



WISCONSIN VETERINARY MEDICAL ASSOCIATION, INC.

ARTICLES OF INCORPORATION

Article 1

The name of the corporation shall be Wisconsin Veterinary Medical Association, Inc.

Article 2

The period of existence shall be perpetual.

Article 3

The mission and purpose of the corporation shall be to advocate and promote veterinary medicine while enriching animal and human health. Without limiting the scope of the mission and purpose of the corporation, the activities of the corporation will include:

- a) Conducting an annual meeting and continuing education programs for members of the profession;
- b) Promoting veterinary research;
- c) Promoting animal disease prevention and control;
- d) Advancing the science, art and business of veterinary medicine through coordinated group effort;
- e) Promoting humane care and treatment of all animals;
- f) Informing the public of the purpose and role of the veterinary medical profession;
- g) Taking positions on legislative and social issues affecting the profession;
- h) Encouraging member participation in community activities and public service that reflect positively on the profession;
- i) Encouraging inter-professional cooperation and advancement of veterinary medicine and related fields;
- j) Upholding the honor and dignity of the veterinary medical profession; and
- k) Encouraging continuing education to support the lifelong obligations of continual improvement of professional knowledge and competence.

Article 4

The number of executive board directors shall be set in the Bylaws of the corporation, but shall not be fewer than three.

Article 5

The designation of classes of members, and the qualifications, rights and method of acceptance of members of each class shall be set forth in the Bylaws of the corporation.

Article 6

These articles may be amended in any manner authorized by law at the time of amendment.

Article 7

These articles supersede and take the place of the existing articles of incorporation and any amendments thereto.

Executed by the undersigned for the Wisconsin Veterinary Medical Association, a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR A PROFIT. Guidelines and detailed procedures for complying with the following constitution and By-laws will be found in the Standard Operating Procedures manual.

By-Law 1, Members

Section 1. Classes of Membership

A. Regular Member

A Regular Member shall be a graduate of a veterinary school recognized by the American Veterinary Medical Association (AVMA), or licensed to practice veterinary medicine in Wisconsin, with a Primary Residence or Clinic Address in Wisconsin. Such Regular Member must be current in payment of dues, of good character and his/her professional conduct must meet the requirements of the code of ethics of the AVMA. Regular Members are allowed to hold an elective office, Executive Board, Committee and task force positions and vote at all meetings of the Members.

B. Life Member

A life member is one who has reached the age of 70 years by January first of the membership year and has been an active member of the state association for at least 35 continuous years. A life member shall be exempt from paying dues. Such life member may participate in association activities and serve on the committees but may not hold elective office or serve as a member of the executive board. This individual shall not be allowed to vote.

C. Military, Regulatory, Public Health and SVM Faculty Member

A Member who is in the military, in a state or federal regulatory position, in a public health position, or on the faculty at the University of Wisconsin School of Veterinary

Medicine, shall be recognized in this special membership class, in addition to such Member's other membership classification. The Executive Board is authorized to adopt further enhancements to honor the public service of such Members.

D. Veterinary Staff Affiliate Member

A Veterinary Staff Affiliate Member is a member who is employed at a veterinary clinic. Subject to guidelines and procedures to be adopted by the Executive Board, a Veterinary Staff Affiliate Member may participate in WVMA meetings and serve on WVMA Committees and task forces, but shall not hold an elective office or vote at meetings of Members.

E. Out-of-State Member

The individual recognized as an Out-of-State Member must have both a Primary Residence and Clinic Address outside the state of Wisconsin. Out-of-state members may participate in WVMA meetings and serve on WVMA Committees and task forces but shall not hold elective office or vote at any meeting of the Members.

F. Veterinary Medical Industry Member

A Veterinary Medical Industry Member shall be a company that provides products or services to the veterinary medical profession, and that professes an interest in promoting the work of the WVMA and promoting veterinary medicine. The procedure for applying for Veterinary Medical Industry Member status shall be established by the Executive Board. Such Veterinary Medical Industry Member may not participate in WVMA meetings and shall not hold an elective office or vote at meetings of Members.

G. Early Career Member

Upon graduation from an accredited school of veterinary medicine and application for membership, new graduates will be accepted into Regular Member status, and they will receive all the benefits of membership. The Executive Board may, at its discretion, allow a period of deferral of dues for new graduates and may establish such additional incentive programs to encourage membership of new graduates as the Executive Board decides is in the best interests of the WVMA and its Members.

H. Student Member

A Student Member is a (i) non-veterinarian enrolled in an accredited School of Veterinary Medicine, or on sabbatical from said institution and pursuing an advanced degree in a related health field, (ii) a graduate student, (iii) an intern or (iv) a resident. While actively

enrolled and pursuing a Veterinary Medical degree or graduate degree, or actively working as an intern or resident, a Student Member is allowed to serve on WVMA Committees and task forces as well as on the Executive Board. A Student Member on sabbatical is allowed to serve on WVMA Committees and task forces but is not allowed to serve on the Executive Board. A Student Member is allowed to vote on a WVMA Committee and task force level only, unless the Student Member is a member of the Executive Board, in which case the senior Student Member is afforded the voting rights of a Regular Member. The Executive Board shall establish procedures for a person to apply for and maintain Student Member status.

Section 2. Eligibility for Membership

Any person or company meeting the requirements set forth in these Bylaws shall be regarded as eligible for membership in the WVMA. All members are required to meet the requirements of the code of ethics of the AVMA.

Section 3. Application Fee; Dues

The application fee and the annual dues of the WVMA shall be determined by the Executive Board. The Executive Board may adjust the dues, from time to time, for the various categories of membership, including, but not limited to, promotional programs to increase membership, discounted dues for a Member who is a veterinarian in a state or federal regulatory position, in the military, in a public health position or employed at the University of Wisconsin School of Veterinary Medicine and such other and further initiatives as the Executive Board decides are in the best interests of the WVMA and its Members.

Section 4. Tenure

Upon satisfying the requirements for membership set forth herein, submission of the membership application and payment of the application fee and first year's dues, the applicant shall be a Member. A Member of the WVMA shall retain his/her/their membership for as long as the Member is current in payment of dues, remains qualified to be a Member and membership has not otherwise been terminated as allowed hereunder.

Section 5. Termination of Membership

Any Member who has his/her/their Wisconsin veterinary license revoked by action of the licensing board shall automatically be terminated as a Member without any further action required. If a Member is convicted of a felony, or otherwise engages in behavior that is determined by the Executive Board to be detrimental to the best interests of the WVMA, the Executive Board may, in its sole discretion, terminate the Member's membership or impose such other sanctions as the Executive Board determines appropriate.

Section 6. Meetings of the Members

A. Annual Meeting

There shall be at least one regular meeting of the Members annually, which may be held in person or via webinar or other electronic means. The time and manner for the meeting shall be decided by the Executive Board.

B. Special Meetings

A special meeting shall be called by the President at the request of the Executive Board or at the written request of 10 percent of the Regular Members, which meeting may be held in person or via webinar or other electronic means. The time and manner for the special meeting shall be decided by the Executive Board. Such a request shall set forth the purpose of such a meeting and the subjects to be discussed. The topics to be addressed at the special meeting shall be limited to the topics identified in the meeting request.

C. Quorum

Ten percent of the Regular Members shall constitute a quorum for the transaction of business during an annual or special meeting.

By-Law 2, Officers

Section 1. Officers

Officers of the WVMA shall be the President, President-Elect, Treasurer and Executive Director. The President shall hold office for one year or until a successor has been chosen and shall start his/her/their term at the first Executive Board meeting of the calendar year. The President-Elect shall be elected by the membership at the annual meeting and shall automatically become President after serving one year as President-Elect, or earlier in the event the President is unable to serve for any reason. The Treasurer shall be appointed by and serve at the will of the Executive Board and be reviewed annually. The Executive Director shall be appointed by and serve at the will of the Executive Board and shall be designated secretary for official reporting purposes.

Section 2. Qualifications of President-Elect

Any Regular Member who has been a Regular Member for the immediate past five years, and is not otherwise ineligible for elective office hereunder, shall be eligible for nomination for the office of President-Elect. A member of the Wisconsin Veterinary Examining Board shall not be eligible for nomination for President-Elect.

Section 3. Nomination and Election of President-Elect

A. Nomination

The President shall activate the Executive Committee to select candidates for nomination for the office of President-Elect. The candidates will be considered by the Executive Board and one or two names of those submitted shall be selected to be placed in nomination for President-Elect. Any Member meeting the qualifications for President-Elect may have his/her/their name placed on the ballot by submitting a nomination to the Executive Director at least thirty (30) days prior to the annual meeting, accompanied by a minimum of twenty (20) signatures of Regular Members.

B. Election

The election of the President-Elect shall be conducted during the annual meeting. In the event of a contested election, the vote shall be by electronic ballot; mailed ballots will also be accepted. The winner must receive a majority vote of Regular Members voting. If there is a non-contested election, Executive Committee chairperson will ask that the nominee be approved by unanimous consent at the annual meeting. The President-Elect shall take office at the first Executive Board meeting of the calendar year.

Section 4. Duties of Officers

A. President

The President shall preside at all annual and special meetings of the WVMA membership. The President shall chair the Executive Board with the right to vote in case of a tie. Except as otherwise provided herein, the President shall make appointments to all Standing and Special Committees and to all task forces. The President shall make an annual report to the membership at the end of his/her term which shall be an analysis of the condition of the WVMA and the veterinary profession, activities and progress during the past year and suggestions for improvement. At the conclusion of such term of office, the President shall become the Immediate Past President and shall serve one year as a voting member of the Executive Board and the Executive Committee.

B. President-Elect

The President-Elect shall automatically become President at the termination of the previous President's term of office. The President-Elect shall be a voting member of the Executive Board and the Executive Committee. The President Elect shall assume the duties of the President if the President is unable to fulfill the duties of the office.

because of disability, death or any other reason. If the President-Elect is unable to assume the duties of President or complete such term of office, the Executive Board shall appoint a Member who meets the qualifications for President-Elect to serve as President until the next annual meeting.

C. Treasurer

The Treasurer shall be a Regular Member or an Emeritus (Life) Member whose Primary Residence or Clinic Address is in Wisconsin. The Treasurer shall be authorized to countersign checks with the Executive Director to pay bills incurred by the WVMA in the conduct of its business. Additional persons may be authorized by the Executive Board to countersign checks. Financial statements shall be provided for the Executive Board throughout the year by the Treasurer, and an annual fiscal report shall be prepared and printed which shall be available to Members at the time of the annual meeting.

D. Executive Director

The Executive Director shall be the general manager and chief executive administrative officer of the WVMA and shall be employed by and responsible to the Executive Board. The Executive Director shall receive an annual salary in an amount to be determined by the Executive Board. The Executive Board may, at its discretion, require that the Executive Director be bonded. The cost of the bond shall be paid by the WVMA. General responsibilities will include all administrative matters such as maintaining membership records, recording minutes of Member and Executive Board meetings, keeping WVMA records, correspondence, publication and mailing and emailing of information and newsletters to Members and arranging meeting facilities. Additional duties and responsibilities may be established by the Executive Board. The Executive Director shall be a non-voting member of the Executive Board, Executive Committee and of all Standing Committees.

By-Law 3, Executive Board

Section 1. Purposes

The Executive Board shall be the administrative and governing body of the WVMA. The Executive Board shall have the power to take action on all matters of business affecting the WVMA. The Executive Board shall formulate such rules and policies as the Executive Board deems necessary or appropriate to carry into effect the mission and purpose of the WVMA.

Section 2. Voting, Non-Voting Members

The Executive Board shall consist of voting members, non-voting members and the President. The voting members shall be the President-Elect, Immediate Past President, the District Board

Members, the President in a matter of a tie, and the most senior Student Member who is a member of the Executive Board. The non-voting ex-officio members shall be the Executive Director; Treasurer; Delegate to the AVMA; State Veterinarian, Animal Health Division, Wisconsin Department of Agriculture, Trade and Consumer Protection; Dean, School of Veterinary Medicine, University of Wisconsin; director of the Wisconsin Veterinary Diagnostic Laboratory; and the most junior Student Member who is a member of the Executive Board.

Section 3. Meeting, Quorum

The Executive Board shall convene at the call of the President or at the written request of three voting members of the Executive Board. A simple majority of seven voting members of the Executive Board shall constitute a quorum for the transaction of business. Members of the Executive Board may participate in meetings by telephone or other electronic means.

Section 4. Chairperson, Vice-Chairperson

The President shall become Chairperson of the Executive Board at the beginning of the President's term of office. The Executive Board shall elect a Vice-Chairperson to serve for one year at the last regular Executive Board meeting of the calendar year. The Vice-Chairperson shall be elected from one of the voting Executive Board members who have at least two years tenure on the Executive Board. The Vice-Chairperson shall chair the Executive Board meetings in the absence of the Chairperson.

Section 5. District Board Members

Each WVMA district shall be represented by one member on the Executive Board (the "District Board Member"). Only Regular Members can be elected as a District Board Member. A member of the Wisconsin Veterinary Examining Board shall not be eligible for election as a District Board Member. The District Board Member shall be elected by the Regular Members of that district for a term of office on the Executive Board of four years. A District Board Member shall not serve two successive complete terms. Newly elected District Board Members shall take office at the first Executive Board meeting of the calendar year. A District Board Member elected as a replacement to complete a term of office shall take office at the next Executive Board meeting after the election and serve for the remainder of the term, and is eligible to be re-elected to serve a successive complete term.

Section 6. District Election Procedure

At least three months before the expiration of a District Board Member's term, the WVMA will ask members of the district, as well as the current District Board Member, for nominations of a new representative. The Executive Director shall then send ballots electronically to each Regular Member of that district. These ballots must be returned to the Executive Director at least two weeks prior to the expiration of the present District Board Member's term to be valid. Mailed ballots will also be accepted. If there is a tie, the winner will be decided by flipping a coin. A special election shall be held to elect a replacement for any District Board Member who is unable to complete a term of office using the same procedures of nomination and balloting as

for an expired term.

Section 7. Districts

The state shall be divided into the following nine districts. A Member's Primary Residence or Clinic Address, as shown in the WVMA records, shall determine the district in which that Member votes. The districts are as follows:

District 1

Milwaukee, Ozaukee, Waukesha

District 2

Green, Jefferson, Kenosha, Racine, Rock, Walworth

District 3

Dodge, Fond du Lac, Green Lake, Sheboygan, Washington, Winnebago

District 4

Brown, Calumet, Door, Florence, Kewaunee, Manitowoc, Marinette, Oconto, Outagamie, Waupaca

District 5

Columbia, Dane

District 6

Crawford, Grant, Iowa, La Fayette, Richland, Sauk

District 7

Buffalo, Jackson, Juneau, La Crosse, Monroe, Trempealeau, Vernon

District 8

Ashland, Barron, Bayfield, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Iron, Pepin, Pierce, Polk, Price, Rusk, St. Croix, Sawyer, Washburn

District 9

Adams, Forest, Langlade, Lincoln, Marathon, Marquette, Menominee, Oneida, Portage, Shawano, Taylor, Vilas, Waushara, Wood

Should the Executive Board conclude, with consideration given to membership population, geography and lines of communication, that changes should be made to the districts, the Executive Board shall recommend such changes at the next annual meeting and such changes must be approved by a majority vote of the Regular Members voting at such meeting.

Section 8. Closed Meetings of Executive Board

The Executive Board may be called into closed session by the President. The Executive Board will always go into closed session when personnel matters are discussed. The Executive Board will decide whether, and if so which, persons other than members of the Executive Board may be requested to attend the closed session.

Section 9. Conflict of Interest

Any Executive Board member, Officer or Standing or Special Committee member who has a direct or indirect financial interest in a matter relating to the WVMA shall promptly disclose such interest to the Executive Board. The Executive Board shall decide what, if any action is appropriate to address the possibility of a conflict of interest. Each Executive Board member, Officer and Standing and Special Committee member shall provide annually a statement affirming that said person does not have any financial or other personal interest that is incompatible with the proper discharge of the person's fiduciary duties to the WVMA.

Section 10. Indemnification

The WVMA shall, to the fullest extent permitted or required by applicable Wisconsin law, indemnify its Executive Board members and Officers against any and all liabilities, and advance reasonable expenses incurred thereby in any proceeding to which an Executive Board member or Officer is a party because such person is a member of the Executive Board or an Officer of the WVMA. The WVMA may acquire insurance to protect the interests of its Executive Board members and Officers.

By-Law 4, Executive Committee

The Executive Committee shall consist of seven members: President; President-Elect; Immediate Past President; Vice-Chairperson, AVMA Delegate and the Treasurer of the Executive Board; and the Executive Director, as a non-voting member. The Executive Board Vice Chairperson will serve as the Chair of the Executive Committee.

The functions of the Executive Committee shall be the tasks set forth below and for any emergency action when the President determines that it is not feasible to call an Executive Board meeting. The Executive Committee may meet and vote telephonically and electronically. The Executive Committee shall not change or modify any action taken by the Executive Board. All actions of the Executive Committee will be reported to the Executive Board at the next meeting of the Board.

The Executive Committee shall (i) review the Bylaws and the Standard Operating Procedures and Policies and send any recommended revisions to the Executive Board, (ii) select candidates to run for the President-Elect position, and (iii) select candidates to run for the AVMA Delegate and AVMA Alternate Delegate positions.

The Executive Committee shall (i) review year-end financials and any audit or annual review made by a professional auditing firm, (ii) review mid-year financials and (iii) prepare a budget for the following year.

The Executive Committee shall (i) review the performance, compensation and duties of the

Executive Director and make recommendations to the Executive Board, and (ii) review the Executive Director's evaluations and compensation recommendations of other WVMA staff and make recommendations to the Executive Board.

By-Law 5, Standing and Special Committees and Task Forces

Section 1. Standing Committees

The following Standing Committee is hereby created in order to carry on recurring responsibilities:

A. Legislative Committee:

1. The Legislative Committee shall consist of six members, each appointed for three-year terms, with two appointments each year. In addition, the following shall serve as ex-officio non-voting members of the Committee: (i) two students from the UW School of Veterinary Medicine, (ii) an Executive Board member and (iii) a Wisconsin Veterinary Technicians Association member.

2. The Committee shall maintain liaison with regulatory authorities and with the WVMA Legislative Counsel. The Committee, along with the Legislative Counsel, shall keep the Executive Board advised regarding legislative matters.

The President shall make appointments to Standing Committees as soon as possible after taking office. The objectives and responsibilities of the Standing Committee shall be made known to each appointee by the President.

Section 2. Special Committees and Task Forces

Such other committees and task forces shall be created by the Executive Board from time to time as are pertinent to the needs of the WVMA and the profession.

By-Law 6, Delegate and Alternate Delegate to the AVMA

Section 1. Duties

The WVMA shall have a Delegate to the AVMA and an Alternate Delegate. The Delegate shall be the WVMA representative to the House of Delegates of the AVMA. The Delegate shall attend all Executive Board meetings as a non-voting ex-officio member of the Executive Board, and keep the Executive Board informed of matters before the House of Delegates. The Delegate shall prepare an annual written report regarding actions by the House of

Delegates during the prior year and pending matters, and submit such report at the time of the annual meeting of the Members.

Section 2. Tenure

Tenure of office for the Delegate and the Alternate Delegate, respectively, shall be four years or as prescribed by the AVMA. The Alternate Delegate shall automatically become the Delegate after the previous Delegate has completed the Delegate's term. If the Delegate is unable to serve because of disability, death or any other cause, including removal from the office of Delegate by the Executive Board for failure to fulfill the duties of the position, the Alternate Delegate shall succeed as Delegate for the remainder of the term of the former Delegate, plus the following term, and the Executive Board shall designate a Regular Member to fill the remainder of the term of the Alternate Delegate.

Section 3. Election

The election of the Alternate Delegate by the membership will occur every four years. The Executive Board shall establish the date for the election consistent with AVMA requirements. The Executive Committee shall submit a name or names of Regular Members as candidates for Alternate Delegate to be voted on by the members. If there is a contested election, the vote will be by electronic ballot; mailed ballots will also be accepted.

The winner must receive a majority vote of Regular Members voting. If there is a non-contested election, the Executive Committee chairperson will ask that the Alternate Delegate be approved by unanimous consent.

By-Law 7, Dissolution

The WVMA may be dissolved in accordance with the requirements of Chapter 181 of the Wisconsin Statutes, as amended from time to time. Upon such dissolution, after payment of all liabilities, all remaining assets of the WVMA shall be distributed to the Wisconsin Veterinary Medical Foundation, Inc. to be used as the Board of the Foundation shall decide.

By-Law 8, Parliamentary Authority

The rules contained in Robert's Rules of Order, revised, shall govern the WVMA in all cases to which they are applicable and in which they are consistent with the By-laws or special rules of order of the WVMA.

By-Law 9, Methods of Amending the Articles of Incorporation and By-Laws

Proposed amendments to the Articles of Incorporation and By-laws of the WVMA may be submitted in writing to the Executive Board by a Regular Member. The Executive Board shall duly discuss the proposal and shall take action to endorse it, reject it or refer it to a committee for study or proper wording. The Executive Board may also initiate proposed

amendments.

Proposals which receive Executive Board endorsements are to be presented to the membership at the next annual meeting. Members shall receive notice of all proposed amendments, including a copy of the proposed amendments, at least thirty (30) days prior to the annual meeting.

An amendment shall become effective when it is passed by a two-thirds vote of all Regular Members voting at an annual or special meeting.

By-Law 10, Continuity

These By-laws supersede and take the place of the heretofore existing By-laws and amendments thereto.

These Amended and Restated By-Laws are adopted this 21st day of October 2021.