

American Academy of Veterinary Nutrition
Bylaws
(Adopted June 28th, 2018)

Article 1

Name

The organization shall be known as the American Academy of Veterinary Nutrition, hereinafter referred to as the “Academy.”

Article 2

Incorporation

The Academy shall be incorporated under the laws of the State of Illinois as a non-profit educational organization, operated exclusively for one of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code.

Article 3

Objectives

Section 1: The primary objectives of the Academy shall be:

- a) To provide a forum of discussion and exchange of information on matters of common interest as applied to the field of nutrition in its relationship to animal health.
- b) To promote greater interest in and better understanding of current developments in nutrition as affecting animal health.
- c) To promote research in fields where nutrition may have a relationship to health and/or disease.
- d) To promote a closer cooperative relationship with those who share with veterinarians the responsibility of maintaining animal health through adequate nutrition.

Article 4

Membership

Section 1: **Members** of the Academy shall fall into five categories: active, student, life, honorary, and retired.

- a) **Active Members** shall be:
 - i. Veterinarians who have an interest in any aspect of veterinary or animal nutrition (practice, teaching, industry, regulation, etc.), or

- ii. Nutritionists or animal scientists who have an interest in any aspect of veterinary or animal nutrition, or
 - iii. Veterinary Technicians/Nurses who have an interest in veterinary or animal nutrition.
- b) **Student Members** shall be enrolled in a school/college of veterinary medicine or technology or studying in a department of animal science. Veterinary interns, residents, and graduate students (Masters or PhD candidates) shall be included in the Student category.
 - c) **Life Membership** may be granted to any person who has been a member of the Academy for 20 or more years. Life membership may be granted by the Executive Board or upon written request of the membership for review by the Executive Board.
 - d) **Honorary Membership** may be granted by the Executive Board to distinguished persons who have contributed to the advancement of veterinary nutrition.
 - e) **Retired Membership** is open to anyone who has previously been an Active member and who is no longer actively engaged in the practice of veterinary or animal nutrition on a full or part-time basis. He/she must have been an Active member for at least 10 years. Retired members may not vote or hold office. An individual wishing to be considered for the retired membership classification must send a letter to the Executive Director and request retired status.

Section 2: **Active** members in good standing and **Life** members will have the privilege of holding office and voting. **Student, Honorary, and Retired** members cannot vote or hold office but may participate in all other activities.

Section 3: **Applicants** who complete the membership application will be granted membership status after review and approval of the application by the Executive Director and receipt of dues. The Executive Board will review applications as needed by the Executive Director.

Section 4: A member may be **removed from membership** for cause and at the discretion of the Executive Board for reasons such as violations of the Bylaws or for unprofessional conduct. Decisions will be made by the Executive Board and with due process.

Section 5: Neither membership in, nor services provided by the organization will be denied to anyone meeting the standards of membership as established in the bylaws on the basis of race, color, religion, sex, national origin, ancestry, age, marital status, physical or mental disability, military status, or sexual orientation.

Article 5

Officers

Section 1: The **officers** of the Academy shall be President, President Elect, Secretary, Treasurer, Immediate Past President, and Three (3) Members at Large.

Section 2: **Liaisons** from allied associations may be recommended from their respective organizations and may be appointed by the Executive Board as ex officio members. They may be invited to attend the Executive Board teleconferences and the annual member's business meeting and present a report of their organizations activities. Liaisons are not eligible to hold office or vote on any Executive Board decision.

Article 6

Duties of Officers

Section 1: The **President** shall:

- a) Preside over all meetings of the Academy and shall conduct the meetings in accordance with rules of procedure (Robert's Rules of Order, current edition) except where in conflict with these by-laws or other adopted special rules of order.
- b) Serve as Chairperson of the Executive Board, Chairperson of the Governance Committee, and ex officio non-voting member of all other committees, standing or ad hoc.
- c) Be responsible for appointing committee chairs and coordinating their activities as well as appointing ad hoc committees as needed.
- d) Administer the affairs of the organization according to the Bylaws and such other policies as may be adopted by the Executive Board.
- e) Present a report to the membership at the Annual Business Meeting outlining the Academy's activities and achievements over the past year.

Section 2: The **President Elect** shall:

- a) Assume the responsibilities of the President if the President is unable to perform the duties of the office.
- b) Automatically assume the office of President at the expiration or termination of the predecessor's term of office.
 - i. The President Elect may fulfill the incomplete term and then go on to the expected term of President.
- c) Serve on the Executive Board and act as Chairperson of the Educational Program Committee.

- d) Attend and present a report of the activities of the office at regular conference calls and the Annual Business Meeting and at such other times as determined by the Executive Board.

Section 3: The **Secretary** shall:

- a) Keep and distribute minutes in a timely fashion of all called meetings.
- b) Maintain the general records of the organization (excluding financial) and file all required reports pertaining thereto.
- c) Serve on the Executive Board.
- d) Attend and present a report of the activities of the office at regular conference calls and the Annual Business Meeting and at such other times as determined by the Executive Board.

Section 4: The **Treasurer** shall:

- a) Work in conjunction with the Budget and Finance Committee to:
 - i. Develop the annual budget.
 - ii. Review the annual budget quarterly and recommend needed adjustments.
 - iii. Maintain regular communication with the Executive Director regarding the status of the annual budget.
 - iv. Review audit reports, Internal Revenue Service and other tax-related filings.
- b) Serve as a member of the Executive Board and chair of the Budget and Finance Committee.
- c) Attend and present a report of the financial status of the organization during regular conference calls and the Annual Business Meeting; and to act at such other times as determined by the Executive Board.

Section 5: The Three (3) **Members at Large** shall:

- a) Serve as members of the Executive Board.
- b) Serve on at least one standing committee.

Section 6: **Immediate Past President** shall:

- a) Serve as a member of the Executive Board.

- b) Serve on at least one standing committee.
- c) In case the President and President Elect simultaneously are unable to perform the duties of the President:
 - i. Serve as acting President until the next scheduled election or until either the President or President Elect are able to resume the duties of President.
 - ii. Serve as chairperson of the Educational Program and Governance Committees.
 - iii. Attend and present a report of activities of the office at the Annual Business Meeting and at such other times as determined by the Executive Board.

Section 7: Terms of office:

- a) The terms of office of the President, President Elect and Immediate Past President shall be one term (2 years). The terms of office of the Secretary and Members at Large shall be no more than two consecutive 2-year terms (4 years). The terms of office of the Treasurer shall be no more than four consecutive 2-year terms (8 years).
 - i. The terms of office do not include serving in unfilled terms.
 - ii. The terms of office begin and end at the close of the Annual Symposium.
- b) In the event an Executive Board member is unable to fulfill the 2-year term, the Executive Board shall appoint an interim officer who will serve the remainder of that term with the exception of the Immediate Past President. The office of Immediate Past President shall remain vacant in the event the officer resigns or is removed from office. Any member appointed to fill a vacancy shall hold office until the expiration of the term in which the vacancy occurred.
- c) Officers must ensure a proper transition to their successor at the termination of office.

Section 8: Removal from Office: An officer or director may be suspended or removed from office at the discretion of the Executive Board by 2/3 vote of a quorum (5 voting members) for cause. This includes failure to fulfill the duties of their office including failure to attend 3 consecutive regular Executive Board meetings unless an acceptable and documented reason is provided (e.g. health).

Article 7

Executive Director

Section 1: An **Executive Director** may be retained by the Executive Board for compensation.

Section 2: The Executive Director shall:

- a) Perform and direct the administrative functions for the Academy and oversee the financial affairs in conjunction with the Treasurer.
- b) Assist the Treasurer at the direction of the Executive Board.
- c) Serve as the primary custodian of the financial assets for the Academy and maintain the bank accounts by which to collect funds and disburse expense payments.
- d) Send quarterly check registers and income statements to the President and Treasurer.
- e) Maintain the financial records of the Academy, submit the annual IRS filing, and file the annual Not For Profit report to the State of Illinois
- f) Provide a Certified Public Accountant the financial documents needed to prepare a compilation report for a semi-annual audit. The results of the audit will be shared with the membership of the Academy.
- g) Maintain a file of all vouchers and invoices accompanying them for a period of not less than five (5) years.
- h) Collect the annual membership dues.
- i) Maintain the membership records.
- j) Receive all applications for Academy membership and refer applications to the Executive Board as needed.
- k) Plan and arrange for regular Executive Board teleconferences and develop the agenda in consultation with the President for such meetings.
- l) Present a report to the Executive Board at its teleconferences and to the Academy membership at the annual member's business meeting.
- m) Receive and file all written reports of the Chairpersons of the Standing Committees.
- n) Serve as a non-voting member of the Executive Board.
- o) Serve as an ex-officio non-voting member of the Academy's committees, standing and ad hoc.
- p) Send out notices of regular and special meetings to the Academy members and the board.
- q) Plan and oversee the logistics of the annual Symposium and the member's business meeting.

- r) Maintain archival copies of all publications, documents, and other records of the organization.

Article 8

Executive Board

Section 1: The **Executive Board**:

- a) Voting members shall consist of the President, President Elect, Secretary, Treasurer, three (3) Members at Large, and Immediate Past President.
- b) Non-voting ex officio members shall consist of the Executive Director and any Liaisons from allied associations.
- c) Shall be vested in the management and control of the business and professional affairs of the organization.
 - i. It shall select the time and place of all meetings, determine the amount of the ancillary fees and membership dues, and govern the organization.
 - ii. It shall direct the management and use of funds held by the organization.
 - iii. It shall approve the annual operating budget for the organization upon recommendations by the Budget and Finance Committee.
 - iv. It shall consider and act upon charges against members for alleged violations of the Bylaws, charges of unprofessional conduct, and suspension or expulsion of members.
 - v. It shall, with the assistance of the Executive Director, solicit external funding for grants and sponsorship relating to research support, the Annual Symposium and associated events.
- d) May hold special meetings at any time when called by the President or at the written request of not less than four (4) members of the Executive Board.

Section 2: The Executive Board shall have a quorum when five (5) voting members of the Executive Board are present in person, on a telephone conference call, or by other means for the transaction of any business that may come before the meeting.

Article 9

Committees

Section 1: **All following committees (Standing and ad hoc) shall:**

- a) Have chairpersons appointed by the President and approved by the Executive Board. Committees shall be composed of a chairperson and a minimum of two members of the organization.
- b) Have a replacement chairperson appointed by the President if unable to fulfill his or her un-expired term.
- c) Have a member of the Executive Board appointed as a committee liaison.
- d) Only have the authority to make recommendations to the Executive Board.

Section 2: The **Standing Committees** of the Academy include:

- a) Governance Committee
- b) Educational Program Committee
- c) Student Member Committee
- d) Budget and Finance Committee
- e) Outreach Committee

Section 3: The **Governance Committee** shall:

- a) Provide periodic review and suggested amendment of the bylaws at a minimum of every 5 years.
- b) Submit a slate of nominees for elected officer positions to the Secretary at least 60 days prior to the annual business meeting in odd numbered years for approval by the Executive Board.
 - i. The slate of nominees can include one or more candidates for each eligible position.

Section 4: The **Educational Program Committee** shall:

- a) Organize the program for the Annual Symposium including call for abstracts, recruiting reviewers for abstracts, scheduling guest and/or member speakers, and scheduling the scientific program based on reviewer evaluations.
- b) Ensure that members of the Educational Program Committee are not reviewers of abstracts for the Annual Symposium.

- c) Seek Registry of Approved Continuing Education (RACE) approval through the American Association of Veterinary State Boards for the Annual Symposium.
- d) Organize continuing education tracks for conferences when requested and recruit speakers from the eligible membership.

Section 5: The **Student Members Committee** shall:

- a) Receive applications and provide correspondence to student groups interested in forming Student Chapters.
- b) Oversee the approval of new student chapters and submit applications to the Executive Board for approval.
- c) Oversee the activities of active student chapters and provide feedback and assistance on at least an annual basis.
- d) Maintain list of officers, advisors, and contact information for each student chapter on an annual basis.
- e) Organize annual meeting with student chapter representatives at the Annual Symposium including gaining financial support for student representatives, scheduling, and leading the meeting.
- f) Monitor and contribute to any social media pages or accounts affiliated with the Student Chapters.
- g) Organize any competitions (e.g. case report, blog writing) for students, interns, or residents.
- h) Review and update the requirements and benefits of active student chapters at least annually.

Section 6: The **Budget and Finance Committee** shall:

- a) Develop an annual budget in conjunction with the Executive Director with projected and actual revenue/expenses, and provide an up to date version with the Executive Board on a quarterly basis.
- b) Advise the Executive Board on dues, grants, expenditures, speaker honorariums, continuing education cost(s), and other fiscal matters of the organization.
- c) Review the Executive Directors compensation annually and advise the Executive Board regarding any recommended changes.

Section 7: The **Outreach Committee** shall:

- a) Recruit new members through outreach activities.
- b) Appoint a member to serve as webmaster with approval by the Executive Board to review and oversee the content of the website at least bi-annually.
- c) Appoint an editor with approval by the Executive Board to oversee the content and dissemination of the newsletter to the membership at least bi-annually. The newsletter is the official publication of the Academy and may include official business notices to the membership.

Section 8: **Ad hoc committees** shall be established by the president at their discretion.

Section 9: New **standing committees** can be established by the Executive Board.

Article 10

Dues

- a) The dues for members of the organization shall be reviewed annually by the Budget and Finance Committee and approved by the Executive Board. Changes to the dues will be announced to the membership at least **ninety (90) days** prior to the renewal date.
- b) Dues cover the fiscal year (July 1 through June 30) and are payable through the Executive Director before July 1st of each year.
- c) Renewal dues paid after July 1st will carry a late fee charge.
- d) Non-paying members become no longer in good standing **sixty (60) days** after the start of the fiscal year and lose their membership on July 1st of the following fiscal year if dues remain delinquent.
- e) Members not in good standing and former members may be re-instituted as active members when dues are paid in full.
- f) Student, Life, and Honorary members are exempt from dues.
- g) Retired member dues are 1/2 of the active member rate.

Article 11

Conduct of Business

Section 1: Meetings

- a) The Annual Business Meeting shall occur at the time and place of the Annual Symposium for conducting and reviewing the business of the organization. Notice will be given to all Academy members at least **ninety (90) days** prior to the meeting date.
- b) Meetings of the Executive Board shall be held at least quarterly by teleconference, in person or other means.
- c) The conduct of all meetings shall be held in accordance with the current edition of Roberts Rules of Order when applicable as long as they are consistent with the Bylaws of the organization and special rules of the Academy.
- d) Members in good standing are eligible to attend the Annual Business Meeting of the organization.
- e) A quorum at the Annual Business Meeting shall be 10% of the eligible voting membership.
- f) The majority of eligible voting members present and voting at the Annual Business Meeting shall carry a motion.

Section 2: Election of Officers

- a) The President Elect, Secretary, Treasurer, and three (3) Members-at-Large shall be elected by majority vote of all eligible members casting ballots in odd-numbered years.
- b) Nominees may be submitted by the general membership with a petition of 3 voting members and must be received by the chair of the Governance committee at least **ninety (90) days** prior to the Annual Business Meeting.
- c) A slate of candidates including nominees submitted by the general membership for each available position shall be submitted by the Governance Committee to the Executive Board at least **sixty (60) days** prior to the Annual Business Meeting.
- d) A ballot to include the slate developed by the Governance Committee and approved by the Executive Board with the option to write-in candidates shall be distributed electronically by the Executive Director to all eligible voting members at least **thirty (30) days** prior to the Annual Business Meeting. The voting results will be secret with the exception of the Executive Director. The Executive Director may request assistance with the voting results from the President and Past President as needed.
- e) Ballots must be returned to and received by the Executive Director at least **fifteen (15) days** prior to the Annual Business Meeting. The Executive Director shall tally the vote and the President announce the winners at the Annual Business Meeting. Ballots shall be retained in confidence by the Executive Director until at least **thirty (30) days** after the annual meeting.

- f) If a majority of the vote for a position is not received by one candidate for an office a run-off between the two candidates receiving the highest numbers of votes shall be held.

Article 12

Amendments

Section 1: Proposed Amendments to the Bylaws Articles 7 & 9

- a) Proposed amendments from the membership or an Executive Board member shall be submitted to the Executive Director and President at least **thirty (30) days** before a scheduled Executive Board meeting.
- b) An affirmative vote shall require that at least two thirds (2/3) of the entire Executive Board to approve the proposal.
- c) Approved changes to the Bylaws shall be reported to the membership.

Section 2: Proposed Amendments to the Bylaws Articles 1-6, 8, 10-12

- a) Proposed amendments from the membership or an Executive Board member shall be submitted to the Executive Director and President at least **thirty (30) days** before a scheduled Executive Board meeting.
- b) A proposed amendment shall be reviewed by the Executive Board with an affirmative vote requiring that at least two thirds (2/3) of the entire Executive Board to approve the proposal before consideration by the eligible voting membership.
- c) A proposed amendment approved by the Executive Board shall be distributed to the eligible voting membership at least **thirty (30) days** prior to the date specified for receipt of the electronic ballot by the Secretary.
- d) An affirmative vote shall require that at least two thirds (2/3) of eligible voting members voting to approve the proposal.
- e) Approved amendments shall take effect after the close of the voting period with an affirmative vote by the eligible voting membership.

Article 13

Dissolution

The term for which the Academy is organized shall be perpetual; however, if dissolution of the corporation shall occur, its assets shall be distributed to the American College of Veterinary Nutrition (ACVN).