

**BY-LAWS OF THE
WORLD AQUATIC VETERINARY MEDICAL ASSOCIATION
(March 15, 2008)**

ARTICLE I— NAME AND PURPOSE

Section 1—NAME

This organization shall be known as the World Aquatic Veterinary Medical Association, herein referred to as the Association.

Section 2—MISSION

The Mission of the Association is to serve the discipline of aquatic veterinary medicine in enhancing aquatic animal health and welfare, public health, and seafood safety in support of the veterinary profession, aquatic animal owners and industries, and other stakeholders.

Section 3—PURPOSE

In addition to the purposes set forth in the Association's Articles of Incorporation the objectives of the Association shall be:

- A. To serve aquatic veterinarians and veterinary organisations involved with any aspects, species and disciplines concerning aquatic veterinary medicine;
- B. To develop programs to optimally position, advance and support the discipline and practice of aquatic veterinary medicine, and advance and promote aquatic animal health and welfare, environmental and public health, and seafood safety;
- C. To act as a national and international advocacy body for aquatic veterinarians, and promote and uphold the advancement of the art, science, ethics and professional aspects of aquatic animal medicine within the veterinary profession, and with respect to veterinary involvement with associated industries, governments, non-governmental entities and members of the public;
- D. To develop, organize, coordinate, implement and otherwise promote aquatic veterinary education programs and publications, including a credentialing process to recognize veterinary expertise in aquatic animal medicine;
- E. To foster and strengthen greater interactions between and among aquatic veterinarians; other veterinary disciplines; veterinary allied and supportive groups and industries; governments; and, animal owners.

Section 4—STRUCTURE AND PLACE OF BUSINESS

To fulfil its mission and objectives at local, national and international levels, the Association shall be structured and incorporated as a tax-exempt business league (non-profit professional association) under relevant jurisdictional statutes, with offices and a place of business as determined by law and the needs of the Association.

ARTICLE II—MEMBERSHIP

Section 1—MEMBERSHIP CATEGORIES

A. Full Members

- 1. Full membership is open to any veterinarian that has graduated from a nationally recognized veterinary school, college, university or institution of higher education as a

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prerequisite to being legally able to practice veterinary medicine in his or her place of business.

2. Full Members (also referred to herein as “voting members”) are entitled to all the rights and privileges of the Association as provided by the Articles of Incorporation, these bylaws, and policies developed by the Association affecting membership, including:
 - i) Election to, voting for, and holding any office; and,
 - ii) Serving in any capacity on any committees, councils, trusts, boards, liaisons or other entity that may be formed to do Association business or implement Association programs.

B. Allied Veterinary Organization Members

1. Allied Veterinary Organization membership is open to any organization or entity whose members are predominantly veterinarians, and which supports the Mission and Objectives of the Association.
2. Allied Veterinary Organization members are entitled to appoint a delegate and an alternate delegate who must be Full Members, and one of which may serve as a member of the Advisory Council to assist the Association develop, review and implement Executive Board-approved policy affecting the discipline of aquatic veterinary medicine.

C. Student Member

1. Student membership is open to any full-time veterinary student enrolled in a nationally recognized veterinary school, college, university or institution of higher education, graduation from which is a prerequisite to being legally able to practice veterinary medicine; or a veterinarian enrolled in any post-graduate program at an institution of higher education, or enrolled in a veterinary internship or residency program.
2. Student Members are entitled to all the right and privileges of Full Members, except to serve as an Officer or Director of the Association; or to vote in any general election, referendum or ballot of the Association’s Full Members.

D. Veterinary Technician/Nurse Member

1. Veterinary technician/nurse membership is open to any non-veterinarian who is employed to assist in the legal practice of veterinary medicine while under the direct supervision or direction of a veterinarian.
2. Veterinary Technician/Nurse Members are entitled to all the rights and privileges of Student Members, except to serve in any voting capacity on any committees, councils, trusts, boards, liaisons or other entity that may be formed to do Association business.

E. Affiliate Member

1. Affiliate membership is open to any non-veterinarian who is a graduate of a nationally recognized university or institution of higher education, and who supports the Mission and Objectives of the Association.
2. Affiliate Members are entitled to all the rights and privileges Student Members, except to serve in any voting capacity on any committees, councils, trusts, boards, liaisons or

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other entity that may be formed to do Association business.

F. Sustaining Member

1. Sustaining membership is open to any legally formed organization, company or entities whose members are predominantly non-veterinarians, support the Mission and Objectives of the Association, and financially support the functions of the Association.
2. Sustaining members are entitled to be recognized for their support.

G. Other membership

The Association reserves the right to establish additional categories of membership through modification of these bylaws.

Section 2—MEMBER RIGHTS, PRIVILEGES AND DUTIES

Unless expressly prohibited by Association bylaws or policy, all members in good standing are entitled to:

- A.** Attend all membership meetings of the Association.
- B.** Attend meetings of, and provide input to any committees, councils, trusts, boards, liaisons or other entity that may be formed to do Association business or implement Association programs with the permission of the entity chair; and,
- C.** Have access, as deemed reasonable by the Executive Board, to all member communiqués, publications and other information or programs affecting the general membership of the Association.
- D.** All members will support the Mission and Objectives, comply with these bylaws, and adhere to policies, rules or regulations adopted by the Association, and any applicable laws and regulations that directly affect the practice of veterinary medicine.

Section 3—MEMBER DUES AND ASSESSMENTS

- A.** The initial and annual dues or assessments, beginning on the first day of each calendar year, will be determined for each category of membership by the Executive Board in accord with an annual projected operating budget of the Association.
- B.** Members will apply for or renew annual membership, and pay dues to the Association as annually determined by the Executive Board, through the submission of a membership application along with the applicable dues amount to the Treasurer or designated administrative officer of the Association.
- C.** Annual dues of individual members, who are simultaneously a member of the Association and an Allied Veterinary Organization represented on the Advisory Council, may be discounted proportionally by an amount determined annually by the Executive Board.
- D.** Membership applications will be processed and accepted as follows:
 1. Membership renewals and new Full, Student, Veterinary Technician/Nurse member applications will be reviewed and, if determined to be eligible for approval in accordance with these bylaws, approved by the Treasurer and/or Secretary;

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2. New Allied Veterinary Organization, Affiliate or Sustaining membership applications will be reviewed, and, if determined to be eligible for approval in accordance with these bylaws, approved by the Executive Board.
- E. On written application with documented justification of special circumstances, the Executive Board may waive or reduce the annual dues and/or assessments for any individual member.

Section 4—MEMBERSHIP TERMINATION AND REINSTATEMENT

- A. Membership of any member who resigns his/her membership in the Association or is in default of dues payment or assessments after three (3) months, or is otherwise ineligible for membership, may be terminated.
- B. Membership in the Association may be suspended, revoked or terminated for due cause, including failure to comply with these bylaws, or to adhere to policies, rules or regulations adopted by the Association; or for unprofessional conduct or other actions considered by the Executive Board as prejudicial to the best interests of, or directly negatively affects the practice of veterinary medicine or the Association.
- C. Disciplinary action involving membership suspension, revocation or termination considered for due cause as explained above, may be taken by the Executive Board provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. A notice of the time and place of a meeting at which the charges shall be considered shall accompany this statement, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defence to such charges before the Association takes action. Notwithstanding the foregoing, in the event a member has been convicted of a serious crime related to the practice of veterinary medicine and such conviction is not contested, the member may be expelled from the Association. Such disciplinary actions shall be conducted in accordance with any Rules of Disciplinary Procedures which shall be established by the Executive Board.
- D. Members who resign or are otherwise removed from membership in the Association for any reason other than termination for non-payment of dues, will not qualify for any reimbursement of dues already paid to the Association; and cannot hold office in any board, council, committee, task force or other Association entity.
- E. Members who have resigned or been terminated for non-payment of dues within the previous nine (9) months may automatically be reinstated to their prior membership category upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable.

ARTICLE III—OFFICERS, DIRECTORS and EMPLOYEES

Section 1—DESIGNATIONS

- A. The Association shall have the following Officers to conduct the general business of the Association: President, President-Elect, Secretary, Treasurer, and Immediate Past President.

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- B.** The Association may have additional elected Directors-at-Large that, together with the Officers, will constitute an Executive Board.
- C.** Each Officer or Director shall be a Full Member of the Association.
- D.** The President-Elect, Secretary, Treasurer and Directors-at-Large will be elected annually through a majority vote of eligible members that vote, and shall serve an annual term beginning January 1 subsequent to an annual general election.

Section 2—NOMINATIONS AND ELECTIONS

- A.** Nominations for Officers and other Directors shall be sent to the Secretary for determination of eligibility at least 60 days before an announced date of the annual general election.
- B.** Names of eligible nominees and biographical information will be made available to all members at least 30 days before the annual general election.
- C.** Voting -eligible members unable to vote at the annual general election will have the option to cast an absentee vote.
- D.** In the event of no nominations for any Officer or Director position being received, another eligible Full Member may be nominated during the annual general election.

Section 3—OFFICER OR DIRECTOR VACANCY AND SPECIAL ELECTIONS

- A.** An Officer may resign by delivering a written resignation to the Secretary of the Association that shall be effective upon receipt, unless specified to be effective at some other time.
- B.** In the event of an Officer or Director Position vacancy occurring after an annual general election, the incoming elected Officer for that position will fill the unexpired term and continue through the elected term.
- C.** In the event of an Officer or Director position vacancy occurring before an annual general election, a special election to fill the unexpired or vacant position may be held.

Section 4—DUTIES AND TERMS OF OFFICE

- A.** In addition to other duties as described below, the Officers shall approve the administrative policies of the Association and serve as members of the Executive Board.
- B.** The President shall:
 - 1. Serve as the Chief Executive Officer of the Association.
 - 2. Preside over the Annual General Meeting.
 - 3. Become the Immediate Past President upon expiration of his/her term of office.
- C.** The President-Elect shall:
 - 1. Preside at meetings in the absence of, or when requested by, the President.
 - 2. Assume the office of President at the expiration of the President's term of office, or in the event of the death, resignation, removal or incapacity of the President.
- D.** The Secretary shall:
 - 1. Serve as the Chief Communications Officer of the Association.

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2. Maintain and be the repository of all official records and minutes of all Association Boards, Committees, Councils, Task Forces, liaisons and other entities.

E. The Treasurer shall:

1. Serve as the Chief Financial Officer of the Association.
2. Establish and maintain all necessary financial accounts to conduct the business of the Association.
3. Collect, deposit and maintain records of all membership dues and other revenues paid to or otherwise acquired by the Association.
4. Receive and pay all invoices for Association expenses.
5. Oversee the development of an annual budget to be approved by the Executive Board at least 30 days prior to the close of the fiscal year.
6. Submit an annual financial report to the Executive Board within 60 days after the close of the respective fiscal year and assist in the preparation of Association tax returns.

F. The Immediate Past President shall:

1. Serve as an advisor to the President and President-Elect.
2. Preside at meetings or serve in other Association functions in the absence of, or when requested by, the President or President-Elect.

Section 5—EXECUTIVE DIRECTOR AND EMPLOYEES

To assist the Executive Board conduct general business of the Association, the Executive Board may:

- A. Appoint a paid or unpaid Executive Director on an annual basis.
- B. Employ office staff.

ARTICLE IV—EXECUTIVE BOARD

The Executive Board shall:

- A. Be composed of the Officers, any Directors-at Large, and representatives of the Advisory Council.
- B. Serve as the governance body of the Association in approving Association policies and programs.
- C. Approve budgets and have discretion in the disbursement of Association funds.
- D. Not receive any compensation for their services; however members may be reimbursed for reasonable expenses incurred in their official capacity.

ARTICLE V— ADVISORY COUNCIL AND ASSOCIATION CHAPTERS

The Advisory Council shall:

- A. Be made up of a delegate or alternate delegate, each of whom must be Full Members of the Association, and who will be appointed by each Allied Veterinary Organisation or Association Chapter.

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- B. Formulate, review, and recommend adoption or modification of policies and programs that directly affect the practice of aquatic veterinary medicine, for Executive Board approval.
- C. Annually elect a Chair and Vice Chair who shall serve as voting members of the Executive Board.
- D. Assist with the formation of new Association Chapters that represent geographical regions, species focus, or veterinary disciplines not represented by members of the Advisory Council.
- E. New Association Chapters may be formed to operate under the structure of the Association, after Executive Board approval of a petition of ten (10) or more Full Members of the Association who seek to form a new Association Chapter; and shall appoint a delegate and alternate, one of whom will become a member of the Advisory Council.
- F. In the absence of at least two (2) Allied Veterinary Organization or Association Chapter delegates who will serve as members of the Advisory Council, up to two (2) Directors-at-Large, representing Association members at large, shall be elected for a one-year term from the Association's Full Members, by voting-eligible members at the annual general election, to serve as Advisory Council members.

ARTICLE VI—COMMITTEES, TASK FORCES AND OTHER ENTITIES

- A. The Executive Board shall approve the formation of any committee, task force or other entity that comprises of at least three Full Members to assist the Association in addressing issues, or developing and implementing programs that are in accord with the mission and objectives of the Association.
- B. Committees, task forces or other entities may be formed to address issues or develop programs involving, but not limited to, membership, communication, budget and finances, and aquatic veterinary education programs, meetings, ethics, private practice, etc.
- C. All committees, task forces or other entities shall:
 - 1. Develop a charge and structure, for Executive Board approval, that clearly describes the objectives of the entity.
 - 2. Schedule regular meetings to develop and implement plans to fulfil the charge and objectives of the entity.
 - 3. Seek Executive Board approval before implementing actions.
 - 4. Provide at least annual written reports on all activities for Executive Board and membership review.
 - 5. Be sunset when the objectives are fulfilled.

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ARTICLE VII—MEETINGS

Section 1—MEETING PROTOCOL

The Association will conduct all business of respective Association boards, councils, committees, task forces or other entities through meetings that shall:

- A.** When possible provide an agenda and inform all members of the entity at least 30 days before a meeting date (except in an emergency); or regularly scheduled meetings dealing with ongoing business.
- B.** Be held using electronic (e-mail), audio-video, telephonic, or in-person meetings to allow maximal opportunity for all members to participate.
- C.** Have a quorum that constitutes sixty percent (60%) of members of the respective entity.
- D.** Be chaired by a member elected by the entity.
- E.** Be conducted under Roberts Rules of Order.
- F.** Require a simple majority for all decisions.
- G.** Take accurate minutes of all proceedings and decisions and convey these expeditiously to the Association Secretary.

Section 2—INTENT AND FREQUENCY

All Association boards, councils, committees, task forces or other entities are recommended to hold meetings on a regular basis, one of which may be in conjunction with an Annual General Meeting, with the following guidelines:

- A.** Officer meetings – every two months, to discuss and decide general operational issues and actions.
- B.** Executive Board meetings – quarterly, to discuss and approve policies, programs and fiscal issues of the Association.
- C.** Advisory Council meetings – semi-annually, to discuss and formulate Executive Board recommendations concerning policies and programs that affect aquatic veterinary medicine.
- D.** Committee, task force, or other entity meetings – as needed, to discuss and formulate Executive Board recommendations
- E.** Annual General Meeting – annually in the latter half of each year, to allow the input or vote of the general membership at a time and place as shall be determined by the Executive Board.

ARTICLE VIII—INDEMNIFICATION OF OFFICERS, DIRECTORS, MEMBERS AND EMPLOYEES

The Association shall indemnify and hold harmless all past and present officers, directors, employees, and board, council, committee, task force and other Association entity members, including all other volunteers of the Association that act on behalf of the Association and within approved Association policies and procedures, to the full extent permitted under law.

ARTICLE IX—BYLAWS AMENDMENTS

- A.** Proposed amendments to any Article, Section or Subsection of these Bylaws that may optimise the structure and function of the Association may be offered by petition of any Full Members of the Association and submitted in writing to the Secretary.
- B.** Proposed amendments will be reviewed by the Executive Board to meet the Mission, Purposes, Articles of Incorporation or otherwise to optimise the structure and function of the Association.
- C.** Amendments approved by the Executive Board will be sent to all voting-eligible Members for a thirty (30) day review and ratification by a two-thirds (2/3) majority vote of Full Members who vote on any amendment.

ARTICLE X—DISSOLUTION

In the event of the dissolution of the Association the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all remaining assets for one or more exempt purposes within the meaning of section 501(c) of the IRS, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed of by a court of competent jurisdiction of the county and country in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

History

- Adopted by the Executive Board, June 2007; ratified by voting members at the Annual General Meeting, Washington, DC, July 18, 2007.
- Amended by the Executive Board, February 10, 2008; ratified by voting members on March 15, 2008.