterinary Technicians and Assistants Association, and President or representative of the Georgia Veterinary Managers Association.

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

Section 3. Elections.

An election will be held only when there is more than 1 candidate for a Board opening. All nominations shall be made by either the Nominating 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.

Section 4. Balloting.

A DVM who is 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. 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. 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.

Section 7. 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.

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 or President Elect should appoint committee members. The committees are:

- A. Budget and Audit Committee
- B. Nominating Committee
- C. Advocacy 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, and
 - 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 Nominating Committee shall be chaired by the Immediate Past President and consist of at least 2 board members and two 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 Directors (in addition to nominations from individual members).
- C. 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 Committee should have representation from both large and small animal veterinarians. The Advocacy Chair will report to the Board of Directors quarterly.

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

Article XI —Task Forces

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:

- Individual Members
- Life Members
- Student Members
- Qualified Members
- Group 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, 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. 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.

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 4. Student members are nonvoting. They are ineligible to hold office.

Section 5. Qualified membership may be granted to veterinarians who are employed or practice and/or reside in a state other than Georgia, public health service, military,

government regulatory medicine, research, teaching, residency, internships and/or retired veterinarians (defined as veterinarians who do not work in any capacity). They are ineligible to hold office.

Section 6. Group Membership. Group Membership extends to all employees of a practice/clinic/hospital and includes Veterinary Technicians, Veterinary Assistants, and other hospital staff as designated by the practice/clinic/hospital. Group members may receive deeper discounts on Association events, products and services. Only doctor members are voting members and eligible 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.