

**BYLAWS
OF
FLORIDA VETERINARY MEDICAL ASSOCIATION, INC.**

As Amended on April 17, 2016

ARTICLE I – NAME

The name of this not-for-profit corporation is the **FLORIDA VETERINARY MEDICAL ASSOCIATION, INC.**, organized and existing under the laws of the State of Florida. The use of the word “Association” in these bylaws shall mean the **FLORIDA VETERINARY MEDICAL ASSOCIATION, INC.**

ARTICLE II - LOCATION

The headquarters and principal office of the Association shall be 7207 Monetary Drive, Orlando, Florida 32809-5724. The headquarters and principal office of the Association may change from time to time as determined by the executive board.

The Association shall maintain a registered office in the State of Florida at all times.

ARTICLE III - PURPOSES AND POWERS

The purpose(s) of the Association is to:

- (a) Advance the veterinary medical profession, promote animal health and protect public health;
- (b) Promote good fellowship and the highest ethical standards in the profession of veterinary medicine;
- (c) Evaluate and foster the highest standards of veterinary education;
- (d) Further the education of its members;
- (e) Further the humane treatment of animals by members and by the general public;
- (f) Promote and obtain the enactment of laws, rules and regulations governing the practice of veterinary medicine and the control of the diseases in animals;
- (g) Protect the public health as to animals and animal diseases;
- (h) Carry out all lawful activities in furtherance of the mission of the Association;
and

- (i) To operate in any manner for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code or under any corresponding provisions of any subsequent federal tax laws regarding organizations qualified as tax exempt.

In addition to all other provisions of these bylaws, Chapter 617, Florida Statutes and any other applicable Florida law, and the laws of the United States, the Association shall have the power to:

- (a) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (b) Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage and pledge of all or any of its property, franchises, or income;
- (c) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country;
- (d) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (e) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests there under or therein;
- (f) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;
- (g) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, as, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
- (h) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Florida law;
- (i) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;
- (j) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is organized; and
- (k) Merge with other corporations or other business entities identified in Section 607.1108(1), Florida Statutes, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation, not for profit, or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.

ARTICLE IV - COMPENSATION

SECTION 1. The Association shall be operated without profit to any of its members.

SECTION 2. No director, officer or employee, other than those designated by the board, shall draw any compensation; however, any officer or director may be reimbursed for actual out-of-pocket expenses, provided his or her expenses are approved by the board.

ARTICLE V - MEMBERSHIP

SECTION 1. Generally. Membership in the Association shall be limited to persons who qualify for any class of membership as defined in these bylaws. All members shall abide by the AVMA Code of Veterinary Ethics.

SECTION 2. Definition of Membership. A membership shall be construed to mean only one person for each member on which dues are paid to the Association in accordance with rates established in Article XIV.

SECTION 3. Membership Application. New persons seeking membership in the Association must complete a membership application form that is prepared by the executive director. The application form shall be approved by the board.

SECTION 4. Classes of Membership. The classes of membership of the Association are Full Membership (voting); Part-time Employed Membership (voting); Retired Membership (voting); Life Membership (voting); Non-Resident Membership (non-voting); Student Membership (non-voting); and Affiliate (Non-Voting). All applications for membership must be on the official Association membership application form. Dues, as set by the executive board, must accompany all applications. Other classes of membership may be added from time to time by a 2/3 majority vote of the executive board in accordance with Article XX.

Subsection A. Full Membership: Full members of the Association shall be limited to graduate veterinarians residing in the State of Florida that are either graduates of an AVMA accredited College of Veterinary Medicine or have successfully met the requirements of the Educational Commission of Foreign Veterinary Graduates (ECFVG) This is applicable to all veterinary practice owners, their employed veterinarians and all government employed veterinarians which includes university and military veterinarians as well as those employed in industry.

Subsection B. Part-Time Employed Member Status: Any veterinarian who has been engaged in the practice of veterinary medicine on an average of less than a total of twenty (20) hours per week. The part-time employed member shall have all the privileges of full membership. Part-time employed status is not applicable to practice owners.

Subsection C. Retired Membership: Any veterinarian who has been (a) an active member of the Association or any other state veterinary association for at least the past 15 years, (b) has reached the age of 65 and (c) and who may be engaged in the practice of veterinary medicine on an average of less than a total of ten (10) hours per week. Retired members shall have all the privileges of full membership.

Subsection D. Life Membership: Life membership shall be automatically granted to all recipients of the FVMA Distinguished Service and Lifetime Achievement awards. Life members shall have all the privileges of a full member but shall be exempt from payment of dues.

Subsection E. Non-Resident Membership: Graduate veterinarians who do not reside in the State of Florida may make application for non-resident membership by completing an Association membership application form. Non-resident applicants who are licensed in Florida will so indicate by writing their license number on the application form. Non-resident members will have the rights and privileges of a full member except for voting. This is a non-voting membership.

Subsection F. Student Membership: All veterinary students of an accredited College of Veterinary Medicine whose primary residence is in the state of Florida or students at the University of Florida College of Veterinary Medicine may become student members of the Association by completing the FVMA Student Membership application and the payment of all applicable fees. Upon graduation from the College of Veterinary Medicine, student members automatically become active members of the Association and will not be required to pay any additional membership fees until the next date of dues billing for the general membership. Student members will receive all publications and notices of the Association that are distributed to the general membership. Upon payment of applicable fees, student members will be permitted to attend any scientific sessions sponsored by the Association. This is a non-voting membership.

Subsection G. Affiliate Membership: Members of Affiliated membership groups (i.e. CVTs, veterinary assistants, veterinary receptionists, veterinary practice managers) may be allowed membership in the Association as allowed by a 2/3 majority vote of the executive board. Applications for membership and the accompanying dues structure shall be developed by the executive director and presented to the board for approval. This is a non-voting membership.

SECTION 5. Completed applications for all classes of membership must be accompanied by the appropriate dues and shall be forwarded to the executive director or a designee who will review the application. All applicants who meet all the requirements for their class of membership shall be immediately admitted into membership in the organization. Any applicant denied membership shall have their accompanying dues refunded.

SECTION 6. Any active member whose dues are current may resign at any time by submitting a written resignation to the executive director. A resigned member may be reinstated to active membership upon payment of dues for the current year.

SECTION 7. An active member whose dues are current and who moves from the State may request non-resident membership status until such time that the member re-establishes residence in the State of Florida. The returning member may be reinstated to full membership upon payment of the dues for the current year.

SECTION 8. Membership in the Association may be revoked for any reason detrimental to the ideals of veterinary medicine or for any reason not consistent with the objectives and principles of the Association by 2/3 majority vote of the executive board.

SECTION 9. Only voting members of the Association may hold office.

ARTICLE VI - THE PRESIDENT

SECTION 1. It shall be the duty of the president to preside at all meetings of the Florida Veterinary Medical Association, Inc., and to chair the executive board and the board of governors.

SECTION 2. The president shall appoint all committees and representatives, unless otherwise stated in these bylaws, deemed necessary for the conduct and welfare of the Association's business. All appointees must be members of the Association in good standing. The president shall serve on all committees as an ex-officio member.

SECTION 3. The president shall attend all meetings of the Association, executive board and board of governors, whenever and wherever deemed necessary.

SECTION 4. At meetings of the Association and the executive board, the president shall cast a ballot only when the votes are equally divided.

SECTION 5. The treasurer and executive director shall co-sign checks of the Association; the president shall co-sign in the absence of either.

SECTION 6. The president shall choose a parliamentarian whose duty shall be to advise the presiding officer during Association meetings of the correct parliamentary procedures when called upon to do so.

SECTION 7. The president shall be a resident of the State of Florida and a member of the Association in good standing.

ARTICLE VII - THE PRESIDENT-ELECT

SECTION 1. It shall be the duty of the president-elect to assume the duties of the president in case of the latter's absence.

SECTION 2. Upon completion of the term of office of the president, the president-elect shall assume that office.

SECTION 3. The president-elect shall be a member of the executive board and the board of governors.

SECTION 4. In the interest of preserving efficient Association management through the selection of qualified and willing appointees, the president-elect shall confer with prospective committee members and representatives for any presently active committees whom the president-elect intends to appoint after assuming the chair of the president. The president-elect shall notify all appointees prior to taking office so that appointees may confirm their nominations.

SECTION 5. To be eligible for nomination as the president-elect a member must have served as an executive board member for 3 years and shall have been a member of the Association for at least the past five (5) years proceeding nomination.

SECTION 6. The president-elect must be a resident of the State of Florida and a member of the Association in good standing.

ARTICLE VIII - THE TREASURER

SECTION 1. The treasurer shall be responsible for establishing policies and procedures, which will assure proper accounting of all Association receipts and disbursements.

SECTION 2. The treasurer and executive director shall co-sign checks of the Association; the president shall co-sign in the absence of either. The treasurer shall be responsible for verifying all expenditures prior to signing of checks.

SECTION 3. The treasurer shall be a member of the executive board and the board of governors.

SECTION 4. At each annual meeting of the Association, the treasurer shall present to the membership an interim financial report of the current year. At each executive board meeting the treasurer shall present a year to date financial summary to the board. A fiscal review for the previous fiscal year shall be reported to the executive board not later than 150 days after the close of the fiscal year. A summary of the approved operating budget for the ensuing year shall be published in an official publication of the Association or on the Association's website.

SECTION 5. The treasurer shall assure that an independent review audit be performed at the end of each fiscal year. A full audit may be requested at any time by a 2/3 vote of the executive board.

SECTION 6. The treasurer shall be elected for a three (3) year term and may be re-elected to serve one additional three (3) year term.

SECTION 7. The treasurer shall be a resident of the State of Florida and a member of the Association in good standing.

ARTICLE IX - THE EXECUTIVE DIRECTOR

SECTION 1. The executive director shall be chosen by the executive board and shall serve as the administrative officer of the Association. The executive director shall receive compensation as recommended by the executive board.

SECTION 2. The executive director shall be responsible to the executive board for conducting the affairs of the Association as directed by the executive board and the membership and as specified by these bylaws.

SECTION 3. The executive director shall have direct supervision and management of all Association employees.

SECTION 4. The executive director shall also be responsible for the following:

1. Receive and process membership applications, issue dues notifications, collect dues and issue membership cards.
2. Notify the membership of each general meeting of the Association and each regular executive board meeting at least 2 weeks prior thereto.
3. Write checks for all bills charged against the Association. The executive director shall forward to the treasurer all information necessary for the verification and approval of all expenditures.
4. Have a fiscal audit made of the Association's fiscal records at the end of each calendar year.
5. Provide the treasurer with interim financial reports and the annual fiscal audit report.
6. Attend all meetings of the executive board, board of governors and meetings of the general membership of the Association.
7. Serve as editor of all official in-house publications.
8. Certify the delegate and alternate delegate to the American Veterinary Medical Association at least 120 days prior to the annual meeting of that association.
9. The treasurer and executive director shall co-sign checks of the Association; the president shall co-sign in the absence of either.
10. Draft in conjunction with the board of governors the annual budget to be presented to the executive board for approval.

ARTICLE X - THE BOARD OF GOVERNORS

SECTION 1. The president, president-elect, immediate past president and the treasurer shall constitute the board of governors. Each shall have equal vote.

SECTION 2. The duties of the board of governors, in addition to those assigned by the executive board or prescribed from time to time by these bylaws, shall be to work with the executive director to prepare annual budget, review the current budget and to monitor the financial affairs of the Association. Recommended budget changes and other financial changes

proposed by the board of governors shall be presented to the executive board at any properly constituted meeting of that body for approval.

SECTION 3. The board of governors shall meet at least once each quarter

**ARTICLE XI – THE DELEGATE AND ALTERNATE DELEGATE
TO THE AVMA HOUSE OF DELEGATES**

SECTION 1. Election of Delegates. The delegate and alternate delegate to the American Veterinary Medical Association (“AVMA”) House of Delegates shall be elected from the full membership of the Association for a term of four (4) years.

SECTION 2. Upon the completion of the delegate’s four (4) year term, the alternate delegate shall assume that office and a new alternate delegate shall be elected. In the event the delegate leaves office prior to the completion of the four (4) year term, the alternate delegate shall immediately assume the office of the delegate and serve their remaining term and then serve his or her remaining four (4) term. An alternate delegate shall be appointed by the executive board to serve until the next general election of the Association at which time a new alternate delegate will be elected to serve a term concurrent with that of the delegate.

SECTION 3. Executive Board Membership. The delegate and alternate delegate to the AVMA shall be members of the executive board.

SECTION 4. The delegates shall be full-time residents of the State of Florida and members in good standing in the Association and the AVMA.

ARTICLE XII – THE EXECUTIVE BOARD

SECTION 1. The executive board (directors) shall consist of the president, president-elect, treasurer, immediate past president, the delegate and alternate delegate to the AVMA, one (1) elected representative from each of the Association Districts, and a representative of the FAEP Council. The dean of the University of Florida College Of Veterinary Medicine shall serve as non-voting member. The executive board shall meet at least once each quarter. An executive board member can only hold one voting seat.

SECTION 2. Each district representative to the executive board shall be elected for a three (3) year term from a slate of nominees brought forward by the Nominating Committee and who reside in the given district. District representatives may be elected to two (2) successive terms. The seat of a district representative shall be declared vacant by the executive board if the representative no longer resides in the given district or has two consecutive unexcused absences (as determined by the board of governors) to any regularly scheduled meetings of the board. In the event that a vacancy occurs on the executive board, the executive board shall appoint a member from the specific district to fill that vacancy until the next election of the Association to complete the remaining term of the vacancy. A term of less than 3 years may be utilized to

ensure that no more than three district representatives' terms expire during the same calendar year.

SECTION 3. The Association districts shall be as follows:

- District I** Bay, Calhoun, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Madison, Taylor, Wakulla and Washington counties.
- District II** Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval, Gilchrist, Hamilton, LaFayette, Levy, Marion, Nassau, Putnam, St. Johns, Suwannee and Union counties.
- District III** Hardee, Highlands, Lake, Orange, Osceola, Polk, and Seminole counties.
- District IV** Citrus, Hernando, Hillsborough, Pasco, Pinellas and Sumter counties.
- District V** Indian River, Martin, Okeechobee, Palm Beach and St. Lucie counties.
- District VI** Broward, Dade and Monroe counties.
- District VII** Charlotte, Collier, De Soto, Glades, Hendry, Lee, Manatee and Sarasota counties
- District VIII** Escambia, Okaloosa, Santa Rosa and Walton counties.
- District IX** Brevard, Flagler and Volusia.

SECTION 4. Redistricting may be done from time to time as required to meet the needs of the association by 2/3 majority vote of executive board.

SECTION 5. The FAEP Representative shall be elected from a slate of nominee(s) brought forward by the Nominating Committee as provided by the FAEP Council. The executive board may reject the nominee(s) proposed by the FAEP Council and require subsequent slates of different proposed nominee(s) to be submitted until a selection is made. The FAEP Representative shall serve a three (3) year term and may be elected to two (2) successive terms.

SECTION 6. The duties of the executive board are:

1. Consider all matters pertaining to the welfare of the Association.
2. Execute such duties, as the membership shall direct.
3. Select the location and establish dates of the annual meeting of the Association.

SECTION 7. It shall be invested with the power to hear and investigate complaints filed with the executive board which are in violation of the Association's Code of Ethics and report its findings to the membership.

SECTION 8. Each district representative shall report to each local association within the district as to what transpired at each executive board meeting. The district representative shall also be responsible for presenting to the executive board items submitted to the representatives by the various local associations.

SECTION 9. Any director may be removed from office at any time, with or without cause, upon an affirmation vote of a majority of the remaining directors. Any elected member shall be automatically removed from office on revocation of his membership as provided in Article V, Section 8.

SECTION 10. Special Meetings. The president, president-elect and/or a majority of the board shall each have the power to call a special meeting of the directors at any time. Notice of such special meeting shall be given in writing to all directors at least seven days in advance of the date of said meeting. At any meeting at which every director shall be present, any and all business may be transacted even though no notice shall have been given.

SECTION 11. Telephonic/Electronic Meetings. Directors may participate in a meeting of the board by means of telephonic conference, email, or similar communications equipment by means of which all persons participating in such meeting can hear each other or participate in the meeting via electronic means. The ability to participate shall constitute presence of the director at such meetings.

SECTION 12. Quorum. In order to constitute a quorum at any meeting of the board, at least two-thirds of the total number of elected directors of the board shall be present or represented by proxy.

SECTION 13. Board Vote. All actions requiring the vote of the board to amend these bylaws or to establish the basic policy of the Association before any court, administrative agency, congress, state, or other governmental agencies shall require at least a two-thirds affirmation vote of the total votes cast. All other votes taken by the board shall be by majority vote at a regular or special meeting, unless specifically designated otherwise by these bylaws. An amendment to the articles of incorporation or these bylaws which adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

SECTIONS 14. Non-Member Employment. The directors may at any time employ or retain such outside professional assistance or any other personnel they may agree, and delegate to such person or persons power herein granted to the officers.

SECTION 15. Borrowing of Funds. Subject to board approval, the Association is authorized to borrow funds from time to time to maintain the liquidity necessary to carry out the purposes and objectives set forth in Article III. The Association may also borrow funds necessary to acquire, improve, and maintain real property to be used as the Association's headquarters and executive offices. Any such loans shall be 100% secured with cash, cash equivalents, or real estate. No such loans shall require the personal endorsement of any member or director, nor shall there be any joint and several liabilities of any of the Association's members or directors. No such loans shall be closed without the approval of a majority of the board.

SECTION 16. Resignations. Any director may resign at any time by giving written notice to the board or the president. Any such resignation shall take effect at the time specified therein, or if

the time be not specified, upon receipt thereof; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

SECTION 17. Directors Insurance. The Association shall carry directors liability insurance at all times.

ARTICLE XIII – COMMITTEES and COUNCILS

SECTION 1. Nominating Committee. The Nominating Committee shall be composed of district representatives to the executive board and chaired by the immediate past president. The executive director shall serve without vote, as recorder. During the even numbered years the representatives from districts 2, 4, 6, 8, and the FAEP Representative shall serve on the committee and during the odd numbered years, the representatives from Districts 1, 3, 5, 7 and 9 shall serve. At least sixty (60) days before the annual meeting of the Association, the Nominating Committee, after doing its due diligence, shall submit the names of the individuals to be placed on the ballot to the executive director for the positions of president-elect, treasurer, alternate delegate to the AVMA and district representatives. Only the Nominating Committee shall prepare a written ballot with the name of the candidate or candidates it determines to be best qualified to serve. A place for a write-in candidate for each position shall be included on every ballot.

SECTION 2. FAEP Council. The Florida Association of Equine Practitioners (FAEP) Council shall consist of the chairperson, the co-chair and no more than 7 members at large of the FVMA-FAEP membership. All positions and appointments to the council shall be made by the FVMA President after consultation with the current council. The council will assist in the developing of the continuing education programs of the FVMA for equine practitioners, develop and recommend policies and/or positions to advance and protect the equine discipline in Florida, or other projects as directed by the executive board. The council shall submit to the Nominating Committee the nominee(s) to serve as FAEP Representative to the board as provided in Article XII, Section 5.

SECTION 3. Legislative Committee. The Legislative Committee shall consist of a chairperson, and a co-chair appointed by the president for a three (3) year term. Members serving as chair or co-chair may be reappointed to succeed themselves. Other individuals of the membership may be appointed to the committee by the president as deemed necessary for it to accomplish its responsibilities. The executive director shall serve as an ex-officio member. It shall be the duty of this committee to be responsible for studying proposed legislation emanating from any source whatever, to support by whatever means advisable, the passage of legislation favorable to the veterinary profession, the livestock industry and allied medical groups. Likewise, the committee shall exercise vigilance and attempt to suppress any legislation deemed undesirable or detrimental to the veterinary profession, the livestock industry and allied medical groups.

SECTION 4. Fiscal Advisory Committee. It shall be the duty of this committee to advise the president and the executive board on matters related to the investment and disbursement of Association reserve funds. The committee shall consist of six (6) members appointed by the president for a three (3) year term. Committee members may be reappointed to succeed themselves. A member of the committee selected by the president shall chair the committee. The treasurer shall be a non-voting member of the committee.

SECTION 5. A list of all other committees of the association shall be maintained in the policy and procedures manual of the association. These committees will be considered inactive unless activated by the president for their specific function or as otherwise deemed necessary. Additional committees may be formed from time to time as deemed necessary by the board.

SECTION 6. The president shall appoint all committees unless otherwise specified in the bylaws.

SECTION 7. Task forces may be appointed by the president to accomplish specific objectives which may be beyond the scope and purpose of any committee of the FVMA. All task forces will terminate with the completion of their assigned work or within twelve (12) months of their initial appointment.

ARTICLE XIV - DUES AND ASSESSMENTS

SECTION 1. The annual dues for all classes of membership shall be set by a 2/3 vote of the executive board.

SECTION 2. Dues are payable on January 1st of each year and such member who fails to pay them by March 31st of that year shall be considered as being delinquent. Such delinquencies shall deprive that member of the right to hold office, serve on any committee or vote on Association business. Delinquent members who fail to pay annual dues by June 1st shall be dropped from the Association's mailing list and shall cease to be a member if further failing to pay dues after a notice of delinquency is mailed to such members' last known address by the executive director. Members may again be placed in good standing by payment of a reinstatement fee and the current active member dues.

SECTION 3. Special assessments as may be required to meet extraordinary and necessary expenses may be levied on the active membership by unanimous vote of the executive board.

SECTION 4. Waiver of Dues. Any member in good standing who, because of a physical illness or disability that lasts more than 180 days during the current calendar year may request in writing for the executive board to waive their dues for the current year. If the disability is permanent and the individuals' practice of veterinary medicine is restricted to less than ten (10) hours per week, then he/she may request that they be assessed the dues rate paid by retired members.

ARTICLE XV - MEETINGS OF THE ASSOCIATION

SECTION 1. The executive board shall decide the date and place of the annual meeting.

SECTION 2. The registration fee, which shall be set by the executive board, shall be collected from those attending the annual meeting.

SECTION 3. Upon approval of the executive board, the president, or in the president's absence, the president-elect, may call a business meeting of the Association, providing that the general membership is notified in writing or by electronic means at least thirty (30) days prior to the holding of such a meeting.

SECTION 4. Members present at a business meeting of the Association shall constitute a quorum for the transaction of business.

SECTION 5. In the absence of the president and president-elect, the treasurer shall preside. In case of the absence of these officers, the Association shall elect a president pro tempore from the floor.

SECTION 6. Only members of the Association in good standing and others upon invitation of the executive board will be admitted to business meetings of the Association.

SECTION 7. Robert's Rules of Order shall govern all meetings of the Association when not in conflict with these bylaws.

SECTION 8. The installation of the president-elect as president and other elected members of the Association shall be during the annual meeting of the Association and shall be by a past president (not the outgoing president) of the Association. The choice of past president, who will act as installing officer shall be made by the executive director upon the recommendation of the incoming president. The newly installed president and other elected members shall assume their duties immediately following the conclusion of the annual meeting.

ARTICLES XVI - ELECTIONS

SECTION 1. Elections: The president-elect, treasurer, district representatives to the executive board and others as may be specified by these bylaws shall be elected by mail ballot by a majority of the members voting.

SECTION 2. Nominations for president-elect, treasurer, alternate delegate to the AVMA, and executive board shall be made by the Nominating Committee. All members of the Association are encouraged to suggest names of possible candidates to the Nominating Committee. Nominees for district representative to the executive board shall be submitted by the local associations located within the respective districts to the executive director at least sixty (60) days before the annual meeting of the Association.

SECTION 3. The executive director shall prepare a ballot listing the candidates for each office in alphabetical order as provided by the Nominating Committee. The ballot shall be mailed to all voting members of the Association at least forty-five (45) days before the date of the annual meeting. The announcement of the election and a short resume of each candidate shall be

included with the ballot. In the event there is only one nominee for a specific office, that nominee shall be considered to be elected by a unanimous vote and a ballot for that office shall not be sent to the membership.

SECTION 4. Ballots are to be marked, folded and placed in the official mailing envelope provided by the Association. The official mailing envelope, which will be addressed to the executive director, must have space in the upper left hand corner for the member's name, address and signature and shall bear the word "BALLOT" in the lower left hand corner. To be valid, the official envelope must bear the name, address and signature of the member and be postmarked no later than thirty (30) days before the date of the annual meeting. Members will provide postage for all

returned ballots. Upon receipt of the ballot, the executive director shall record the voting member's name and hold the envelope in safe keeping for the Tallying Committee.

SECTION 5. Fifteen (15) days before the annual meeting, a Tallying Committee composed of two (2) active members, appointed by the president, and the executive director shall open the envelopes and tabulate the vote. The official results will be announced at the annual meeting. Successful candidates and the executive board shall be advised of the results of the election as soon as the tabulation of the ballots has been completed. In the event of a tie vote, the election will be decided by secret ballot of the members present at the annual meeting.

SECTION 6. All ballots shall be retained for fifteen (15) days after the close of the annual meeting. After that time, the ballots will be destroyed and the right of any member to request a recount shall be forfeited.

SECTION 7. In the event that there is a vacancy in the office of president-elect, the executive board may direct that a special election be held to fill that vacancy. The executive board shall be required to set a date for the special election, which must be at least seventy-five (75) days after the date which the special election was authorized. Association members shall have forty-five (45) days to submit nominations to the chairman of the Nominating Committee and fifteen (15) days to cast their ballots. The executive director shall have fifteen (15) days to print and distribute the ballots to the membership. Preparation and handling of ballots shall be as specified in subsections C, D and E of this section.

ARTICLE XVII – LIABILITY OF OFFICERS AND DIRECTORS

SECTION 1. Liability. The officers and directors of the Association shall not be personally liable for its debts, liabilities, or other obligations.

SECTION 2. Hold Harmless. The Association hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Association to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Association or any other corporation, partnership, joint venture,

trust or other enterprise in which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Association. Such person

shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Association.

SECTION 3. Good Faith. Any indemnification under this article shall be made by the Association only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

SECTION 4. Defense. The Association shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of this article upon a preliminary determination by the board that such person has met the applicable standards of conduct set forth in this Article, and upon receipt of an undertaking by such person to repay all amounts expended by the Association in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article. If the Association elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Association elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Association, and representation by counsel retained by the corporation is objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

SECTION 5. No limitation. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Association to indemnify under any applicable law.

SECTION 6. No waiver. The indemnification contained in this Article X shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes.

ARTICLE XVIII - OWNERSHIP OF PROPERTY

The Association shall have the right to acquire such real and personal property and/or such leases that are necessary to carry out its business affairs. Upon dissolution of the Association, the board shall dispose of such property according to these bylaws.

ARTICLE XIX - EXTENSION OF CREDIT

No director, officer or employee is authorized to pledge the credit of the Association except as set forth in these bylaws, and unless otherwise provided herein, all expenditures of the Association shall be made upon a cash basis.

ARTICLE XX - AMENDMENT OF BY-LAWS

Proposed amendments to the bylaws shall be approved by a 2/3 vote of the executive board. The amended bylaws will then be ratified by a majority vote of membership at the next general election or special election of the Association.

ARTICLE XXI – SEAL

The corporate seal of the Association shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporation Not for Profit."

ARTICLE XXII - MISCELLANEOUS

SECTION 1. Current Address. The executive director or board appointee shall maintain the current mailing address, electronic mail address, and telephone number of each Member.

SECTION 2. Fiscal Year. The fiscal year of the Association shall run from January 1st to December 31st of each year

SECTION 3. Limitations on Liabilities. No member may obligate the Association except when authorized through action of the directors. The directors and officers shall not be obligated to any member for any official act of the Association except that such act be one of actual malfeasance, and intentionally committed without warrant and beyond the purposes enumerated herein. Each member voluntarily submits his acts in conduct of his business to the criticism of other members and to the directors and officers acting as the Association, to improve the conduct of the Association in Florida.

SECTION 4. Records. The Association shall keep a computerized or written list containing, in alphabetical order, the name and address of each member. The Association shall also keep records in accordance with Florida and other applicable laws. Resignations, expulsions, suspensions, or terminations of membership shall be recorded in the same fashion. The records of the Association shall be kept within the State of Florida at such place or places as may be designated, from time to time, by the board.