

BYLAWS
of the
AMERICAN BOARD OF VETERINARY PRACTITIONERS, INC.

A Tennessee Nonprofit Corporation

Adopted, effective August 17, 2022

Article I - GENERAL

1. **Name and Status.** The name of the corporation is the American Board of Veterinary Practitioners, Inc. (“ABVP” or the “Corporation”). The Corporation is a nonprofit corporation incorporated in the State of Tennessee.
2. **Location.** The principal office of the Corporation is located in Tennessee or elsewhere as determined by the Board of Directors (“Board”, “BOD”).
3. **Purposes.** The general purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Tennessee Nonprofit Corporation Act and Section 501(c)(6) of the Internal Revenue Code. The specific and primary purposes for which this Corporation is formed are as stated in the Charter.

Article II – MEMBERS

1. **Membership.** Membership in the Corporation is available to any veterinarian who is certified by the American Board of Veterinary Practitioners (“Diplomates”), and meets such other criteria as may be established by the Board from time to time. Members shall pay fees and such other assessments as determined by the Board.
2. **Member Voting.** Each member shall be entitled to one vote on any matter before the membership. Members shall not have any voting rights except for those rights expressly set forth in these Bylaws.
3. **Resignation and Non-Membership Option.** A member may resign by providing a letter of resignation to the Executive Director. A Diplomat may elect to maintain certification by the Corporation but not membership, in which case that non-member Diplomat’s fees will be as determined by the Board, by providing a notice electing the non-membership option to the Executive Director; a non-member Diplomat will not have any rights or benefits of membership in the Corporation.
4. **Suspension or Expulsion.** The Board shall have full authority and discretion to suspend or expel any member for cause by a two-thirds vote, which shall include but not be limited to failure to timely pay fees, a violation of the Bylaws or any rule or practice of the Corporation, any other conduct prejudicial to the best interests of the Corporation, suspension or revocation of a state license to practice veterinary medicine or a failure to otherwise meet the criteria for

membership. Prior to suspending or expelling a member, the Board shall give not less than fifteen (15) days prior written notice of such suspension or expulsion to the member and the reasons therefor and, except in the case of failure to timely pay fees, provide to such member a hearing not less than five (5) days before the effective date of such suspension or termination by the Board.

5. **Annual and Special Meetings of the Membership.** The annual meeting of the membership will take place in association with the annual ABVP Symposium or on such other date and at such place as may be determined by the Board. A special meeting of the membership may be called by the Board, or by the membership if the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary/Treasurer and Executive Director one (1) or more written demands for the meeting describing the purpose or purposes for which such special meeting is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the membership. Notice of the date, time, and place of each annual and special meeting of the membership and, in the case of a special meeting, a description of the purpose or purposes for which the meeting is called, shall be given no fewer than ten (10) days nor more than two (2) months before the date of the meeting. Meetings can be conducted via telephone, video conference, or other electronic means of communications allowing all persons participating in the meeting to simultaneously hear each other.
6. **Action of the Membership.** Two percent (2%) of members forms a quorum, unless otherwise provided by Tennessee law; a majority of votes is required to carry a matter where a quorum exists, unless otherwise provided by these Bylaws or Tennessee law. Member voting without a meeting may also occur via ballot, in accordance with Tennessee law.
7. **Member Elections.** Each year, the membership votes to elect Regents and Membership Committee Chairs to fill any open positions on the Advisory Council, and to elect a Vice President and a Secretary/Treasurer (if open) to serve as officer/directors on the Board, where there are two or more candidates for any open position. A slate of candidates for open positions is developed by the Leadership and Development Committee ("LDC"). If there is only a single nominee proposed by the LDC for any open position, the membership shall be given at least thirty (30) days to provide additional nominations, which must be supported by a written petition signed by at least one percent (1%) of the membership. If there are nominees by petition, the full membership is given notice of the additional nominees at least ten (10) days in advance of the member election that shall be held. If the result is only a single nominee for any position, that candidate is deemed automatically elected without further action required.

Article III – COMMITTEES

1. **Standing Committees of the Membership.** The following are standing committees of the membership ("Membership Committee"):

- a. Appeals
 - b. Continuing Education/Symposium
 - c. Credentials

 - d. Diversity, Equity, Inclusion
 - e. Ethics (may not be active every year)
 - f. Examination
 - g. Leadership and Development
 - h. Maintenance of Certification
 - i. Outreach
 - j. Residency
2. **Composition of Standing Committees of the Membership.** The Leadership and Development Committee (“LDC”) Chair is elected by the Board. All other Membership Committee Chairs are nominated by the LDC, and elected by the membership, in accordance with Article II, Section 7. With the exception of the LDC Chair, Membership Committee Chairs serve terms of three (3) years. Membership Committee Chairs may be nominated and elected for two (2) full successive terms, plus any partial term if appointed to complete a vacated term. The LDC Chair serves a term of one (1) year, and may be nominated and elected for two (2) full successive terms, plus any partial term if appointed to complete a vacated term. The Chair of each Membership Committee appoints and removes additional members of that Committee except as otherwise provided in these Bylaws or by the Board.
 3. **Veterinary Specialty Organizations Committee.** The Board will appoint a representative to the Veterinary Specialty Organizations Committee (“VSOC”) of the American Board of Veterinary Specialties from amongst the members for a term of five (5) years. The representative attends all meetings of the VSOC and carries out all duties and activities required by the VSOC. The VSOC representative may resign by providing a letter of resignation to the Executive Director. The representative may be removed with or without cause by a two-thirds vote of the Board. If a vacancy occurs for any reason, the position is filled for the unexpired portion of the term by the Board.
 4. **Other Committees.** The Board may establish other committees, task forces, or working groups for the Corporation as it deems necessary or advisable. Only committees made up exclusively of directors may be delegated authority of the Board. All other committees shall be advisory in nature.

Article IV – ADVISORY COUNCIL

1. **Composition.** The Advisory Council (“AC”) consists of the following:
 - a. The Chairs of all standing Membership Committees.
 - b. One (1) Regent from each recognized veterinary specialty (“RVS”) with 200 members or fewer and two (2) Regents from each RVS with over 200 members.

2. **Duties.** The AC advises on the development and maintenance of policies and procedures establishing eligibility, credentialing, and examination processes for ABVP certification and maintenance of certification. The AC also advises the Board on development of and implementation of policies from each standing Membership Committee and ad hoc committee. The AC reports to the Board.

3. **Nomination and Election.** As with Membership Committee Chairs, Regents are nominated by the LDC and elected by the membership, in accordance with Article II, Section 7.

4. **Term of Office.** As with Membership Committee Chairs, Regents serve terms of three (3) years. Regents may be nominated and elected for two (2) full successive terms, plus any partial term if appointed to complete a vacated term.

5. **Resignations and Removal.** An AC member (Regent or Membership Committee Chair) may resign by providing a letter of resignation to the Executive Director. An AC member may be removed with or without cause by a two-thirds vote of the Board.

6. **Vacancies.** If there is a vacancy on the AC for any reason, the position may be filled for the unexpired portion of the term by the Board.

7. **Meetings and Actions.** The AC meets at least annually. Meetings may be conducted via telephone, video conference, or other electronic means of communications allowing all persons participating in the meeting to simultaneously hear each other. A majority of AC members forms a quorum, and a majority vote carries a matter where a quorum is present at a meeting, unless otherwise provided in these Bylaws. The AC may likewise take action without a meeting where a majority of all AC members consent to the action in writing, including via electronic transmission.

8. **AC Chair.** The LDC will propose nominees and the AC will elect an AC Chair from amongst itself who shall serve for a term of one (1) year, or until a successor is duly elected. The AC Chair may be elected for up to three (3) terms, plus any partial term if appointed to complete a vacated term, so long as they continue to serve on the AC. The AC Chair may resign by providing a letter of resignation to the Executive Director. An AC Chair may be removed with or without cause by a two-thirds vote of the Board. If a vacancy occurs for any reason, the position may be filled for the unexpired portion of the term by the Board. The AC Chair presides at meetings of the AC, and casts a vote on any matter before the AC only to break a tie.

9. **Compensation.** AC members shall not receive any financial or other types of compensation in exchange for their services as AC members, but may be reimbursed for incurred expenses in accordance with established Corporation policy.

Article V – BOARD OF DIRECTORS

1. **Authority.** The governing body of the Corporation is the Board of Directors (the “Board”), which has authority and is responsible for governance of the Corporation. The Board establishes Corporation policy and monitors implementation of policy.
2. **Composition.** The President, President Elect, Vice President, and Secretary/Treasurer serve on the Board as officers/directors. In addition, a Small Animal Regent Director, Large Animal Regent Director, Exotics Regent Director, Regent At Large Director, and one (1) Membership Committee Chair Director are elected per Article V, Section 3 to serve on the Board. The Executive Director, employed or engaged by the Board per Article VI, Section 7, also serves on the Board in an *ex-officio*, non-voting capacity.
3. **Election and Term of Office.** Each year the AC elects by and from amongst itself a Small Animal Regent Director, Large Animal Regent Director, Exotics Regent Director, Regent At Large Director, and one (1) Membership Committee Chair Director, where there are two or more candidates for any open position. A slate of candidates for open positions is developed by the LDC. If there is only a single nominee for any position, that candidate is deemed automatically elected without further action required. Each is elected to serve on the Board for a one (1) year term, and may be elected for two (2) full successive terms, plus any partial term if appointed to complete a vacated term.
4. **Resignation and Removal.** A director may resign by providing a letter of resignation to the President or the Board. The Board may call for the resignation of any director by a two-thirds vote, and in the case of the Small Animal Regent Director, Large Animal Regent Director, Exotics Regent Director, Regent At Large Director, or Membership Committee Chair Director, may remove the director by a two thirds vote.
5. **Vacancies.** If a vacancy occurs on the Board in the position of Small Animal Regent Director, Large Animal Regent Director, Exotics Regent Director, Regent At Large Director, or Membership Committee Chair Director, the position may be filled for the unexpired portion of the term by the Board. If a vacancy occurs in an officer/director position on the Board, it is filled in accordance with Article VI, Section 8.
6. **Meetings and Action of the Board.** The Board meets at least quarterly, and may provide by resolution the time, date, and place for the holding of an annual meeting and additional regular meetings of the Board without notice other than such resolution. Special meetings of the Board may be called by, or at the request of, the President or at least two directors. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be given at least two (2) days prior to the date of such meeting. Any or all directors may participate in a meeting via telephone, video conference, or other electronic means of communications allowing all persons participating in the meeting to simultaneously hear each other. A majority of all directors in office forms a quorum; a majority of votes is required to carry a matter where a quorum is present unless otherwise provided by these Bylaws or Tennessee law. Proxy voting is not permitted. The Board may take action without a meeting where all directors unanimously consent to the action in writing, including via electronic transmission.

7. **Compensation.** Directors do not receive compensation for their services as directors, but may be reimbursed for incurred expenses in accordance with established Corporation policy.

Article VI – OFFICERS

1. **Officer Positions.** The elected officers of the Corporation are the President, President-Elect, Vice President, and Secretary/Treasurer. Only members may be elected officers. The Corporation may also have an Executive Director, who serves as the chief staff officer of the Corporation.
2. **Election and Term of Office.** The Vice President, and Secretary/Treasurer are elected by the members, in accordance with Article II, Section 7.
3. **President.** The President is the presiding officer at all meetings of the Board and of the membership. The President serves as an *ex officio* member of all ABVP committees except the Ethics, Appeals, and Leadership and Development Committees. The term of office is one (1) year, beginning at the start of the fiscal year.
4. **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.
5. **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.
6. **Secretary/Treasurer.** The Secretary/Treasurer oversees the finances of the Corporation, and supervises the preparation of meeting minutes, and the maintenance of the records of the Corporation. The term of office is three (3) years, beginning at the start of the fiscal year. The Secretary/Treasurer may be elected to serve for two (2) full successive terms, plus any partial term if appointed to complete a vacated term.
7. **Executive Director.** The Board may employ or engage an Executive Director who is responsible for implementing and managing all ABVP activities, under the direction of the Board.
8. **Vacancies.** If a vacancy occurs among the officers for any reason, the position is filled for the unexpired portion of the term by the Board, except that, in the case of a vacancy in the office of the President, the President-Elect shall automatically succeed to such office, and in the case of a vacancy in the office of the President-Elect, the Vice President shall automatically succeed to such office.

Article VII – FISCAL MATTERS

1. **Contracts.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Secretary/Treasurer.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
4. **Fiscal Year.** The fiscal year of the Corporation shall be July 1 through June 30.

Article VIII – INDEMNIFICATION AND INSURANCE

1. **Indemnification.** The Corporation shall indemnify each of its directors and officers to the full extent permitted by law, and shall advance the costs of defense to such indemnified persons to the full extent permitted by law. The Corporation shall also have power to make any other indemnification and advancement of defense costs that is permissible under the law and authorized by resolution of the Board.
2. **Insurance.** The Corporation shall maintain liability insurance and insurance to cover the handling of funds by officers, directors, and employees of the Corporation. The Corporation shall also procure additional insurance in amounts and types as determined by the Board.

Article IX – MISCELLANEOUS

1. **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members, the AC, Board, and any Board committees, and shall keep at the principal office of the Corporation a record giving the names and addresses of the members entitled to vote pursuant to these Bylaws.
2. **Parliamentary Authority.** The current edition of Robert's Rules of Order Newly Revised, where not in conflict with the Corporation's Charter, Bylaws, or other policies, or the Tennessee Nonprofit Corporation Act, shall govern meetings and actions of the members, the AC, and of the Board.
3. **Electronic Communication.** Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and any action or approval required to be written or in writing may be

transmitted or received by electronic mail or other electronic means.

4. **Amendments.** These Bylaws may be altered, amended, restated, or repealed and new Bylaws may be adopted, by a majority vote of the members where a quorum is present.