



**PROPOSED AMENDMENT
TO THE
ISVMA CONSTITUTION**

TO BE VOTED UPON NOVEMBER 7, 2008
DURING THE ISVMA ANNUAL MEETING
TO BE HELD AT THE WESTIN LOMBARD YORKTOWN CENTER HOTEL

ILLINOIS STATE VETERINARY MEDICAL ASSOCIATION CONSTITUTION

ARTICLE I: NAME AND LOCATION

The name of this organization shall be the Illinois State Veterinary Medical Association (hereafter “Association”), a not-for-profit corporation incorporated in the State of Illinois. Offices of the Association shall be located in Springfield, Illinois and/or in such other localities as may be determined by the Board of Directors.

ARTICLE II: OBJECTIVES

The objectives of this Association shall be:

1. To advance the well being of ~~veterinarians~~ the veterinary profession, animals, public health and the environment.
2. To consider and deal by all lawful means with common problems of the veterinary medical profession including promoting appropriate stewardship of animals.
3. To secure cooperative action in advancing the common purposes of its members.
4. To promote activities aimed to enable the profession to conduct itself with the greatest economy, efficiency, and excellence.
5. To cooperate with other professions, industries, and organizations.
6. To do anything necessary and proper for the accomplishment of any objectives herein set forth or which shall be recognized as proper and lawful objectives of associations, all of which shall be consistent with the public interest as well as in the interest of the veterinary medical profession.

ARTICLE III: STRUCTURE

Section 1 – Governance

The Association shall be composed of individual members. It shall have 1) a Board of Directors (hereafter “Board”) which, in addition to duties prescribed in this Constitution, shall act as the policy making body; 2) committees and other work groups as designated by the Board; and 3) officers, employees, and contractors as necessary to accomplish its purposes.

Section 2 – Constituent Regions

The following regions, whose geographic boundaries shall be determined by the Board of Directors, shall be recognized as the Constituent Regions and shall be entitled to representatives on the Board of Directors in the manner prescribed in this Constitution.

District A:

- REGION 1 Southern Illinois Veterinary Medical Association
- REGION 2 Central Illinois Veterinary Medical Association
- REGION 3 Eastern Illinois Veterinary Medical Association

District B:

- REGION 4 Mississippi Valley Veterinary Medical Association
- REGION 5 Kankakee Valley Veterinary Medical Association
- REGION 6 Northern Illinois Veterinary Medical Association

District C:

- REGION 7 Chicago Veterinary Medical Association

Members of the Association shall be divided into constituent regions. Each region shall be entitled to representation on the Board. The geographic boundaries of each region and the number of representatives to the Board from each region shall be designated in Board policy. The regional associations shall have purposes that are generally allied to the Association's objectives, and the regional associations shall not interfere in any way with the activities or affairs of the Association.

The President of a Constituent Region shall have the privilege of attending Board meetings and voting in case a duly elected member from his/her Constituent Region is unable to attend.

Section 3 – Organizational Units and Relationships

To achieve the objectives of the Association, the Board may approve organizational units such as divisions, councils, or interest groups to serve special interests of members. In addition, the Board may approve establishing relationships with other associations and allied groups under such terms and conditions it considers desirable to advance the purposes of the Association.

ARTICLE IV: MEMBERSHIP

Section 1 – Classes of Members

Individuals may qualify for Association membership in one of the following classes:

- A. Professional – An individual veterinarian who is either a graduate of an AVMA accredited college or school of veterinary medicine, or who is licensed to practice veterinary medicine in the United States and subscribes to the objectives of the Association qualifies for Professional membership.
- B. Student - An applicant for veterinary student membership must either be enrolled full time in the professional curriculum at the College of Veterinary Medicine at the University of Illinois or any other accredited college or school of veterinary medicine if the applicant is seeking employment in Illinois. Applicants approved by the Board of Directors shall be declared student members.
- C. Affiliate – Teachers of veterinary medicine or of the sciences allied to veterinary medicine, and persons engaged in veterinary research who cannot qualify for admission as active members may become affiliate members of the Association on election by the Board of Directors. Affiliate members shall have the same rights and obligations as professional members, except that no affiliate member may hold office or vote.
- D. Honorary Members – Honorary membership in the Association may be conferred upon any person who has rendered distinguished and meritorious service to the veterinary profession, the public health, the livestock industry or the conservation of wildlife. Nominations for honorary membership shall be referred to and reviewed by the Board of Directors for final action. Honorary members shall enjoy the same rights and privileges as professional members; except that they shall not be entitled to hold office or vote.

- E. Life Members - Life Members shall be recognized for their longtime commitment to organized veterinary medicine through membership in the ISVMA. Qualifications and dues for Life Membership shall be established by the ISVMA Board of Directors. Life Members shall have all the rights and privileges of Professional Members.

- F. Veterinary Technicians – An individual veterinary technician who is either a graduate of an AVMA accredited technology program, or who is licensed as a CVT in the State of Illinois and subscribes to the objectives of the Association qualifies for Veterinary Technician membership. Veterinary Technician members shall have the same rights and obligations as Professional Members, except that no Veterinary Technician member may serve as an officer of the Association or vote at Meetings of Members as provided for in Article V of this Constitution.

Section 2 – Membership Application-Membership Types

The ISVMA Board of Directors may establish membership types within each class of membership.

Section 3 - Membership Application

Applications for membership shall be submitted to the Association office in such form and accompanied by such supporting documents as the Board may determine. The Board may assign a committee and/or staff to process membership applications and to appraise, rule, or interpret questions or inquiries relating to membership.

Section 4 – Suspension for Nonpayment of Dues

Any member whose dues are 30 days past due shall be suspended and all privileges of membership discontinued. Members suspended for nonpayment of dues may be reinstated at any time upon payment of the current year's dues.

Section 5 – Termination of Membership

A. The Board may, by three-quarters vote of the members present and voting, remove from the membership rolls any member whose acts are contrary to the ideals, objectives, and accepted standards of the Association as set forth in this Constitution; or who loses the license to practice veterinary medicine; or who makes improper use of membership in the Association. The action of the Board may be subject to any appeals to the Association at its Annual Business Meeting as determined by Board policy.

B. The membership of those members who are under suspension for nonpayment of dues at the close of a membership year shall have all membership rights and privileges withdrawn.

ARTICLE V: MEETINGS OF MEMBERS

Section 1 – Annual Business Meeting

A. The annual business meeting of the Association shall be held at such time and place as the Board shall determine. Notice of said meeting shall be given to all members not less than 30 days prior to the date thereof.

Section 2 – Special Meetings

Special meetings of the Association may be called by the President on behalf of the Board. The President shall also call a special meeting on written request of ten percent of the Professional class members of the Association who shall specify the purpose of the meeting. Notice of any special meeting shall be transmitted to each member at least 14 days in advance, with a statement of time and place and information as to the subject or subjects to be considered. At a special meeting, no business other than that specified in the transmitted notice may be considered.

Section 3 – Referendum

Whenever a question arises that the Board decides should be put to a vote of members and the Board deems it inexpedient to call a special meeting for such purpose, the Board may submit such a matter to voting members for vote and decision. The question thus presented shall be determined according to a majority of the vote received. Ballots must be transmitted by voting members not more than 30 days after the date when ballots were transmitted to members. Any and all action taken in pursuance of a majority ballot vote shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

Section 4 – Voting

Each voting member of the Association shall be entitled to one vote on all propositions submitted to the membership at large. Voting by proxy shall not be permitted.

Section 5 – Quorum

A quorum shall always be presumed to be present at the annual business meeting or special meetings of the Association.

Section 6 – Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules adopted by the Association or the Board.

ARTICLE VI: DUES AND CHARGES

Section 1 – Annual Dues

The annual dues shall be established annually by the Board. Rates for annual dues may differ by membership category and/or by other criteria determined by the Board. A $\frac{3}{4}$ majority vote of the Board or a majority of voting members at an Annual Meeting shall be required to increase the annual dues.

ARTICLE VII: BOARD OF DIRECTORS

Section 1 – Authority and Responsibility

The governing body of the Association shall be the Board. The Board shall supervise, control, and direct the affairs of the Association; shall determine its policies or changes therein; shall actively pursue its objectives; and uphold its fiduciary responsibility. The Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable, and appoint such agents as may be considered necessary.

Section 2 – Composition

The Board shall be composed of the officers, members elected from the Constituent Regions, the Dean of the University Of Illinois College Of Veterinary Medicine, a student representative from the University Of Illinois College Of Veterinary Medicine, and the AVMA Delegate who shall all be voting members. The Executive Director shall be an ex-officio member of the Board without voting rights. The Board may appoint liaisons to serve as ex-officio members of the Board without voting rights.

CVT Board Representatives shall be elected as specified in Article XIII of this Constitution and in Board policy.

Section 3 – Duration of Office

A. No Board Representative from a Constituent Region or Veterinary Technician member shall be elected to more than two consecutive three-year terms, except as provided for in Section 3 (B) of this Constitution, and no person who has served more than 18 months of a term to which some other person was elected as Board Representative from a Constituent Region or Veterinary Technician membership shall be elected to the office more than once. A Constituent Region representative or Veterinary Technician representative, upon election, shall take office at the first Board of Directors meeting following the Annual Meeting of the Association and shall continue in office until a successor is duly elected.

B. Any Constituent Region which elects more than one representative to the Board shall have the terms of office staggered to prevent all representation from the Constituent Region expiring at the same time. The Board of Directors may extend by one year an individual Board member's term in order to achieve this objective.

C. The student representative from the University Of Illinois College Of Veterinary Medicine shall be the third-year ISVMA class representative and shall serve for a term of one year and until his or her successor has been elected. All ISVMA class representatives must be members of the ISVMA.

Section 4 – Meetings

The Board shall regularly meet at the time and place of the annual business meeting and a minimum of three additional times during the year. Special meetings of the Board shall be called by the President or by the written request of a majority of the members of the Board provided that proper notice is transmitted to each member of the Board at least 10 days prior to the meeting.

Section 5 – Quorum

At any meeting of the Board, a simple majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Association.

Section 6 – Voting

The presiding officer shall vote only to break a tie vote of the Board.

Section 7 – Absence

Any member of the Board unable to attend a meeting shall communicate the reason for absence. If a Board member is absent from two consecutive meetings for reasons that the Board has failed to declare to be sufficient, resignation of the Board member shall be deemed to have been tendered and accepted.

Section 8 – Resignation

A member of the Board may resign upon presenting a written resignation to the President of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President.

Section 9 – Removal

Any director of the Association may be removed by a three-quarters vote of the Board whenever in its judgment the best interest of the Association would be served thereby.

Section 10 – Vacancies

Any vacancies that may occur on the Board by reasons of death, resignation, or otherwise may be filled by the executive board of the Constituent Region in which district the vacancy occurred. Representatives appointed to fill an unexpired term of a predecessor shall take office at the next meeting of the Board of Directors.

ARTICLE VIII: OFFICERS

Section 1 – Officers

The officers of the Association shall be a President, President-elect, Vice-president, Immediate Past-President, and Treasurer.

Section 2 – Elected Officers

The Vice-president shall be elected by the membership of the Association.

Section 3 – Qualifications for Officer

Any Professional member who has been a member of the Association in good standing for at least five consecutive years immediately prior to nomination and has served on the ISVMA Board of Directors or an ISVMA committee shall be eligible for nomination and election as an officer.

Section 4 – Term of Office

- A. Each officer shall take office at the first meeting of the Board following the Annual Meeting of the Association.
- B. The Vice-president shall serve for a term of one year, and shall automatically succeed to the office of President-elect at the completion of the incumbent's term of office.
- C. The President-elect shall serve for a term of one year, and shall automatically succeed to the office of President at the completion of the incumbent's term of office.
- D. The President shall serve for a term of one year or until their successor is named, and shall automatically succeed to the office of Immediate Past-President at the completion of the incumbent's term of office.
- E. The Immediate Past-president shall serve a term of one year.
- F. The Board of Directors shall elect a Treasurer for one a (1) year term at the first meeting of the Board following the Annual Meeting of the Association. No Treasurer shall be elected to more than two terms, and no person who has served more than 6 months of a term to which some other person was elected as Treasurer shall be elected to the office more than once.
- G. No officer, with the exception of the Treasurer, shall serve more than one consecutive full term in the same office.

Section 5 – Removal

Any officer of the Association may be removed by a three-quarters vote of the Board whenever in its judgment the best interest of the Association would be served thereby. Any officer so removed may appeal such removal to the full Board at a meeting called for that purpose, and shall have the right to present any evidence he or she may have that shows that the removal decision of the Board was erroneous. The removal decision of the Board requires a vote of three-quarters vote of the Board to be sustained.

Section 6 – Vacancy

If there is any vacancy for any reason in the office of the President-Elect or President the officer-elect for that position shall succeed to the office immediately and shall have all the powers and perform all the duties of the office. If there is a vacancy in the office of Vice-President, the office shall remain vacant until the next annual business meeting of the Association and, at that meeting, both a President-Elect and Vice-President shall be elected by the membership of the Association. If there is a vacancy for any reason in any office that cannot be filled by the provision for succession to office, the Board shall appoint an individual for the balance of the term.

Section 7 – Duties of the President

The President is the principal officer of the Association and chairperson of the Board. As presiding officer, the President shall preside at meetings of members, the Board, and the Executive Committee. The President shall serve as an ex-officio member of all committees and shall make appointments thereto as designated in this Constitution. At the annual business meeting of the Association, and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association and of the veterinary medical profession. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

Section 8 – Duties of the President-elect

The President-elect shall perform the duties of the President in the event of the President's temporary absence, and shall have such other duties as the President or the Board may assign.

Section 9 – Duties of the Vice-president

The Vice-president shall perform the duties of the President-elect in the event of the President-elects temporary absence, and shall have such other duties as the President or the Board may assign.

Section 10 – Duties of the Immediate Past-president

The Immediate Past-President shall be the retiring President of the Association. The Immediate Past-President shall serve in an advisory capacity to the officers of the Association and shall be a member of the Board of Directors and the Executive Committee.

Section 11 – Duties of the Treasurer

The Treasurer shall ensure that an accounting is maintained of all moneys received and expended for the use of the corporation. The Treasurer shall report on the financial condition of the Association at all meetings of the Board, at the annual business meeting, and at other times as called upon by the President. The Treasurer, with the approval of the Board, may delegate any part or all of the duties of the Treasurer to the Executive Director except the right to vote or take action not in accordance with Board policy or this Constitution, provided that the Treasurer will continue to be responsible for the supervision and proper performance thereof. The Treasurer shall have such other duties as the President or the Board may assign.

Section 12 – Duties of the Executive Director

The Executive Director shall be appointed by the Board to serve at the pleasure of the Board and to function as the chief executive officer of the Association. The chief executive officer shall have the title of Executive Director or such other title as the Board shall deem desirable, and shall be directly responsible to the Board. The Executive Director shall manage, supervise, and direct the operations of the Association's headquarters office within the authority delegated by the Board. The Executive Director is responsible for the employment, termination, and management of staff members. The Executive Director shall be reviewed at least annually by the Executive Committee, which shall present its recommendations to the Board. The Executive Director shall serve as an ex-officio member of the Board and the Executive Committee without voting rights.

ARTICLE IX: NOMINATIONS AND ELECTIONS - ASSOCIATION OFFICERS

Section 1 – ~~Nominating~~ Nomination and Election Procedure

The Nominating Committee shall nominate a candidate for the office of Vice President. All prospective nominees must indicate in writing to the Nominating Committee their willingness to serve. The committee shall notify the President of the nominations at least 60 days prior to the date of candidate announcement.

Section 2 – Write-In Candidates

The official ballot shall include a provision for members to submit the name of a write-in candidate for the office of Vice-President.

Section 3 – Election Procedure

- A. The Vice-president shall be elected by ballot transmitted to each qualified voting member at the location last recorded in the member's database profile.
- B. Ballots must be transmitted to members within 30 days after the candidates have been nominated.
- C. The completed ballots shall be returned by members to the Association's office for counting not more than 30 days after the date of transmission from ISVMA.
- D. Each voting member shall be entitled to vote for one candidate for each position on the ballot.
- E. The candidate for a position who receives the highest number of votes shall be declared elected to that position. In the event of a tie vote, the Board shall select among the tied candidates at a meeting of the Board prior to the annual business meeting of the Association.

F. The ISVMA Executive Committee shall certify the ballot count and the results of all elections.

ARTICLE X: AVMA DELEGATE AND ALTERNATE DELEGATE

Section 1 – Election

The AVMA Delegate and AVMA Alternate Delegate shall be elected by the ISVMA Board of Directors to serve a term of four years which shall begin at the conclusion of the first ISVMA Board of Directors meeting following the AVMA Annual Meeting in the year in which the incumbents' terms expire. A partial term of less than 24 months shall not be considered as part of the service limitation. The AVMA Delegate and Alternate Delegate positions shall be voted upon every four years.

Section 2 – Duties of the AVMA Delegate

The AVMA Delegate shall represent the interests of ISVMA and its members in the AVMA House of Delegates, and shall report to ISVMA on deliberations and actions taken by the House of Delegates.

Section 3 – Duties of the AVMA Alternate Delegate

The AVMA Alternate Delegate shall perform the duties of the AVMA Delegate in the event of the AVMA Delegate's temporary absence.

ARTICLE XI: NOMINATIONS AND ELECTIONS - BOARD MEMBERS FROM CONSTITUENT REGIONS

Section 1 – ~~Nominating~~ Nomination and Election Procedure

A. Constituent Regions shall elect representatives from within the geographical boundaries of the Constituent Region, as designated by the Board of Directors. The number of representatives from each Constituent Region shall be determined by membership participation as defined in Board policy. The right of a Constituent Region to representation on the Board shall not be altered by the fact that the President, President-elect, Vice-president, or Immediate Past-president may be from that region.

B. Representatives on the Board of Directors must be members whose business address is within the geographical boundaries of the Constituent Region or who qualify for membership as designated under Article XI, Section 1C.

C. Association members shall vote for representatives to the Board of Directors in the Constituent Region that contains their business address or in the Constituent Region in which they have membership in the Constituent Association and have so informed the Executive Director in writing. This notice shall be considered effective until a written change is received by the Executive Director.

D. During the year in which the term of office for a representative from a Constituent Region is due to expire, the Association shall send a nominations form to each qualified voting member at the location last recorded in the member's database profile. Each qualified voting member is allowed to nominate a representative to the ISVMA Board of Directors from their Constituent Region. The nominee must be a current member of ISVMA. The executive board of the Constituent Region shall also be allowed to nominate ~~at least~~ one candidate for each vacant position in the Constituent Region.

E. The nominations must be submitted to the Association office by the submitting member(s) no more than 30 days after the request for nominations was transmitted.

F. The Association shall compile the eligible nominations for Constituent Region representative candidates, prepare a ballot for each Constituent Region, and distribute the ballots to each qualifying member in the Constituent Region at least 60 days prior to the Annual Meeting of the Association.

G. The completed ballots shall be returned by members to the Association's office for counting not more than 30 days after the date of transmission from ISVMA.

H. The candidate for a position who receives the highest number of votes shall be declared elected to that position. In the event of a tie vote, the Board shall select among the tied candidates at a meeting of the Board prior to the annual business meeting of the Association.

I. The ISVMA Executive Committee shall certify the ballot count and the results of all elections.

ARTICLE XII: NOMINATIONS AND ELECTIONS - BOARD MEMBERS FROM CVT MEMBERSHIP

Section 1 – Nomination and Election Procedure

- A. Veterinary Technician members shall elect representatives from within the Veterinary Technician membership. The number of Veterinary Technician representatives shall be determined by membership participation as defined in Board policy.
- B. During the year in which the term of office for a Veterinary Technician representative is due to expire, the Association shall send a nominations form to each qualified, voting Veterinary Technician member at the location last recorded in the member's database profile. Each qualified Veterinary Technician member is allowed to nominate a representative to the ISVMA Board of Directors from within the Veterinary Technician membership. The nominee must be a current Veterinary Technician member of the ISVMA.
- C. The nominations must be submitted to the Association office by submitting member(s) no more than 30 days after the request for nominations was transmitted.
- D. The Association shall compile the eligible nominations from the Veterinary Technician membership and distribute ballots to each Veterinary Technician member at least 60 days prior to the Annual Meeting of the Association.
- E. The completed ballots shall be returned by Veterinary Technician members to the Association's office for counting not more than 30 days after the date of transmission from ISVMA.
- F. The candidate for a position who receives the highest number of votes shall be declared elected to that position. In the event of a tie vote, the Board shall select among the tied candidates at a meeting of the Board prior to the annual business meeting of the Association.
- G. The ISVMA Executive Committee shall certify the ballot count and the results of all elections.

ARTICLE XIII: COMMITTEES

Section 1 – Structure

The Association shall be organized with the following type of committee structure:

- A. Subcommittees of the Board – intended to facilitate the work of the Board in providing advisory information and composed of members of the Board.
- B. Standing committees – intended to facilitate the operation of the Association as identified and indicated in this Constitution.
- C. Advisory committees – operate with broad descriptions and provide advisory or administrative capacity.
- D. Task forces – perform specific activities for a defined term.

Section 2 – Standing Committees

A. Nominating Committee – The Nominating Committee shall consist of the ISVMA President, the three most immediate Past-presidents, and one representative from each of the three regional districts (Article III, Section 2). The Immediate Past-president shall act as chairperson. The ISVMA President shall only cast a vote in the case of a tie. If one or more of the Past-presidents is unable to serve, the Board shall appoint their replacements.

B. Executive Committee – The Executive Committee shall be composed of the President, President-elect, Vice-president, Treasurer, Immediate Past President, and the Executive Director. The Executive Committee may exercise the power of the Board of Directors when the Board is not in session, reporting to the Board thereon at the succeeding meeting. Each officer shall have one vote; the Executive Director serves ex-officio without voting rights. Four members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by two members of the committee.

C. Audit Committee – The Audit Committee shall be composed of the Treasurer and two other members as appointed by the Board of Directors. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements.

Section 3 – Ad Hoc Committees and Task Forces

The Executive Committee may create and dissolve committees and task forces, designate charges, and establish policy with regard to size, type of membership, and term. Allocating a budget for a committee or task force requires Board action. Committee chairs shall be appointed by the President with the advice and consent of the Executive Committee. Except where the Constitution specifically states the formation and operation of a committee or task force, the President shall appoint members to the committees of the Association in consultation with the committee or task force chair.

Section 4 – Staff Liaison

The Executive Director may assign staff of the Association to provide liaison and assistance to committees and organizational units in the fulfillment of their charges.

ARTICLE XIV: FISCAL AND LEGAL MATTERS

Section 1 – Fiscal Year

The fiscal year shall commence on July 1 and shall end on June 30 of the following year.

Section 2 – Annual Budget

The Executive Committee shall prepare the annual budget of the Association, which shall be presented to the Board for adoption. Budgeted expenses shall not exceed budgeted revenues except when approved by a two-thirds vote of the Board.

Section 3 – Bank and Investment Accounts

All monies received shall be deposited with a financial institution or financial institutions approved by the Executive Committee. The Executive Committee shall establish policies to control the disbursement of operating funds and the investment of reserve funds.

Section 4 – Bonding

The Association shall maintain a fidelity bond to cover individuals entrusted with the handling of funds or property of the Association.

Section 5 – Annual Review or Audit

The Audit Committee shall have the financial records of the Association reviewed by a Certified Public Accountant at the termination of each fiscal year, with a full audit conducted at least every even-numbered year. The review or audit report shall be provided to each member of the Audit Committee, and a summary provided to the Board (with full reports available on request).

Section 6 – Non-compensation

No elected member of the Board shall receive monetary compensation for services rendered.

Section 7 – Indemnification

Every officer, Board member, employee of the Association, and such others as specified from time to time by the Board shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved by reason of being or having been an officer, Board member, or employee of the Association, or any settlement thereof, whether the person is an officer, Board member, or employee at the time such expenses are incurred, except in such cases wherein the officer, Board member, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

ARTICLE XV: CODE OF ETHICS

Section 1 – Association Standards

The members of the Association shall be guided in their professional conduct by the Principles of Veterinary Medical Ethics of the American Veterinary Medical Association.

ARTICLE XVI: AMENDMENTS

Section 1 – Originating Proposed Amendments

Amendments to this Constitution may be proposed by the Board on its own initiative or upon petition by ten percent of the voting members of the Association. Such amendments shall be submitted to the Board for review and for preparation of a recommendation to the membership.

Section 2 – Approval of Amendments

The Constitution may be amended, repealed, or altered, in whole or part, by a majority vote of the voting members at any duly organized meeting of the Association, provided written notice of proposed changes has been transmitted to the members at least 30 days before such meeting, or by majority vote of the members voting by a 30-day ballot.

ARTICLE XVII: DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in this Constitution, and no part of said funds shall inure or be transmitted to the members of the Association. On dissolution of the Association, any funds remaining shall be transmitted to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

ARTICLE XVIII: EFFECTIVE DATE

The effective date of this Constitution shall be as amended at the 126th Annual Meeting on November 7, 2008.