



WISCONSIN VETERINARY MEDICAL ASSOCIATION, INC.

Bylaws

Bylaw 1, Members

Section 1. Classifications of Membership

The membership classifications of the Wisconsin Veterinary Medical Association, Inc. (the "Association") shall be Regular, Life, Military, Regulatory, Public Health or SVM Faculty, Veterinary Staff, Out-Of-State, Industry Partner, and Student. Each member must be current in payment of annual dues to the Association, of good character, and his/her professional conduct must meet the requirements of the code of ethics of the American Veterinary Medical Association (AVMA) and any rules of the Association. The Regular, Military, Regulatory, Public Health or SVM Faculty and Student membership classifications are the only classifications that may vote and hold an elective position. Student members may only vote on the WVMA committee and task force level, 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. Memberships are non-transferrable.

A. Regular Member

A Regular Member shall be a graduate of a veterinary school recognized by the AVMA, or licensed to practice veterinary medicine in Wisconsin, with a primary residence or clinic address in Wisconsin.

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 a Regular Member of the Association for at least 35 years. A Life Member shall be exempt from paying dues, is eligible to purchase All-Course Access for Lifetime Members, and may participate in Association activities and serve on committees and task forces.

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 Member

A Veterinary Staff Member is a member who is employed at a veterinary clinic within the State of Wisconsin. Subject to guidelines and procedures to be adopted by the Executive Board, a Veterinary Staff Member may participate in meetings and serve on Association Committees and task forces.

E. Out-of-State Member

The individual recognized as an Out-of-State Member shall be a graduate of a veterinary school recognized by the AVMA or licensed to practice veterinary medicine in Wisconsin and must have both a primary residence and clinic address outside the State of Wisconsin. Out-of-State Members may participate in Association meetings and serve on Association Committees and task forces.

F. Industry Partner Member

An Industry Partner Member shall be a person within a company that provides products or services to the veterinary medical profession, and that professes an interest in promoting the work of the Association.

G. 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. A Student Member on sabbatical is allowed to serve on Association Committees and task forces but is not allowed to serve on the Executive Board. The Executive Board shall establish procedures for a person to apply for and maintain Student Member status.

Section 2. Application Fee; Dues

The annual dues of the Association shall be determined by the Executive Board. The Executive Board may, in its sole discretion, adjust the dues, from time to time.

Section 3. Tenure

Upon satisfying the requirements for membership set forth herein and payment of the first year's dues, the applicant shall be a Member. A Member shall retain 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 4. Termination of Membership

Any Member whose Wisconsin veterinary license has been 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 Association, 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 5. 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

10 percent of Regular Members shall constitute a quorum for meetings of the Members.

Bylaw 2, Executive Board

Section 1. Purposes

The Executive Board shall be the administrative and governing body of the Association. The Executive Board shall have the power to take action on all matters of business affecting the Association. 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 Association.

Section 2. Voting, Non-Voting Board Members

The Executive Board shall consist of voting members, non-voting members and the President. The voting members, which shall consist of nine to eleven members, including the President-Elect, Treasurer, 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 of the Executive Board shall be the Executive Director and Past President. The Advisory Group of the Executive Board shall be the Delegate to the AVMA; the Alternate Delegate to the AVMA; State Veterinarian, Animal

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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. A simple majority of voting members of the Executive Board shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of the majority of the members of the Executive Board at the meeting and entitled to vote on the subject matter shall commence the action. Members of the Executive Board may participate in meetings by telephone or other electronic means. The Executive Board may be called into closed session by the President.

Section 4. Action without a Meeting

Any action required or permitted by the Articles of Incorporation or Bylaws may be taken without a meeting if a consent in writing, setting forth the action so taken, be signed or consented to in writing, manually or by electronic means, by all voting members the Executive Board then in office.

Section 5. Executive Board Representation

The members of the Executive Board shall be selected by a vote of the Members. Each of the five Association regions shall have at least one member on the Executive Board who works within that region. The Senior Student member of the Board will not be considered for regional representation. When necessary, the Board will create ballots from review of nominations put forth by members for members to vote on Directors to ensure representation from each region. A member of the Wisconsin Veterinary Examining Board shall not be eligible for election to serve on the Executive Board. The term for directors shall be three (3) years. Directors may serve up to two (2) consecutive terms, with up to four (4) terms total during a director's lifetime. Student terms are not subject to the term limits. Any mid-term vacancies on the Executive Board may be filled by a vote of the Executive Board and the Executive Board may vote to remove a Director if such Director engages in malfeasance, commits a crime, or otherwise is unable to effectively represent the Association.

Section 6. Regions

The Executive Board from time to time, may create various Regions of the Association with the goal of ensuring fair representation of membership throughout the State of Wisconsin.

Section 7. Conflict of Interest

Any Executive Board member, Officer or Special Committee member who has a direct or indirect financial interest in a matter relating to the Association 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 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

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person's fiduciary duties to the Association.

Section 8. Indemnification

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this Association shall be indemnified and held harmless by the Association to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights).

Section 9. Executive Committee

The Executive Board may create an Executive Committee consisting of some of the directors and/or officers of the Association and delegate to it certain Executive Board authority.

Bylaw 3, Officers

Section 1. Officers

Officers of the Association shall be the President, President-Elect, Secretary, and Treasurer. Additional officers may be elected by the Board as it deems necessary from time to time, with such duties as shall be prescribed by the Board.

A. President

The President shall preside at all annual and special meetings of the members of the Association. The President shall chair the Executive Board with the right to vote in case of a tie and shall also chair the Executive Committee (if any) as a voting member. 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 the President's term. At the conclusion of such term of office, the President shall become the Immediate Past President and shall serve one year as a non-voting member of the Executive Board and a voting member of 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 Board Director who meets the qualifications for President-Elect to serve as President until the next annual meeting.

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C. Secretary

The Secretary shall give notice of all meetings of the Executive Board and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Executive Board meetings and all committee meetings. The Executive Director shall serve as Secretary unless otherwise determined by the Board.

D. Treasurer

The Treasurer shall be a Regular 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 Association 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 presented to Members at the time of the annual meeting. The Treasurer shall be a voting member of the Executive Board and the Executive Committee.

E. Executive Director

The Executive Director shall be the general manager and chief executive administrative officer and Secretary of the Association and shall be employed by and responsible to the Executive Board. The Executive Director shall be a non-voting member of the Executive Board and the Executive Committee.

Section 2. Election and Term of Office

All officers shall be selected by the Executive Board. All officers must have served at least one year on the Executive Board before being selected as an officer. Each officer shall serve a one year term. The Treasurer may be re-selected by the Board, for up to five terms. All officers' terms start January 1 of each year.

Bylaw 4, Delegate and Alternate Delegate to the AVMA

Section 1. Duties

The Association shall have a Delegate and an Alternate Delegate to the AVMA House of Delegates. The Delegate and Alternate Delegate shall attend all Executive Board meetings as a member of the Executive Board Advisory Group, and keep the Executive Board informed of matters before the House of Delegates. The Delegate shall prepare a presentation for 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

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as prescribed by the AVMA. The Alternate Delegate shall automatically become the Delegate after the previous Delegate has completed the Delegate's term, or if the Delegate is unable to complete his or her term.

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.

Bylaw 5, Methods of Amending the Articles of Incorporation and Bylaws

Proposed amendments to the Articles of Incorporation and Bylaws of the Association 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 or task force for study or proper wording. The Executive Board may also initiate proposed amendments.

Proposals which receive Executive Board endorsements are to be sent out thirty (30) days prior to the meeting for which the proposal is to be voted on. Members will have the choice to vote online or at the member meeting. It will be at the discretion of the Board to determine at which meetings endorsed proposals will be presented to the members.

An amendment shall become effective when it is passed by a majority vote of all Regular Members voting at an annual or special meeting or online prior to the meeting.

Bylaw 6, Continuity

These Bylaws supersede and take the place of the heretofore existing Bylaws and amendments thereto.

These Amended and Restated Bylaws are adopted this (insert date when effective).