

**Redwood Empire Veterinary Medical Association  
Constitution and By-Laws  
(DRAFT 2/20/2011)**

**Constitution**

Article I Name

The Association shall be incorporated and known as the Redwood Empire Veterinary Medical Association and shall remain a non-profit organization in fact, hereinafter referred to as “the Association.”

Article II Objectives

The objective of the Association shall be to advance the science and art of veterinary medicine, to enlighten and direct public opinion regarding veterinary activities, to elevate the standards of ethical practice and to stimulate the interchange of knowledge and experience in the practical application of the science of veterinary medicine.

Article III Officers and Election

Section 1. The elected officers of the Association shall be President, Vice President, Continuing Education Coordinator, Member at Large, Treasurer, and both a Delegate and an Alternative Delegate to the California Veterinary Medical Association’s House of Delegates, all of whom shall be elected by ballot at the regular annual meeting of the Association. A Secretary will be elected if no salaried Executive Secretary is employed by the Association.

Section 2. The elected officers shall constitute the Executive Board of the Association.

Section 3. Each officer of the Executive Board shall be elected for a one year term. There is no limit on the number of consecutive terms a member may hold. No member shall hold more than one position on the Executive Board concurrently.

Article IV Property and Assets

The property of the Association is dedicated to charitable purposes and no part of the assets of this organization shall benefit private persons. Upon dissolution of the Association, any remaining assets shall be divided equally and given to taxpayer-funded/government run humane societies and shelters in Sonoma County.

## **By-Laws**

### Article I Duties of Officers

#### Section 1. Duties of the President:

- a. The President shall preside at all meetings of the membership and Executive Board, and shall be Chairman of the Executive Board.
- b. The President shall direct the activities of the employed staff of the Association. The President may enlist the help of other officers to also direct the activities of the employed staff of the Association.
- c. The President shall direct the necessary appointments to fill any vacancy occurring in employed positions. Appointments must have the approval of the Executive Board at its next regular meeting.
- d. The President shall write the President's address for newsletter.

#### Section 2. Duties of the Vice-President:

- a. The Vice President shall perform the Duties of the President in the event of the President's absence or inability to serve or conduct the affairs of the Association.
- b. The Vice President shall assist the President as the President may from time to time determine.
- c. The Vice President shall serve as a liaison to the Disaster Committee.
- d. The Vice President shall be responsible for other duties that are from time to time delegated by the Executive Board.

#### Section 3. Duties of the Treasurer:

- a. The Treasurer shall oversee the Executive Secretary's collection and depositing of all monies of the Association in a bank approved by the Executive Board. All monies will be in an account under the name, Redwood Empire Veterinary Medical Association.
- b. The Treasurer shall pay all bills or oversee payment of all bills of the Association and shall be responsible for records of all receipts and disbursements.
- c. It shall be the responsibility of the Treasurer to provide a monthly budget update and annual report.
- d. The Treasurer shall be responsible for providing the required fiscal information to the appropriate local, state, and/or federal government agencies and file an annual tax return.
- e. The Treasurer shall render to the Association a written report of receipts and disbursements when called upon to do so and within ten (10) working days of the written request.
- f. With input from the Executive Board, the Treasurer shall be responsible for the preparation of the budget for the next fiscal year.
- g. All funds, books and vouchers in the Treasurer's hand shall be property of the Association and shall be subject to verification and inspection by the Executive Board. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the Treasurer's successor all books, monies, vouchers and all other property of the Association.
- h. The Treasurer shall be responsible for such additional fiscal duties as are assigned by the President or Executive Board.

Section 4. Duties of the Secretary:

- a. It shall be the duty of the Secretary to act as the name applies.
- b. It shall be the duty of the Secretary to be responsible for the publication of a bi-monthly newsletter of the Association, to be mailed to the membership.
- c. The Secretary shall be responsible for other duties that are assigned by the President or by the Executive Board.
- d. The Executive Board may hire, as a paid position, an Executive Secretary for the Association. The Executive Secretary will perform the duties of the Secretary.

Section 5. Duties of the Continuing Education Coordinator:

- a. It shall be the responsibility of the Continuing Education Coordinator to establish and maintain a program of continuing education and work in cooperation with the Executive Board to promote the program.
- b. It shall be the responsibility of the Continuing Education Coordinator to gain sponsorship for continuing education programs.

Section 6. Duties of the Member at Large:

- a. It shall be the duty of the Member at Large to assist other officers as the President may from time to time determine.
- b. The Member at Large shall be responsible for serving as a liaison between the Executive Board and the members of the Association.

Section 7. It shall be the duty of the Delegate, and the Alternative Delegate, to represent the Association in the House of Delegates of the California Veterinary Medical Association. The term of office shall be two years.

## Article II Duties of the Executive Board

Section 1. The Executive Board shall manage the affairs and business of the Association, but at no time shall they be in conflict with the desires and action of a majority of the membership of the Association.

Section 2. The Executive Board shall be vested with the authority to select, enter into contract with and employ an Executive Secretary and any other employed staff of the Association. The initial contract may not exceed a period of one year. They shall be vested with authority to discharge any staff member for cause and shall establish the salary and expense of the employed staff.

Section 3. The Executive Board shall select the time and place of all meetings unless otherwise designated by a vote of the membership, shall screen all applications for membership, shall have complete charge of the property and all financial affairs of the Association, shall hire and fire employees, and shall be empowered to take action in emergency situations.

## Article III Committees

Section 1. All committees of the Association shall be appointed by the President. The Association President shall appoint the members and designate the Chairman to terms not less than one year in order to maintain continuity (two year terms are encouraged). The President shall regulate the size of the various committees, subject to the approval of the Executive Board.

Section 2. Each committee chairman shall present an annual report of the committee's activities at the January meeting.

Section 3. In addition to the Executive Board, there may be appointed committees of the Association, as follows:

### **Public Relations Committee**

The public relations committee shall liaison with local media regarding our position on local animal or veterinary related issues.

### **Ethic and Professional Conduct Committee (Peer Review)**

The peer review committee shall review and arbitrate disputes between the public and individual members as well as between members. An attempt shall be made to resolve disputes to the satisfaction of both parties, but if the committee finds the member in violation of common standards or ethics, the committee shall be empowered to send the matter before the California State Board of Examiners. Records of disputes shall be retained by the Association for five years. Members are allowed access to their own file by application to the committee. Any complaint must be discussed with the member involved as soon as possible. If any meeting is held about a complaint, the member involved has the right and is urged to attend the meeting.

### **Wellness Committee**

The wellness committee shall coordinate support groups for members who are experiencing a substance abuse issue.

### **Animal Assisted Activities Committee**

The animal assisted activities committee shall liaison with organizations dedicated to in-hospital pet therapy, nursing home animal visits, etc...

### **Disaster Committee**

The disaster committee shall be conducted according to CVMA mandates.

### **CVMA Committee**

The CVMA committee shall consist of a Delegate and Alternate Delegate of the California Veterinary Medical Association. After receiving the agenda for the CVMA House of Delegates meeting, the Delegates of the Association shall study the agenda and then present the major issues to be addressed to the Executive Board. The agenda will also be published in the Associations newsletter for evaluation and opinions. Delegates to the CVMA shall solicit input and resolutions from the Executive Board and the

membership, shall accurately express the desires of the Association at the House of Delegates of the CVMA, and, if specifically directed by the Executive Board, shall vote as directed by the Executive Board.

#### Article IV Membership

Section 1. There are four types of Memberships: Full, Limited, Affiliate and Distinguished.

**Full and Limited Membership:**

A full or limited membership is available to veterinarians who are both licensed by the California State Board of Examiners and whose ethical, moral, and professional qualifications comply with the Association's Constitution and By-Laws. Any veterinarian member shall have the right to vote on all propositions submitted to the membership at large, shall have the right to vote upon the election of officers, shall have the privilege of attending monthly meetings of the Association, shall receive all publications and shall be eligible for any office or honor within the scope of the Association.

**Affiliate Membership:**

An affiliate membership is available for veterinary staff, spouses of full or limited members and students of veterinary medicine. An affiliate membership does not include the right to vote but does include a newsletter. The membership is not available to Sonoma County Veterinarians.

**Distinguished Membership:**

This membership may be bestowed upon any individual deemed worthy by the members. Distinguished members' dues are permanently waived.

Section 2. Dues for all members shall be payable on March 1 of the year for which they are levied. New members may have their dues prorated if joining the Association later in the calendar year. If dues are not paid on or before May 1<sup>st</sup> of the year, said member shall then automatically cease to be a member in good standing, and all rights and privileges of active membership shall be suspended. Dues for all membership categories shall be set by the Executive Board.

#### Article V Meetings

Section 1. Executive Board Meetings will be held prior to the general meetings. The Board Meetings are open to attendance by veterinarian members of the Association. To conduct official business of the Association, a majority of members of the Executive Board must be present.

Section 2. The annual meeting shall be held in January of each year. Newly elected officers shall take office following the meeting.

Section 3. General meetings of the Association shall be held every one to two months throughout the year on the 3<sup>rd</sup> Thursday of that month unless designated otherwise by the Executive Board. Notification of the meeting date and location will be published in the Association newsletter and will be distributed electronically.

Section 4. Veterinarian non-members, non-veterinarian non-members and spouses may attend lectures and pay the meal fee plus an appropriate surcharge as deemed by the Executive Board.

Section 5. For the transaction of business at general meetings, a quorum shall consist of a simple majority of veterinarian members present at that meeting.

#### Article VI Ethical Conduct

It shall be the duty of the Ethics and Professional Conduct Committee to investigate reported violations of the Code and Ethics and Professional Conduct as established by the AVMA and CVMA. The committee shall attempt mediation and hold informal hearings when necessary with members concerning reported violations. The committee shall attempt to resolve disputes to the satisfaction of both parties, but if the committee finds the veterinarian in violation of common standards or ethics, they shall be empowered to send the matter before the Board of Examiners.

#### Article VII Rule of Order

The current edition of Robert's Rule of Order shall be the guide for parliamentary procedures at all meetings of the Association, the Executive Board and the committees of the Association.

#### Article VIII Amendments

This constitution and By-laws can be changed or amended at any time by a 2/3 vote of the full members present at any meeting of which the time, date and location has been published in the Association newsletter. They may be suspended at any time by a 2/3 vote of full membership.

#### Article IX Dissolution

Upon a written vote of two-thirds (2/3) of the membership, the Association may be dissolved. Upon the dissolution of the Association, its assets remaining after payment, or

provisions for payment, of all debts and liabilities of the Association, shall be divided equally and given to tax payer funded/government run humane societies and shelters in Sonoma County.