

AMENDED BYLAWS
OF
AMERICAN ASSOCIATION OF SMALL
RUMINANT PRACTITIONERS
Approved by membership August 4, 2012

ARTICLE I

Membership in Association

Section 1: Classes of Membership. There shall be seven (7) classes of membership: Active Members, Associate Members, Affiliate Members, Honorary Life Members, Foreign Members, Retired Members and Student Members.

“**Active Members**” shall be graduate veterinarians whose interests include small ruminant species and who are members in good standing of the American Veterinary Medical Association or Canadian Veterinary Medical Association and who pay dues established for an active membership by the Board of Directors.

“**Associate Members**” shall be those interested in promoting the purposes of the Association. Associate Members are entitled to full dues paying privileges of active membership, except voting and may not hold office or access the list serve.

“**Affiliate Members**” shall be Associate Members who have distinguished themselves as recognized by the membership and have been nominated and seconded by Active Members with their credentials submitted to the Board of Directors for final approval. Affiliate Members are entitled to full dues paying privileges of active membership, including access to the list serve, but may not hold office or vote.

“**Honorary Life Members**” shall be members who are graduate veterinarians whose interests include small ruminant species and who are members in good standing of the American Veterinary Medical Association or Canadian Veterinary Medical Association. Honorary Life Members will receive this status by nomination and final approval by the Board of Directors. Honorary Life Members may vote, hold office and have access to the list serve and will not be required to pay annual dues for membership.

“Foreign Members” shall be graduate veterinarians whose interests include small ruminant species and who pay the dues established for foreign membership by the Board of Directors. Foreign Members are entitled to full dues paying privileges of active membership, including list serve access but may not vote or hold office.

“Retired Members” shall be graduate veterinarians whose interest includes small ruminant species and are retired from gainful employment in the profession. Retired members are entitled to full dues paying privileges of active membership.

“Student Members” shall be students currently enrolled in an AVMA accredited 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. Only Active, Honorary Life and Retired Members may hold offices or serve on the Board of Directors.

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) nor 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 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. No more than one member of the Board of Directors shall reside outside of the United States.

Section 3: In order to qualify as a Director, 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; but following service of that Regional Director's second consecutive term, that Regional Director shall not be eligible for re-election to the Board of Directors for a period of one (1) year following the expiration of the last term of service.

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.

Section 6: Upon the occurrence of a vacancy on the Board, the President shall solicit or receive nominations for the vacancy. The Board shall consider such nominations at its next regular meeting and select a new Board member to fill the vacancy. Upon the selection of the new Board member, he shall take his 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 his position or for continued failure to properly perform his duties and responsibilities which may include the failure to attend, without excuse, three (3) consecutive regularly scheduled meetings of the Board of Directors or Executive Committee.

Section 8: Nominations are to be received by the President no less than ninety (90) days prior to the annual Membership Meeting for offices of Regional Director and President Elect. A ballot will then be prepared by the Board and distributed to voting members no less than forty (40) days prior to closing date for receipt of ballots. All voting shall be by mail with the results of the balloting to be announced at the annual Membership Meeting. If any candidate does not receive a majority of the votes cast on such ballot, the ballot will be prepared by the

Board with the two (2) candidates receiving the greatest number of votes, only, and such ballot shall be distributed voting Members no less than thirty (30) days prior to closing date for the receipt of this ballot. All voting shall be by mail with the results of this subsequent ballot to be announced, if concluded, at the annual Membership Meeting and, if not concluded by such date, by mailed notice to each voting member. 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 at any such meeting without express protest shall constitute a waiver by any such 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.

Section 4: Members of the Board are expected to attend all regular and special meetings of the Board. Directors may be excused from attending at any regular or special meeting of the Board by the President for good cause. Any unexcused absence shall be noted in the minutes of the Board.

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 and 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 terms for all officers shall be two (2) years. 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 8 7, of these Bylaws.

Section 4: In the event of a death, resignation, removal or other inability to serve of any Officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected.

Section 5: 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 of management usually vested in the office of President and shall have other power 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 actions and policies of the Board.

Section 6: President Elect. The President Elect 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 7: Secretary. The Secretary shall attend all meetings of the Board of Directors and shall preserve in record books the full and correct minutes of the proceedings of all such meetings. He or she shall be custodian of the corporate Articles of Incorporation, Bylaws, and minute books. It shall be the duty of the Secretary to sign and execute all corporate documents and instruments whereupon his or her signature may be lawfully required. He or she shall also serve or cause to be served all notices required by law, these Bylaws, or by resolution of the Board of Directors, and it shall be his or her duty to cause to be prepared and filed with appropriate bodies, official reports and documents required by law to be filed by non-profit corporations. He or she shall also perform such other duties as may be delegated by the Board of Directors. The Secretary may delegate the recording of aforementioned documents to a member of the board or a representative of the organization.

Section 8: 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 9: The Board of Directors may require of any of the officers of the Association or any of the employees of the Association to furnish a bond or bonds to the Association with such surety or sureties and in such amount or amounts as shall be sufficient in the judgment of the Board of Directors to secure the Association against loss or damage by reason of any act, neglect, or omission on the part of such officers or employees. The cost of such bond or bonds shall be borne by the Association. These bonding provisions are intended to apply specifically, as the Board of Directors may determine, to such officers and/or employees of the Association occupying positions of trust and confidence.

Section 10: 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 the Board shall be standing or special. Standing committees shall be an Executive Committee, a Nominating 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 Board approval at the annual meeting of the Board and annually thereafter and shall serve at the pleasure of the President. Each committee shall keep and submit minutes of its meeting to the Board.

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 no less than three (3) nor more than seven (7) members—being the President, President Elect, and Past President. In the Board's discretion, it may select additional members to the Executive Committee. 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 except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee. 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, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States Mail addressed to the member of the Executive Committee at his business address. Any member of the Executive Committee may waive notice of any meeting, and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at 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: Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 8: Any member of the Executive Committee may be removed by a resolution adopted by two-thirds (2/3) of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President of the Association; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9: The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information either by mail within thirty (30) days of a proceeding or at the meeting of the Board held next after the proceedings shall have been taken.

Section 10: Special committees may be created by the President for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which created such special committee shall stand discharged.

Section 11: Chairpersons of Standing Committees shall be nominated by the President annually at the Board of Directors' annual meeting and shall serve for a term of one (1) year.

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 signed by at least five (5) active members within 30 days of publication of the change by the Board of Directors in the membership newsletter.

ADOPTED BY THE AMERICAN ASSOCIATION OF SMALL RUMINANT PRACTITIONERS BOARD OF DIRECTORS.

August 4, 2012

Joan Bowen DVM
PRESIDENT