

THE CONSTITUTION AND BYLAWS OF THE
CALIFORNIA VETERINARY MEDICAL ASSOCIATION
(As Approved – October 2024 Board of Governors Vote)

CONSTITUTION

Preamble

We, the members of the veterinary profession of California, do hereby establish this Constitution of the California Veterinary Medical Association.

ARTICLE I

Name

This Association shall be incorporated and known as the California Veterinary Medical Association. This Association shall remain a nonprofit organization, hereinafter referred to as "the Association".

ARTICLE II

Mission Statement

The Association is committed to serving our membership and community through innovative leadership and to improving animal and human health in an ethically and socially responsible manner.

ARTICLE III

Officers and Election

The Board of Directors of the Association (hereinafter referred to as the "Board of Governors"), the Delegates and Alternate Delegates to the House of Delegates of the Association, and their authorized number, duties, and qualifications shall be set forth in the Bylaws of the Association.

ARTICLE IV

Board of Governors

Section 1

There shall be a governing body known as the Board of Governors of the California Veterinary Medical Association¹ which shall be composed of duly elected representatives from (a) designated Association geographic districts throughout the State of California, and (b) At-Large representatives as provided for in the Association's Bylaws. The duties of the Board of Governors are those

¹ "Board of Governors" is the name hereby given to the Association's Board of Directors, which the Association maintains in compliance with Corporations Code section 5210.

specified in the Bylaws. Meetings of the Board of Governors are chaired by the Association's President, who shall be elected by the members of the Board of Governors in conformity with the procedures specified in the Bylaws.

Section 2

The Board of Governors shall conduct all business of the Association except as otherwise provided for by the Constitution and Bylaws.

The Board of Governors has final authority over all matters presented to or within the jurisdiction of the Association, except as provided in Article V, Section 5 of the Bylaws. However, nothing herein stated shall prohibit the Board of Governors from consulting with or deferring to the recommendations of the House of Delegates, standing committees, or special committees.

ARTICLE V

House of Delegates

Section 1

There shall be an advisory body known as the House of Delegates of the Association which shall be composed of delegates from officially designated constituent associations. The number, selection, tenure, voting power, duties, and authority of the members of the House of Delegates shall be described in the Bylaws. The House of Delegates shall elect a Chair from among its members to chair its meetings.

ARTICLE VI

Constituent Associations

Section 1

A constituent association shall be any organized veterinary medical association or group officially designated by the Board of Governors, as defined by the Bylaws.

ARTICLE VII

Amendments

The Board of Governors may amend this Constitution in conformance with the California Nonprofit Corporation Law at any of its recognized meetings upon the affirmative vote of at least twelve (12) Governors, provided that the amendment or amendments shall have been:

- A. Presented to the Board of Governors in writing and introduced at the preceding meeting of the Board of Governors.

- B. Published in an Official Publication of the Association or mailed or electronically transmitted to each member of the Association not less than sixty (60) days prior to a recognized meeting of the Board of Governors at which final action is to be taken.
- C. If a petition in opposition to the proposed amendment, signed by at least ten (10) Active Members of the Association, is filed at least five (5) days prior to the meeting of the Board of Governors at which final action is to be taken, the Association President shall convene a special meeting of the Board open to all members of the Association.
 - 1. At this meeting the Board shall receive the testimony of all persons eligible to speak in opposition to, or in favor of, the proposed amendment.
 - 2. At the conclusion of this meeting, and in the absence of a material change in the proposed amendment, the Board shall vote upon the proposed amendment and if at least twelve (12) members of the Board cast affirmative votes, the Constitution shall then be so amended.
 - 3. If at the conclusion of the meeting, a material change in the proposed amendment has been made, the Board shall publish such revised version of the proposed amendment in an Official Publication of the Association or, in the absence of such publication, mail or electronically transmit same to each member of the Association not less than sixty (60) days prior to the next regular meeting of the Board of Governors.
 - 4. A petition in opposition, as set forth above, to a revised version of the proposed amendment shall be entertained by the Board of Governors only if the Board, in the exercise of its discretion, determines that the circumstances so warrant.
 - 5. At the meeting the Board of Governors shall vote upon the revised version of the proposed amendment, and if at least twelve (12) members of the Board cast affirmative votes, the Constitution shall then be so amended.
- D. This Constitution and the Bylaws of the Association shall be governed by the California Nonprofit Corporation Law where applicable and, should any provisions of the Constitution or the Bylaws of the Association be in conflict therewith, the California Nonprofit Corporation Law shall apply.

THE CALIFORNIA VETERINARY MEDICAL ASSOCIATION
BYLAWS
(As Approved – March 2023 Board of Governors Vote)

ARTICLE I

Membership

Section 1. Types of Membership

Voting membership shall consist of the following types: Active, Public Service, Faculty, Residency, Recent Graduates, Retired, Life, and Distinguished Life.

Non-voting membership shall consist of the following: Honorary, Non-Resident, Hospital Staff, Registered Veterinary Technician, CVMA Certified Veterinary Assistant, Veterinary Medical/RVT/CVA Student, Foreign Exchange Student Temporary, and Leave of Absence.

Membership in any organization which advocates the overthrow of the government by force and violence is incompatible with any type of membership in the Association.

Section 2. Qualifications for Voting Membership

A. Active Membership

1. Any person who holds a degree of Doctor of Veterinary Medicine or an equivalent degree of veterinary medicine from a school accredited by the American Veterinary Medical Association Council on Education (AVMA-COE), or has Educational Committee for Foreign Veterinary Graduates (ECFVG) certification, or has the Program for the Assessment of Veterinary Education Equivalence (PAVE) certification, or is licensed to practice veterinary medicine by the State of California, and whose ethical, moral and professional qualifications comply with this Constitution and Bylaws, is eligible for Active Membership in the Association.
2. Active members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

B. Public Service Membership

1. Qualifications for Public Service Membership shall be the same as for Active Membership except that these persons shall be employed by state, federal, city or county governments, or be in the military service on active duty.
2. Public Service members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

C. Faculty Membership

1. Qualifications for Faculty Membership shall be the same as for Active Membership except that these persons shall be full time employees on the faculty of a college or university accredited by the Western Association of Schools and Colleges.
2. Faculty members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

D. Residency Membership

1. Qualifications for Residency Membership shall be the same as for Active Membership except that these persons shall be engaged in a full-time program of graduate study, postgraduate study, internship, or residency at a college or university accredited by the Western Association of Schools and Colleges; or in a residency program approved by an AVMA-COE recognized veterinary specialty board or college.
2. Residency Members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

E. Recent Graduate Membership

1. Qualifications for Recent Graduate Membership shall be the same as for Active Membership except that these persons shall be up to four (4) years removed from earning one of the degrees described in Article I, Section 2(A)(1).
2. Recent Graduate members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

F. Retired Membership

1. Any person who has been an Active Member of the Association for at least twenty (20) years, including the preceding ten (10) years, who is employed as a veterinarian less than thirty (30) days per year, has attained the age of sixty-five (65) years, and who has requested retirement status in writing to the Board of Governors may be elected to Retired Membership by that body.
2. Retired members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

G. Life Membership

1. Qualifications for Life Membership shall be the same as those for Active Membership except that Life Members shall be those members who have been exempted from payment of dues by vote of the members of the Board of Governors.
2. To be eligible for Life Membership a member must have paid Association dues for a minimum of twenty-five (25) years including the preceding ten (10) years and must have attained the age of seventy (70) years.
3. Life Members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

H. Distinguished Life Membership

1. This is the highest membership category to be conferred upon a member of the Association. It indicates an individual of the highest caliber in the profession who has been a member for a period of twenty-five (25) years, has gone above and beyond the ordinary dues-paying obligations and has actively participated in the Association.
2. The Distinguished Life Membership category indicates that the veterinarian's service has been exemplary and shall include active voting rights for life and exemption from dues and registration fees for the CVMA Annual Meeting.
3. To be nominated, the veterinarian's name together with a synopsis of Association qualifications must be presented to the Board of Governors at least ninety (90) days prior to the next CVMA Annual Meeting by five (5) colleagues of the nominee who have been members in good standing of the Association for the preceding ten (10) or more years.
4. The candidate(s) will be reviewed and approved by the Leadership Committee before being forwarded to the Board of Governors for final confirmation. An affirmative vote of at least twelve (12) members of the Board of Governors is required for approval.
5. Recognition of the Distinguished Life Membership shall be made at a meeting designated by the Board of Governors.
6. Distinguished Life Members shall have the right to vote on all propositions submitted to the membership at large, the right to vote upon the election of the members of the Board of Governors, the privilege of attending meetings of the Association, and shall be eligible for any office or honor within the scope of the Association.

Section 3. Qualifications for Non-Voting Membership

A. Honorary Membership

1. Any person who has served the veterinary profession in an exemplary manner may be proposed for Honorary Membership in the Association provided that such proposal be made in writing and signed by at least five (5) Active Members and referred to the Board

of Governors for consideration. An affirmative vote by at least twelve (12) members of the Board of Governors shall be necessary for election to Honorary Membership.

The candidate(s) will be reviewed and approved by the Leadership Committee before being forwarded to the Board of Governors for final confirmation.

2. Honorary Members shall be exempt from the payment of all dues and assessments.
3. Honorary Members shall not have the right to vote or hold office, or any right or title to any property of the Association. They shall have the privilege of attending any meeting of the Association open to voting members.

B. Non-Resident Membership

1. Any person who holds a degree of Doctor of Veterinary Medicine or an equivalent degree of veterinary medicine from a school accredited by the AVMA-COE, or is licensed to practice veterinary medicine by the State of California, whose residence and practice is located entirely outside the territorial limits of the State of California, and whose ethical, moral, and professional qualifications comply with this Constitution and Bylaws, is eligible to apply to the Board of Governors for election to Non-Resident Membership in the Association.
2. Non-Resident Members shall not have the right to vote, hold office, or any right or title to any property of the Association. They shall have the privilege of attending any meeting of the Association open to voting members.

C. Hospital Staff Membership

1. Persons who do not have a degree of Doctor of Veterinary Medicine or an equivalent degree but who are employed in a veterinary practice may be eligible for election as a Hospital Staff Member.
2. Eligibility for Hospital Staff Membership in the Association shall be contingent upon the signature of an active Association member.
3. Hospital Staff Members shall not have the right to vote, hold office, or any right or title to any property of the Association.
4. The procedure for admission to Hospital Staff Membership shall be the same as the procedure for admission to Active Membership as outlined in Article I, Section 4.

D. Registered Veterinary Technician Membership

1. Registered Veterinary Technicians (RVTs) may become RVT Members with annual dues as established by the Board of Governors.
2. RVT Members shall not have the right to vote, except they shall have voting representation in the Board of Governors and the House of Delegates, nor shall they hold any right or title to any property of the Association. RVT Members may serve on committees of the Association, and may attend the joint meeting of the Board of Governors and House of Delegates held in June of each year.

3. The procedure for admission to RVT Membership shall be the same as the procedure for admission to Active Membership as outlined in Article I, Section 4.

E. CVMA Certified Veterinary Assistant Membership

1. Certified Veterinary Assistants (CVA) may become CVA Members with annual dues as established by the Board of Governors.
2. CVA Members must have attained the age of eighteen (18) years.
3. CVA Members shall have neither the right to vote nor voting representation in the House of Delegates, nor hold any office, nor hold any right or title of any property of the Association. CVA Members may serve on committees of the Association, and may attend the joint meeting of the Board of Governors and House of Delegates held in June of each year.
4. The procedure for admission to the CVA Membership shall be the same as the procedure for admission to Active Membership as outlined in Article I, Section 4.

F. Veterinary Medical/RVT/CVA Student Membership

1. Any student regularly enrolled in (a) the professional curriculum of any school which is accredited by the AVMA-COE to confer the degree of Doctor of Veterinary Medicine or an equivalent degree in veterinary medicine, (b) the professional curriculum of any school which is accredited by the American Veterinary Medical Association Committee on Veterinary Technician Education and Activities or the California Veterinary Medical Board to confer the degree of Registered Veterinary Technician or an equivalent degree in veterinary technology, or (c) a student actively enrolled and progressing in the CVMA Certified Veterinary Assistant Program, and whose ethical and moral qualifications comply with the Association's Constitution and Bylaws, is eligible for Student Membership in the Association.
2. Student Members shall be exempt from the payment of all dues and assessments.
3. Student members shall have the privilege of attending any meeting of the Association and its various committees open to voting members.
4. Student members shall not have the right to vote or hold office, or any right or title to any property of the Association.
5. One or more Student Member(s) attending a college or university within the State of California may be appointed by the President of the Association to each committee of the Association.

G. Foreign Exchange Student Temporary Membership

1. Foreign Exchange Students who do not reside in the United States and who are attending UC Davis School of Veterinary Medicine or Western University of Health Sciences, College of Veterinary Medicine may become temporary Members for a maximum of three (3) months.

2. Foreign Exchange Student Temporary Members shall not have the right to vote, nor hold office, nor hold any right or title to property of the Association.
3. The procedure for admission to Foreign Exchange Student Temporary Membership shall be the same as the procedure for admission to Active Membership as outlined in Article 1, Section 4.

H. Leave of Absence Membership

1. An Association member unable to partake of the benefits of the Association, due to physical or mental disability which places restrictions on the ability to perform veterinary work, may be granted a Leave of Absence for a period of up to one (1) year, by submitting a written request to the Board of Governors.
 - a. To be eligible for Leave of Absence Membership a member must submit a doctor's verification and expected length of disability.
 - b. If the Board of Governors grants such a request, the member will be carried on the Association's rolls as a Leave of Absence Member and will not be subject to payment of dues during this period.
 - c. A Leave of Absence may be extended beyond one year at the discretion of the Board of Governors.

Section 4. Procedure for Admission to Active Membership

- A. Application for admission to Active Membership must be made on a form prescribed by the Board of Governors and shall be signed by the applicant.
- B. The applicant's signature on such application form shall constitute acceptance of and intention to be bound by the Association's Articles of Incorporation, Constitution, Bylaws, and Code of Veterinary Ethics, together with all future amendments of any such Articles, Constitutions, Bylaws or Code of Veterinary Ethics which may be duly adopted pursuant to the provisions thereof.
- C. The application form shall be filed with the Executive Director of the Association accompanied by such dues as shall be prescribed by the Bylaws of the Association.
- D. The determination of admission to Active Membership resides solely with the Board of Governors. The Executive Director shall publish the names of new members in one of the Association's Official Publications.
- E. If a written objection to any applicant is received by the Executive Director, the application shall then be referred to the Board of Governors for reconsideration.
- F. If an application is rejected by vote of the Board of Governors, all dues submitted with the application shall be refunded to the applicant by the Executive Director, together with a statement that such action is by direction of the Board of Governors. A rejected applicant may appeal in person or in writing at the next meeting of the Board of Governors.

- G. Active Membership shall endure for life from the time of election unless terminated as hereinafter provided.

Section 5. Standard Qualifications

The Association, acting through the Board of Governors, shall be the sole judge of the moral, ethical, and professional qualifications requisite for admission to, or continuation of, or reinstatement of any kind of membership in the Association.

Section 6. Termination of Membership

- A. Any member in good standing may voluntarily resign membership in the Association by transmitting a written resignation notification to the Association.
 - 1. Dues paid in advance for the remainder of the current year shall be considered the property of the Association and no refund need be made.
- B. Membership shall cease automatically if membership dues, or any part thereof, remain unpaid after the expiration of the time for payment.
- C. Any member whose license or certification has been suspended or revoked by the Veterinary Medical Board, has violated the Constitution or Bylaws of the Association, the professional or ethical standards or principles promulgated by the Association, the Veterinary Medical Board or the AVMA, or who has otherwise engaged in conduct unbecoming a member of the Association, may be subject to admonishment, censure, suspension, and/or expulsion from the Association as directed by the Board of Governors,
 - 1. Upon being notified of the occurrence of any of the above-listed circumstances, the Board of Governors may, in its sole discretion, review the matter and determine the appropriate membership-related sanction, if any, to be imposed upon the member.
 - 2. A minimum of twelve (12) affirmative votes of the Board of Governors is necessary for suspension and/or expulsion from the Association (except in cases of non-payment of dues in which case expulsion shall occur automatically).
 - 3. The decision of the Board of Governors relative to the issuance of any of the membership-related sanctions described in this Section 6.C. shall be absolute and final.
- D. A member of the Association who is terminated from membership in their² constituent association may be terminated from membership in the Association.

Section 7. Membership Reinstatement

- A. Anyone losing membership in the Association for any reason may apply for reinstatement at any time by written petition to the Board of Governors.
 - 1. Upon the filing of a written petition for reinstatement, the petitioner may, if they so desire, request a personal meeting with the Board Governors in furtherance of the reinstatement petition. The Board of Governors shall have the sole discretion to grant

² These Bylaws eschew the use of the personal pronouns “he,” “she,” “him,” “her,” “his,” and “hers” in favor of “they,” “them,” and “their.”

or deny the request for a meeting, basing its decision on whether or not it believes such a meeting will help to facilitate its consideration of the reinstatement petition. In cases where the Board of Governors decides to grant the petitioner's request for a meeting, such meeting shall not be required to follow any particular format, and the Board of Governors shall have the sole and exclusive authority to define the substantive and logistical parameters of such a meeting.

2. Upon the receipt of a petition for reinstatement, the Board of Governors shall have the sole and exclusive discretion to grant or deny the petition. If the petition is granted, the Board of Governors shall have the sole and exclusive discretion to reinstate the petitioner to the same class of membership in the Association as previously held or such other class of membership as is deemed appropriate.
3. The decision of the Board of Governors relative to the reinstatement or non-reinstatement of a petitioning individual shall be absolute and final.

Section 8. Membership and Rights Thereof Not Transferable

- A. Neither membership in the Association, nor any certificate proving such membership, nor the interest of any member in the Association, or any of the assets thereof, shall:
 1. Be subject to execution, or become or be an asset of the estate of any deceased member, or of any member who may become insolvent or bankrupt;
 2. Descend to, or vest in the heirs, legatees or devisees of any member;
 3. Be transferable or assignable in any form either by the voluntary act of any member, or by operation of law.
- B. In the event of the death of any member or of any attempted transfer of assignment of membership, the interest of that member shall automatically be canceled, revoked, and terminated.

Section 9. Non-Membership Categories

- A. CVMA Supporter
 1. Persons who do not qualify for any membership category but who are vitally interested in and concerned with the profession of veterinary medicine and the activities of the Association may be eligible for election as a CVMA Supporter.
 2. There shall be a CVMA Individual Supporter category. The applicant shall pay the full active dues amount.
 3. There shall also be a CVMA Company Supporter category. The initial company applicant shall pay the full active dues amount. Subsequent applicants shall pay one-half (1/2) the active member dues amount.
 4. The Association, acting through the Board of Governors, shall be the sole judge of the moral, ethical, and professional qualifications requisite for admission to, or continuation of a CVMA Supporter.

5. CVMA Supporters shall not have access to the CVMA Directory, the right to vote, hold office, or any right or title to any property of the Association.

ARTICLE II

Meetings

Section 1. Board of Governors Meetings

The Board of Governors shall meet as often as necessary to perform its functions in an expeditious manner upon at least five (5) days written notice to the members of the Board of Governors as provided for in Article VIII, Section 2 (Item 13) of these Bylaws.

Special meetings of the Board of Governors may be called by the President or upon the written request of eight (8) or more members of the Board.

The Board of Governors shall convene a meeting between June 1 and July 31 of each year and this meeting shall be known as the Annual Meeting of the Board of Governors.

Section 2. Membership Meetings

- A. Special membership meetings may be called by the Board of Governors or the Association President or by five percent (5%) or more of the members of the Association by written request (except when called by the Board) delivered in person, by mail, or by electronic transmission, addressed to the Association's Executive Director.
- B. A written request for a special membership meeting shall specify the time desired for the meeting, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting.
- C. Within twenty (20) days after receipt of the request for a special membership meeting, the Board of Governors shall cause notice to be given as described in Section 2.D., below.
- D. All notices of membership meetings shall be delivered or mailed not less than ten (10) nor more than ninety (90) days before the date of the meeting notice, and shall specify the place, date and time of the meeting.
 1. In the case of a special membership meeting, the general nature of the business to be transacted shall be stated.
 2. In the case of a regular meeting, those matters, if any, that the Board of Governors at the time of giving the notice intends to present for action by the members shall be stated.
 3. Notice shall be given by delivery in person, by mail, or by electronic transmission addressed to the member at the address of the member appearing on the books of the Association or otherwise given by the member to the Association for the purpose of notice. If there is no such address, notice shall be addressed to the member at the principal office of the Association or by publication in an Official Publication of the Association.

4. An affidavit of giving of any notice of any membership meeting may be executed by the Secretary of the Association, but such affidavit shall not be a prerequisite to the holding of said meeting.
- D. A quorum at a membership meeting shall be fifteen percent (15%) of the voting members.
 - E. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting entitled to vote shall be the act of the members, unless the vote of a greater number is required by law.
 - F. If a quorum is not present, any meeting may be adjourned by the vote of the majority of the votes represented at the meeting, but no other business may be transacted.
 - G. If the subsequent time and place of an adjourned meeting are not announced at the meeting at which the adjournment is taken, or if the adjournment is for more than forty-five (45) days, or if after the adjournment a new record date is fixed for determining the persons entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to all members entitled to vote at the meeting, in accordance with the provisions of this section pertaining to notice of an original meeting.
 - H. Any action that may be taken up at any annual, regular or special membership meeting may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited. Such distribution of written ballots shall be in a manner provided for giving notice of a meeting of members. The written ballot shall:
 1. Set forth a proposed action.
 2. Provide an opportunity to specify approval or disapproval of any proposal.
 3. Provide a reasonable time within which to return the ballot to the Association.
 4. Indicate the number of responses needed to meet the quorum requirements.
 5. State the percentage of approvals necessary to pass the measures submitted.
 6. Specify the time by which the ballot must be received by Association to be counted.
 - I. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds (1) the quorum required to be present at an in-person meeting, and (2) the number of votes required for approval at an in-person meeting.
 - J. Any written ballot received by the Association may not be revoked. All written ballots shall be maintained in the records of the Association for a reasonable period of time. The result of the written ballot shall be stated in the Association's next mailing to members.

Section 3. House of Delegates Meetings

- A. The House of Delegates shall meet at least one time in each calendar year and at this meeting reports of the proceedings of the Board of Governors and other offices and committees may be received.
- B. The Chair of the House of Delegates, or the President of the Association, may call more frequent meetings of the House of Delegates as deemed necessary provided that all members of the House of Delegates are given fifteen (15) days written notice of such meetings and their particular objectives.

ARTICLE III

Board of Directors

Section 1

The governing body of the Association is the Board of Directors, which shall be referred to herein for purposes of continuity as the "Board of Governors."³

The Board of Governors shall be composed of eleven (11) duly elected representatives from designated geographic Association districts and six (6) At-Large Members (one of whom must be a Registered Veterinary Technician and another of whom must be an Early Career Veterinarian who graduated from veterinary school no more than seven years prior to commencement of Board service) from throughout the State of California as provided in these Bylaws.

By commonly referring to itself as the "Board of Governors," the rights, duties, obligations, liabilities and powers of said Board shall be those as are set forth in the California Nonprofit Corporations law as applied to the Board of Directors.

Section 2

The Board of Governors shall conduct all business of the Association except as otherwise provided for by the Constitution or Bylaws.

Section 3

The Board of Governors has final authority over all matters presented to or within the jurisdiction of the Association except as provided in Article V, Section 5 of the Bylaws. However, nothing herein stated shall prohibit the Board of Governors from consulting with or deferring to the recommendations of the House of Delegates, the standing committees, or special committees of the Association.

Section 4

Each member of the Board of Governors shall have one (1) vote.

³ "Board of Governors" is the name hereby given to the Association's Board of Directors, which the Association maintains in compliance with Corporations Code section 5210.

Section 5

Eleven (11) members of the Board of Governors shall constitute a quorum for the transaction of business. Except as otherwise specified herein, motions presented to the Board of Governors shall be carried upon the affirmative vote of a simple majority of those constituting a quorum. In cases of a tie vote, the tiebreaking vote shall be cast by the Association’s Treasurer.

Section 6

All meetings of the Board of Governors shall be conducted as specified in Robert's Rules of Order, latest edition, with the exception that the Chair shall have the right to vote.

Section 7

The Chair of the Board of Governors shall be the President of the Association.

Section 8

An Executive Committee of the Board of Governors consisting of the President, the President-Elect, and one member of the Board (Member-At-Large) elected by the Board, shall be empowered to act in the name of the Board on matters of Association business which require action before the next Board meeting.

ARTICLE IV

Association Groups

Section 1

Upon adoption of these Articles the following association groups, with their indicated boundaries, shall be designated as constituent associations of the Association. Other non-geographic constituent associations shall be officially designated by the Board of Governors. Association members residing in a geographic constituent association may choose to assign their vote to a non-geographic constituent association.

Geographic

Constituent Associations

Boundaries

Alameda	Alameda County
Antelope Valley	Those portions of Los Angeles and Kern Counties referred to as Antelope Valley
Central California	Fresno and Madera Counties
Contra Costa County	Contra Costa County
Delta	Those portions of San Joaquin County and Sacramento County that include the cities of Stockton, Lodi, Lockeford, and Galt
Eastern Sierra	Inyo and Mono Counties

Humboldt-Del Norte	Del Norte and Humboldt Counties
Kern County	Kern County (except that portion covered by the Antelope Valley Association)
Marin County	Marin County
Mendo-Lake	Lake and Mendocino Counties
Merced-Mariposa	Merced and Mariposa Counties
Mid-Coast	Northern Santa Barbara and San Luis Obispo Counties
Monterey Bay	Monterey, San Benito and Santa Cruz Counties
Mother Lode	El Dorado and Placer Counties
Napa-Solano	Napa and Solano Counties
North Valley	Butte, Colusa, Nevada, Plumas, Sutter and Yuba Counties
Northern California	Glenn, Lassen, Modoc, Shasta, Sierra, Siskiyou, Tehama, and Trinity Counties
Northern San Joaquin	Alpine, Amador, Calaveras, San Joaquin (except that portion covered by the Delta Association), Stanislaus and Tuolumne Counties
Orange Belt	Imperial, Riverside and San Bernardino Counties
Peninsula	San Mateo County
Redwood Empire	Sonoma County
Sacramento Valley	Sacramento (except that portion covered by the Delta Association) and Yolo Counties
San Diego County	San Diego County
San Francisco	City and County of San Francisco
Santa Barbara-Ventura	Southern Santa Barbara and Ventura Counties
Santa Clara Valley	Santa Clara County
Southern California	Los Angeles (except that portion covered by the Antelope Valley Association) and Orange Counties
Tulare-Kings	Kings and Tulare Counties

Non-Geographic Constituent Associations

Registered Veterinary Technicians	All Registered Veterinary Technicians who are CVMA members.
Equine Veterinarians	Those veterinarians employed in the study or practice of equine medicine who do not choose to affiliate with one of the other constituent associations shall be considered Equine Veterinarians.

Holistic Veterinarians	Those veterinarians employed in the study or practice of holistic medicine who do not choose to affiliate with one of the other constituent associations shall be considered Holistic Veterinarians.
Lab Animal Veterinarians	Those veterinarians employed in the study or practice of lab animal medicine who do not choose to affiliate with one of the other constituent associations shall be considered Lab Animal Veterinarians.
Public Service Veterinarians	All veterinarians employed by federal, state, city or county governments, including military veterinarians on active duty, who do not choose to affiliate with one of the geographic constituent associations listed above, shall be considered Public Service Veterinarians.
Shelter Veterinarians	Those veterinarians employed in the study or practice of shelter medicine who do not choose to affiliate with one of the other constituent associations shall be considered California Shelter Veterinarians.
AVMA-COE Accredited Veterinary School Veterinarians in California	Veterinarians employed at any AVMA-COE accredited veterinary school in California who do not choose to affiliate with another constituent association.
Veterinary Students	Any student regularly enrolled in a professional Veterinary curriculum at any school within the State of California, which is accredited by the AVMA-COE to confer the degree of Doctor of Veterinary Medicine or an equivalent degree in veterinary medicine, and whose ethical and moral qualifications comply with this Constitution and Bylaws, shall be considered Veterinary Student Members.

Section 2

A geographic constituent association shall be bounded by a county or combination of adjacent county boundaries, or as otherwise designated by the Board of Governors upon the advice of the House of Delegates.

Section 3

The Association encourages the formation of non-geographic constituent associations that are consistent with the Association's mission statement. All non-geographic constituent associations shall be constituted based upon a professional veterinary practice area subset or similar professional, employment, or student designation. Groups that are constituted on a social, recreational, lifestyle, ethnic, religious, or similar basis shall not be considered by the Association for status as a non-geographic constituent organization.

Section 4

Any individual member of the Association may belong to one or more constituent associations of the Association as the member chooses. However, if a member belongs to more than one constituent association, that member must certify in writing to the Executive Director of the Association the constituent association to which the member wishes their vote to be assigned insofar as representation with the House of Delegates is concerned.

Section 5

Any group that wishes to join the Association as a constituent association must first petition the Association Board of Governors for approval, in writing, of its intent. In conjunction with that petition, the group must then submit a list of no less than twenty-five (25) existing individual members of the Association, each of whom is required to personally sign a letter indicating desire for the formation of the new constituent association.

Section 6

Notwithstanding the language of the second sentence of Section 5 above, a new geographic constituent association may be formed with fewer than twenty-five (25) members within the boundary of a multiple-county contiguous association, provided this proposed constituent association totally encompasses the boundaries of two or more counties and maintains a minimum of ten (10) individual members of the Association. This type of association would have a minimum of one (1) vote in the House of Delegates.

Section 7

Upon receipt of a conforming petition under Section 5 (and, if applicable, Section 6), the Board of Governors shall conduct a vote to determine whether to grant constituent association status to the petitioning group. If at least twelve (12) members of the Board of Governors vote to grant such status, then the petitioning group shall be recognized as a constituent association, and be accorded the rights and privileges associated therewith, effective immediately.

Section 8

In order to continue designation as a constituent association, that constituent association must maintain at least twenty (20) bona fide voting members of the Association except as noted in Section 6, above. Should a constituent association fall below twenty (20) such members, it shall have twelve (12) months to increase its membership to meet the minimum threshold. If no such increase occurs, the constituent association shall lose its status as such. For geographic constituent associations formed in accordance with Section 6, above, this Section 8 shall apply with equal force, except that such constituent associations must maintain a minimum of at least ten (10) bona fide members of the Association.

Section 9

Registered Veterinary Technicians shall be represented by a constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

Equine Veterinarians shall be represented by a constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

Holistic Veterinarians shall be represented by a constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

Lab Animal Medicine Veterinarians shall be represented by a constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

Public Service Veterinarians shall be represented by a constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

Shelter Veterinarians shall be represented by a constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

Veterinarians of any AVMA-COE accredited veterinary school(s) in California shall be represented by their own constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

The veterinary students of each AVMA-COE accredited veterinary school in California shall be represented by their own constituent association Delegate or Alternate Delegate in the House of Delegates and shall have voting rights in the House of Delegates as hereinafter defined.

ARTICLE V

House of Delegates

Section 1

There shall be an advisory body to the Board of Governors of the Association known as the House of Delegates.

The House of Delegates shall be composed of representatives elected from constituent associations within the State of California that are recognized by the Association.

The number, selection, and tenure of the members of the House of Delegates shall be specified in the Bylaws of the Association.

Section 2

The House of Delegates shall serve as an advisory body to the Board of Governors on matters of local and regional interest to members of the Association and on matters of policy affecting the practice of veterinary medicine and its branches.

Section 3

The House of Delegates may, by a two-thirds (2/3) vote of all members, initiate recall proceedings against one or more members of the Board of Governors.

Section 4

The House of Delegates shall serve as liaison between the members of the Association and Board of Governors for purposes of communicating suggestions relative to the rules and regulations which the Board of Governors may consider on matters of professional responsibility and ethics.

Section 5

The House of Delegates shall have the right, by a two-thirds (2/3) vote of all members to veto, overrule, challenge or recommend revisions of any and all decisions made by the Board of Governors at any regular or special meeting.

Section 6

The House of Delegates may meet at least once each year with the Board of Governors to discuss and consider matters of interest to the members of the Association.

Section 7

The recommendations of the House of Delegates are advisory and not binding upon the Board of Governors except as otherwise set forth in Article V, Section 5 of these Bylaws.

Section 8

The Board of Governors may call upon the House of Delegates for assistance in the performance of the Board's duties and in such event, the House of Delegates shall be deemed a committee of the Association and subject to the provisions of the Bylaws.

Section 9

Each constituent association Delegate, in addition to being a member of the House of Delegates, will also represent their constituent association as an advisor to the Board member or members serving their particular area.

Section 10

The House of Delegates is, in principle, the voice of the constituent associations. Its vote on any matter relative to the practice of veterinary medicine, carried out in accordance with customary parliamentary procedure, shall be deemed a recommendation to the Board of Governors calling for implementation thereof, provided that the implementation thereof is consistent with the best interests of the Association.

ARTICLE VI

House of Delegates Representation

Section 1

A. Each of the constituent associations granted representation in accordance with Article IV, Section 1 of the Bylaws shall be represented by Delegates and Alternate Delegates as follows:

1.	20-150	CVMA members	1 Delegate	1 Alternate Delegate
2.	151-300	CVMA members	2 Delegates	2 Alternate Delegates
3.	301-450	CVMA members	3 Delegates	3 Alternate Delegates
4.	451-600	CVMA members	4 Delegates	4 Alternate Delegates
5.	601-750	CVMA members	5 Delegates	5 Alternate Delegates
6.	751-900	CVMA members	6 Delegates	6 Alternate Delegates
7.	901-1050	CVMA members	7 Delegates	7 Alternate Delegates
8.	1051-1200	CVMA members	8 Delegates	8 Alternate Delegates
9.	1201-1350	CVMA members	9 Delegates	9 Alternate Delegates
10.	1351-1500	CVMA members	10 Delegates	10 Alternate Delegates

B. Should constituent associations become larger than specified above, they shall be represented at the ratio of one (1) additional Delegate and one (1) additional Alternate Delegate for each one hundred-fifty (150) Association members.

C. The number of delegates and alternate delegates representing a non-geographic constituent association shall not exceed the number representing the largest geographic constituent association.

D. Veterinary students at UC Davis School of Veterinary Medicine and Western University of Health Sciences, College of Veterinary Medicine shall have one (1) Delegate and one (1) Alternate Delegate representative for each class.

Section 2

Delegates shall be elected or appointed by the constituent associations for membership in the House of Delegates for no more than three (3) terms of two (2) years each. The three (3) term limitation provided for herein is applicable whether such terms were consecutive or otherwise. Exception to this limitation may be made when proposed by the constituent association and approved by the Board of Governors.

Alternate Delegates shall be elected or appointed by constituent associations for membership in the House of Delegates for no more than three (3) terms of two (2) years each. The three (3) term limitation provided for herein is applicable whether such terms were consecutive or otherwise. Exception to this limitation may be made when proposed by the constituent association and approved by the Board of Governors.

The above-specified limitations are disjunctive; accordingly, the same individual may serve as a Delegate subject to the limitations applying thereto, while separately serving at a different time as an Alternate Delegate subject to the limitations applying thereto.

Section 3

The number of active members in each constituent association shall be determined on a current basis from the records of the Association and shall be certified by the Executive Director sixty (60) days before the next recognized meeting of the House of Delegates.

Association members are limited to affiliation with only one (1) constituent association for purposes of representation as stated in Article IV, Section 4.

Section 4

Each Delegate representing a constituent association shall have a weighted vote determined as follows:

- A. One (1) vote for each fifteen (15) Association members or major fraction thereof. For example, if a constituent association has twenty-three (23) members, the Delegate for that constituent association shall have two (2) votes. By contrast, if a constituent association has twenty-two (22) members, the Delegate for that constituent association shall have one (1) vote.
- B. No single Delegate or Alternate Delegate shall represent more than one hundred-fifty (150) Association members nor have more than ten (10) votes.
- C. Alternate Delegates shall vote only in the absence of the Delegate for whom they are the Alternate Delegate, or as otherwise provided.
- D. When the delegation from a constituent association consists of more than one Delegate, the weighted vote of each Delegate of that delegation shall be apportioned as equally as possible among the delegation on the basis of one (1) vote for each fifteen (15) members or major fraction thereof.

Section 5

Delegates representing sixty percent (60%) of the total weighted votes of the House of Delegates, as designated in these Bylaws, shall constitute a quorum.

Section 6

All Delegates and Alternate Delegates shall be members in good standing of the Association.

Section 7

- A. Special meetings of the House of Delegates shall be held upon written petition of five percent (5%) of the members of the Association presented to the Chair of the House of Delegates and filed with the Executive Director stating the place, time of the meeting, and the purpose for which such meeting is called.
- B. Special meetings shall also be held on the written petition of twenty-five percent (25%) of the members of the House of Delegates in accordance with the procedures described immediately above. The time of said special meeting and the notice given to the members of the House of Delegates shall be in conformity with the applicable California Nonprofit Corporation Law provisions.

- C. The Executive Director shall issue a bulletin to the entire House of Delegates membership not less than fifteen (15) days before the special meeting, outlining the reason for the special meeting and the proposed business specified in the petition. Only business specified in the petition shall be considered at a special meeting.
- D. All meetings of the House of Delegates shall be open to all Association members and invitees unless a majority of the Delegates present and voting or the House of Delegates executive committee (consisting of the Chair, Chair-Elect, and three at-large members) determines that the meeting shall be either a closed or an executive meeting as hereinafter defined.
- E. Closed meetings may be attended only by members of the Association and members of its staff and any invitees as determined by the House of Delegates Chair and/or the President of the Association.
- F. Executive meetings are those which are attended only by Delegates, Officers, and Governors and by such employees of the Association and of the House of Delegates and Board of Governors who, in the opinion of the Chair, are necessary for the functioning of the House.
- G. All meetings of the House of Delegates shall be conducted as specified in Robert's Rules of Order, latest edition.
- H. Upon installation as Chair, a new Delegate shall be elected to complete the term on the House of Delegates as representative of the constituent association formerly represented by the Chair.

Section 8

The voting members of the House of Delegates shall convene, as needed, a Nominating Committee for the purpose of nominating candidates for the office of Chair-Elect to succeed or perform the duties of the Chair in the event of the Chair's absence or inability to serve or conduct the affairs of the House of Delegates.

It shall also be the duty of the Chair-Elect to succeed the outgoing Chair of the House of Delegates and assume the duties of that office for a term of two (2) years. The Chair-Elect candidate shall have a minimum of 18 months remaining in their term in order to be eligible for the position of the House of Delegates Chair-Elect.

The term of office of the House of Delegates Chair shall be limited to one two-year term.

ARTICLE VII

Officers of the California Veterinary Medical Association

Section 1

The officers of the Association shall be a President, a President-Elect, and a Secretary-Treasurer. Each officer shall hold office for one (1) year following installation, or until a successor has been installed.

Section 2

The officers shall constitute the Corporation Officials of the Association and as such shall be charged with the duty of complying with the laws of the United States and the State of California that govern corporations.

Section 3

There shall be an Executive Director employed by the Board of Governors. The duties of the Executive Director shall be such as are delegated by the Board of Governors and shall be such duties normally pertaining to such an office. The Executive Director need not be a member of the Association.

Section 4

A Parliamentarian and Alternate Parliamentarian shall be appointed annually by the Board of Governors.

ARTICLE VIII

PRESIDENT

Section 1

Summary

The CVMA President shall be the chief executive officer of the Association, and shall serve as Chair of both the Board of Governors and the Executive Committee. The President shall also serve as an ex-officio member of all committees. The President shall make all required appointments to standing and special committees, and recommend tasks to the committees for approval by the Board of Governors.

The President shall exercise personal leadership in the motivation of other officers, Governors, committee members and the membership to achieve the goals and objectives of the Association. The President acts as chief spokesperson and inspirational leader, and takes an important role in evaluating organizational performance and effectiveness. The President shall work in partnership with the Executive Director to ensure that organizational goals are achieved.

Section 2

Duties, Responsibilities and Authority

1. The President presides at all meetings of the Board of Governors and Executive Committee.
2. The President, in cooperation with the Executive Director, ensures that the Board of Governors is kept fully informed on the condition and operations of the Association.

3. The President ensures that basic policies and programs that will further the goals and objectives of the Association are planned, formulated and presented to the Board of Governors.
4. The President appoints the chairs and members of all Association committees and task forces, proposes the annual committee charges to the Board of Governors, and monitors progress.
5. The President supports and defends the policies and programs that are adopted by the Board of Governors and the Executive Committee.
6. The President promotes interest and active participation in the Association on the part of the membership, and reports activities of the Board and the Association to members by means of letters, publications, and speeches. The President attends meetings of constituent associations as invited, to disseminate information about the Association and receive input from the Association's membership.
7. The President acts as spokesperson for the Association to the press, the public, legislative bodies, and related organizations, in cooperation with the Executive Director.
8. The President in cooperation with the Treasurer, the Executive Director and the Association's financial staff, ensures that the finances of the Association are maintained within the budget approved by the Board of Governors.
9. The President ensures that the Association is well represented to outside persons and groups either by serving as the Association's representative or by designating an appropriate representative from the membership or the staff.
10. The President shall make the necessary appointments to fill any vacancies occurring among the non-elective offices, the Executive Director, and the Treasurer, in accordance with the Bylaws. All such appointments shall be subject to the approval of the Board of Governors.
11. The President calls special meetings of the Board of Governors whenever the President may deem it necessary and also calls such special meetings upon written request of four (4) members of the Board of Governors.
12. The President may appoint a Sergeant-at-Arms.
13. The President shall instruct the Executive Director to notify by mail or electronic transmission all members of the Board of Governors at least five (5) days in advance of the time and place of any meeting of the Board of Governors.
14. The President serves as an ex-officio member of all committees.
15. The term of office of the President shall commence upon installation at the Annual Meeting at the Board of Governors.

Section 3

Relationships

1. The President is responsible to the Board of Governors and the membership for seeing that the programs and policies of the Association reflect the needs and aspirations of the membership.
3. The President directs and supervises the Executive Director on all matters pertaining to Association policies, programs and finances, as directed by the Board of Governors.

ARTICLE IX

PRESIDENT-ELECT

Section 1

Summary

The President-Elect shall assume the office of President following their term as President-Elect. The President-Elect also performs the duties of the President in the event of the President's absence or inability to serve.

Section 2

Duties, Responsibilities and Authority

1. The President-Elect performs the duties of the President in the event of the President's absence or inability to serve or to conduct the affairs of the Association.
2. The President-Elect serves as a member of the Executive Committee, the Finance Committee, and the Investment Committee.
3. The President-Elect, in concert with the President and the Executive Director, acts as a representative of the Association at meetings with outside persons or groups.
4. The President-Elect assists the President in informing the membership about activities of the Association and the Board of Governors by attending meetings of constituent associations as appropriate.
5. The President-Elect attends meetings of the Association's committees to become fully informed about the activities of these committees.
6. The President-Elect succeeds the outgoing President of the Association and assumes the duties of that office for a term of no less than one year.
7. The term of office of the President-Elect shall commence upon installation at the Annual Meeting of the Board of Governors at which the President-Elect is elected, and the President-Elect shall hold office for one year or until they assume the office of President.

Section 3

Relationships

1. The President-Elect assumes responsibilities delegated by the President in accordance with the goals, objectives and policies of the Association.
2. The President-Elect consults with the Executive Director to become fully informed regarding policies, ongoing programs, committee activities, and other aspects of Association operations.

ARTICLE X

SECRETARY-TREASURER

Section 1

Summary

The Secretary-Treasurer (hereinafter, "Treasurer"⁴) shall oversee the management of the funds of the Association, ensuring (a) that proper records are maintained of the Association's financial reserves, and that those reserves are invested in accordance with the policies of the Association, (b) that an annual budget is prepared and submitted to the Board of Governors, (c) that the Association retains competent accounting and auditing professionals, and (d) that an annual audit or review of the Association's financial condition is conducted.⁵

Section 2

Duties, Responsibilities and Authority

1. The Treasurer serves as Chair of the Finance Committee, and ensures that the committee meets at least once per year to review the proposed annual budget for the following year and make recommendations to the Board of Governors regarding the budget and other financial matters.
2. The Treasurer ensures that the Board of Governors is properly informed regarding the Association's finances. In cooperation with the Executive Director, the Treasurer shall submit at least quarterly financial reports to the Board of Governors for approval.
3. The Treasurer reviews and approves monthly financial statements to monitor the Association's financial condition in relation to the budget.
4. The Treasurer advises the Executive Director regarding placement of Association assets in various accounts, and ensures that proper records are kept of all accounts.

⁴ The Treasurer shall satisfy the requirements of Corporations Code section 5213(a) for the position of "treasurer" and "secretary."

⁵ A review shall be conducted in lieu of an audit only in situations in which an audit is deemed by the Treasurer, in consultation with the Board of Governors, to be infeasible. (As an example, in 2020, the Association held a review rather than an audit in order to observe safety protocols attending to the COVID-19 pandemic.)

5. The Treasurer is fully informed regarding financial procedures that are followed by the Association's staff, and ensures that proper controls are maintained as recommended by the Association's auditors, in cooperation with the Executive Director.
6. The Treasurer is a signatory of all of the accounts of the Association.
7. The Treasurer acts as Secretary of the Association, signing any documents required by state or federal law for the Association's operation.
8. The Treasurer shall be bonded with a reputable company in an amount designated by the Board of Governors. The premium of such bond shall be paid by the Association.

Section 3

Relationships

1. The Treasurer is responsible to the Board of Governors to implement the financial policies of the Association as established by the Board, and to provide such financial information as is requested by the Board.
2. The Treasurer advises and consults with the Executive Director regarding financial management of the Association.

ARTICLE XI

Duties of the Board of Governors

Section 1

The Board of Governors shall hold meetings as may be necessary to properly conduct the business of the Association. It shall be the duty of each Governor to be present at each duly called meeting of the Board of Governors. Failure to attend two consecutive meetings or a total of three (3) meetings over a two-year period shall constitute good cause to initiate replacement proceedings. "Good cause" for such proceedings shall include but not be limited to minimum attendance as well as expected performance as defined by the Board of Governors in the Association's Policy Manual.

Section 2

The Board of Governors shall, in keeping with Article II, Section 1, of these Bylaws, select a date and a location (whether in-person, virtual, or hybrid) for the Annual Meeting of the Association.

Section 3

The Board of Governors shall investigate objections to the acceptance of membership applications in accordance with Article I, Section 4.E. of these Bylaws and make the final decision relative to all such objections.

Section 4

The Board of Governors shall receive from the Association's Finance Committee at its Annual Meeting, or at such other times as may be designated, a proposed budget covering all anticipated expenditures of the Association for the following year. It shall be the duty of the Board of Governors to study, make such changes as are deemed necessary, and approve the budget of the Association.

Section 5

The Board of Governors shall provide proper headquarters for the Association.

Section 6

The Board of Governors shall be vested with the authority to:

- A. Select, enter into contracts with, and employ the Executive Director.
- B. Discharge the Executive Director for cause.
- C. Establish the salary and expense account of the Executive Director.
- D. Dictate the policies and duties of the Executive Director.
- E. At its discretion, elect an Executive Director Pro-Tem who shall perform the duties of the Executive Director in the event of the absence or inability of the Executive Director to conduct the affairs of that office. Unless the Board of Governors determines otherwise, the presumption is that the Association's Assistant Executive Director would perform the duties of the Executive Director in the event of any such absence or inability on the part of the Executive Director.

Section 7

The Board of Governors shall have complete charge of the property and all financial affairs of the Association, including the management of all Association publications.

Section 8

The Board of Governors may, at its discretion, elect an Assistant Treasurer from the membership who shall perform the duties of the Treasurer in the event of the absence or inability of the Treasurer to conduct the affairs of that office in the Association.

Section 9

The Board of Governors shall, in the event that the President-Elect is unable for any reason whatsoever to perform the duties of the office, elect a President-Elect from the membership of the Board of Governors.

Section 10

The Board of Governors shall report all of its actions deemed pertinent to the welfare of the Association at a designated meeting of the House of Delegates.

Section 11

The Board of Governors shall elect the Association's Delegate and the Alternate Delegate to the AVMA as provided for in Article XIV, Section 7 of these Bylaws.

ARTICLE XII

Duties of the Executive Director

The duties of the Executive Director shall be such as are delegated by the Board of Governors of the Association.

ARTICLE XIII

Duties of the Sergeant-at-Arms

The Sergeant-at-Arms shall admit to the meetings of the Association only those persons authorized by these Bylaws or as otherwise directed by the Board of Governors.

ARTICLE XIV

Election of Officers, Governors & Selection of Delegates

Section 1

- A. At its Annual Meeting, prior to installation of new Board members, the Board of Governors shall elect the President-Elect, Executive Committee Member-at-Large, and a Secretary-Treasurer for the ensuing year.
- B. For purposes of these elections all Board members present shall cast a vote.
- C. The President-Elect shall be elected from the Board members who have at least two (2) or more years to complete of their terms or have been elected to a second term.
- D. The Executive Committee Member-at-Large shall be elected from Board Members who have at least one (1) year or more to complete their terms or have been elected to a second term.
- E. The Treasurer may be elected from the Board of Governors or may be appointed by the Board.
- F. The elections specified in this section shall be by secret ballot at said meeting and the results shall be canvassed by the Executive Director and Assistant Executive Director. If the Executive Director and Assistant Executive Director are unable to perform this duty, the canvassing shall be performed by one or more individuals designated by the Board.
- G. To be elected, a nominee must receive more than fifty percent (50%) of the votes cast. In the event that no nominee receives more than fifty percent (50%) of the votes cast, a new election pursuant to these procedures shall be held between the two (2) nominees receiving the highest numerical vote. In all other respects the nomination of candidates and the election shall be as the Board of Governors may, by rule, direct.

Section 2

- A. The election procedures for members of the Board of Governors shall be that procedure as herein set forth. In all other respects the election shall be as the Board of Governors may, by rule, direct.
- B. The Board shall consist of sixteen (17) members. Eleven (11) members shall be elected from the nine districts as described in the Bylaws. An additional six (6) members shall serve At-Large and shall be elected by the Association's Leadership Committee. In the case of the Registered Veterinary Technician At-Large member, the Leadership Committee shall select the member from up to three candidates provided by the Registered Veterinary Technician Committee.
- C. At-Large Board of Governors Nominations
 - 1. Applicants for the At-Large Board positions shall not simultaneously run for an elected district Board position. After receiving letters of interest and applications from qualified Association members, the Leadership Committee shall evaluate candidates for the open At-Large positions.
 - 2. Existing Governors no longer representing a geographic district shall become At-Large Members until the end of their term.
- D. For the purpose of conducting elections of the members of the Board, the State of California is divided into constituent association districts constituted as follows:
 - 1. District 1 comprising the county of San Diego.
 - 2. District 2 comprising the counties of Los Angeles, Orange, and that portion of Kern County in Antelope Valley.
 - 3. District 3 comprising the counties of Riverside, San Bernardino, Imperial and Kern (excluding that portion of Kern County in Antelope Valley).
 - 4. District 4 comprising the counties of Monterey, San Benito, Santa Cruz, San Luis Obispo, Santa Barbara and Ventura.
 - 5. District 5 comprising the counties of Alpine, Amador, Calaveras, Fresno, Inyo, Kings, Madera, Mariposa, Merced, Mono, San Joaquin, Stanislaus, Tulare and Tuolumne.
 - 6. District 6 comprising the counties of El Dorado, Placer, Sacramento and Yolo.
 - 7. District 7 comprising the counties of Butte, Colusa, Del Norte, Glenn, Humboldt, Lake, Lassen, Marin, Mendocino, Modoc, Nevada, Plumas, Shasta, Sierra, Siskiyou, Sonoma, Sutter, Tehama, Trinity and Yuba.
 - 8. District 8 comprising the counties of Alameda, Contra Costa, Napa and Solano.
 - 9. District 9 comprising the counties of San Mateo and Santa Clara, and the City and County of San Francisco.

- E. Future redistricting of the nine (9) Association districts may be considered and accomplished as needed. Such redistricting may be necessary to provide for proper representation on the Board of Governors for all members of the Association.
- F. Five (5) members of the Board are elected each year for terms of three (3) years each.
 - 1. It is recognized that the geography and population distribution in the State of California make impractical exactly equal representation of members by each Governor.
 - 2. Each geographic district shall be represented by one (1) Governor except District 2 which shall be represented by three (3) Governors.
- G. With the exception of the Early Career Veterinarian Board position, Governors shall be elected to and shall serve for a term of three (3) years expiring at the end of the third fiscal year after election, or until a successor has been elected and qualified. No governor shall serve more than two (2) consecutive complete terms of office. After serving such a maximum term, a one-term break in service is required before a person may be considered for further election to the Board of Governors.

Each Early Career Veterinarian governor shall serve one (1) term of three (3) years expiring at the end of the third fiscal year after election, or until a successor has been elected and qualified. Service as an Early Career Veterinarian governor shall not count as a term of office for purpose of later service as a Governor under a different Board member category, even if such later service commences immediately upon the expiration of the Early Career Veterinarian term.

- H. A person is eligible for membership on the Board of Governors if they are a licensed California veterinarian (or, in the specific case of the Registered Veterinary Technician at-large position, a California Registered Veterinary Technician), has been a voting or RVT member of the Association for three (3) or more years immediately preceding the year of application and resides in, or maintains a principal office for the practice of veterinary medicine within, the State of California.
 - 1. A person representing a designated geographic district shall maintain a principal office for the practice of veterinary medicine or reside within the constituent association district from which that member is elected. Notwithstanding the preceding sentence, if a geographically-based position on the Board of Governors goes unfilled for a period of one year with no eligible candidates meeting the principal office/residency requirement specified therein, the Board of Governors shall have the discretion to appoint an otherwise eligible candidate who does not meet that requirement to represent the geographic district at issue. Said candidate must satisfy the petition requirements specified in subdivision c., below.
 - a. If a voting member maintains a principal office for the practice of veterinary medicine in a constituent association district different from the district in which the member resides, such voting member may, by written notice to the Board of Governors, direct that their right to vote in any election under this Section, be assigned to the Association district in which the member resides.

- b. If the Board of Governors determines that a voting member does not have a principal office for the practice of veterinary medicine, the Board shall direct that the member's right to vote in any election under this Section and the member's right to seek any elective office under this Section, be assigned to the constituent association district in which such member resides, unless the Board determines that such assignment should be made to a more appropriate district upon the presentation of a written petition by such member.
- c. Any eligible member of the Association may become a candidate for the Board upon submitting to the office of the Association a petition of intention in writing, signed by ten (10) members of the Association in good standing who reside in or maintain a principal office for the practice of veterinary medicine within the Association district which the member would represent if the member were successfully elected to membership on the Board of Governors.
- d. Only voting members of the Association who reside in or maintain their principal offices for the practice of veterinary medicine in the respective constituent association district, or whose right to vote has been assigned to the respective constituent association district, shall be entitled to vote for the member of the Board of Governors therefrom.
- e. The election shall be by ballot.
 - 1. Notification shall be mailed to constituent association officers in those districts where Board terms are scheduled to expire at least 120 days prior to the Annual Meeting of the Board of Governors. Notification will also be published in the *CVMA Weekly* and/or the January/February issue of the *California Veterinarian*.
 - 2. Candidates' petitions shall be returned by their district to the Association not later than 75 days prior to the Annual Meeting of the Board of Governors.
 - 3. In the event there is a single nominee for the district governor position, and said nominee is nominated in accordance with the Association's Constitution and Bylaws, the Executive Director shall be instructed to cast a unanimous ballot, thereby eliminating the mailing of ballots.
 - 4. Should more than one nominee submit the petition in accordance with the Constitution and Bylaws, ballots shall be mailed to every Association member in the eligible district not later than 60 days prior to the Annual Meeting, to be received and canvassed by the Executive Director not later than 30 days prior to the Annual Meeting.
- f. To be declared, a nominee must receive more than fifty percent (50%) of the votes cast.
 - 1. In the event that no nominee receives more than fifty percent (50%) of the votes cast, a new election pursuant to the procedures specified in this section shall be held between the two (2) nominees receiving the highest numerical vote. In all other respects, the election shall be as the Board of Governors may, by rule, direct.

- I. The members of the Board of Governors shall continue in office until their successors are elected and qualified.
- J. The term of office of each member of the Board of Governors shall commence upon installation at the Annual Meeting of the Board of Governors next succeeding the member's election, and that member shall hold office until a successor is elected and qualified.
- K. Veterinary Medical Student Representatives to the Board. There shall be one (1) veterinary medical student representative to the Board from each veterinary school within the State of California which is accredited by the AVMA-COE to confer the degree of DVM or an equivalent degree in veterinary medicine, for a term of one (1) year. Each such student representative shall be elected from the student membership of his or her school.

Section 3

- A. The Board of Governors may, by an affirmative vote of at least twelve (12) members, initiate replacement proceedings against one of its members.
- B. The procedures for removal of a Governor from office shall be as specified herein. A vacancy in office so created shall be filled in accordance with the provisions of Article XIV, Section 4.
- C. A member of the Board of Governors representing a designated geographic district may be removed without cause upon the affirmative vote of a simple majority of the members entitled to vote within the Association district from which said member of the Board was elected. The procedure for such removal shall be as follows:
 - 1. A petition of recall signed by at least ten percent (10%) of the members entitled to vote within the Association district from which said member of the Board of Governors was elected shall be submitted to the Executive Director.
 - 2. Upon certification of the petition of recall, the date for the special recall election shall be set and such election shall be held within ninety (90) days from the certification of the petition of recall.
 - 3. The election shall be by mail ballot and shall be conducted as though it were a regular election under this Article.
 - 4. In all other respects, the election shall be as the Board of Governors, may, by rule, direct.
- E. An at-large member of the Board of Governors may be removed without cause upon the affirmative vote of a simple majority of the Leadership Committee.

Section 4

- A. In the event that any member of the Board of Governors representing a designated geographic district is unable to serve a full term, the remaining members of the Board of Governors shall declare a special election to fill the vacancy.

1. The special election shall be held within sixty (60) days from the date of the creation of the vacancy.
 2. During the first thirty (30) days from the date of the creation of the vacancy, candidates may be nominated from the respective region in which the member unable to serve for a full term was elected, and such nomination of candidates shall be in accordance with the regular nominating procedures as specified.
 3. The special election shall be by ballot.
 - a. The ballots shall be mailed to those entitled to vote at least fifteen (15) days prior to the date of canvassing the ballots, and shall be returned by mail to the principal office of the Association where they shall be canvassed at least one (1) day prior to the sixtieth (60th) day after the creation of the vacancy.
 - b. The count shall be certified and the results officially declared.
 4. The successful candidate shall thereafter immediately assume duties as a member of the Board of Governors, and shall serve in office for the unexpired portion of the term of the member who has been replaced. If a Board member fills a vacancy in the first year of a three-year term, that shall count as their first term.
 5. In the event that there is only a single nominee for this special election, and said nominee has been nominated in accordance with the regular nominating procedures as specified, the Executive Director shall be instructed to cast a unanimous ballot, thereby eliminating the mailing of ballots.
- B. In the event that any At-Large member of the Board of Governors is unable to serve a full term, the Leadership Committee shall elect a candidate to fill the vacancy.
1. The special election shall be held within ninety (90) days from the date of the creation of the vacancy.
 2. During the first thirty (30) days from the date of the creation of the vacancy, there shall be a call for applications.

Section 5

- A. The voting members of the House of Delegates shall convene as needed, to fill a vacancy for the office of Chair-Elect of the House of Delegates.
- B. A Delegate of the House of Delegates shall be nominated for offices of the Chair and Chair-Elect of the House of Delegates unless otherwise prohibited by these Bylaws.
- C. The nomination of a Delegate as candidate for the office of Chair-Elect shall be by oral declaration. At least two (2) Delegates must sponsor the nomination of a Delegate for said office. Upon closing of nominations, the election shall proceed immediately by secret ballot.
- D. In the event that there is only a single nominee for said office, and said nominee has been nominated in accordance with the Constitution and Bylaws, the Executive Director or their designee shall be instructed to cast a unanimous ballot.

- E. In the event that there is more than one (1) nominee for the elective office, the election shall proceed in the House of Delegates by secret ballot and the results shall be canvassed by the Executive Director or their designee.
- F. To be declared elected, a nominee must receive more than fifty percent (50%) of the votes cast.
- G. In the event that no nominee receives more than fifty percent (50%) of votes cast, a new election shall be held between the two (2) nominees receiving the highest numerical vote.
- H. Election results shall be published in the first issue, subsequent to the balloting, of the *California Veterinarian* magazine.
- I. Installation of the Chair and the Chair-Elect shall take place at the first regular meeting following election.
- J. The House of Delegates shall, in the event that the Chair-Elect is unable for any reason whatsoever to perform the duties of office, elect a successor from the membership of the House of Delegates.
- K. Upon installation as Chair-Elect, the Association which the Delegate represents shall elect a new Delegate who shall assume the term of office when the Chair-Elect is installed as House of Delegates Chair.

Section 6

- A. In the event that any member of the House of Delegates is unable to serve a full term, the constituent association shall elect or appoint a new Delegate to fulfill the vacancy.
- B. This election shall be accomplished within sixty (60) days from the date of the creation of the vacancy.

Section 7

- A. The Association's Delegate and Alternate Delegate to the AVMA shall be elected by the Board of Governors at the meeting prior to the AVMA's annual meeting and shall serve for a term of four (4) years to expire immediately after the AVMA's annual meeting of that calendar year, or until a successor has been elected and qualified. No Delegate or Alternate Delegate shall each serve more than two (2) consecutive complete terms of office, except as necessary to satisfy this section. After serving such a maximum term, a one-term break in service is required before a person may be considered for election as Delegate or Alternate Delegate.
- B. Nominees shall apply in writing to the Executive Director's office not less than seven (7) days prior to the regular meeting at which such elections are held.
- C. In the event that there is only a single nominee for the office of Delegate or Alternate Delegate to the AVMA, and said nominee has been nominated in accordance with the Constitution and Bylaws, the Executive Director shall be instructed to cast a unanimous ballot.
- D. In the event that there is more than one (1) nominee for such elective office, the election shall be determined by secret ballot and the results shall be canvassed by the Executive Director.

- E. To be declared elected, a nominee must receive more than fifty percent (50%) of the votes cast by the Board of Governors.
- F. In the event that no nominee receives more than fifty percent (50%) of the votes cast, a new election shall be held between the two (2) nominees receiving the highest numerical vote.
- G. Election results shall be published in the first issue, subsequent to the balloting, of the *California Veterinarian* magazine.

ARTICLE XV

Association Dues

Section 1

- A. The Board of Governors shall fix the annual assessment of the dues and payment schedules for membership in the Association.
- B. Life, Distinguished Life, Honorary, Leave of Absence and Student Members shall be exempt from the payment of all dues.
- C. If dues are not paid in accordance with the policy established by the Board of Governors, membership shall terminate.

Section 2

The Board of Governors, at its regular meeting or a special meeting called for that purpose, may initiate action to assess Association members for funds, over and above any dues paid, for special needs and purposes. Such assessment shall be approved by the affirmative mail vote of a two-thirds (2/3) majority of the voting members of the Association.

Section 3

- A. There shall be a fund, known as the Reserve Fund, in which a minimum of 25%, and a goal of 50%, of the CVMA's liquid assets shall be maintained in reserves. The reserves allocation will be based on the Association's current operating budget.
- B. The Reserve Fund shall be used only for purposes and in such amounts as shall have been authorized previously by the Board of Governors. Such expenditure shall require an affirmative vote by at least twelve (12) members of the Board.

ARTICLE XVI

Committees

Section 1

There shall be a Committee that shall be responsible for promoting, identifying and electing leaders for the Association known as the Leadership Committee. This Committee shall also be responsible for periodically reviewing the CVMA's Constitution and Bylaws and Policy Manual.

Using appropriate Association resources, the Leadership Committee shall educate Association members about service in the Association, maintain a database of potential leaders and accept applicants for the At-Large Board of Governors positions, and make attempts to ensure professional diversity.

- A. The Leadership Committee shall be composed of nine (9) Association members, as follows:
 - 1. Chair – immediate past-president of the CVMA
 - 2. Six (6) members – The six immediately prior presidents of the CVMA (including the Chair referenced above).
 - 3. Three (3) members – The three immediately prior chairs of the House of Delegates.
- B. In the event that any person listed in the preceding paragraph is unable or unwilling to serve as indicated, the Board of Governors shall select another past president or House chair, as applicable, to serve.
- C. Members of the Leadership Committee can be removed by a two-thirds (2/3) vote of the Board of Governors or the House of Delegates.

Section 2

- A. In addition to the House of Delegates and the Leadership Committee, there shall be standing committees of the Association.
- B. Committees will consist of those outlined in the Association's Policy Manual and may be changed from time to time by an affirmative vote of at least twelve (12) members of the Board of Governors.
- C. Unless otherwise specifically provided:
 - 1. All appointments to standing and special committees shall be at the direction of the President.
 - 2. Each committee shall report directly to the Board of Governors.
 - 3. Committees shall have term limits unless otherwise specified in the Bylaws.
 - a. Members shall be appointed to one (1) three-year term, with an option to be appointed to an additional three-year term.
 - b. After serving two (2) consecutive terms, a one-year break is required before a person may be appointed to the same committee.
 - c. The members of the committee shall continue in their positions until their successors are appointed.
- D. Each committee may file a written report with the Executive Director before the semi-annual joint meetings of the Board of Governors and House of Delegates.

- E. A member of any committee may file a written minority report with the Board of Governors providing that member has advised the other members of the committee of the intent to do so.

Section 3

The Chair of each standing committee shall have the right to appoint sub-committees which shall function in an advisory capacity only.

Section 4

The Association President shall appoint the members, designate the Chair, and regulate the size of the various standing committees, subject to the approval of the Board of Governors, and in accordance with the following:

- A. The Finance Committee shall be chaired by the Treasurer.
- B. Veterinarians and Registered Veterinary Technicians shall be required to be members of the Association in order to be eligible for appointment.

ARTICLE XVII

Miscellaneous

Section 1. Amendments

- A. The Board of Governors may amend the Bylaws at any of its recognized meetings upon the affirmative vote of at least twelve (12) members of the Board, provided that the amendment or amendments shall have been:
 - 1. Presented to the Board of Governors in writing and introduced at a meeting of the Board of Governors held at least seventy-five (75) days prior to the next recognized meeting of the Board of Governors.
 - 2. Published in an Official Publication of the Association or, in the absence of such publication, mailed or electronically transmitted to each member of the Association, not less than sixty (60) days prior to the recognized meeting of the Board of Governors at which time final action is to be taken.
- B. If a petition in opposition to the proposed amendment, signed by at least ten (10) Active Members of the Association, is filed at least five (5) days prior to the recognized meeting of the Board of Governors at which final action is to be taken, the Association President shall convene a special meeting of the Board of Governors which shall be open to all members of the Association.
 - 1. At this meeting the Board of Governors shall receive the testimony of all persons choosing to speak in opposition to, or in favor of, the proposed amendment.
 - 2. At the conclusion of the meeting, and in the absence of a material change in the proposed amendment, the Board of Governors shall vote upon the proposed amendment

and, if at least twelve (12) members of the Board cast affirmative votes, the Bylaws shall then be so amended.

3. If, at the conclusion of the meeting, a material change in the proposed amendment has been made, the Association shall publish such revised version of the proposed amendment in an Official Publication of the Association, or in the absence of such publication, mail or electronically transmit same to each member of the Association not less than sixty (60) days prior to a meeting of the Board of Governors called for the purpose of taking final action on said amendments.
4. A petition in opposition, as set forth above, to the revised version of the proposed amendment shall be entertained by the Board of Governors only if the Board, in the exercise of its discretion, determines that circumstances so warrant.
5. At the special meeting the Board of Governors shall vote upon the revised version of the proposed amendment and, if at least twelve (12) members of the Board cast affirmative votes, the Bylaws shall then be so amended.

Section 2. Code of Ethics

- A. The Association shall maintain a Code of Veterinary Ethics.
- B. If any conflict exists between the Association's Code of Veterinary Ethics and that maintained by the AVMA, the Association's Code of Veterinary Ethics shall control.

Section 3. Parliamentary Procedure

The current edition of Robert's Rules of Order, when not in conflict with the Articles of Incorporation, Constitution, or Bylaws of the Association, shall be the guide for parliamentary procedure at all meetings of the Association and any other committees or groups within the Association.

An affirmative vote by at least ten (10) members of the Board of Governors shall be required to rescind or amend a prior Board motion.

Section 4. Official Publication

The *California Veterinarian* and the *CVMA Weekly* shall be the Official Publications of the Association.

Section 5. Awards

- A. CVMA Lifetime Achievement Award
 1. This is the highest Association award to recognize a member of the Association who has contributed to the advancement of veterinary medicine and organized veterinary medicine. It recognizes veterinarians who have demonstrated outstanding leadership in the building of a strong local and/or state association and who have contributed significantly to veterinary medicine in California.
 2. Candidate(s) may be nominated by any individual, committee or organization, and be reviewed and selected by the Leadership Committee. The selected candidate(s) will be

forwarded to the Board of Governors for final approval. The vote shall be done by secret ballot.

3. To qualify for this award, nominees must first be a Distinguished Life Member.
- B. The choice of recipients for an award(s) shall require an affirmative vote by at least twelve (12) members of the Board of Governors.