

Adopted by ~~GSLVMA~~ STLVMA Membership on mm/dd/yy

## THE ~~GREATER~~ ST. LOUIS VETERINARY MEDICAL ASSOCIATION BYLAWS

### ARTICLE I. NAME

The name of the Association shall be the ~~Greater~~ St. Louis Veterinary Medical Association (~~G~~STLVMA). The ~~G~~STLVMA shall be incorporated in the State of Missouri under the general not for profit corporation law.

### ARTICLE II. PURPOSE

The ~~G~~STLVMA is organized exclusively for educational and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

### ARTICLE III. OBJECTIVES

The objectives of the ~~G~~SLTVMA shall be to:

- (1) improve and advance the science and profession of veterinary medicine;
- (2) promote high educational and ethical standards within the veterinary medical profession; and
- ~~(3) educate the public concerning animal health; and~~
- (4) strengthen the bond among those of us in the profession.

### ARTICLE IV. MEMBERSHIP

#### Section 1. Qualifications

Membership in the ~~Greater~~ St. Louis Veterinary Medical Association (~~G~~STLVMA) shall consist of ~~veterinarians~~ **professionals** who:

- (a) are graduates of colleges or schools of veterinary medicine accredited by the American Veterinary Medical Association; or are graduates of non-accredited veterinary schools who have met the qualifications for state licensure;
- (b) have applied for membership as provided in Article V of these Bylaws; and
- (c) agree to comply with the ~~Greater~~ St. Louis Veterinary Medical Association Bylaws and the American Veterinary Medical Association Principles of Veterinary Medical Ethics.
- (d) or licensed technicians, veterinary managers or non-licensed assistants and veterinary technologists who are sponsored by a current StLVMA veterinarian.**

#### Section 2. Active

Active members are those veterinarians who qualify for membership as specified in these Bylaws. Each active member shall have one vote. Active members shall pay full dues. **Active non-veterinarians will not have voting rights.**

### Section 3. Lifetime

Any active member of the GSTLVMA who has been a member of the veterinary profession for at least forty (40) years and a GSTLVMA member for the last ten (10) years is eligible for Lifetime membership. Lifetime members shall have one vote and be exempt from dues.

## ARTICLE V. APPLICATION FOR MEMBERSHIP

### Section 1. Form

Application for annual membership (including Lifetime) shall be submitted on a form furnished by the GSTLVMA.

### Section 2. Fees

An application fee in the amount of one year's dues must accompany each application for membership.

### Section 3: Procedure

Application for membership shall be submitted to the Membership Chairperson. Provided the applicant meets the qualifications specified in Article IV of these Bylaws, the applicant will be accepted for membership.

## ARTICLE VI. MEMBERSHIP DUES

### Section 1. Dues Structure

- A. The dues year shall be ~~September 1 through August 31~~ **July 1 and end June 30.**
- B. Dues notices shall be emailed to the membership ~~in mid-August~~ by **mid-July**
- C. Annual dues shall be payable ~~after September 1~~ **July 1**
- D. Upon recommendation of the Executive Board, the dues amount shall be approved by a majority vote cast by the membership present at any regular meeting or special meeting.
- E. Lifetime members shall be dues exempt.
- F. Veterinarians graduating in the current fiscal year shall be given free membership.
- G. ~~Veterinarians that have graduated during the previous fiscal year shall be given membership at half the regular dues amount.~~

### Section 2. Delinquency

Members who are delinquent for a period greater than one year shall be dropped from the membership rolls.

### Section 3. Reinstatement

Members dropped from the rolls because of delinquent dues may be reinstated after payment of the current year's dues.

## ARTICLE VII. OFFICERS

### Section 1. Composition

The officers of the GSTLVMA shall consist of a president, president-elect, secretary, treasurer, speaker chair, membership chair, and four (4) directors. All officers must be veterinarians in good standing with the STLVMA.

### Section 2. Term

The president, president-elect, and secretary shall be elected for a term of one (1) year or until successors assume office. Each elected officer shall serve through the annual meeting subsequent to the one during which they were installed into office. The secretary succeeds automatically to the office of president-elect. The president-elect succeeds automatically to the office of president. The president succeeds automatically to the office of director.

Each director shall serve a term of four (4) years or until successors are appointed by the Executive Board and assume office.

The treasurer, speaker chair and membership chair will be chosen by the Executive Board and will serve for a minimum of two (2) years.

### Section 3. Qualifications

To be eligible for office, candidates for president, president-elect, secretary, treasurer, speaker chair and membership chair must have been active members in good standing of the GSTLVMA for at least two (2) years immediately prior to standing for election.

### Section 4. Nominations

The GSTLVMA Executive Board shall determine candidates for the offices of president, president-elect, secretary, treasurer, speaker chair and membership chair. Prior to the election, a slate of officer nominees shall be published in the newsletter and/or website. Additional nominations may be made from the floor for an office providing the nominees meet the qualifications and have agreed to run for office.

### Section 5. Elections

Election of officers shall be held at the last business meeting of the fiscal year, scheduled in April. The slate of officer nominees shall be read to the attending membership, then additional nominations of qualified, willing candidates shall be called for. Officers shall be elected by majority vote of the attending membership.

## Section 6. Filling Vacancies

Vacancies in the office of president, president-elect, secretary, treasurer, speaker chair, membership chair, or director occurring between elections shall be filled by Executive Board action.

## Section 7. Duties of the Officers

### A. President

The president shall be the chief elected executive officer of the GSTLVMA and shall:

- (1) preside at all regular and special GSTLVMA meetings;
- (2) serve as Chairperson of the Executive Board and preside at all Executive Board meetings;
- (3) appoint and charge all GSTLVMA committee chairpersons;
- (4) call meetings of the Executive Board when deemed necessary;
- (5) perform such other duties and responsibilities required to operate the business of the GSTLVMA in accordance with the Articles of Incorporation of the association, the Bylaws, and by the provisions of the General Not for Profit Corporation Act of Missouri, to include
  1. Overseeing the planning (by Nestle-Purina) of the Fall Picnic at Purina Farms if applicable
  - ~~2. Sending FAX/e-mail to all members a week before scheduled CE meetings;~~
  3. Writing the "Letter from the President" in each GSTLVMA newsletter and posted on the website;
  4. Should arrange for companies to underwrite costs of some of the meetings;
  - ~~5. Receiving RSVP's for specific CE meetings (all-day meetings);~~
  - ~~6. Providing a head count for all-day meetings to the facility where the all-day meetings will be held; and~~
  7. Promoting the annual "Veterinarian of the Year" award and "Pharmaceutical Representative of the Year" award Ortu Stella Award
    - a. by making the membership aware of these awards
    - b. encouraging members to submit nominees

preparing and circulating forms for these nominations  
collecting nominations, selecting nominees and  
submitting nominations to the MVMA; and

- i. Nominations are to be submitted to  
online via the MVMA website by  
August 15

(6) Succeed automatically to the office of director

#### B. President-elect

The president-elect shall:

- (1) perform all duties of the president in the absence of the president;
- (2) serve as a member of the Executive Board;
- (3) coordinate caterer and venues for continuing education events
- (4) perform such other duties as may be prescribed by the president or the Executive Board; including
  - (a) planning the Spring Social;
  - (b) honoring the out-going president and acknowledging all lifetime members at the final business meeting (April) of the fiscal year; and
- (5) succeed automatically to the office of the president.

#### C. Secretary

The secretary shall:

- (1) keep a written record **as necessary** of the proceedings of the regular and special meetings of the association and post a summary on the website;
- (2) serve as secretary to the Executive Board and keep a written record of all executive board proceedings and post a summary on the website;
- (3) serve as a member of the Executive Board;
- (4) retain copies of all correspondence written by or received by the association;
  - (a) store in a file **electronically** ~~on the GSLVMA laptop website if applicable~~ and/or retain the hard copy in paper file
- (5) help the president compile and send out notices of regular and special meetings
- (6) coordinate and send out the association newsletter;
- (7) submit the annual corporate registration to the Missouri Secretary of State;
- (8) handle/process ads in the newsletter and on the website;
- (9) help to keep the website current and up-to-date; and

(10) perform any addition duties as prescribed by the president or Executive Board.

D. Treasurer

The treasurer shall:

- (1) collect and process all dues received by the Membership Chairperson;
- (2) be custodian of all funds of the GSTLVMA;
- (3) pay all expenses of the association from association accounts;
- (4) submit an annual financial report to the Executive Board for review;
- (5) submit an annual budget to the Executive Board;
- (6) provide a copy of the yearly financial report and annual budget to the secretary for publication in the newsletter and on the website;
- (7) be authorized to sign checks;
- (8) turn over all funds, property and records to successor;
- (9) perform any additional duties as prescribed by the president or Executive Board; and
- (10) serve as a member of the Executive Board.

E. Directors

The directors shall:

- (1) advise the president, president-elect, secretary, treasurer, and the Executive Board concerning all matters and business considered by the association;
- (2) serve as a member of the Executive Board; and
- (3) perform any additional duties as prescribed by the Executive Board or the president.

F. Speaker Chairperson

The speaker chair shall:

- (1) provide the President and Membership Chair with the coming year's speaker schedule by the ~~1<sup>st</sup> of August~~ **July 1<sup>st</sup>** so that this information can be included in the dues notice/annual application
- (2) make all arrangements for the speaker
  - (a) transportation and lodging;
  - (b) payment to the speaker; and
  - (c) handle any special needs of the speaker.
- (3) get CE approved through the Missouri Academy
- (4) provide CE certificates for each GSTLVMA CE meeting
- (5) post notes on the website one week prior to each lecture
- (6) serve as a member of the Executive Board;
- (7) perform any additional duties as prescribed by the Executive Board or the president.

- (8) Provide speaker evaluations and return them to the MVMA and speaker for feedback.

#### G. Membership Chairperson

The membership chair shall:

- (1) send out annual dues notice to potential GSTLVMA members by ~~the middle of August each year~~ July 1
- ~~(2) Sending FAX/e-mail to all members a week before scheduled CE meetings;~~
- (3) Receiving RSVP's for specific CE meetings (~~all-day meetings~~);
- (4) Providing a head count for ~~all-day~~ meetings to the facility where the ~~all-day~~ meetings will be held; and
- (5) collect and process the applications and turn the dues in to the treasurer
- (6) maintain data base of membership and their continuing education hours
- (7) check GSTLVMA members in at every meeting
- (8) help to recruit new members for the GSTLVMA
- (9) serve as a member of the Executive Board; and
- (10) perform any additional duties as prescribed by the Executive Board or the president

### ARTICLE VIII. EXECUTIVE BOARD

#### Section 1. Composition

The Executive Board shall consist of the president, president-elect, secretary, treasurer, speaker chair, membership chair, four (4) directors, the MVMA St. Louis District Delegate, and the Committee Chairpersons of any/all committees. Each member of the Board shall have one (1) vote.

#### Section 2. Election, Appointment, and Tenure

The president, president-elect, secretary, treasurer speaker chair and membership, chair are elected as specified in Article VII, Sections 2 and 5.

The MVMA St. Louis District Delegate is elected as specified in Article IX, Section 4.

The committee chairpersons are appointed by the president as specified in Article XV, Section 1.

#### Section 3. Meetings

Meetings of the Executive Board may be called by the president or by a majority of the members of the Executive Board. Meetings shall be held upon not less than twenty-four (24) hours notice, such notice to be given in person, by mail, by e-mail or by telephone.

#### Section 4. Quorum.

One half (1/2) of the members of the Executive Board shall constitute a quorum for transacting business.

#### Section 5. Duties of the Executive Board

The Executive Board shall:

- (a) manage, govern, and direct the affairs of the association subject to the Articles of Incorporation and the Bylaws;
- (b) have a complete charge of the GSTLVMA's property and financial affairs;
- (c) shall keep a written record of their proceedings, copies of which will be made available to any member upon request to the secretary;
- (d) fill by appointment any vacancies in elected positions of the Executive Board occurring between elections;
- (e) present recommendations or suggestions to the association as needed;
- (f) act to approve Lifetime memberships;
- (g) act on all matters referred by committees;
- (h) take emergency action that must be taken by the GSTLVMA when it is not possible to obtain action of the membership;
- (i) by a two-thirds (2/3) majority vote, remove from office any elected or appointed officer, district delegate, or committee chairperson who fails to fulfill the requirements of the office; and
- (j) perform any additional duties necessary for the operation of the association.

### ARTICLE IX. DISTRICT DELEGATE AND ALTERNATE

#### Section 1. Term

The District Delegate and Alternate District Delegate shall serve a term of three (3) years, and they may serve no more than two (2) consecutive three (3) year terms.

#### Section 2. Qualifications

The District Delegate and Alternate District Delegate must have been active members of the GSTLVMA for at least two (2) years prior to standing for election.

#### Section 3. Nominations

The Executive Board shall convene and nominate a candidate for District Delegate and Alternate District Delegate upon notification from the MVMA that the current District

Delegate's or Alternate District Delegate's term will expire. The President will present the candidate's name at a regular or special meeting for election. Additional nominations will be taken from the floor.

#### Section 4. Election

Candidates who receive a majority of the votes cast by members present at a regular or special meeting shall be elected.

#### Section 5. Duties of the District Delegate

The District Delegate shall:

- (a) represent the views of their constituents and be voting members of the Executive Board of the Missouri Veterinary Medical Association (MVMA);
- (b) inform the district membership of actions pending and actions taken by the MVMA Executive Board;
- (c) contact the Alternate Delegate to serve in the absence of the Delegate from any regular or called meeting of the MVMA Executive Board;
- (d) serve as a member of the GSTLVMA Executive Board;

#### Section 6. Alternate District Delegate

The Alternate Delegate shall:

- (a) be considered a non-voting member of the MVMA Executive Board unless acting as District Delegate pro temp;
- (b) assist the District Delegate with all duties as prescribed in these Bylaws;
- (c) serve as a member of the MVMA Membership Committee;
- (d) perform all the duties of the District Delegate in the absence of the District Delegate.

### ARTICLE X. BUSINESS MEETINGS

#### Section 1. Regular Meetings

There shall be regular meetings of the members of the association at such times and locations as prescribed by the Executive Board.

#### Section 2. Special Meetings

Special meetings of the members of the Association may be called by the president or the Executive Board. A written petition requesting a special meeting signed by ten percent (10%) of the voting members will require the president to call a special meeting.

#### Section 3. Notification

A notice stating the place, day, and hour of the meeting and, in the case of a special meeting, shall be delivered to each member in good standing entitled to vote at such meeting before the date of the meeting, by or at the direction of the president, the secretary, or the Executive Board.

#### Section 4. Attendance

- A. All active members in good standing may attend.
- ~~B. Any non-member veterinarian or may attend one (1) regular monthly meeting per year as a guest of the GSLVMA without charge.~~
- C. All non-member veterinarians **or qualifying non-veterinarian members** who are ~~not guests~~ must pay a seminar fee to attend each GSTLVMA seminar. The non-member fee shall be determined by the Executive Board.
- D. Veterinary students may attend GSTLVMA seminars at no charge, but will not be considered an active member of the GSTLVMA.
- E. Veterinarians graduating within the past fiscal year may attend GSTLVMA seminars at no charge, and will be considered a voting member if they have filled out a dues application form and have met the qualifications for membership as outlined in Article IV, Section 1.
- ~~F. Veterinarians who graduated the previous fiscal year may attend GSLVMA seminars at 50% of the annual rate, and will be considered a voting member if they have filled out a dues application form and have met the qualifications for membership as outlined in Article IV, Section 1.~~

#### Section 5. Quorum

Twenty-five percent (25%) of the voting members of the GSTLVMA shall constitute a quorum for the transaction of business.

### ARTICLE XI. ORDER OF BUSINESS

The order of business at each regular meeting shall be as follows:

- (a) call to order;
- (b) minutes;
- (c) report of secretary;
- (d) report of treasurer;
- (e) old business;
- (e) new business;
- (f) adjournment.

### ARTICLE XII. VOTING

Each active **veterinary** member in good standing of the association shall be entitled to one and only one vote on each matter submitted to a vote of the members.

An active **veterinary** member in good standing shall be entitled to vote in person only. The right to vote by proxy being hereby specifically denied.

#### ARTICLE XIII. CODE OF ETHICS

The GSTLVMA Code of Ethics shall be the same as the Principles of Veterinary Medical Ethics of the AVMA.

#### ARTICLE XIV. AMENDMENT OF THE BYLAWS

The Bylaws may be amended by the submission of a written petition of the proposed amendment signed by ten percent (10%) of the voting members to the Executive Board or by the majority vote of a quorum of the Executive Board. A two-thirds (2/3's) favorable vote of the members present at a regular meeting shall be necessary for the adoption of the amendment. Amendments shall become effective immediately upon adoption unless otherwise specified.

#### ARTICLE XV. COMMITTEES

##### Section 1. Appointment and Composition

The president shall appoint the chairperson of all committees. The chairperson of each committee shall appoint the committee members.

##### Section 2. Terms of Chairpersons and Committee Members

The appointment of committee chairpersons and committee members shall be for one (1) year and become effective following the installation of new officers. Committee members and chairpersons may be removed from committees by the GSTLVMA president or a majority of a quorum of the Executive Board.

##### Section 3. Meetings and reports

The committee chairperson shall call meetings of their committee as needed. The committee chairperson shall notify the GSTLVMA president of the date and time of all meetings. The committee chairperson shall report on the committee's activities and actions at Executive Board meetings. All actions of the committees are subject to approval of the GSTLVMA Executive Board.

##### Section 4. Committees

Committees may be appointed by the president as needed to carry out the functions of the GSTLVMA.

##### Section 5. Duties of Committees

The duties of the-committee chairperson and committee members shall be determined by the president and the Executive Board. All actions of the committees are subject of the approval of the GSTLVMA president and the Executive Board.

## ARTICLE XVI. FISCAL PROCEDURES

### Section 1. Fiscal Year

The GSTLVMA's fiscal year shall begin July 1 and end June 30.

### Section 2. Disbursements

All disbursements of GSTLVMA funds shall be made by checks drawn on the GSTLVMA account with an authorized signature required.

### Section 3. Revenues

All GSTLVMA revenues shall be received by the treasurer and deposited in the name of the GSTLVMA.

### Section 4. Investments

Revenues in excess of current operating needs may be invested by the treasurer until such time as needed for operating expenses. The amount, specific nature and length of all investments shall be determined by the Executive Board.

## ARTICLE XVII. DISSOLUTION

Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association, in such manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal Revenue Law), as the Executive Board shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

These revised Bylaws of the Greater St. Louis Veterinary Medical Association have been accepted by the Executive Board on \_\_\_\_\_, 2008.

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