

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

As Ratified by the Association Membership on April 20, 2023

ARTICLE 1 – NAME AND SEAL

SECTION 1: 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.

SECTION 2: Seal

The corporation seal of the Association shall have inscribed thereon the name of the Association, the year of its organization, and the words “Corporation Not-For-Profit.”

ARTICLE II – LOCATION AND PROPERTY OWNERSHIP

SECTION 1: Location

The Headquarters of the Association shall be 7207 Monetary Drive, Orlando, Florida, 32809- 5724. The Headquarters of the Association may change from time to time as determined by the Executive Board. The Association shall always maintain a registered office in the State of Florida.

SECTION 2: Property Ownership

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

SECTION 3: Dissolution

Upon the dissolution of the Corporation, the Board of Governors shall, after payment of all liabilities, dispose of all the assets of the Corporation conclusively for the purposes and in such manner, to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as directed by the Board of Directors and shall, at the time, qualify for exemption under Section 501(c)(6) of the Internal Revenue Code of 1954.

ARTICLE III – PURPOSES AND POWERS

The purpose(s) of the Association is to:

1. Advance the veterinary medical profession, promote animal health, and protect public health as stated in the Association’s Mission Statement
2. Promote good fellowship and the highest ethical standards in the profession of veterinary medicine
3. Evaluate and foster the highest standards of veterinary education
4. Further the education and knowledge of its members
5. Further the humane treatment of animals by members and by the general public
6. Promote and obtain the enactment of laws, rules, and regulations governing the practice of veterinary medicine and the control of diseases in animals

7. Protect the public health related to animals and animal diseases
8. Carry out all lawful activities in furtherance of the mission of the Association
9. 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:

1. 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
2. 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
3. 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
4. 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
5. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein
6. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets
7. 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
8. 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
9. Make donations for public or animal welfare, charitable, scientific, educational, or other similar purposes
10. Have and exercise all powers necessary or convenient to affect any or all the purposes for which the Association is organized
11. 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 – FISCAL RESPONSIBILITIES

SECTION 1. Not-For-Profit

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

SECTION 2. Fiscal Year

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

SECTION 3. Compensation

No Board Member, other than those designated by the Executive Board, shall draw any compensation; however, any Board Member may be reimbursed for actual out-of-pocket expenses, provided their expenses are approved by the Executive Board.

SECTION 4. Extension of Credit

No Board Member or employee is authorized to pledge the credit of the Association except as set forth in these Bylaws or unless otherwise provided herein. All expenditures of the Association shall be made on a cash basis.

ARTICLE V – MEMBERSHIP

SECTION 1. Overview

Membership of the Association shall be limited to people who qualify for any class of membership as defined in these Bylaws. All members shall abide by the Principles of Veterinary Medical Ethics (PVME) as described in the code of ethical conduct by the American Veterinary Medical Association (AVMA).

SECTION 2. Definition

Membership shall be construed to mean only one (1) person for each member, of which dues are paid to the Association in accordance with rates and schedules. New people seeking membership in the Association must complete an official membership application.

SECTION 3. Types

The classes of membership of the Association that shall have the right to vote during the General Election are Full Membership; Part-Time Employed Membership; FAEP/Dual Membership; Graduate Membership; Retired Membership; and Honor Roll and Life Membership. Classes without the right to vote are: Non-Resident Membership; Student Membership; CVT Membership; and Team Member Membership. Alterations to membership types may take place from time to time by a 2/3 majority vote of the Executive Board.

Voting Membership Types

Subsection A. Full Membership

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 membership type is applicable to all veterinary practice owners, full-time employed veterinarians, industry-employed veterinarians, or any government-employed veterinarians, including university, state/federal, or military.

Subsection B. Part-Time Employed Membership

Veterinarians who have been engaged in the practice of veterinary medicine on an average of less than a total of twenty (20) hours per week. Part-time employed status is not applicable to practice owners.

Subsection C. FAEP/Dual Membership

This membership type retains all benefits of the Full Membership but denotes the interest of equine-focused and/or dual equine-small animal-focused veterinarians.

Subsection D. Graduate Membership

Newly licensed veterinarians that have graduated from an AVMA-accredited College of Veterinary Medicine or have successfully met the requirements of the Educational Commission of Foreign Veterinary Graduates (ECFVG) within the last two (2) years.

Subsection E. Retired Membership

Any veterinarian who has reached the age of 65 and who is engaged in the practice of veterinary medicine on an average of less than a total of ten (10) hours per week.

Subsection F. Honor Roll and Life Membership

Any member of the FVMA who is 70 years of age or older and/or has maintained a consecutive, non-lapsing membership with the FVMA for at least 40 years shall be granted an Honor Roll membership and will be exempt from payment of dues. Life Membership shall be automatically granted to all recipients of the FVMA Lifetime Achievement award and shall be exempt from payment of dues.

Non-Voting Membership Types

Subsection G. Non-Resident Membership

Veterinarians who do not reside in the State of Florida but have graduated from an AVMA-accredited College of Veterinary Medicine or have successfully met the requirements of the Educational Commission of Foreign Veterinary Graduates (ECFVG)

Subsection H. Student Membership

All graduate school veterinary students at 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 obtain this membership type of the Association by completing the FVMA Student Membership application.

Subsection I. CVT Membership

CVTs that graduate from an AVMA-accredited veterinary technician program that have earned a passing score on the Veterinary Technician National Exam (VTNE) as administered by the American Association of Veterinary State Boards (AAVSB). CVTs must apply for this membership type by completing an FVMA CVT membership application.

Subsection J. Team Member Membership

The Team Member Memberships is designed specifically for the following groups: Certified Veterinary Assistants (CVA), Veterinary Practice Managers (VPM), and Animal Care Technicians (ACT). Team members may apply for this membership type by completing an FVMA Team Member application.

SECTION 4. Admittance

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 membership type shall be immediately admitted into membership of the organization. Any applicant denied membership shall have their accompanying dues refunded.

SECTION 5. Relocation

An active member whose dues are current and who relocates to a residence outside of Florida may request Non-Resident Membership status until such time that the member re-establishes residence in the state. The returning member may be reinstated to Full Membership upon payment of the dues for the current year.

SECTION 6. Resignation

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. Revocation

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 a 2/3 majority vote of the Executive Board. An appeals process will be available.

SECTION 8. Demographics

The Executive Director, or designee, shall maintain the current mailing address, email address, gender, birth date/age, education information, and preferred contact number for each member, as well as any relevant business information, including name, address, and contact number.

SECTION 9. Records

The Association shall keep a database containing the information 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 places as may be designated, from time to time, by the Executive Board.

ARTICLE VI – GOVERNANCE-MANAGEMENT MODEL

SECTION 1. Explanation

The FVMA has adopted a model of governance and management to ensure that the Executive Board and the Executive Director effectively advance all aspects of the Association. The Executive Board will focus on governance in accordance with the laws and governing documents. The elected officers will direct efforts to advance the mission, vision, and strategic goals, serve and grow the membership, protect and build resources, and set a visionary direction.

They are not responsible for the direction, management, or administration of staff. The Executive Director, as authorized in these Bylaws and through contract, is responsible for the direction, management, and administration details, including staffing, maintaining the Headquarters, protection of assets, and other responsibilities associated with an Association Executive. While the Executive Board shall govern, the Executive Director shall manage. They will work together, in partnership, to best position and serve the FVMA and the membership.

SECTION 2. Duties

The Board of Governors shall operate as the appointed group that oversees the Association's business as a fair representation of the membership demographics. The Board of Governors will consist of the following positions: President, Immediate Past President, President-Elect, and Treasurer, with the Executive Director serving in an Ex-Officio capacity. 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 the Annual Budget, review the current budget, and monitor the financial affairs of the Association.

SECTION 3. Meetings of the Board of Governors

The Board of Governors shall be required to meet no less than four (4) a year, either virtually or in person or unless otherwise deemed necessary or called upon to do so by the current President.

SECTION 4. President of the Executive Board

Subsection A: Duties

It shall be the duty of the President to ensure the Executive Board acts consistently with Association policies and procedures. They will plan for leadership perpetuation and may represent the Association or the Executive Board to outside parties. The President shall appoint, with approval by the Executive Board, all committees, task forces, and its members as deemed necessary for the conduct and welfare of the Association's business and shall serve on all committees and task forces as an Ex-Officio member.

Subsection B: Attendance and Vote

The President is required to attend all meetings of the Board of Governors, Executive Board, and Foundation Executive Board whenever and wherever deemed necessary. The President shall be responsible for presiding as Chair at the Board of Governors and Executive Board meetings. At meetings of the Executive Board, the President shall cast a ballot only when the votes are equally divided. At meetings of the Board of Governors and Foundation Executive Board, the President has the ability to cast one (1) vote.

Subsection C: Service

The President shall serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of President, the individual will immediately assume the position of Past President.

Subsection D: Good Standing

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

SECTION 5. Immediate Past President

Subsection A: Duties

It shall be the duty of the Immediate Past President to lead the efforts of supporting the Association's Foundation arm and may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The Immediate Past President is required to attend all meetings of the Board of Governors, Executive Board, and Foundation Executive Board whenever and wherever deemed necessary. The Immediate Past President shall be responsible for presiding as Chair at the Foundation Executive Board meetings. At meetings of the Foundation Executive Board, the Immediate Past President shall cast a ballot only when the votes are equally divided. At meetings of the Board of Governors and Executive Board, the Immediate Past President has the ability to cast one (1) vote.

Subsection C: Service

The Immediate Past President shall serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of the Immediate Past President, the individual will retire from the Executive Board of the Association. They may be eligible to run for another position on the Executive Board.

Subsection D: Good Standing

The Immediate Past President must be a resident of the State of Florida and a member of the Association in good standing.

SECTION 6. President-Elect to the Executive Board

Subsection A: Duties

It shall be the duty of the President-Elect to serve as the strategic planning champion for the Association. They will monitor the plans' progress and may be called upon to provide a report at meetings or in annual updates. By familiarizing themselves with all elements of the strategic plan, they will be able to enter the role of President fully versed. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The President-Elect is required to attend all meetings of the Board of Governors, Executive Board, and Foundation Executive Board whenever and wherever deemed necessary. The President-Elect shall be responsible for assuming the duties of the President during meetings in case of the latter's absence. At meetings of the Board of Governors, Executive Board, and Foundation Executive Board, the President-Elect has the ability to cast one (1) vote.

Subsection C: Service

The President-Elect shall be elected to serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of President-Elect, the individual will immediately assume the position of President to the Board.

Subsection D: Eligibility

To be eligible for nomination as the President-Elect, a member must have served as an Executive Board member for at least three (3) years, consecutively or unless otherwise decided by the Executive Board, and shall have been a member of the Association for at least the past five (5) years, with no lapses, preceding nomination.

Subsection E: Good Standing

The President-Elect must be a resident of the State of Florida and a member of the Association in good standing.

SECTION 7. Treasurer to the Executive Board

Subsection A: Duties

It shall be the duty of the Treasurer to establish policies and procedures which ensure proper accounting of all Association receipts and disbursements. The Treasurer shall ensure that an independent review audit is 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.

At each Executive Board meeting, the Treasurer shall present a year-to-date financial summary. A fiscal review for the previous fiscal year shall be reported to the Executive Board no later than 150 days after the close of the fiscal year. At each Annual Meeting of the Association, the Treasurer shall present to the membership an Interim Financial Report for the current year. A summary of the approved operating budget for the coming year shall be published in an official publication of the Association or on the Association's website. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The Treasurer is required to attend all meetings of the Board of Governors, Executive Board, and Foundation Executive Board whenever and wherever deemed necessary. At meetings of the Board of Governors, Executive Board, and Foundation Executive Board, the Treasurer has the ability to cast one (1) vote.

Subsection C: Service

The Treasurer shall be elected to serve in the position for a three (3) year term and may be re-elected to serve one additional three (3) year term for a total of six (6) years of consecutive service.

Subsection D: Eligibility

To be eligible for nomination as Treasurer, a member must have served as an Executive Board member for at least three (3) years, consecutively, or unless otherwise decided by the Board of Governors and shall have been a member of the Association for at least the past five (5) years, with no lapses, preceding nomination.

Subsection E: Good Standing

The Treasurer must be a resident of the State of Florida and a member of the Association in good standing.

SECTION 8. Executive Director of the Association

Subsection A: Duties

It shall be the duty of the Executive Director to act as the Administrative Officer of the Association. The Executive Director shall be responsible to the Executive Board for conducting the affairs of the Association and maintaining its Headquarters as directed by the Executive Board, the membership, and as specified by these Bylaws. They shall serve on all committees and task forces as an Ex-Officio member.

The Executive Director is required to attend all meetings of the Board of Governors, Executive Board, and Foundation Executive Board whenever and wherever deemed necessary. They are not to cast any vote.

The Executive Director shall have direct supervision and management of all Association employees. They shall be responsible for overseeing the execution of the Association's policies and procedures, organizing and managing fundraising efforts, aligning personnel with company goals and objectives, and assessing and managing the budget.

Subsection B: Compensation

The Executive Director shall be a resident of the State of Florida and receive compensation as recommended by the Executive Board.

ARTICLE VII – THE EXECUTIVE BOARD

SECTION 1. Duties

The Executive Board shall oversee activities related to strategic planning and decision-making on behalf of the Association. They shall serve as a fair representation of the membership demographics. The Executive Board shall decide the date and place of the Annual Meeting of the Association, appoint other committees and task forces necessary to advance the Association, and set policies and schedules to maintain the integrity of the dues process.

SECTION 2. Construction

The Executive Board shall consist of the President, Immediate Past President, President-Elect, Treasurer, Trustee Emeritus when the position is filled, the AVMA Delegate and Alternate Delegate, one (1) elected representative from each of the Association's districts, and a representative of the FAEP Council. The Executive Director will serve on the Executive Board as an Ex-Officio member. An Executive Board member can only hold one seat at a time.

SECTION 3. Installation

The installation of the President-Elect as President and other elected members of the Association shall be during the Annual Meeting of the Association. A previous President (not the outgoing President) of the Association shall be the Installing Officer. The newly installed President and other elected members shall assume their duties immediately following the conclusion of the Annual Meeting.

SECTION 4. Meetings of the Board

The Executive Board shall meet four (4) times a year, either virtually or in person or unless otherwise deemed necessary by the current President. Notice of such meetings shall be given to all Board Members at least seven (7) days in advance of the date of said meeting.

In order to constitute a quorum at any meetings of the Executive Board, at least 2/3 of the total number of elected Board Members must be present.

Robert's Rules of Order shall be the final authority to govern all meetings of the Executive Board when not in conflict with these Bylaws.

SECTION 5. Annual Meeting of the Association

Executive Board shall decide and approve the date and time of the Annual Meeting of the Association, and the current President is responsible for ensuring the members are notified at least thirty (30) days prior to the holding of such a meeting.

Only members of the Association in good standing shall be admitted to the Meeting of the Association. Members present at the Meeting of the Association shall constitute a quorum for the transaction of the business.

Robert's Rules of Order shall be the final authority to govern all meetings of the Association when not in conflict with these Bylaws.

SECTION 6. Trustee Emeritus

Subsection A: Duties

It shall be the duty of the Trustee Emeritus to serve as an ambassador of the organization due to their ongoing relationship with the FVMA. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The Trustee Emeritus is required to attend all meetings of the Executive Board and Foundation Executive Board whenever and wherever deemed necessary. At meetings of the Executive Board and Foundation Executive Board, the Trustee Emeritus has the ability to cast one (1) vote.

Subsection C: Service

The Trustee Emeritus shall be elected for a three (3) year term, indeterminate, and does not operate as a mandatory fill position of the Board. The holder of this position is not allowed to serve in more than one role on the Executive Board.

Subsection D: Eligibility

To qualify for the position of Trustee Emeritus, any member who has served at least six

(6) consecutive years on the Executive Board and who has rendered meritorious service during their tenure. Names must be submitted to the current President by an active Board Member and voted upon by the entire Executive Board.

Subsection E: Good Standing

The Trustee Emeritus must be a resident of the State of Florida and a member of the Association in good standing.

SECTION 7. AVMA Delegate and Alternate Delegate

Subsection A: Duties

It shall be the duty of the AVMA Delegate and Alternate Delegate to serve on the AVMA House of Delegates as a representative of the FVMA and to serve on the FVMA Executive Board as a representative of the AVMA. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The AVMA Delegate and Alternate Delegate are required to attend all meetings of the Executive Board and Foundation Executive Board, as well as any and all meetings of the AVMA House of Delegates, whenever and wherever deemed necessary. At meetings of the Executive Board and Foundation Executive Board, the AVMA Delegate and Alternate Delegate have the ability to cast one (1) vote each.

Subsection C: Service

The AVMA Delegate and Alternate Delegate shall be elected to serve in the positions for a term of four (4) years. Only an Alternate Delegate may serve as a Delegate unless otherwise voted upon by the Board of Governors. Upon the completion of the Delegate's four (4) year term, the Alternate Delegate shall assume that office, and an 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 full 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 an Alternate Delegate will be elected to serve a term concurrent with that of the Delegate.

Subsection D: Eligibility

To be eligible for the position of AVMA Alternate Delegate, the nominee must have held a prior position as part of the Executive Board for at least three (3) consecutive years with the FVMA – unless otherwise voted upon by the Executive Board – or, if recently moved to the area, have held a position in their previous state veterinary medical association for three (3) consecutive years. In alignment with the AVMA’s Bylaws for this position: “The Principal Administrative Officer of each organization represented in the House of Delegates must submit the names and Reference Committee preferences of its Delegate and Alternate Delegate to the AVMA Office of the Executive Vice President by October 1 of each year. Appropriate forms for this purpose will be sent to each organization and each Delegate and Alternate Delegate each year.”

Subsection E: Good Standing

The AVMA Delegate and Alternate Delegate must be residents of the State of Florida and members in good standing in both the Association and the AVMA.

SECTION 8. District Representatives

Subsection A: Duties

It shall be the duty of the District Representatives to represent and communicate on any district activity and report on any items submitted by the local veterinary medical associations in their districts. They shall also report, either in person or electronically, to each association within the district with updates on the affairs of the Executive Board. The District Representatives are to act in the best interest of the Association when attending district meetings. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The District Representatives are required to attend all meetings of the Executive Board and Foundation Executive Board whenever and wherever deemed necessary. At meetings of the Executive Board and Foundation Executive Board, each District Representative has the ability to cast one (1) vote.

Subsection C: Service

Each District Representative shall be elected for a three (3) year term after being nominated by and voted on within their corresponding districts. District Representatives may be elected for one (1) additional three (3) year term for a total of six (6) consecutive years. Nominations shall go through an application process approved by the Election Committee. Currently seated representatives running for a second term will be required to provide a Letter of Endorsement to the Election Committee. All district members are encouraged to suggest names of possible district representatives to the Election Committee at least sixty (60) days before the Annual Meeting of the Association.

Subsection D: Vacancy

The seat of a District Representative shall be declared vacant by the Executive Board if the member no longer resides in the given district or has two consecutive unexcused absences (as determined by the Board of Governors) from any regularly scheduled meetings. In the event that a district vacancy occurs on the Executive Board, the Executive Board shall appoint a member from the specific district to fill that vacancy until the next general election of the Association to complete the remaining term of the vacancy. A term of fewer than three (3) years may be utilized to ensure that no more than three (3) District Representatives' terms expire during the same calendar year.

Subsection E: Good Standing

Each District Representative must be a resident of the State of Florida and a member of the Association in good standing.

SECTION 9. FAEP Representative

Subsection A: Duties

It shall be the duty of the Florida Association of Equine Practitioners (“FAEP”) Representative to serve on the Executive Board as a representative of the FAEP Council and to serve on the FAEP Council as a representative of the Executive Board. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer.

Subsection B: Attendance and Vote

The FAEP Representative is required to attend all meetings of the Executive Board and Foundation Executive Board, whenever and wherever deemed necessary. At meetings of the Executive Board and Foundation Executive Board, the FAEP Representative has the ability to cast one (1) vote.

Subsection C: Nomination

The FAEP Representative shall be elected from a slate of nominee(s) brought forward to the Executive Board 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 one (1) successive term for a total of six (6) consecutive years.

Subsection D: Good Standing

The FAEP Representative must be a resident of the State of Florida and a member of the Association in good standing.

SECTION 10. Voting

All actions requiring the vote of the Executive 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 2/3 affirmation vote of the total votes cast by members of the Board. 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 that 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 that are required to act under the quorum and voting requirements, then in effect or proposed to be adopted, whichever is greater. After any vote has been cast, it shall be the duty of the Executive Board to inform the full membership of any changes, amendments, or the like that have been adopted.

SECTION 11. 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 as set forth in these Bylaws. The Association may also borrow funds necessary to acquire, improve, and maintain real property to be used as the Association's headquarters. Any such loans shall be 100% secured with cash, cash equivalents, or real estate. No such loans shall require the personal endorsement of any Board Member, nor shall there be any

joint and several liabilities of any of the Association's members. No such loans shall be closed without the approval of a majority of the Executive Board.

SECTION 12. Complaint Investigations

The Executive Board shall be invested with the power to hear and investigate complaints filed with the Association which are in violation of the Association's Code of Ethics and report its findings to its membership.

SECTION 13. Removal

Any Board Member may be removed from office at any time, with or without cause, upon a 2/3 vote of the remaining Board Members. Any elected member shall be automatically removed from office on the revocation of their membership as described in these Bylaws.

SECTION 14. Resignations

Any Board Member may resign at any time by giving written notice to the Executive Board or the current President. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLES VIII – ELECTIONS

SECTION 1. Elections

The President-Elect, Treasurer, AVMA Alternate Delegate, or any other role as may be specified by these Bylaws shall be elected by ballot by a majority of the members voting. District Representatives shall be elected after being nominated by and voted on within their corresponding districts. The results will be announced during the Annual Meeting of the Association.

Any other matters as determined necessary by these Bylaws or upon the request of the Executive Board that require the Association membership to vote upon may also be included in the ballot. The current President has the ability to call a Special Election of the Association should the matter be rendered necessary.

SECTION 2. Nominations

Nominations for President-Elect, Treasurer, District Representatives, AVMA Alternate Delegate, and any other role as may be specified by these Bylaws shall go through an application process approved by the Election Committee. All members of the Association are encouraged to suggest names of possible candidates to the Election Committee at least sixty (60) days before the Annual Meeting of the Association.

SECTION 3. Ballots

The Association shall prepare a ballot listing any pertinent matters and all candidates for each position in alphabetical order as provided by the Election Committee. The ballot shall be distributed 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 position, that nominee shall be elected by a unanimous vote, and a ballot for that position shall not be sent to the membership.

SECTION 4: Voting

Each individual member shall be entitled to one vote on each matter submitted for a vote of the Association members. Voting will occur digitally by procedures approved by the Executive Board and in compliance with these Bylaws.

SECTION 5. Vacancies

In the event that there is a vacancy in an elected position, 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 on which the Special Election was authorized. Association members shall have forty-five (45) days to submit nominations to the Elections Committee and fifteen (15) days to cast their ballots. The Executive Director shall have fifteen (15) days to distribute the ballots to the membership.

ARTICLE VIII – DIRECTOR’S AND OFFICER’S INSURANCE AND ENTITY LIABILITY POLICY

SECTION 1. Liability

The Association shall carry a Directors and Officers Insurance and Entity Liability Policy at all times. The Directors and Officers Insurance and Entity Liability Policy 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 Directors and Officers or Entities made party to or threatened to be made 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 Directors, and Officers or Entities of the Association or any other corporation, partnership, joint venture, trust, or enterprise in which they 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 Directors and Officers or Entities 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. This person shall not be entitled to indemnification in relation to matters as to which such person has been judged 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 Directors and Officers or Entities seeks indemnification were properly incurred and that such Directors and Officers or Entities acted in good faith and in a manner they 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, they had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Executive Board by a majority vote of a quorum consisting of positions 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 them 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 shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes.

ARTICLE X - AMENDMENT OF BYLAWS

Proposed amendments to the Bylaws shall be approved by a 2/3 vote of the Executive Board. The Membership will then be informed by publication and/or electronic announcement of the amended Bylaws soon after the Executive Board vote.

ARTICLE XI – LIMITATIONS ON LIABILITIES

No individual, Member, or organization, including committees, districts, and FVMA corporate entities, may obligate the Association except when authorized through the action of the Executive Board. The Executive Board shall not be obligated to any member for any official act of the Association except that such action is one of actual malfeasance and intentionally committed without a warrant and beyond the purposes enumerated herein. Each Member voluntarily submits their acts in the conduct of their business to the criticism of other Members and to the Executive Board acting as the Association to improve the conduct of the Association in Florida.