

BYLAWS OF THE WORLD AQUATIC VETERINARY MEDICAL ASSOCIATION
(Approved: July 31, 2017)

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—OBJECTIVES

- A. To serve aquatic veterinary medicine practitioners by developing programs to support and promote our members, and the aquatic species and industries that they serve.
- B. To be an advocate for, develop guidance on, and promote the advancement of aquatic animal medicine within the veterinary profession and with associated industries, governments, non-governmental entities and members of the public;
- C. To develop and implement aquatic veterinary education programs, certifications and publications, including a credentialing process to recognize day-one competency in aquatic animal medicine;
- D. To foster and strengthen greater interactions among aquatic veterinarians, related disciplines, veterinary allied, and supportive groups and industries, governments and animal owners.

Section 4—STRUCTURE AND PLACE OF BUSINESS

To fulfill 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), 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 prerequisite to being legally able to practice veterinary medicine in his or her country of residence.
2. Full Members (also referred to herein as “voting members”) are entitled to all the rights and privileges of the Association as provided by these bylaws, and policies developed by the Association affecting membership, including:
 - i) Election to, voting for, and holding any office;
 - ii) Serving on any committees, councils, trusts, boards, liaisons or other entity that may be formed to do Association business or implement Association programs.

B. New Graduate Full Member - 1st year after graduation

We provide discounted full membership to any student member, in their first year after graduating as a veterinarian. New graduate veterinarians have all the benefits of Full Members.

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 rights 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.

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 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.

E. Affiliate Member

1. Affiliate membership is open to any non-veterinarian who supports the Mission and Objectives of the Association.
2. Affiliate Members are entitled to all the rights 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.

F. 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 of WAVMA, 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.

G. Library/Institutional Member

1. Annual Library/Institutional membership shall be open to any school, college, university or other institution that would distribute *The Aquatic Veterinarian* journal or other Association-produced information to its students or members.
2. Library/Institutional Members will not be able to serve as an Officer or Director of the Association, or to vote in any general election, referendum or ballot of the Association.
3. Annual payment of membership dues must be paid by a Library/Institutional Member to continue to be able to distribute Association-produced documents or other materials.

H. 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 working groups that may be formed to do Association business or implement Association programs, with the permission of the Chair of the meeting;
- C.** Have access, as deemed reasonable by the Executive Board, to all member communications, to publications and other information or programs affecting the general membership of the Association;
- D.** 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

- A.** The annual dues are payable beginning on the first day of each calendar year, and 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 through the submission of a membership application along with the applicable dues amount to the

Treasurer or designated administrative officer of the Association, or through the WAVMA.org website.

- C. Members who join in October, November or December in a year may be granted membership for the full subsequent year, in addition to the remaining months of the current year.
- D. 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.
- E. Membership applications will be processed and accepted as follows:
 - 1. Membership renewals and new Full, New Graduate, 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;
 - 2. New Allied Veterinary Organization, Affiliate Member, and Library/Institutional Member applications will be reviewed, and, if determined to be eligible for approval in accordance with these bylaws, approved by the Executive Board.
- F. On written application with documented justification of special circumstances, the Executive Board may waive or reduce the annual dues 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 months, or becomes 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 failure to adhere to policies, rules or regulations adopted by the Association;
- C. Membership may also be suspended, revoked or terminated for unprofessional conduct or other actions considered by the Executive Board as prejudicial to the best interests of the Association, or which negatively affects the practice of veterinary medicine or the Association.
- D. 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 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, by telecommunication, 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.
- E. 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. In this case, they cannot hold office in any board, council, committee, task force or other Association entity.
- F. Members who have resigned or been terminated for non-payment of dues may reapply for membership at any time, should they meet the membership requirements at the time of re-application.

ARTICLE III—OFFICERS, DIRECTORS and EMPLOYEES

Section 1—DESIGNATIONS

- A. The Association shall annually elect the following Officers to conduct the general business of the Association: President-Elect, Secretary, and Treasurer. The following Officers will assume their roles on the second and third years, respectively, after their election as the President-Elect: President and Immediate Past President.
- B. The Association may have additional elected Directors that, together with the Officers, will constitute an Executive Board. The number of Directors will be set by the Executive Board to allow for adequate Executive Board members to complete necessary tasks and activities.

- C. Each Officer or Director shall be a Full Member of the Association.
- D. The President-Elect, Secretary, Treasurer and Directors will be elected annually through a majority vote of eligible members that vote, and shall serve an annual term beginning January 1st the year after the annual general election.

Section 2—NOMINATIONS AND ELECTIONS

- A. Nominations for Officers and Directors shall be sent to the Secretary for determination of eligibility at least 60 days before the annual general election.
- B. Names of eligible nominees and their biographical information will be made available to all members at least 30 days before the annual general election.
- C. Voting will be done by electronic ballot accessed through the WAVMA.com website by Full Members. Each Full Member may cast only one ballot in an election.
- D. In the event of no nomination for an Officer or Director position being received, another eligible Full Member may be nominated and elected by write-in vote during the annual general election.

Section 3—OFFICER OR DIRECTOR VACANCY AND SPECIAL ELECTIONS

- A. An Officer or Director 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 has occurred that year, the incoming elected Officer for that position will fill the unexpired term for the remainder of the year and continue through the elected term; and elected Directors may be selected by the President to fill any open Director positions.
- C. In the event of an Officer or Director position vacancy occurring before an annual general election in that year, a special election to fill the vacant positions for the remainder of that year may be held.

Section 4—DUTIES AND TERMS OF OFFICE

- A. In addition to other duties as described below, Officers shall 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 Chair of the Communications Committee of the Association.
 - 2. Maintain the electronic storage of the digital records of all official records and minutes of the Association.
- E. The Treasurer shall:
 - 1. Serve as the Chief Financial Officer of the Association and Chair of the Budget Committee.
 - 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 for each 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.

ARTICLE IV—EXECUTIVE BOARD

The Executive Board shall:

- A. Be composed of the Officers and Directors;
- 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.
- E. If necessary to assist the Executive Board conduct general business of the Association,
 1. Appoint a paid or unpaid Executive Assistant on an annual basis;
 2. Employ office staff.

ARTICLE V—ADVISORY COUNCIL

The Advisory Council shall:

- A. Be made up of a delegate or alternate delegate, each of whom must be Full Members of the Association, appointed by each Allied Veterinary Organisation member, if any;
- B. Include a delegate from the WAVMA Distinguished Fellows, who is a Full Member of the Association;
- C. Formulate, review, and recommend adoption or modification of policies and programs that directly affect the practice of aquatic veterinary medicine, for Executive Board approval;
- D. Have one or more members attend the Executive Board meetings as non-voting advisors.

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, 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 disbanded when the objectives are fulfilled.
- D. Student Chapters
 1. WAVMA Student Chapters may be formed by three or more WAVMA Student Members along with at least one member of the Faculty of the respective school of Veterinary Medicine.
 2. The Faculty Member for the Student Chapter must be a WAVMA Full Member.
 3. Once a core group of veterinary students and a faculty member at a school of Veterinary Medicine are identified, they should contact a WAVMA Student Chapter liaison.
 4. The liaison will provide guidance, offer suggestions, and will assist with developing the needed documentation and bylaws for forming a WAVMA Student Chapter at their school of Veterinary Medicine that are needed for recognition by the WAVMA Executive Board. This documentation should minimally include: the name of the Chapter, a list of WAVMA

Student Members at the veterinary school, and who will be the initial Officers and Faculty Advisor; and a draft of the Bylaws of the Chapter.

5. All WAVMA Student Chapters must be approved by the Executive Board and meet the annual requirements as set forth by the Executive Board.

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 in a timely manner before a meeting date (except in an emergency);
- B. Be held using electronic (e-mail), audio-video, telecommunication, or in-person meetings to allow maximal opportunity for all members to participate;
- C. Establish that a quorum is present, consisting of at least sixty percent (60%) of members of the respective entity, before voting on any items;
- D. Be chaired by a member elected by the entity;
- E. Be conducted in an orderly and respectful manner (e.g., following Roberts' Rules of Order or similar meetings protocols);
- F. Require a simple majority to approve all decisions, once a quorum has been established;
- G. Take accurate minutes of all proceedings and decisions, which shall be maintained in accordance with WAVMA policy for recordkeeping.

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. Executive Board meetings – monthly or every other month, as needed, to discuss and approve policies, actions, programs and fiscal issues of the Association.
- B. Advisory Council meetings – as needed to discuss and formulate Executive Board recommendations concerning policies and programs that affect aquatic veterinary medicine. Advisory Council representatives may attend Executive Board meetings as non-voting participants.
- C. Committee, task force, or other entity meetings – as needed, to discuss and formulate recommendations that will be presented to the Executive Board.
- D. Annual General Meeting – annually held to allow for 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, Objectives, 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-day review, then a vote by electronic ballot shall take place for ratification by a two-thirds majority vote of Full Members who cast a vote on any amendment. Failure to ratify an

amendment will cause the existing bylaws to remain in effect until further amendment is ratified.

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 the liabilities of the Association, distribute all remaining assets for one or more exempt purposes within the meaning of section 501(c) of the United States Internal Revenue Service (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

- o Adopted by the Executive Board, June 2007; ratified by voting members at the Annual General Meeting, Washington, DC, July 18, 2007.
- o Amended by the Executive Board, February 10, 2008; ratified by voting members on March 15, 2008.
- o Amended by the Executive Board, November 2016; ratified by voting members on July 31, 2017.