

BYLAWS

AMERICAN BOARD OF VETERINARY PRACTITIONERS

ARTICLE I

Name

The name of this organization is the American Board of Veterinary Practitioners (ABVP). The ABVP is a recognized veterinary specialty organization (RVSO) and operates under the guidelines and supervision of the American Veterinary Medical Association (AVMA), the American Board of Veterinary Specialties (ABVS) and the Veterinary Specialty Organizations Committee (VSOC).

ARTICLE II

Purpose

The purpose of the ABVP is to advance the quality of veterinary medicine through certification of veterinarians who demonstrate excellence in species-oriented practice.

ARTICLE III

Governance

The ABVP is governed by a Board of Directors (BOD) and the Council of Regents (COR).

Fiscal year

The fiscal year of the ABVP is from July first to June thirtieth

Members

Section 1. Membership. Members are referred to as Diplomates of the American Board of Veterinary Practitioners.

Section 2. Eligibility. Membership is open to veterinarians who:

- i. Have a degree necessary for the practice of veterinary medicine in some state, province, territory, or possession of the United States, Canada or other country.
- ii. Meet the education, training, and experience requirements established by the ABVP, and
- iii. Demonstrate unquestionable moral character and ethical professional behavior in alignment with the standards set forth in the Principles of Veterinary

Medical Ethics established and published by the American Veterinary Medical Association.

Section 3. Requirements. The ABVP certifies veterinarians as specialists through a credentialing and examination process. Veterinarians must complete one (1) of the following before being eligible to sit for the certifying examination:

- i. Acceptable clinical practice experience in the recognized veterinary specialty (RVS) for which certification is sought (the first year need not be in the RVS) and credentialing requirements.
- ii. An ABVP-approved residency or training program.

Section 4. Recognized Veterinary Specialties (RVS). The ABVP is composed of RVSs, each with separate credentialing, residency, examination and maintenance of certification procedures.

Section 5. Categories of membership. Diplomates are classified as Active or Emeritus. The COR and the BOD develop and maintain policies and procedures establishing eligibility for membership.

Section 6. Membership requirements are listed in the Policy and Procedures Document.

Section 7. Resignation. Diplomates who intend to resign from the ABVP must submit their resignation in writing.

ARTICLE IV

Council of Regents (COR)

Section 1. Composition. The COR is composed of one (1) Regent from each RVS, one (1) Regent-At-Large from each RVS with at least two hundred (200) active Diplomates in good standing, and the chairs of standing committees. The terms of office begin at the start of the fiscal year.

- i. The Regents and Committee Chairs (other than noted exceptions in committee descriptions) are nominated by the Nominating and Maintenance committee (NMC), subject to approval by the COR if there is a single nominee or approved by the results of an election of the membership if there are multiple nominees.

- ii. The Regents and Committee Chairs (other than noted exceptions in committee descriptions) serve a term of three (3) years and may serve an additional three (3)-year term if re-nominated by the NMC. Reappointment is subject to approval by the COR if there is a single nominee or approved by the results of an election by the membership if there are multiple nominees. The Regents and Chairs are limited to two (2), three (3)-year terms plus any partial term if appointed to complete a vacated term, other than noted exceptions in committee descriptions.

Section 2. Veterinary Specialty Organizations Committee (VSOC) Representative. The COR will appoint a Representative to the VSOC, who serves as an *ex officio* non-voting member of the COR. The Representative attends all meetings of the VSOC and carries out all duties and activities required by the VSOC. The term of service is four (4) years, and the representative may serve an additional four (4)-year term if reappointed by the COR.

Section 3. Duties and Powers. The COR develops and maintains policies and procedures establishing eligibility, credentialing, and examination processes for ABVP certification and maintenance of certification. The COR reports to the BOD. All COR members will sign and be bound by confidentiality and non-disclosure agreements.

Section 4. Meetings of the COR. The COR meets in person and by electronic and other means to conduct necessary business.

- i. The COR meets in person, along with the BOD, at least annually. The COR also meets periodically throughout the year by virtual means and conducts business through conference calls and electronic communication platforms.
- ii. Members of the COR also conduct business throughout the year using electronic communication platforms, telephone conferences, and other means. Special meetings may be called if necessary, with a minimum of fourteen (14) days' notice sent to all COR members.
- iii. A quorum consists of a majority of voting members of the COR.
- iv. If a quorum exists, a majority vote consists of more than one-half (1/2) of the members present and voting.
- v. Absentee or proxy voting is not permitted. No more than one (1) vote per person is permitted.

Section 5. Compensation. Members of the COR shall not receive any financial or other types of compensation in exchange for service to the ABVP. Reimbursement for expenses will be provided, subject to Executive Director (ED) approval.

Section 6. Resignation. A Regent or Committee Chair may resign at any time by providing written notice to the President or ED. In the case of a vacancy, the President will appoint an interim Regent or Committee Chair, subject to COR approval, to serve out the remaining term.

Section 7. Removal. A Regent or Committee Chair may be removed at any time, with or without cause, by a two-thirds (2/3) majority vote of the COR.

ARTICLE V

Board of Directors and Executive Director

Section 1. Board of Directors (BOD). In compliance with applicable laws, the BOD has both board officers (Officers) and board members (Directors). Both are responsible for directing the overall vision and mission of the organization. The BOD of the ABVP is composed of the following officers: President, President-Elect, Vice President, Immediate Past President, and Secretary/Treasurer; and the following directors: Regent Director and Committee Director. The President serves as chair.

- i. President. The President is the presiding Officer at all meetings and fulfills all executive duties of the ABVP. The President serves as an *ex officio* member of all ABVP committees except the Ethics, Appeals, and Nominating and Maintenance Committees. The term of office is one (1) year, beginning at the start of the fiscal year. At the end of the term, the President becomes the Immediate Past President.
- ii. President-Elect. The President-Elect serves as the acting President whenever the President is absent or unable to fulfill the required duties. The term of office is one (1) year, beginning at the start of the fiscal year. At the end of the term, the President-Elect becomes the President.
- iii. Vice President. The Vice President serves as the acting President whenever the President and President-Elect are absent or unable to fulfill the required duties. The term of office is one (1) year, beginning at the start of the fiscal year. At the end of the term, the Vice President becomes the President-Elect.
- iv. Immediate Past President. The Immediate Past President serves as the acting President whenever the President, President-Elect, and Vice President are absent or unable to fulfill the required duties. The Immediate Past President serves as the Chair of the Nominating and Maintenance Committee. The term of office is one (1) year, beginning at the start of the fiscal year.
- v. Secretary/Treasurer. The Secretary/Treasurer serves as the finance manager and official record registrar. The term of office is three (3) years, beginning at the

start of the fiscal year. The Secretary/Treasurer may serve an additional three (3)-year term if nominated by the NMC.

- vi. Regent Director. The Regent Director is a current regent. The term of office is one (1) year, beginning at the start of the fiscal year. The Regent Director is nominated and selected by the regents and may serve an additional one (1)-year term if re-nominated and elected.
- vii. Committee Director. The Committee Director is a current Standing Committee Chair. The term of office is one (1) year, beginning at the start of the fiscal year. The Committee Director is nominated and selected by the Committee Chairs on the COR and may serve an additional one (1)-year term if re-nominated and elected. The Appeals Chair is not eligible to serve as a Committee Director.

Section 2. Executive Director. The COR and BOD will employ an ED who is responsible for implementing and managing all ABVP activities. A single person, persons, group, or corporation may fill the position of ED. The ED serves as an *ex officio* non-voting member of the COR, BOD and all committees.

Section 3. Duties and Powers. The BOD will oversee and monitor the ABVP processes, COR activity, committee activity, and activity within the ABVP's RVSs. They serve as liaison between the ABVP management staff and the ABVP volunteer leadership. The BOD may vote on matters that do not involve changes to the Policy and Procedures manual (P&P) or Bylaws. Matters involving language changes to the P&P or bylaws will be voted on jointly by the BOD and the COR. Any Officer or Director may ask for any vote to go to a joint vote of the BOD and the COR as deemed necessary. Although the BOD may not manage the day-to-day activities of the organization, the Officers and Directors act as stewards and have certain fiduciary responsibilities under applicable law. Specifically, the BOD has the duties of acting in good faith/obedience, loyalty and care. All board members will sign and be bound by confidentiality and non-disclosure agreements.

Section 4. Meetings of the BOD. The BOD meets in person and by electronic and other means to conduct necessary business.

- i. The BOD meets in person at least annually, both as an individual body and with the COR. The BOD also meets periodically throughout the year by electronic or virtual means and conducts business through conference calls and electronic communication platforms.
- ii. A quorum consists of a majority of voting members of the BOD.
- iii. If a quorum exists, a majority vote consists of more than one-half (1/2) of the members present and voting.

- iv. Absentee or proxy voting is not permitted. No more than one (1) vote per person is permitted.

Section 5. Compensation. Members of the BOD shall not receive any financial or other types of compensation in exchange for service to the ABVP. Reimbursement for expenses will be provided, subject to ED approval.

Section 6. Resignation. An Officer or Director may resign at any time by providing written notice to the President or ED. In the case of a vacancy, the President will appoint an interim Officer or Director, subject to the COR and the BOD approval, to serve out the term of the departing Officer or Director.

Section 7. Removal. An Officer or Director may be removed at any time with or without cause by a two-thirds (2/3) vote of the COR and the BOD combined.

Section 8. The BOD is specifically not authorized to carry out a dissolution or merger of the ABVP, dispose of assets, remove a COR member or committee chair, modify bylaws, modify policies and procedures documents, or modify any motion previously approved by the COR.

ARTICLE VI

Nominations and Elections

Section 1. Nomination procedure. A call for nominations for upcoming vacant positions on the COR, the BOD and Committee Chairs is presented to the membership by the Nominating and Maintenance Committee (NMC) by January first. Any Active or Emeritus Diplomate in good standing is eligible to hold office. A nomination is made in writing by a minimum of two (2) Diplomates in good standing.

Section 2. The NMC presents a slate of candidates to the COR, the BOD and general membership by March first. Wherever possible, the NMC presents multiple candidates for each open position.

Section 3. If only one (1) candidate is nominated to a position, that person assumes office immediately at the start of the fiscal year, subject to the COR and BOD approval.

Section 4. When two or more candidates are nominated to a position, an election is announced to the membership by March first. Elections as needed for Vice President, Regents or Committee Chairs will be held in April. Balloting may be done by an in-person vote, electronic mail or other means as determined by the BOD. A majority of Active and Emeritus Diplomates in good standing who cast a ballot will determine the winner. Absentee or proxy voting is not permitted. No more than one (1) vote per person is permitted. If no candidate

receives a majority, a runoff election between the two (2) candidates that receive the highest votes will occur. This runoff election shall occur no less than thirty (30) calendar days, but no more than sixty (60) calendar days after the candidates' votes have been tallied and certified by the NMC.

ARTICLE VII

Committee Structure

Section 1. Nomination and Maintenance Committee. The NMC is composed of the Immediate Past President who serves as chair, and three (3) members.

- i. The Nominating and Maintenance Committee meets as needed to identify and solicit qualified Diplomates to fill vacancies on the COR, Committee Chair vacancies and the position of incoming Vice President.
- ii. The Chair appoints committee members to vacant positions, and the term of service is three (3) years for all committee members.
- iv. The committee reports to, and is accountable to, the BOD and the COR.

Section 2. Residency Committee. The Residency Committee is composed of a Chair and at least one (1) member from each RVS that has an active residency program.

- i. The committee develops, manages, and supervises residency and other training programs, subject to COR approval.
- ii. The committee, along with the Credentials Committee, certifies residency candidates as eligible to sit for the certifying examination after successful completion of all requirements.

Section 3. Credentials Committee. The Credentials Committee is composed of a Chair and at least one (1) Vice-Chair from each RVS. The Chair appoints each Vice-Chair.

- i. The Vice-Chairs each serve a term of three (3) years, subject to approval by the Chair, and may serve additional three (3)-year terms if re-appointed by the Chair.
- ii. The committee develops, manages, and supervises the credentialing procedures, subject to COR approval. The committee certifies candidates as eligible to sit for the certifying examination after successful completion of all requirements.

Section 4. Examination Committee. The Examination Committee is composed of a Chair and at least one (1) Vice-Chair from each RVS. The Chair appoints each Vice-Chair.

- i. The Vice-Chairs each serve a term of three (3) years, subject to approval by the Chair, and may serve additional three (3)-year terms if re-appointed by the Chair.

- ii. The committee develops, manages, and supervises the examination procedures, subject to COR approval.

Section 5. Continuing Education Committee. The Continuing Education Committee is composed of a Chair and at least two (2) other members.

- i. The committee develops, manages, and supervises all continuing education programs, subject to COR approval.

Section 6. Outreach Committee. The Outreach Committee is composed of a Chair and at least two (2) other members.

- i. The committee develops, manages, and supervises all outreach, advertising, and marketing programs, subject to COR approval.

Section 7. Appeals Committee. The Appeals Committee is composed of a Chair and at least two (2) other members.

- i. The members serve a one (1)-year term and may be reappointed by the Chair. Members cannot be current members of the COR, Examination Committee, Credentials Committee, or Maintenance of Certification Committee.
- ii. The committee reviews and responds to all appeals that arise from adverse COR decisions consistent with ABVS/VSOC guidelines.

Section 8. Maintenance of Certification Committee. The Maintenance of Certification Committee is composed of a Chair and at least one (1) Vice-Chair from each RVS.

- i. The Vice-Chairs each serve a term of three (3) years, subject to approval by the Chair, and may serve additional three (3)-year terms if re-appointed by the Chair.
- ii. The committee develops, manages, and supervises the Maintenance of Certification procedures, subject to COR approval.

Section 9. Finance Committee. The Finance Committee is composed of the Secretary/Treasurer as Chair and at least (2) two but no more than (4) four additional members appointed by the Chair.

- i. The Chair's term coincides with that of the Secretary/Treasurer.
- ii. The members of the Finance Committee will serve a three (3)-year term, with one (1) additional three (3)-year term if re-appointed by the chair.
- iii. The Finance Committee is responsible for ensuring there are adequate financial resources for ABVP, now and for the future, and for ensuring the availability of these assets to support the mission as defined by the ongoing strategic plan.

Section 10. Ethics Committee. The Ethics Committee is composed of a Chair and have a minimum of two (2) and not more than six (6) additional members appointed by the chair.

- i. The Ethics Committee is responsible for review and evaluation of ethical complaints made against ABVP applicants, candidates, residents, and Diplomates.
- ii. The chair of the Ethics Committee is not a member of the COR.
- iii. The committee members each serve a term of three (3) years and may serve an additional three (3)-year term if reappointed by the chair. Committee members are limited to two full three (3)-year terms plus any partial term if appointed to complete a vacated term.

Section 11. Additional Committees. The COR, BOD or NMC may propose ad hoc, special, and additional standing committees or subcommittees subject to the approval by the BOD and COR. The President will appoint the initial chair of each additional committee, subject to COR and BOD approval.

ARTICLE VIII

Indemnification

Section 1. Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the organization shall indemnify and advance expenses to any person who is or was a Director, officer, employee, agent, volunteer, or board committee member of the organization, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject *to* the following conditions:

- (a) The Proceeding was instituted by reason of the fact that such person is or was a Director, officer, employee, agent, volunteer, or board committee member of the organization; and
- (b) The Proceeding did not result from their (i) receipt of a financial benefit to which they are not entitled; (ii) intentional infliction of harm; (iii) approval of an unlawful distribution; or (iv) intentional violation of a criminal law. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself,

determinative that the Director, officer, employee, agent, volunteer, or board committee member did not meet the standard of conduct herein described.

Section 2. Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 11.1 and 11.2 above are contractual between the organization and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Amended and Restated Charter, by a resolution of the Board of Directors, by these Amended and Restated Bylaws, by the purchase and maintenance by the organization of insurance on behalf of a Director, officer, employee, or agent of the organization, or by an agreement with the organization providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 3. Non-Limiting Application. The provisions of this Article VIII shall not limit the power of the organization to pay or reimburse expenses incurred by a Director, Officer, employee, or agent of the organization in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 4. Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article VIII, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE IX

Inspection of Records

All books and records of the ABVP shall be kept at the principal office of the Association and shall be available for inspection by all members of the COR or BOD at all reasonable times.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the ABVP in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the ABVP may adopt.

ARTICLE XI

Amendment of Bylaws

These bylaws may be amended by a two-thirds (2/3) majority vote of Diplomates in good standing who vote, provided that the amendment has been submitted in writing to all members at least thirty (30) days in advance.

ARTICLE XII

Dissolution or Merger

Upon the dissolution or merger of the ABVP, and after paying or making provision for payment of all liabilities, the COR shall dispose of all assets to one (1) or more nonprofit organizations with similar objectives as the ABVP.

ARTICLE XIII

Adoption of Bylaws

The ABVP was organized in 1978. The current bylaws replace the original and subsequent versions and previous amendments. These bylaws were adopted by the general membership and will go into effect January 1, 2020.