

AMENDED BYLAWS
OF
AMERICAN ASSOCIATION OF SMALL
RUMINANT PRACTITIONERS

Approved by membership May 2019

ARTICLE I

Membership in Association

Section 1: Classes of Membership. There shall be five (5) classes of membership: Active Members, Associate Members, Honorary Life Members, Retired Members and Student Members.

“Active Members” shall be graduate veterinarians whose interests include small ruminant species and who pay dues established for an active membership by the Board of Directors. Active members shall be entitled to all rights and privileges of the Association.

“Associate Members” shall be non-veterinarians and are interested in promoting the purposes of the Association. Associate Members are entitled to full dues paying privileges of active membership, but may not hold office, vote, or access the list serve.

“Honorary Life Members” shall be veterinarians who have reached the age of 70 or more years and been a member of AASRP for a minimum of 30 years. Honorary Life Members will receive this status by nomination and final approval by the Board of Directors. Honorary Life Members are entitled to full dues paying privileges, but may not hold office and will not be required to pay annual dues for membership.

“Retired Members” shall be graduate veterinarians whose interests include small ruminant species, are retired from gainful employment-and are a minimum of 65 years of age. Retired members are entitled to full dues paying privileges of active membership but may not hold office.

“Student Members” shall be students currently enrolled in veterinary school and whose interests include small ruminant species. Student Members are entitled to full dues paying privileges of active membership, including list serve access but may not vote or hold office.

Section 2: Voting. All Active Members, Honorary Life Members and Retired shall have one (1) vote, which shall be cast on any matter subject to a general membership vote.

Section 3: Annual Meeting. An Annual meeting of the membership shall be held each year upon no less than thirty (30) days' notice. A quorum shall always be presumed to be present at the annual business meeting or special meetings of the Association.

Section 4: Special Meetings. Special meetings of the membership may be called when ten (10) Active members request same of the President who shall then schedule such special meeting on no less than thirty (30) days' notice. Notice shall set forth the date, time and place of the meeting item (s) of business to be considered.

Section 5: Dues: Every member shall pay annual dues in an amount to be determined by the Board of Directors

ARTICLE II

Membership, Qualifications & Election of the Board

Section 1: The government, conduct, operation and maintenance of American Association of Small Ruminant Practitioners shall be vested in the Board of Directors (hereinafter called the "Board") consisting of not less than eight (8) or more than fifteen (15) Directors.

Section 2: The Board of Directors shall consist of one (1) representative of each of the designated regions, President, President Elect, Past President, and AVMA Delegate. The Treasurer is a non-voting member of the Board of Directors. The Board of Directors shall evaluate and realign districts at least every 5 years to assure parity of member representation from each district. Region boundaries will be delineated in the policy manual. A minimum of three (3) board members shall be employed in private clinical practice and the AASRP database shall determine employment status. When election of a candidate from other than private practice would result in less than three private practice directors, such nominee will not be seated.

Section 3: In order to qualify as a member of the Board of Directors, the individual must be an Active Member of the Association and must remain an Active Member in good standing during that Director's tenure.

Section 4: A Regional Director may serve two (2) two year consecutive terms with partial terms not being considered in the limitation. Regional Directors must reside in the region they represent. No Regional Director will be allowed to serve more than two consecutive full terms.

Section 5: The President shall serve a two (2) year term. The President Elect shall be elected for a two (2) year term and at the expiration of that current term shall become the President without further action of the members or the board. Likewise, the President shall become the Immediate Past President at the conclusion of the term of President without further action of the members or the Board.

Section 6: Upon the occurrence of a vacancy on the Board such as death, resignation, removal, or leaving the district of representation, the Immediate Past President shall fill the vacancy until a replacement is approved. In such a scenario, the Immediate Past President shall cast one vote

in board decisions. The Board shall formally approve a member to permanently fill the vacancy. Upon the selection of the new Board member, they shall take the seat immediately. Such new Board member shall serve until the next general membership meeting at which time an election shall be held for a Director to serve the remaining unexpired term of the Director being replaced.

Section 7: The Board of Directors may remove a Director from office with cause. Such removal shall require two thirds (2/3) of the Directors to vote in favor of removal. "Cause," for purposes of these Bylaws, shall mean that the Director has been guilty of willful misconduct, dishonesty, theft, fraud or has become mentally and/or physically incapacitated so as to be unable to perform the duties and responsibilities of the position or for continued failure to properly perform their duties and responsibilities which may include the failure to attend, without Board approval, three (3) regularly scheduled meetings of the Board of Directors or Executive Committee.

Section 8: A call to the membership for nominations for open offices shall be made each year. A ballot prepared from a list of qualified nominees will be approved by the Board and distributed to voting members with a closing date sixty (60) days prior to the Annual Membership meeting. Voting shall be by mail or electronic means with the results of the election to be announced at the annual Membership Meeting. The candidate with the highest number of voters shall be elected to the position. In the event of a tie, the Board of Directors shall vote to determine the winner. The Executive Director shall serve as Chief Electoral Officer for the elections of Regional Directors and President Elect. In the case of only one nominee to the election ballot, that nominee will be declared as the election winner by acclamation and an election ballot will not be mailed. Only those voting members residing in their region are entitled to vote for the office of Regional Director representing their region. All voting members are entitled to vote for President Elect.

ARTICLE III

Meetings of the Board

Section 1: The Board shall meet in regular session at least semi-annually. Special meetings of the Board of directors shall be called upon the written request of the President or a majority of the members of the Board to all of the Directors not less than forty-eight (48) hours in advance, such written notice to state time and place of meeting and general outline of business to be transacted; provided, however, that the presence of any Director of any defect in the time, form, or manner of service upon him of such oral or written notice, and provided further, that notice may be expressly waived by any Directors, orally or in writing, before at, or after any meeting. Special meetings of the Board may be held without notice upon the written waiver of all members of the Board of Directors.

Section 2: A member of the Board, or of any committee designated by the Board, may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 3: A majority of members of the Board shall constitute a quorum for the transaction of business at any regular or special meeting.

ARTICLE IV

Officers

Section 1: The officers of the Association shall consist of a President, President Elect, Past President, Secretary and Treasurer.

Section 2: The President Elect shall be elected by the members of the Association in accordance with these Bylaws. All other Officers, including Secretary and Treasurer, shall be elected by the Board of Directors. The Officers thus elected and qualified shall serve as the Officers of the Association.

Section 3: Any Officer may be removed for cause by the affirmative vote of two-thirds (2/3) of the Directors in favor of removal at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors. "Cause," is defined in Article II, Section 7, of the Bylaws.

Section 4: President. The President shall preside at all meetings of the Board of Directors, shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Association and shall have the general powers and duties as may be prescribed by the Board of Directors and by these Bylaws. Acting under the direction of the Board of Directors and on its behalf, the President shall perform all acts, execute and deliver all documents and take all steps authorized by the Board in order to effectuate the action and policies of the Board.

Section 5: The immediate Past President shall, in the absence or disability of the President, perform all duties of the President and when so acting shall have all of the powers and be subject to all restrictions of the President.

Section 6: Secretary. The Secretary shall attend all meetings of the Board of Directors and shall be responsible for the full and correct minutes of the proceedings of all such meetings. The Secretary may delegate the recording documents to a member of the board or a representative of the organization.

Section 7: Treasurer. The Treasurer shall perform such other duties as may be delegated by the Board of Directors. The Treasurer may delegate such duties to a member of the board or a representative of the organization.

Section 8: All officers and individuals who have been appointed or elected to represent AASRP, directors, his/her heirs, executors and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges, damages, and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her in or about the execution of the duties of his/her office, and all other costs, charges, damages, and expenses that such persons sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, damages, or expenses as are occasioned by his/her own willful neglect or default.

Section 9: Management. The Board has the authority to transfer the duties of management of the affairs of the Association, including the keeping of books and records and maintenance of all accounts to an Executive Director who need not be a member or director of the Association or to another entity pursuant to a management services agreement when the Board deems it to be in the best interest of the Association.

ARTICLE V

Committees of the Board

Section 1: Committees of Board shall be standing or special. Standing committees shall be an Executive Committee, and such other standing committees as the Board shall authorize. Chairperson of these Committees, with the exception of the Executive Committee, shall be nominated by the President for the Board approval at the annual meeting of the Board and annually thereafter and shall serve at the pleasure of the President. Each committee shall prepare a report to the Board for their meetings.

Section 2: The Board may also appoint such other committees for such purposes and for such periods of time as the Board may deem advisable. Members of these committees may be comprised of individuals who are not members of the Board of Directors.

Section 3: The Board of Directors shall have an Executive Committee comprised of the President, President Elect, and Past President. The Executive Committee shall meet as needed and between meetings of the Board of Directors it shall have and may exercise all of the authority of the Board of Directors. The Executive Committee shall not have the authority to recommend to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Association other than that in the ordinary and regular course of its business, the voluntary dissolution of the Association or the amendment of the Bylaws of the Association. The President shall be chair of the Executive Committee.

Section 4: Each member of the Executive Committee shall hold office until his or her successor is elected and qualified.

Section 5: Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Actions of the Executive Committee require majority approval. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice stating the place, date and hour of the meeting.

Section 6: Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.

Section 7: The Executive Committee shall keep regular minutes of its meetings and report the same to the Board of Directors for its information either electronically or at the next meeting of the Board.

Section 8: Special committees may be created by the President upon approval by the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it appointed and shall have no power to act to except as specifically conferred by action of the Board. Special committees shall report the Board. Upon completion of the task for which created, such special committee shall stand discharged.

ARTICLE VI

Fiscal Year

The fiscal year of the Association shall be the calendar year.

ARTICLE VII

Amendments, Review and Revision

Section 1: A change in the Bylaws may be put to a vote of the membership upon receipt of a petition, submitted to the Executive Director, signed by at eight (8) active members. Notice of the proposed bylaws changes will be sent by mail or electronically to all members at least 30 days prior to open of the voting period. The proposed bylaws amendments will be accepted upon majority approval of the number of votes received.

ARTICLE VIII

Dissolution

Section 1: The Association may be DISSOLVED on thirty (30) days' notice by majority vote at a Board meeting. Such dissolution shall be effective ninety (90) days after such vote is taken; provided all outstanding obligations of the Association have been satisfied.

Section 2: Upon the dissolution of the corporation, the Board of Directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

