



AMERICAN VETERINARY CHIROPRACTIC ASSOCIATION

BYLAWS

Adopted by the Board of Directors June 23 2006
Amended October 1, 2008

ARTICLE I. Name

The name of the Association is the “American Veterinary Chiropractic Association,” or in short form “AVCA” or the “Association.” The AVCA is a not-for-profit corporation under the laws of Illinois.

ARTICLE II. Purposes and Objectives

The purpose of the Association is to provide public educational, social, credentialing, and professional services to the animal chiropractic community and the community at large. Specific objectives of the Association shall include:

- A. Promotion of the science, art, and philosophy of animal chiropractic;
- B. Promotion of informative and courteous relations between professional colleagues of both chiropractic and veterinary fields;
- C. Informing the public of the value of animal chiropractic as a health science;
- D. Developing and promoting a standard of education in animal chiropractic by means of an accreditation program for institutions offering animal chiropractic programs;
- E. Developing and promoting standards of animal chiropractic care by means of a professional certification program and a Code of Ethics for practitioners; and
- F. Performing all acts which the Association is empowered to conduct for the protection and advancement of its members.

ARTICLE III. National Office

The Association shall maintain a national office which shall constitute a permanent repository for the Association books and records. Branch or subordinate offices may be also be established. The national office shall carry out the procedures and policies of the Association under the guidance of the Board of Directors. The location of the national office and any branch offices shall be determined by the Board of Directors.

ARTICLE IV. Staff

The Executive Director shall be appointed by the Board of Directors and shall serve as the chief administrative officer of the Association. The Executive Director shall serve as an ex officio non-voting member, unless otherwise stipulated, of all committees and commissions.

ARTICLE V. Membership

A. Professional Membership

There shall be one professional membership category called the **Professional Certified Member**. Eligibility for this membership is limited to a licensed doctor of chiropractic or of veterinary medicine who is currently an AVCA certified doctor.

Professional members shall have the following rights and privileges:

- The right to vote
- The right to hold office
- The right to attend all meetings of the Membership.
- The right to receive all newsletters, journals and communications furnished to members by or through the association.
- The right to have access to all minutes of Membership meetings
- The right to present a matter of business before the Board and/or Executive Committee.
- The right to a fair and impartial hearing if charged with an infraction of the Code of Ethics

The Board shall establish application procedures, membership fees and periodic dues for membership. The Board shall also establish the duties of professional members and rules for the suspension and revocation of members who do not remain in good standing.

The Board may terminate or suspend a professional member for nonpayment of dues, or for conduct which the Board deems inimical to the best interests of the Association.

B. Associate Membership

There shall be two (2) classes of Associate membership. These classes are:

1. **Professional Associate Members** shall be:
 - a. Licensed doctors of veterinary medicine or doctors of chiropractic, and
 - b. who are not an AVCA certified doctor
2. **Associate Members** shall be:
 - a. Ethical persons who are not graduate doctors of veterinary medicine or doctors of chiropractic, but have a personal or professional interest in animal chiropractic, and
 - b. whose interests are in accord with the principles and objectives of the AVCA, and
 - c. who are in good standing with other animal clubs, organizations and associations.

Associate members are non-voting, but have the following rights and privileges:

- The right to attend all meetings of the membership
- The right to receive all newsletters, journals and communications furnished to members by or through the association.
- The right to present a matter of business before the Board and/or Executive Committee.

The Board shall establish application procedures, membership fees and periodic dues for Associate membership. The Board shall also establish the duties of Associate members and rules for the suspension and revocation of Associate members who do not remain in good standing.

The Board may terminate or suspend an Associate member for nonpayment of dues, or for conduct which the Board deems inimical to the best interests of the Association.

ARTICLE VI Board of Directors

Section 1: Management

Subject to the Articles of Incorporation, local laws, and these Bylaws, the activities and affairs of the Corporation shall be conducted, and all Association powers shall be exercised by or under the direction of the Board of Directors.

Section 2: Number, Election and Term of Office

- A. The Board of Directors shall consist of the President, President Elect, Secretary-Treasurer, three (3) elected Directors, the Immediate Past President and the chair of the Accreditation Commission and the chair of the Certification Commission are ex officio and voting members. The Board shall be chosen from Professional Certified Members in good standing, and shall consist of a minimum of three (3) doctors of chiropractic, and three (3) doctors of veterinary medicine.
- B. Director's seats vacant by expiration will be filled by election, consisting of a majority vote of the voting membership of the Association voting by ballot.
- C. Nominations for Directors will be submitted to the Board by the Nominating Committee. Nominations will be submitted no less than sixty (60) days, and no more than (120) days before the Annual Membership Meeting. Nominees must accept the nomination in writing to the Board. Nominations for Directors must be selected from the Professional Certified Membership.
- D. Directors shall serve terms of four (4) years, until their successors are elected and qualified, and may succeed themselves in office. Terms shall be staggered. *Amended October 1, 2008*

Section 3: Vacancies

Vacancies in the Board shall be filled by majority vote of the remaining Directors at the next Annual, Regular, or Special Board Meeting following the vacancy. The appointed Director will complete the unexpired term of the vacated position.

Section 4: Removal of a Director from the Board

Any Director may be removed from office, for any cause, at any meeting of the Board, by affirmative vote of two-thirds of the Directors then in office.

Section 5: Rights of Inspection

Every Director shall have an absolute right, at any reasonable time, to inspect the books, records, documents and physical properties of the Association.

Section 6: Meetings

Meetings of the Board shall be held at any place designated by the Board. An Annual Meeting of the Board shall be held each year in conjunction with the Annual Membership Meeting. Special Meetings may be called at anytime by the President, the President Elect, or any two (2) Directors.

Section 7: Quorum

At meetings of the board of directors a majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. Each member of the Board who is present has one (1) vote. No proxies are allowed. The President will only vote on those issues where his/her vote breaks a tie. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except as otherwise specifically provided by statute, the articles of incorporation, or these bylaws. If a quorum is not present at a meeting of the board of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 8: Participation by Telephone or Internet

Members of the Board may participate in a Board Meeting through the use of a conference telephone or other electronic means.

Section 9: Action Without a Board Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors have consented in writing to such action. Such consent shall have the same effect as a vote of the Board and shall be filed with the minutes and proceedings of the Board.

Section 10: Executive Committee

The Executive Committee shall consist of the elected officers of the Association, the Immediate Past President and the Executive Director. The Executive Committee shall possess and exercise all powers delegated to the Board of Directors between meetings of the Board. The Executive Committee shall meet at the call of the President. Each member of this Committee is entitled to one vote. Proxy votes will not be allowed. The President shall only vote on issues that involve breaking a tie vote.

ARTICLE VII Notice

Section 1: Method

Whenever by statute, the articles of incorporation, these bylaws, or otherwise, notice is required to be given to a director, committee member, or security holder, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given: (a) in writing, by mail, postage prepaid, addressed to the director, committee member, or security holder at the address appearing on the books of the Corporation; or (b) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time deposited in the United States mail.

Section 2: Waiver

Whenever, by statute or the articles of incorporation or these bylaws, notice is required to be given to a security holder, committee member, or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VIII Officers

Section 1: Elective Officers

The Officers of the Association shall be the President, Immediate Past President, President Elect and Secretary-Treasurer. Officer seats (except that of the Immediate Past President) vacant by expiration will be filled by election, consisting of a majority vote of the voting membership of the Association.

Section 2: Election

Officers shall be elected by a majority vote of the voting membership of the Association by ballot. Election of officers shall be from a slate of candidates selected by the nominating committee or nominated by petition.

Section 3: Terms of Office

Officers shall serve terms of two (2) years until their successors are elected and qualified, and may succeed themselves in office. The positions of President and President Elect will represent one doctor of chiropractic and one doctor of veterinary medicine.

Section 4: Vacancies

Vacancies in any office shall be temporarily filled by a majority vote of the Board of Directors at the next Annual, Regular, or Special Board Meeting following the vacancy. The appointed Officer will complete the unexpired term of the Officer vacated.

Section 5: President

The President shall be the chief elected officer of the Association and the Membership. The President shall preside at all meetings of the Board of Directors, Executive Committee, and Membership of the Association. The President shall also perform and discharge duties as directed and prescribed by the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint the chairs of all standing and other committees with the concurrence of the Board of Directors.

Section 6: President Elect

The President Elect shall perform the duties of the office of President in the absence or incapacity of the President by vote of the Executive Committee. The President Elect shall also perform and discharge all duties as the President or Board of Directors may prescribe from time to time.

Section 7: Secretary - Treasurer

The Secretary-Treasurer shall be responsible for the taking and keeping of the minutes which reflect the proceedings of all meetings of the Association. The Secretary-Treasurer shall be responsible for an accurate accounting of all monies received and dispersed and the financial condition of the Association subject to the discretion and control of the Board of Directors. The Secretary-Treasurer shall also perform and discharge all duties as the President or Board of Directors may prescribe from time to time.

ARTICLE IX Membership Meetings

Section 1: Type of Meeting

A. Annual Meeting

An Annual Membership Meeting shall be held each year on such a date and time as may be fixed by the Board.

B. Special Meetings

Special meetings of the Membership may be called by the President or a majority of the Board of Directors, or not less than 10% of the voting membership of the Association. It shall be the duty of the Secretary-Treasurer to cause written notice of any special meeting to be delivered to each voting member at least thirty (30) day prior to the scheduled special meeting date.

Section 2: Quorum

A majority of the number of voting members present and voting at a meeting constitutes a quorum of the membership for the transaction of business.

Section 3: Voting

Each member entitled to vote has the right to do so in person.

Section 4: Parliamentary Procedures

The rules contained in the most recently revised edition of Roberts Rules of Order shall be the parliamentary authority for the conduct of all membership meetings.

ARTICLE X Accreditation Commission

The Association shall establish the Animal Chiropractic Accreditation Commission (ACAC) to define and apply standards for the accreditation of any and all educational programs conferring degrees, diplomas or certificates designating competencies in animal chiropractic. The Commission shall have final authority to establish standards and processes and to award or deny accreditation.

The Commission will be composed of no less than three (3) and no more than seven (7) members. One member of the Commission shall be a public member and at least one member of the Commission shall be a member of the AVCA Board of Directors. AVCA Board representation on the ACAC will always be limited to a minority of the Commission seats. Commission membership shall, to the maximum extent possible, represent an equal mix of veterinarians and chiropractors.

ARTICLE XI Certification Commission

The Association shall establish the Animal Chiropractic Certification Commission (ACCC) to develop standards of care in animal chiropractic, conduct a professional certification program and award credentials to individuals who meet established criteria and assessments in different modes of care.

The Commission shall have final authority to establish standards and processes and to award or deny certification to applicants. The Commission will be composed of no less than three (3) and no more than seven (7) members. One member of the Commission shall be a public member and at least one member of the Commission shall be a member of the AVCA Board of Directors. AVCA Board representation on the ACCC will always be limited to a minority of the Commission seats. Commission membership shall, to the maximum extent possible, represent an equal mix of veterinarians and chiropractors.

ARTICLE XII Committees

Section 1. Standing Committees

It shall be the duty of the President to appoint chairpersons for the following standing committees of the Association:

A. Nominating Committee

The President shall appoint a Nominating Committee which shall consist of the Immediate Past President and three (3) voting members. Two of the voting members shall be current members of the Board of Directors. One of the two voting members shall be the President-Elect. The remaining voting members shall be selected from the voting membership. The Immediate Past President shall chair the Committee. The Committee shall provide public notice of all nominated candidates and include qualified candidates duly nominated through petition. *Amended October 1, 2008.*

B. Bylaws Committee

The Bylaws Committee shall periodically review the Bylaws and recommend changes deemed necessary to improve the operation of the Association. The Bylaws Committee shall consist of the President and Past President (both serving ex officio, with vote) and at least two (2) voting members of the Association.

C. Marketing Committee

The Marketing Committee shall develop plans of action that will promote animal chiropractic and the Association.

D. Legislative Committee

The Legislative Committee shall develop plans that will encourage and foster the legal position of the Association and its members in the disposition, regulation, and performance of animal chiropractic.

Section 2. Other Committees

The President, acting with the approval of the Board of Directors, may establish and appoint chairs and members of other committees deemed appropriate and necessary to achieve the goals and objectives of the Association. Any voting member of the Association may be appointed a chair of a committee. Any other committee that conducts no business and makes no report within any given fiscal year shall automatically be dissolved.

ARTICLE XIII. Non-Discrimination

The Association and its Commissions shall not discriminate against any person on the basis of gender, race, creed, color, national or ethnic origin, age, disability or sexual orientation.

ARTICLE XIV. Amendments

Prior to each Annual Membership meeting, the Bylaws Committee shall review the current Bylaws and suggest necessary changes thereto. The Bylaws Committee shall consider any amendments proposed by voting members in good standing.

Notice of any proposed amendments shall be sent to the Board of Directors at least one hundred twenty (120) days prior to the Annual Membership meeting. The Board of Directors shall submit notice of recommended changes to the voting membership at least sixty (60) days in advance of the Annual Membership meeting. The notice to the Membership shall include the proposed amendments and reasons therefore, together with the recommendations of the Bylaws Committee. An affirmative vote of two-thirds (2/3rds) of the members voting by ballot is necessary to amend the Bylaws.

ARTICLE XV. Indemnification

To the fullest extent provided by law, the Association shall indemnify all directors, officers, commissioners, employees, and/or agents of the Association against expenses actually and reasonably incurred by them in connection with the defense of any civil action, suit, or proceeding in which they are made or threatened to be made a party by reason of being or having been a director, officer, commissioner, employee, or agent except in relation to matters as to which they are adjudged in the action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty to the Association.

ARTICLE XVI. Dissolution

The Association may be dissolved only in accordance with the provisions of the Articles of Incorporation under the laws of the State of Illinois and with the applicable provisions of the *Internal Revenue Code*, provisions and applicable to dissolution and distribution of corporate assets applicable to 501(c)(3) of such code.