



## MEMORANDUM

**To:** Executive Directors and Registrars of the AAVSB Member Boards for Distribution  
**From:** AAVSB Bylaws and Resolution Committee  
**Date:** May 6, 2025  
**Subject:** Proposed Bylaws Amendments for 2025

---

The following are the three (3) proposed Bylaws amendments duly received at the Association office in accordance with the AAVSB Bylaws. This memo includes information on each proposed amendment and recommendations from the AAVSB Bylaws and Resolution Committee and the AAVSB Board of Directors.

The proposed changes are indicated in red on the enclosed Bylaws. The page number refers to the full Bylaws document. Delegates will vote on the proposed amendment in September at the 2025 AAVSB Annual Meeting & Conference being held in Cincinnati, Ohio.

PROPOSED AMENDMENT #1	
<b>Location in Bylaws:</b>	ARTICLE I through ARTICLE XIV - Comprehensive updates and a new article to the Bylaws document.  <u>Modifications and letter are included in the attached document.</u>
<b>Proposed by:</b>	Kentucky Board of Veterinary Examiners (KBVE)
<b>Bylaws &amp; Resolutions Committee notes:</b>	The KBVE submitted a comprehensive proposed amendment to the AAVSB bylaws as one document. A letter accompanied the proposals with an overview of the amendments. The KBVE elected to forward its letter and proposed amendment package directly to the Member Boards and Board of Directors prior to submitting the proposed Bylaws proposed amendment document to the Committee. The Committee stresses the importance of first communicating proposed amendments to the Committee for review and coordination between the Committee charge and proposed amendments and other Member Board amendments.

	<p>Such a process allows for clarifications and consistent language to be agreed upon with the proposer without affecting the intent of the proposer's amendments. Furthermore, notice to and use of the Committee promotes efficiencies at the Annual Meeting as such a coordinated effort diminishes overlap of amendments of additional proposed amendments.</p> <p>With that said, the Committee respects the rights of a Member Board to submit proposed amendments. The Committee did meet with representatives of the KBVE and its counsel to discuss the process and the fact that the Committee has been charged with and is undertaking a comprehensive review of the bylaws with the intent of submitting proposed amendments at the 2026 AAVSB Annual Meeting. The Committee suggested that the KBVE work with the Committee to undertake this comprehensive review and the Committee would use the KBVE amendments as one bases of its review. The Committee also noted that any issue not addressed to the satisfaction of the KBVE could form the basis for the KBVE to propose its own amendments. As of the date of this report, it appears that the KBVE has elected to have its comprehensive package go to the membership at the 2025 Annual Meeting.</p> <p>As a further note, the Committee started its comprehensive review in 2024 and communicated to Member Boards and Committees a request for seeking input on the current Association Bylaws with the intent to present proposed amendments in both 2025 and 2026 upon completion of its comprehensive review. That comprehensive review is ongoing.</p> <p>Related to its recommendation, the Committee feels that a comprehensive review of the bylaws should be undertaken by the Committee with input from the membership and not be the work product of one Member Board.</p>
<p><b><i>Recommendation(s):</i></b></p>	<p>The Bylaws and Resolution Committee does not support the proposed amendment.</p> <p>The AAVSB Board of Directors does not support the proposed amendment.</p>

Andy Beshear  
Governor



John C. Park, DVM  
Board Chair

**KENTUCKY BOARD OF VETERINARY EXAMINERS**

4047 Iron Works Parkway, Suite 104, Lexington, KY 40511

Office: 502-564-5433 • Fax: 502-695-5887

[kbve.ky.gov](http://kbve.ky.gov) • [vet@ky.gov](mailto:vet@ky.gov)

January 31, 2025

**Via email**

AAVSB Member Boards and the AAVSB Board of Directors  
American Association of Veterinary State Boards (AAVSB)  
12101 West 110th Street, Suite 300  
Overland Park, Kansas 66210

**RE: AAVSB Bylaws – Proposed amendments**

Dear AAVSB Member Boards and AAVSB Board of Directors:

The Kentucky Board of Veterinary Examiners (KBVE) respectfully submits the enclosed proposed Association Bylaws amendments for consideration. This cover letter is provided to explain the reasons for the proposed amendments.

The KBVE acknowledges the mission of the AAVSB is “to support and advance the regulation of veterinary medicine” and the vision to “provide comprehensive information and services to enhance the efficiency of veterinary regulation.”

Given this, the Kentucky Board is proposing some comprehensive updates to the Bylaws related to overall conformity, as well as new provisions to promote transparency regarding Association activities and to help curb the influence of private and special interest groups on the laws governing the practices of veterinary medicine. This is essential in the current legislative landscape for the professions governed by Member Boards.

The below points are not meant to summarize every proposed change to the Bylaws. The summary is instead meant to provide a high-level overview of the suggested amendments, some of which speak for themselves.

- **Article II: Purpose.** The AAVSB is a member-driven organization meant to provide critical services to regulatory bodies with a public protection mission. To fully advocate for each Member Board, the KBVE proposes that Article II be amended in a manner that recognizes the importance of the legislative environment in which each regulatory body operates and assists with federal, state, and provincial coalition building. In addition, given recent concerns of the Kentucky Board and the manner in which those concerns were both addressed and not



addressed by the Board of Directors, the KBVE proposes that the AAVSB adopt a mechanism for handling grievances in a manner that recognizes and respects the sovereign authority of each Member Board, and the important contributions of those jurisdictions as Members of this organization and in the regulation of the practice of veterinary medicine.

- **Article III: Definitions.** Although the KBVE has proposed revisions to the “Definitions” section, those revisions include some substantive amendments. For example, the proposed amendments include the provision of “Professional Members.” The KBVE has proposed inserting that defined term in certain sections of the Bylaws to ensure that participation in the AAVSB is primarily by seated regulators whose mission is public protection and enforcement of appropriate standards in the law. By defining “Professional Member” to include those persons currently serving a term or maintaining a seat on a Member Board, the KBVE proposed recognizing the central role of the regulatory bodies and the primary purposes of the AAVSB.
- **Article IV: Membership.** Currently, the Association Bylaws do not provide for the withdrawal of its Members. A Member Board may be terminated, but there is no provision for striking their name from the Membership of the Association or voluntarily end affiliation. For that reason, the KBVE has proposed the suggested language as a means to allow for the orderly withdrawal of a Member Board and to state the rights and responsibilities of the AAVSB and any individuals then holding an elected position within the AAVSB.
- **Article V: Delegate Assembly and Article VI: Delegate Assembly Meetings.** The Bylaws do not allow for jurisdictions to consult or conference with representatives from their own jurisdiction during Delegate Assemblies. This is a particular hinderance to Member Board understanding and informed voting. To address this issue, the KBVE has proposed amendments to Article V and Article VI, Section 6, with other conforming amendments throughout.
- **Article VII: Board of Directors and Officers – Executive Committee and Term Limits.** The proposed amendments include a specific provision outlining the authority of the Executive Committee and would require that the Board of Directors review and either approve, reject, or modify the action taken. This amendment will ensure adequate oversight of the Executive Committee and ensure that the Board’s authority is maintained at all times. Additionally, provisions are added regarding vacancies and term limits.
- **Article VII: Board of Directors and Officers – Removal.** Removal is a serious matter. Events in 2024, however, have demonstrated that the AAVSB’s Bylaws provide insufficient detail regarding the removal process. To ensure the AAVSB is transparent and professional in any initiative to remove an elected Director or Officer, and that Members and Directors are provided sufficient notice and opportunity to be heard, the KBVE has proposed the amendments contained in Section 8.
- **Article VIII: Board of Directors Meetings.** In keeping with the public meeting requirements of the majority of Member Boards, proposed revisions include regular and advance notifications to Member Boards for participation. Moreover, there are few issues of the BOD that should require executive session. Many of the AAVSB’s Member Boards

operate under laws and policies that recognize the public nature of the work they perform. For that reason, the AAVSB should similarly recognize the limited circumstances in which executive session is warranted, and should provide in open session, among other things, notice of those reasons for entering executive session and ratification of the decisions made within executive session.

- **New Article: Transparency.** Again, the AAVSB is comprised of regulatory bodies subject to transparency requirements. The AAVSB's Bylaws should similarly recognize a commitment to transparency. Thus, the KBVE has proposed an amendment introducing a new Article IX to include certain transparency requirements related to publications of the membership of its committees, resolutions, minutes, and attendance. Many of the proposed revisions throughout the document are similarly aimed at transparency, including, for example, the proposed requirement that the Board of Directors review all agreements and contracts prior to execution, as suggested in Article XII, Section 4.
- **Article X: Committees.** Because the AAVSB is a member-focused organization, the policies and direction of all Association committees should be steered by majority representation of Member Boards. KBVE additionally proposes the creation of a new Rules Committee to ensure that the Association, its leadership, and all committees adhere to the rules which govern the organization.

While reasoning has not been provided for all proposed amendments herein in the interest of concision, Kentucky is available to engage with any jurisdiction to provide additional information and facilitate transparent conversations for all Member Boards.

In closing, the Kentucky Board of Veterinary Examiners is thankful for the opportunity to submit these proposed amendments to the AAVSB's Bylaws. The KBVE believes these proposed amendments will improve the governance of the AAVSB and increase the transparency to which all Member Boards are committed.

Respectfully,

A handwritten signature in blue ink, appearing to read "John C. Park", is written over the typed name.

John C. Park, DVM  
KBVE Chair

**Edition: January 2025**  
**@ <https://www.aavsb.org/about-us/governance>**

## AMERICAN ASSOCIATION OF VETERINARY STATE BOARDS BYLAWS

### ARTICLE I. NAME.

#### Section 1. Name.

The name of this organization is the American Association of Veterinary State Boards ("Association").

#### Section 2. Location.

The principle offices of the Association shall be located in such place or places as determined from time to time by the Board of Directors.

### ARTICLE II. PURPOSE.

The objective of this Association is to aid regulatory boards of veterinary medicine in the protection of the public health and welfare. The Association shall achieve this by:

- a. Understanding key issues related to Member Boards and the legislative environments in which they operate.
- b. Assisting Member Boards with governmental relations and partnership building skills with federal, state, and provincial governments.
- ~~a.c.~~ Acting as a clearinghouse for research, collection and dissemination of information and ideas among Member Boards concerning legal regulation of the veterinary profession.
- ~~b.d.~~ Encouraging and aiding collaborative efforts among Member Boards to simplify and standardize licensing and certification processes for veterinarians and veterinary technicians.
- ~~e.e.~~ Representing the opinions of the Association in those matters related to the provision of veterinary services by interacting with other veterinary organizations; legislative, judicial, regulatory or executive governmental bodies; and with other groups or associations whose areas of interest may coincide with those of the Association.
- ~~d.f.~~ Providing assistance to Member Boards in fulfilling statutory, public, and ethical obligations in legal regulation and enforcement.
- ~~e.g.~~ Communicating with and advising the International Council for Veterinary Assessment (ICVA) on examination matters of relevance to Member Boards.
- ~~f.h.~~ Overseeing collection and dissemination of information regarding disciplinary actions taken by Member Boards.

- ~~g.i.~~ Identifying and promoting desirable and reasonable uniformity in practice standards and expected outcomes of veterinary education.
- ~~h.j.~~ Providing veterinary medical educational programs with statistical information about examinees' performances on the licensing and certification examinations, when requested, within the legal limitations regarding confidentiality of examinees.
- ~~i.k.~~ Credentialing and overseeing the qualifying process by which foreign-trained veterinarians and veterinary technicians become eligible for licensure, including consultation with parties of interest.
- l. Providing Member Boards with programs that assist them in meeting their responsibilities on licensure, registration, regulation, and enforcement regarding the practice of veterinary medicine and veterinary technology.
- ~~j.m.~~ Ensuring Member Boards have a pathway for grievances to be addressed amongst the body of Membership and with the Board of Directors regarding concerns with the Association or its leadership when those entities deviate from the purposes as established herein.

### ARTICLE III. DEFINITIONS.

#### Section 1. Association.

"Association" shall mean the American Association of Veterinary State Boards (AAVSB).

#### Section 2. Board.

"Board" shall mean the governmental agency or provincial association empowered to credential and regulate the practice of veterinary medicine in any of the States and Commonwealths of the United States, its territories, the District of Columbia, and insular possessions of the United States, individual provinces of Canada, and additional comparable entities.

#### Section 3. Board of Directors.

"Board of Directors" shall mean the Board of Directors of the Association~~[American Association of Veterinary State Boards]~~. For clarity, the Board of Directors is referred to as the "AAVSB Board of Directors" or the "Board of Directors~~[-]~~" or "BOD".

#### Section 4. Member Board.

"Member Board" shall mean any Board as defined above which is duly accepted into the Association pursuant to these Bylaws. Member Boards shall pay annual Member Board dues as determined by the Board of Directors and approved by the Delegate Assembly.

#### Section 5. Associate Member.



“Associate Member” shall mean any individual who has previously served on a Member Board or served as the Affiliate Member for a Member Board for a period of at least two (2) years and who applies for ~~[and receives]~~ recognition from the Board of Directors. The BOD shall recognize all Associate Member applicants and a current list shall be published and made readily available to Member Boards. Associate Members shall pay reasonable and equal annual Associate Member dues as determined by the Board of Directors. Failure to pay annual dues shall be grounds for loss of Associate Member status.

Section 6.     Affiliate Member.

“Affiliate Member” shall mean the current Executive Director/Executive Officer/Administrator/Registrar or other individual who holds a similar title or position with a Member Board. Each Member Board shall have only one Affiliate Member for the purposes of eligibility to serve on the AAVSB Board of Directors. Upon loss of position or title as Executive Director/Executive Officer/Administrator/Registrar, the Affiliate Member status shall immediately cease. Any such change in status shall not prohibit an individual from completing their terms of office or appointment in accordance with these Bylaws.

Section 7.     Delegate.

"Delegate" shall mean a Professional Member~~[current member]~~ or Affiliate Member of a Member Board designated by the Member Board as its Delegate to the Association~~[AAVSB]~~ Delegate Assembly. Each Member Board may designate up to two (2) Delegates.

Section 8.     Alternate Delegate.

"Alternate Delegate" shall mean a Professional Member~~[current member]~~ or Affiliate Member of a Member Board designated by the Member Board as an~~[its]~~ Alternate Delegate to the Association ~~[AAVSB]~~ Delegate Assembly.

Section 9.     Delegate Assembly.

"Delegate Assembly" shall mean the governing body that is comprised of Member Boards and their representatives as Delegates and Alternate Delegates.

Section 10.    Licensed Veterinarian.

"Licensed Veterinarian" shall mean an individual authorized by a Board to practice veterinary medicine in that jurisdiction.

Section 11.    Licensed Veterinary Technician.

“Licensed Veterinary Technician” shall mean an individual authorized by a Board to practice as a veterinary technician in that jurisdiction. This definition shall also include Certified



Veterinary Technicians (CVTs), Registered Veterinary Technicians (RVTs), and Member Board-credentialed veterinary nurses.

Section 12. Public Member.

"Public Member" shall mean a current member of a Board who is not, nor has ever been, a Licensed Veterinarian or Licensed Veterinary Technician.

Section 13. Professional Member.

"Professional Member" shall mean a person currently serving a term or maintaining a seat on a Member Board.

Section 14. At-large Member.

"At-large Member" shall mean any Affiliate Member, Associate Member, or Professional Member.

Section 15. Standing Conference Rules.

"Standing Conference Rules" shall mean those rules established by the Rules Committee which shall govern the proceedings of the Annual Meeting and Conference.

**ARTICLE IV. MEMBERSHIP.**

Section 1. Application.

Upon receipt of a written indication of interest in membership by a Board, the Chief Executive Officer will respond within 30 days with an application for membership.

Section 2. Admittance.

A Board, which qualifies for membership, may be admitted into the Association as a Member Board by the Board of Directors, after seeking comment and opinion from Member Boards.

Section 3. Rights and Privileges.

A Member Board that is current on its payment of membership dues and other applicable fees shall have all rights of membership, including the right to vote on all matters duly brought before the membership.

Section 4. Termination of Membership.

- a. Membership may be terminated at a meeting of the~~[an Annual]~~ Delegate Assembly when so ordered by an affirmative vote of a two-thirds majority of all Member Boards, that is as if the established quorum included all Member Boards. Written notice that termination is to be considered and the cause for the action shall be sent by the Secretary of the Association to all Delegates and to the Member Boards not less than 90 days prior to the meeting. The Member Board in question shall have opportunity to be heard, with representation by counsel, before a vote is taken.
- b. Upon termination, all rights of the Member Board as provided in these Bylaws shall cease.

#### Section 5. Voluntary Withdrawal of Membership from the Association.

- a. From time to time, a Member Board may seek voluntary withdrawal from the Association.
- b. A Member Board seeking to voluntarily withdraw its membership from the Association shall submit a letter of intent to the Board of Directors stating their intent to withdraw at least 150 days prior to a Delegate Assembly. The Secretary shall forward the letter of intent to the Member Boards not less than 120 days prior to the Delegate Assembly. The Member Board in question shall have opportunity to be heard at length at the first Delegate Assembly to be held following the timely receipt of the letter of intent, with representation by counsel, if so desired. Following the conclusion of the Delegate Assembly, the Member Board shall be stricken from the Association's Membership list and shall no longer retain the right to claim Membership in the Association and all rights of the Member Board as provided in these Bylaws shall cease on the date of the withdrawal.
- c. Upon the date of withdrawal, the Association shall no longer claim or list the Member Board as a part of the Association's Membership.
- d. At-large Members holding an elected or appointed position shall be eligible to complete their term, but shall not be eligible for re-election or re-appointment to any body of the Association or representing the Association until such time and if the Member Board seeks and is approved for reinstatement in accordance with Section 6.

#### Section 6 [Section 5]. Reinstatement.

-Reinstatement may be granted by the Association ~~[Board of Directors]~~ upon appropriate reapplication and by a majority vote of Membership at a Delegate Assembly ~~[compliance with all conditions set forth by the Board of Directors]~~. A former Member Board may submit a written request for reinstatement to the BOD. The Secretary shall forward the letter of request to the Member Boards not less than 120 days prior to the Delegate Assembly. Individuals representing the former Member Board may be present at the Delegate Assembly to present the case for reinstatement prior to the vote. A vote shall be held during the first day of the business meeting at the Delegate Assembly to determine if reinstatement shall be granted. Once reinstatement is confirmed by a vote of the Delegate Assembly, a Member Board shall immediately have full rights and privileges as a Member Board of the Association.

## ARTICLE V. DELEGATE ASSEMBLY.

### Section 1. Delegates.

Up to two (2) [The] Delegates for each Member Board shall be seated by the Secretary under the Standing Conference Rules [policies] established by the Rules Committee[Board of Directors], The Standing Conference Rules shall be provided to Member Boards at least 120-days in advance of the Annual Meeting[including the necessity to require an appropriate credential from the Member Board].

### Section 2. Alternate Delegates.

Each Member Board shall have the right to designate one (1)[an] Alternate Delegate to act on its behalf in the event of the absence of one or both [the] Delegates and under the Standing Conference Rules [policies established by the Board of Directors].

### Section 3. Delegate Assembly Authority.

The Delegate Assembly may take such action, not in conflict with the Association Articles of Incorporation or these Bylaws, as it deems necessary, expedient or desirable to fulfill and implement the Association's stated purposes. The Delegate Assembly shall provide direction for the Association by Member Board participation, through the election of representatives, and through the resolution process.

## ARTICLE VI. DELEGATE ASSEMBLY MEETINGS.

### Section 1. Annual Delegate Assembly.

The Annual Delegate Assembly shall be held yearly at a time and place to be determined by the Board of Directors. All continuing education provided during the Annual Delegate Assembly Meetings shall comply with the current Association[AAVSB] RACE Standards.

### Section 2. Educational Meeting.

In addition to its Annual Delegate Assembly, the Association may hold an Educational Meeting at a time and place to be determined by the Board of Directors. No Association business shall be conducted at the Educational Meeting, unless the Board of Directors notifies Delegates, Alternate Delegates, and all Member Boards of the necessity to conduct business in accordance with the required time lines for notice of the meeting.

### Section 3. Special Meeting.

Special Meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Board of Directors. The President must call a Special Meeting if and when the Secretary receives written request thereof from at least one-half of the Member Boards of the Association.

### Section 4. Notice and Agenda.

The Secretary of the Association shall send notice and a proposed agenda for all Annual Delegate Assemblies, Educational Meetings, and Special Meetings to all Member Boards at least 60 days prior to the meeting date. The agenda for ~~a~~the Annual Delegate Assembly shall be presented to the Delegate Assembly at the commencement of the meeting, and, with the exception of the elections, may be revised by an affirmative vote of a majority of Member Boards present.

### Section 5. Quorum and Voting.

In order to conduct business at any meeting of the Delegate Assembly, a quorum must be established consisting of the presence and seating of at least a majority of all Member Boards. Assuming the presence and seating of a majority of Member Boards as referenced above, the total number of Member Boards in attendance shall constitute the quorum. Unless otherwise required by applicable law, Association~~[AAVSB]~~ Articles of Incorporation, these Bylaws, or Robert's Rules of Order, all matters brought to a vote shall require an affirmative vote of a majority of the quorum for adoption. In the absence of representation of a majority, those Member Boards in attendance shall have the authority to adjourn the meeting by a majority vote.

### Section 6. Participation.

A Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Available voting options at a minimum shall be Yay, Nay, or Abstention. Member Boards shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, all members and employees of Member Boards, Associate Members, Affiliate Members, and all members of Association committees shall have the privilege of the floor at all Delegate Assembly meetings. Only seated Delegates and seated Alternate Delegates are eligible to make and second motions and to vote on matters put forth to the Delegate Assembly.

Each Member Board may seat up to two (2) Delegates or one (1) Delegate and one (1) Alternate Delegate together for each business portion of the Annual Meeting and they shall represent their jurisdiction and be empowered to speak with each other and together represent the Member Board during the meeting.

### Section 7. Parliamentary Authority.

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not

inconsistent with these Bylaws and any special rules of order the Delegate Assembly ~~[Association]~~ may adopt. The Rules Committee shall ensure proper adherence to the rules.

## Section 8. Records.

The Association shall keep accurate and complete minutes of all business meetings of the Delegate Assembly, and shall make these minutes available to any Member Board for any proper purposes ~~[at any reasonable time]~~.

## Section 9. Notification.

Following the Annual Meeting, the Association shall within 30 days of the conclusion of the meeting send notice to Member Boards of the results of the elections, changes to the Bylaws, outcome of all votes, adopted resolutions, proclamations, or any special rules.

# ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS.

## Section 1. Composition.

There shall be ten (10) members of the Board of Directors including four (4) Officers and six (6) Directors at Large.

The Officers shall be identified as President, President-Elect, Immediate Past President and Treasurer. The Officers and Directors at Large are collectively referred to as the Board of Directors. ~~[The Officers may, at times be collectively referred to as the Executive Committee.]~~ Notwithstanding any other provisions of these Bylaws, the Board of Directors shall be comprised of four (4) licensed veterinarians, (2) Licensed Veterinary Technicians, two (2) Affiliate Members -- one (1) of whom shall not be a licensed veterinarian or veterinary technician, and two (2) Public Members ~~[at least six Licensed Veterinarians and one Affiliate Member]~~. The Chief Executive Officer shall serve as Secretary and as an ex-officio non-voting member of the Board of Directors and shall not be considered an Officer as identified above.

## Section 2. Qualifications.

### a. Officers

To be eligible to serve as an Officer, a candidate shall when nominated and elected be currently serving on the Board of Directors, or be a Professional Member~~[member]~~ of a Member Board, or be an Affiliate Member.

### b. Directors at Large

To be eligible to serve as a Director at Large, a candidate shall when nominated and elected be currently serving on the Board of Directors or be a Professional Member~~[member]~~ of a Member Board or have served as a member of a Member Board as of June 1st of the year preceding the election year, or be an Affiliate Member.

If a Director ceases to meet the eligibility criteria stated above, such Board of Director member shall not be eligible to serve additional terms on the BOD after completion of the current term ~~[, be eligible to serve one additional term on the Board of Directors]~~.

### Section 3. Elections.

The Board of Directors shall be elected annually or in accordance with Section 7 at a meeting of the ~~[Annual]~~ Delegate Assembly of the Association by the Delegates, either from nominations submitted by the Nominating Committee, or by nominations from the floor. Each Director shall assume office at the close of the Annual Delegate Assembly at which the member is elected and shall serve as specified in these Bylaws or until a successor is elected.

### Section 4. Authority.

The Board of Directors shall manage the affairs and provide annual oversight to all contracts and programming of the Association, including the establishment of an annual budget for the Association and the transaction of all business for and on behalf of the Association as authorized under these Bylaws. The Board of Directors shall carry out the resolutions, actions, or policies as authorized by the Delegates, subject to the provisions of the Association Articles of Incorporation and Bylaws.

There may be a Chief Executive Officer employed by the Association who shall be hired by the Board of Directors and who shall work under such terms, conditions and standards as the Board of Directors shall, from time to time, establish. The Chief Executive Officer shall act as the administrative officer for the Association and shall be reviewed annually at a minimum~~[periodically]~~ by the Board of Directors. The Chief Executive Officer shall report to and be accountable to the Board of Directors.

### Section 5. Duties of Officers.

The duties of the Officers of the Association shall be those which usually pertain to such offices.

### Section 6. Executive Committee.

The Executive Committee of the Board of Directors shall be comprised of the President, President-Elect, Treasurer, and Secretary. The Executive Committee shall only take up matters between meetings of the Board of Directors in order to facilitate necessary operations and decision making of the Association. All meetings of the Executive Committee shall be reported to the Board of Directors at the next meeting of the BOD. All decisions of the Executive Committee shall be reviewed by the Board of Directors at the next meeting of the BOD, and either ratified or amended by a majority vote of a quorum of the BOD.

### Section 7. Terms.

For purposes of these Bylaws, the offices of Immediate Past President, President, and President-Elect shall be considered one (1) term. The terms of the Board of Directors shall be as follows:

- a. Immediate Past President. The Immediate Past President shall serve a one (1) year term automatically following the term as President. The Immediate Past President shall only vote on matters before the Board of Directors to break a tie. In the event of a vacancy, the President shall have the option to nominate a former Past President who held office in the last five (5) years to fill the vacancy, and have the nomination confirmed by a majority vote of the Board of Directors.
- b. President. The President shall serve a one (1) year term automatically following the term as President-Elect. In the event of a vacancy, the President-Elect shall succeed to the Presidency to fill the unexpired term and may, thereafter, complete the President's term.
- c. President-Elect. A President-Elect shall be elected at a meeting of the [Annual] Delegate Assembly to serve a one (1) year term and shall automatically succeed to the office of President and, thereafter, the office of Immediate Past President. Thus, the President-Elect office is a three (3) year commitment, one year as President-Elect, one year as President, and one year as Immediate Past President and is limited to one elected term. In the event of a vacancy, the President ~~[in consultation with the Board of Directors]~~ may appoint the office of President-Elect with approval of the majority of the Board of Directors. In any event and under these circumstances, at the next [Annual] Delegate Assembly, there shall be an election for both President and President-Elect.
- d. Treasurer. A Treasurer shall be elected at a meeting of the [Annual] Delegate Assembly to serve a term of two (2) years. In the event of a vacancy, the Treasurer position shall be appointed by the President in consultation with the Board of Directors until the next [Annual] Delegate Assembly at which time an election shall be held. ~~[The Treasurer shall serve no more than two (2) consecutive terms.]~~
- e. Directors at Large. Directors at Large shall be elected at the Annual Delegate Assembly to serve two (2) year terms. In the event of a vacancy, the President in consultation with the Board of Directors shall appoint the Director at Large position until the next [Annual] Delegate Assembly at which time an election shall be held to fill the unexpired term. ~~[Directors at Large shall serve no more than two (2) consecutive terms.]~~
- f. Limitations:
  - i. One Seat. No member of the Board of Directors shall hold more than one seat on the Board of Directors at any time. ~~[Any person appointed or elected to fill an unexpired term of less than one (1) year for Treasurer or Director at Large may be eligible for election to the same position for two additional consecutive terms after completion of the unexpired term. If the unexpired term is more than one (1) year, the person may be eligible for one additional consecutive term.]~~
  - ii. President or President-Elect. Individuals shall serve no more than one (1) term of President or President-Elect.



- iii Treasurer. Individuals shall serve no more than two (2) full terms as Treasurer. Any person appointed or elected to fill an unexpired term of more than one (1) calendar year for Treasurer may be eligible for only one (1) additional term.
- iv Directors. Individuals shall serve no more than three (3) full terms as a Director. Any person appointed or elected to fill an unexpired term of more than one (1) calendar year for Director may be eligible for election to the same position not to exceed the full-term limits established in this paragraph.
- g. In the event the position of President-Elect or President is vacated,
  - i Within five (5) calendar days of a vacancy the Secretary shall send notice to all Member Boards and seek candidates from the Member Boards to fill the position.
  - ii Nominees shall be submitted from Member Boards within 30 calendar days of the Secretary's notice.
  - iii The Nominating Committee shall have 10 calendar days to verify the eligibility of the submitted candidates and report back to Member Boards on the slate for the vacant position(s).
  - iv No later than 30 calendar days after notice is issued from the Nominating Committee, the Secretary shall accept either a virtual or in-person vote from a quorum of Member Boards to select the candidate for the vacant position(s) of President-Elect or President. Virtual votes may be submitted only by a Member Board Delegate or Alternate Delegate, and only one (1) vote shall be counted from each Member Board. A virtual vote shall allow for a 10-day window to establish a quorum and tally the submitted Member Board votes.
  - v Following the close of the election, the Secretary shall immediately report to Member Boards the results of an in-person election or within one (1) business day of a virtual election.
- h. In the event of any vacant position being appointed, notification and an explanation of the change shall be made to the Member Boards within 30 days.
- ~~f.i.~~ In the event of a national or local state of emergency, the Board of Directors shall defer to Continuation of Governance Policy as established first by Robert's Rules of Order, current revised edition, or, in the event Robert's Rules are silent, by Policy as established by the Rules Committee and confirmed by a majority vote of Member Boards. Lack of an approved policy in place shall be cause for elections to be held virtually within 30 days of the typical Annual Meeting time. Member Boards may submit to the Secretary proposed changes to the Continuation of Governance Policy at least 120 days in advance of an Annual Meeting. Such a request shall require notice to Member Boards at least 90 days in advance of the next Annual Meeting and be cause for the proposed changes to appear before the Membership for a vote.

## Section 7. Compensation.

Directors shall not receive compensation for services rendered, but shall be reimbursed for reasonable expenses incurred while carrying out their responsibilities.

## Section 8. Removal.

A member of the Board of Directors may be removed from office for cause prior to the end of that member's term ~~[when, in the judgment of the Board of Directors or Delegate Assembly, the best interest of the Association would be served]~~. Removal shall not include any prohibition on the ability of that Director to be nominated by a Member Board in future elections. Further, the Board of Directors shall not impose other limitations or restrictions on the rights of a seated Director to participate in their role as a duly elected representative of Member Boards.

Removal shall require an affirmative vote of two-thirds of the Board of Directors, or two-thirds of the total number of eligible voting Delegates, and shall be determined as if all Directors or eligible voting Delegates were present. No absentee voting shall be permitted.

Procedures for removal shall be in conformity with Robert's Rules of Order, current revised edition in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. In order to remove a seated Director, there shall be documented tangible evidence and a vote of no confidence for cause limited to one or more of the following reasons:

- a. Undisclosed conflict of interest which brings harm to the Association;
- b. Egregious breach of fiduciary duty;
- c. Non-participation;
- d. Violation of the Association Bylaws; or
- e. Illegal activities.

In the event of any Director being removed from the BOD, notification and an explanation of the removal shall be made to the Member Boards within 30 days.

## ARTICLE VIII. BOARD OF DIRECTORS MEETINGS.

### Section 1. Regular Meetings.

The Board of Directors shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Member Boards. At a minimum, the Board of Directors shall meet in conjunction with, and at the same place as the Delegate Assembly convenes for its Annual Delegate Assembly.

### Section 2. Special Meetings.

The President may convene special meetings of the Board of Directors. The President shall convene special meetings within thirty (30) days of receiving a written request for such meeting from any three (3) members of the Board of Directors, or when the Secretary receives written request thereof from at least one-half of the Member Boards of the Association.

### Section 3. Notice, ~~[and]~~ Agenda, and Meeting Materials.

Notice of the time, day, and place for any regular meeting of the Board of Directors shall be given to the Membership at least ninety (90) [thirty (30)] days prior to the meeting. Notice and tentative agenda for special meetings shall be given as soon as practicable but not less than 72-hours in advance. Directors shall be notified either by first class mail, overnight delivery service, facsimile, electronic mail, or hand delivery. All non-executive session materials shall be made available to Member Board Delegates, Alternate Delegates, and Affiliate Members at least five (5) business days prior to the meeting. Materials shall not be designated for executive session for the sole purpose of circumventing this provision.

#### Section 4. Participation.

Unless otherwise stated in these Bylaws or the Articles of Incorporation, Robert's Rules of Order, current edition, shall govern the proceedings of the BOD.

Unless prohibited by law, the Board of Directors may meet in any regular or special meeting conducted through the use of any means of communication by which all persons participating in the meeting can simultaneously communicate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Member Boards shall at a minimum be provided an opportunity to attend the meeting via virtual or telephonic means. Member Board Delegates and Alternate Delegates present at the meeting shall be provided a limited opportunity to comment on an agenda item to provide insight on the subject or correct misinformation.

Additionally, Member Boards may submit a request to address the BOD at least 30-days in advance of any regularly scheduled BOD meeting. The Secretary shall ensure the BOD is notified within 10 days of the request, and the Boards of Directors shall approve and agendaize the request no more than 60 days from receipt of the original notice. A reasonable amount of time shall be provided for the Member Board to be heard. The BOD may not motion to go into Executive Session during this time unless requested by the Member Board or in compliance with the provisions of Section 7.

#### Section 5. Quorum.

In order to conduct business at any meeting of the Board of Directors, at least a majority of voting members of the Board of Directors must be in attendance. In the absence of a majority, those Directors present shall have the authority to adjourn the meeting by majority vote.

#### Section 6. Voting.

Members of the Board of Directors shall be the only individuals entitled to [propose,] debate, vote, and otherwise participate in the decisions and motions at Board of Directors meetings. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless an act of greater number is required by law, the Association Articles of Incorporation, [or] these Bylaws, or Robert's Rules of Order, current revised edition.

## Section 7. Executive Session.

~~[ The Board of Directors may meet in executive session only for discussion and resolution of personnel matters, legal matters, matters related to Member Board membership in the Association, and matters related directly to the security of the examination programs relevant to Association business.~~

All meetings of a quorum of the Board of Directors or Delegate Assembly at which any Association business is discussed or at which any action is taken by the Association, shall be meetings accessible and open to the Member Boards at all times, except for the following reasons which discussion may be held in executive session:

- a. Discussions or hearings which might lead to the appointment, discipline, or dismissal of the CEO or an Association employee. This exception shall not be interpreted to permit discussion of general personnel matters in secret;
- b. Discussions between the Association and a representative of a business entity concerning a specific proposal or contract, if open discussions would jeopardize the siting, retention, expansion, or upgrading of the business;
- c. Meetings which federal or state law specifically require to be conducted in privacy;
- d. Legal matters, limited to pending litigation, potential specific legal risks, and strategies for addressing specific legal challenges; and
- e. Matters related to a specific security incident of an examination program and associated investigative proceedings. This exception shall not be interpreted to permit the discussion of matters related to general security concerns in secret.

Except as provided in this Section, the following requirements shall be met as a condition for conducting executive sessions of the BOD:

- a. Notice shall be given in regular open meeting of the general nature of the business to be discussed in executive session, the reason for the executive session, and the specific provision of this section authorizing the executive session;
- b. Executive session may be held only after a motion is made and carried by a majority vote in open session;
- c. No final action may be taken during an executive session. In other words, final actions must be stated clearly and voted upon in the open session; and
- d. No matters may be discussed at an executive session other than those publicly announced prior to convening the executive session.

## Section 8. Records.

The Board of Directors shall keep accurate and complete minutes of all meetings, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

## Section 9. Conflict of Interest.

“Conflict of interest,” as referred to herein, shall include, but not be limited to, any transaction by or with the Association in which a Board of Directors member has a direct or indirect personal interest, or any matter in which a Board of Directors member is unable to exercise impartial judgment or otherwise act in the best interest of the Association.

Any Board of Directors member who believes he or she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question and the Board of Directors shall make the final determination as to whether the Board of Directors member has a conflict of interest in any matter. No member of the Board of Directors shall cast a vote, nor take part in the final deliberation in any matter in which the Board of Directors determines to be a conflict of interest. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Board of Directors member.

## ARTICLE IX. TRANSPARENCY

The Association shall maintain transparency with Member Boards.

### Section 1. Board of Directors Composition

Any changes to the seated Directors of the Board of the Association shall require notification by the Secretary to all Member Boards within 30 days of the change.

### Section 2. Meeting Schedule.

The schedule of meetings for regular Board of Directors meetings shall be published and accessible to Member Boards in advance for an entire calendar year.

### Section 3. Member Board Attendance at BOD Meetings.

Member Boards shall be provided the opportunity to attend all regular meetings and special meetings of the BOD via virtual or telephonic means.

### Section 4. BOD Meeting Minutes.

All Board Meeting Minutes shall made available to Member Boards. Final approved minutes shall be provided to Member Boards within three (3) business days of approval. Minutes from the prior ten (10) years shall be available to Member Boards on a Member-Board-only secure access website or upon request by a Member Board within 30 days.

### Section 5. Board of Directors Policies.

All Association BOD approved policies shall be made available to Member Boards on a Member-Board-only secure access website or upon request by a Member Board within 30 days.

New policies or modifications to policies shall be made available within ten (10) days of approval.

Section 6. Resolutions of the Association.

All Resolutions approved by the Delegate Assembly shall be made available on the Member-Board-only secure access website or upon request by a Member Board within 30 days. In the event a resolution requires action, an update on the status of the resolution shall be provided at the next Delegate Assembly.

Section 7. Committee Composition.

The Association shall provide a list of all Association Committees, task forces, ad hoc bodies, and any other Association subgroup and make them available to Member Boards on the Member-Board-only secure access website or upon request by a Member Board within 30 days. The list shall include a complete accounting of all group members, the Chairperson, Chair-elect, assigned Association staff, the BOD liaison, and all volunteers participating on the committee. The list shall also include the name, title, affiliation, jurisdiction of representation, Committee role, term of service, and term iteration for each person serving on the Committee.

Section 8. Member Board Feedback on Association Model Documents.

Member Boards shall have the right to provide public feedback on all publications representative of the Association, not limited to the Practice Act Model, model regulations, and guidance documents. The Member Board comment period shall occur prior to the document's public release.

- a. Following approval of the publication by the Board of Directors, the Association shall provide access to the proposed document to all Member Boards. The Association shall provide notice to each Member Board the document is available, and provide a 90-day comment period.
- b. A copy of each comment provided shall be presented to the Regulatory Policy Committee for their review and consideration of changes to the proposed publication. The Committee shall provide a Statement of Consideration (SOC) in response to each comment or grouping of similar comments, including the topic of the comment, a summary of the comment(s), and written response containing justification for the Committee's action or lack of action on each comment.
- c. The BOD shall review and vote on the SOC to approve or send back to Committee for additional changes.
- d. A copy of each final SOC shall be provided to the Member Boards no more than 90 days following the close of the public comment period.
- e. The final document shall be presented to the Delegate Assembly at the Delegate Assembly for discussion and voting prior to the public release of the document. Changes may be so ordered prior to publication by a 2/3 majority of the seated Delegate Assembly.

**ARTICLE X. REPRESENTATIVES TO THE INTERNATIONAL COUNCIL FOR  
VETERINARY ASSESSMENT.**

Section 1. Representatives.

There shall be a minimum of four (4) Association [AAVSB] Representatives to the International Council for Veterinary Assessment (ICVA) elected at the Association[AAVSB] Annual Meeting of the Delegate Assembly either from nominations submitted by the Nominating Committee or nominations from the floor. Upon election by the Association[AAVSB] Delegates, Association[AAVSB] Representatives to the ICVA shall assume their responsibilities at the first ICVA Board of Directors meeting following the expiration of the term of the ICVA Representative whom they are replacing.

Section 2. Duties.

The Representatives shall attend all meetings of the International Council for Veterinary Assessment and shall report to the Board of Directors following each International Council for Veterinary Assessment subcommittee meeting. The Representatives shall present the consensus opinions of the Association at such meetings and shall not vote in conflict with these Bylaws.

Section 3. Election.

Delegates at the Annual Delegate Assembly shall elect the Representatives at the Annual Delegate Assembly of the Association either from nominations submitted by the Nominating Committee or by nomination from the floor. Each Representative shall assume their [his or her] responsibilities at the close of the Annual Delegate Assembly at which elected and shall serve as specified in these Bylaws or until a successor is elected and qualified.

Section 4. Qualifications.

- a. Two (2) [Three] Representatives must, when nominated and elected, be Licensed Veterinarians currently practicing in public or private practice and be either (i) a member of a Member Board, or (ii) have been a member of the AAVSB Board of Directors within the previous year, or (iii) have been a member of the ICVA within the previous year, or (iv) a current Associate Member.
- b. One (1) Representative must, when nominated and elected, be a Public Member and be either (i) a Professional Member [member] of a Member Board, or (ii) have been a member of the AAVSB Board of Directors within the previous year, or (iii) have been a member of the ICVA within the previous year, or (iv) a current Associate Member.
- c. One (1) Representative must, when nominated and elected, be an Affiliate Member

Section 5. Terms.



- a. The term of office shall be for a period of three (3) years.
- b. No Representative may serve more than three (3) consecutive terms.
- b.c. Terms shall be staggered so there is overlap of elected terms for continuity.

## ARTICLE XI. COMMITTEES.

### Section 1. Purpose and Accountability of Committees.

The Board of Directors shall create and annually review a Roles and Responsibilities document to govern the work of each committee established in the Bylaws, ad hoc body, task force, or other body (collectively, "Committees"). Each Committee shall report directly to the BOD at least quarterly on projects and progress. The Board of Directors shall govern all Association Committee work. Following initial establishment of a Committee, the terms may be phased in and shall be staggered.

### Section 2. Nominating Committee.

There shall be three (3) members on the Nominating Committee. Two (2) members shall be elected at the Annual Delegate Assembly of the Association by a plurality of votes, either from nominations submitted by the Nominating Committee or by nominations from the floor. A candidate for the Nominating Committee shall when nominated and elected be a member of a Member Board or be an Affiliate Member or be a current Associate Member or is the chairperson of an Association committee. The members of the Nominating Committee shall have attended at least one (1) Delegate Assembly meeting prior to nomination or appointment.

The term of the elected members is two (2) years. The President shall appoint a third member of the Committee with approval from the Board of Directors whose term will be one (1) year. Nominating Committee members may not serve consecutive terms, but are eligible for reelection consistent with this Article XI, Section 2[4]. The President shall name the chair of the Committee with approval from the Board of Directors. In the event of a vacancy, the President in consultation with the Board of Directors shall appoint the Nominating Committee member until the next Annual Delegate Assembly at which time an election shall be held to fulfill the unexpired term.

The Nominating Committee shall review the qualifications of the applicants, verify sponsors and references on all applications submitted, and shall submit to the Member Boards at least sixty (60) days before the Annual Delegate Assembly, a slate containing candidates for each position on the Board of Directors, the Nominating Committee and the International Council for Veterinary Assessment to be filled. The slate shall contain the names of all candidates who have been found to be eligible and their applications verified as accurate by the Nominating Committee. In determining the slate of candidates for the Board of Directors, the Nominating Committee shall make every effort to ensure at least a majority of candidates [Members-at-Large] are currently At-Large Members [members-of Member-Boards]. Persons serving on the Nominating Committee

shall be ineligible to be on the slate or elected to any position within the Association within their committee term.

Section 2. Registry of Approved Continuing Education (RACE) Committee.

There shall be at least five (5) members of the Registry of Approved Continuing Education (RACE) Committee. The President shall appoint with the approval of the Board of Directors and determine the tenure of all members of the RACE Committee taking into consideration the need for diverse representation, expertise and continuity. The RACE Committee shall oversee the development and implementation of the RACE program, which is intended to evaluate and approve providers and programs of continuing education in veterinary medicine. The RACE Committee shall routinely audit a minimum of 5% of annual RACE approvals to ensure conformity with the RACE Standards. The RACE Committee shall develop an enforcement plan for RACE program providers who fail to meet the standards of the program, and the plan shall be reviewed and approved by the BOD. The BOD shall ensure the implementation of a mechanism to carry out the enforcement of the RACE program to ensure RACE program quality and integrity, as well as confidence in its use by Member Boards.

Section 3. Program for the Assessment of Veterinary Education Equivalence (PAVE) Committee.

There shall be at least seven (7) members on the PAVE Committee. The President shall appoint with the approval from the Board of Directors and determine the tenure of all members of the PAVE Committee taking into consideration the need for diverse representation, expertise and continuity. The composition of the PAVE Committee shall be as follows:

- a. Four (4) members who are current members of Member Boards, Affiliate Members of AAVSB, or Associate Members,
- b. One (1) member recommended by the Association of American Veterinary Medical Colleges (AAVMC),
- c. One (1) member recommended by the American Association of Veterinary Clinicians (AAVC), and
- ~~e.d.~~ One (1) at large member.

The PAVE Committee shall oversee the development and implementation of the PAVE program, which is intended to assess the educational equivalence of graduates of veterinary schools located outside the United States and not otherwise accredited by an accrediting organization.

Section 4. Veterinary Technician National Examination (VTNE) Committee.

There shall be at least twelve (12) members on the Veterinary Technician National Examination (VTNE) Committee. The President shall appoint with the approval from the Board of Directors ~~[and determine the tenure of all members of the VTNE Committee]~~ taking into consideration the need for diverse representation, expertise and continuity. Members of the Committee shall serve for a three (3) year term and can be reappointed by the Board of Directors for a total of two (2) additional three (3) year terms. The composition of the VTNE Committee shall be as follows:

- a. Four (4) members at large,
- b. Two (2) members recommended by the Association of Veterinary Technician Educators (AVTE),
- c. Two (2) members recommended by the National Association for Veterinary Technicians in America (NAVTA),
- d. Two (2) members recommended by the Registered Veterinary Technologists and Technicians of Canada (RVTTC), and
- e. Two (2) members recommended by the AVMA's Committee on Veterinary Technician Education and Activities (CVTEA).

In order to provide diversity and expertise, the members of the VTNE Committee need not be Professional Members ~~[members of Member Boards]~~ or Affiliate Members of the Association~~[AAVSB]~~. The VTNE Committee shall be responsible for the development and administration of the Veterinary Technician National Examination (VTNE) and other related tasks as assigned by the Board of Directors.

#### Section 5. Bylaws and Resolution Committee (BRC).

There shall be at least five (5) members on the Bylaws and Resolution Committee, appointed by the President with approval from the Board of Directors. Members of the Committee shall serve for a two (2) year term and can be reappointed by the Board of Directors for one (1) additional two (2) year term. The BRC~~[Bylaws and Resolution Committee]~~ shall propose amendments to the Bylaws when it determines that such amendment is necessary, and shall receive and consider proposed amendments to the Bylaws and resolutions submitted in accordance with these Bylaws. ~~[The Committee shall receive and consider all resolutions submitted in accordance with Association policies.]~~

#### Section 6. Conference Committee.

There shall be at least six (6) members of the Conference Committee ~~[all]~~ appointed by the President with approval from the Board of Directors. The composition of the Conference Committee shall be as follows:

- a. Two (2) Licensed Veterinarians from Member Boards,
- b. Two (2) Affiliate Members~~[executive directors]~~ of Member Boards, and
- ~~a-c.~~ Two (2) licensed veterinary technicians, or Professional Members, or at large members.

Members of the Committee shall serve for a two (2) year term and can be reappointed by the Board of Directors for one (1) [an] additional two (2) year term. Members of the Committee shall elect a Chairperson. [The President will appoint the Committee chair with approval from the Board of Directors.] With the assistance of Association staff, the Conference Committee shall make site recommendations within the budget established by the Board of Directors, provide input regarding topics, speakers, and the overall program, assist with communications to potential registrants, serve as host of the meeting and special events, develop the conference evaluation and report findings to the Board of Directors. The Conference Committee, with assistance of the Association staff and leadership, shall take all reasonable steps necessary to ensure information provided during the Annual Conference complies with all Association established standards and provides balanced information that supports and advances the regulatory process and assists Member Boards in fulfilling their public protection missions.

#### Section 7. Finance Committee.

There shall be six (6) members on the Finance Committee. The President-Elect and Treasurer shall be members of the Committee, with the Treasurer as chairperson. One (1) member shall be elected by Member Boards for up to two (2) three (3) year terms. The President, upon approval from the Board of Directors, shall appoint the three (3)[four (4)] remaining members of the Committee who shall serve one (1) four (4) year term with no right of reappointment. The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards' needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions and Association contracts. The Finance Committee shall notify the full Board of Directors regarding any potential conflicts of interest regarding contracts of the Association which may bring harm or go against the interests of Member Boards.

#### Section 8. Affiliate Members [Executive Directors] Advisory Committee (AMAC).

There shall be at least six (6) members on the Affiliate Members [Executive Directors] Advisory Committee. One (1) member must be a[the] Board of Directors' Affiliate Member. The remaining members shall be Affiliate Members [executive directors] of Member Boards and be appointed by the President with the approval from the Board of Directors. The President shall take[and determine the tenure of all members of the Committee taking] into consideration the need for diverse representation, expertise and continuity. Members of the Committee shall serve for a two (2) year term and can be reappointed by the Board of Directors for two (2) additional two (2) year terms. The AMAC shall annually elect its chairperson. The AMAC [Executive Directors Advisory Committee] shall provide board operational perspective to assist Association[AAVSB] staff and leadership, provide input for Association[AAVSB] programming that would benefit Member Boards [executive directors] and their staff, and serve as a think tank for existing and proposed programs that the Association[AAVSB] could improve, [or]develop, or discontinue to assist all Member Boards to be more efficient and effective. The Affiliate Members Advisory Committee shall make recommendations to the BOD regarding topics for the Annual Meeting, topics of legislative concern, concerns regarding conflicts of interest, and recommendations on needed areas of further research.

## Section 9. Leadership Development Committee (LDC).

There shall be at least three (3) members of the [The] Leadership Development Committee, but no more than five (5) members. To ensure that Committee recommendations for Association positions serve the best interests of Member Boards, each committee member shall be either an Affiliate Member or a Professional Member. Members shall be appointed by the President with approval from the Board of Directors. The President shall use their best efforts to appoint individuals with a variety of experience and diverse backgrounds. Members of the Leadership Development Committee shall serve for a two (2) year term and can be reappointed for one (1) additional two (2) year term at the discretion of the President with approval from the Board of Directors. The LDC[Leadership Development Committee] shall annually elect its chairperson. The Leadership Development Committee shall be responsible for developing Member Board engagement opportunities with the Association[AAVSB], encouraging support of the Association[AAVSB] programs and services, and recruiting and recommending volunteers to the committees, task forces, and nominees to elected positions, including the Board of Directors. The Leadership Development Committee shall regularly report to the Board of Directors.

## Section 10. Regulatory Policy Committee (RPC).

~~[-Regulatory Policy Committee.]~~ There shall be at least eight (8) members of the Regulatory Policy Committee all appointed by the President with approval from the Board of Directors. The composition of the Regulatory Policy Committee shall be as follows: Two (2) Licensed Veterinarians from Member Boards, one (1) Licensed Veterinary Technician, Two (2) Affiliate Members, and three (3) At-Large Members[at large members]. The President shall ensure that there is diverse species representation, including small animal, large animal, and equine practitioners at a minimum. Further, the President shall ensure that Professional Members and Affiliate Members comprise 2/3 majority of the Regulatory Policy Committee. Members of the RPC[Regulatory Policy Committee] shall serve for a three (3) year term and can be reappointed for one additional three (3) year term at the discretion of the President with approval from the Board of Directors. The RPC[Regulatory Policy Committee] shall annually elect its chairperson. The Regulatory Policy Committee shall be responsible for assessing contemporary practice modalities and reviewing and suggesting updates to Association[AAVSB] policy documents, including the Practice Act Model. The Regulatory Policy Committee shall regularly report to the Board of Directors. The Member Boards of the Association shall be afforded the opportunity to vote on each policy or model document produced by the Committee prior to the document's release.

## Section 11. Rules Committee.

The Rules Committee shall be made up of five (5) members: three (3) members as recommended by the Leadership Development Committee and with approval from the Board of Directors, and two (2) members elected by Member Boards. The composition of the Rules Committee shall be as follows: one (1) duly elected Professional Member, one (1) duly elected Affiliate Member, one (1) appointed veterinarian, one (1) appointed licensed veterinary technician, one (1) appointed Public Member. Rules Committee members shall serve for a three (3) year term and can be

elected or reappointed for one (1) additional three (3) year term. The Rules Committee shall annually elect its chairperson. The Rules Committee shall be responsible for annually establishing the Standing Conference Rules and establishing and maintaining a Continuation of Governance policy in the event of a national or local emergency. The Rules Committee shall periodically and regularly review the Roles and Responsibilities and similar policy documents which detail responsibilities for the Board of Directors, the Association CEO, Executive Leadership, Board Liaisons, and the Finance Committee, and shall make appropriate recommendations for updates which shall be reviewed and approved by the Board of Directors. The Rules Committee shall develop a policy for appointment of elected positions that are vacated between the Annual Delegate Assembly for approval by the BOD. Further, the Rules Committee shall act to facilitate resolution for any disputes between the Association Member Boards and /or the Association.

Section 12. Ad-hoc Committees.

Ad-hoc committees may be established and appointed by the President as needed, with approval from the Board of Directors. The formation and purpose of an ad-hoc committee shall be announced to Member Boards within 30-days of establishment. Ad-hoc Committees shall be dissolved upon completion of the assigned purpose for which the committee was established. In the event an ad-hoc committee exists for five (5) or more years, the committee may be considered for inclusion in the Bylaws by a majority vote of Member Boards at a Delegate Assembly.

Section 13.~~[Section 12]~~. Committee Responsibilities to the Board of Directors.

All Association~~[AAVSB]~~ committees, whether referenced in these Bylaws or appointed on an ad-hoc basis shall report directly to and be responsive to the Board of Directors. With the exception of the Finance Committee, the President shall appoint a non-voting liaison from the Board of Directors to each committee. The BOD liaison shall attend meetings of the committee to which they are appointed.

Section 14~~[Section 13]~~. Committee Meetings.

All Association~~[AAVSB]~~ committees whether referenced in these Bylaws or appointed on an ad-hoc basis may meet in-person or by designated electronic means.

## **ARTICLE XII. FINANCES.**

Section 1. Fiscal Year.

The fiscal year of the Association shall be the calendar year.

Section 2. Books and Reports.



The Association shall keep accurate and complete books and records of accounting, available for inspection by any Member Board at the principal office of the Association for any proper purposes at any reasonable time. The Treasurer shall report on the financial condition of the Association and all Association owned companies and subsidiaries at the Annual Delegate Assembly.

Section 3. Audit.

For each fiscal year, the Board of Directors shall appoint a licensed independent public accountant(s) to provide audited financial statements of the Association. Upon request, the Chief Executive Officer shall distribute to each Member Board a copy of the financial statements of the Association and the report of the auditor or auditors for each fiscal year.

Section 4. Contracts.

The Board of Directors may authorize any officer or officers or the Chief Executive Officer to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association. The BOD shall review all contracts prior to entering into an agreement, and shall annually review Association contracts, their purpose, and their costs. There shall be no contractual provision which establishes secrecy of the contract's purpose from Member Boards.

Section 5. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be authorized by the Board of Directors.

Section 6. Deposits.

————All funds of the Association shall be deposited from time to time to the credit of the Association in such bank, trust company, or other depository as the Board of Directors may select. The BOD may invest funds, and all investment returns shall become the property of the Association.

Section 7. Limitations of Expenditures.

The Association is limited to expending its funds for only those purposes which are recited in Article II of the Bylaws of this Association and for the purpose of hosting the Delegate Assembly and BOD meetings-

Section 8. Insurance.

At the discretion of the Board of Directors, the Association shall carry appropriate insurance.

Section 9. Revenue.



The Board of Directors shall submit to the Delegate Assembly for approval all proposals for revenue that would affect any monetary obligation of the Member Boards.

### **ARTICLE XIII. INDEMNIFICATION AND QUALIFICATION.**

#### **Section 1. Indemnification.**

Subject to the limitations of this Article, the Association shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a committee member, including the Board of Directors, or Officer of the Association, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of Nolo Contendere or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

#### **Section 2. Qualification.**

Any indemnification under this Article shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

### **ARTICLE XIV~~[H]~~. AMENDMENTS AND RESOLUTIONS.**

#### **Section 1. Bylaws Amendment Proposals.**

These Bylaws may be amended at any Annual Delegate Assembly. Any Member Board, any committee established in these Bylaws, or the Board of Directors may propose Bylaws amendments. With the exception of the Board of Directors, proposed amendments to the Bylaws shall be in writing and received at the Association office not less than two hundred and ten (210) days prior to the Annual Delegate Assembly. Such amendments shall be forwarded to the Board of Directors within seven (7) days after receipt in the Association office. Proposed amendments from the Board of Directors shall be in writing and received at the Association office not less than one hundred and fifty (150) days prior to the Annual Delegate Assembly. The ~~Secretary~~Chief

~~Executive Officer~~] shall forward proposed amendments to all Member Boards not less than one hundred and twenty (120) days prior to the date of the Annual Delegate Assembly.

Section 2. Resolution Proposals.

Association Resolutions may be submitted for consideration and a vote of support at any Delegate Assembly. Any Member Board, any committee established in these Bylaws, or the Board of Directors may propose a Resolution. Such resolutions shall be forwarded to the Board of Directors within seven (7) days after receipt in the Association office. The Secretary shall forward proposed resolutions to all Member Boards not less than one hundred and twenty (120) days prior to the date of the next Delegate Assembly.

Section 3. Ratification.

Proposed amendments received in accordance with this Article shall be presented at the Annual Delegate Assembly and must receive an affirmative vote of two-thirds of the Delegates present and eligible to vote in order to be adopted.

*The foregoing are the Bylaws of the American Association of Veterinary State Boards as amended in Louisville, Kentucky, 1996; Nashville, Tennessee, 2002; Kansas City, Missouri, 2005; Minneapolis, Minnesota, 2009; New Orleans, Louisiana, 2011; Seattle, Washington, 2012; St. Petersburg, Florida, 2014; Milwaukee, Wisconsin, 2015; Scottsdale, Arizona, 2016; San Antonio, Texas, 2017; Washington, D.C. 2018; St. Louis, Missouri 2019; Denver, Colorado 2021; Charlotte, North Carolina 2022; Kansas City, Missouri 2023; San Diego, California 2024; Cincinnati, OH 2025.*



## MEMORANDUM

**To:** Executive Directors and Registrars of the AAVSB Member Boards for Distribution  
**From:** AAVSB Bylaws and Resolution Committee  
**Date:** May 6, 2025  
**Subject:** Proposed Bylaws Amendments for 2025

---

The following are the three (3) proposed Bylaws amendments duly received at the Association office in accordance with the AAVSB Bylaws. This memo includes information on each proposed amendment and recommendations from the AAVSB Bylaws and Resolution Committee and the AAVSB Board of Directors.

The proposed changes are indicated in red on the enclosed Bylaws. The page number refers to the full Bylaws document. Delegates will vote on the proposed amendment in September at the 2025 AAVSB Annual Meeting & Conference being held in Cincinnati, Ohio.

PROPOSED AMENDMENT #2	
<b>Location in Bylaws:</b>	<p>ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS</p> <p><u>Modification and letter are included in the attached document.</u></p> <p>Proposed amendment reads as follows:</p> <p>Section 1. Composition</p> <p><u>Modification to terms to read:</u></p> <p>There shall be ten (10) members of the Board of Directors including four (4) Officers and six (6) Directors at Large.</p> <p>The Officers shall be identified as President, President-Elect, Immediate Past President and Treasurer. The Officers and Directors at Large are collectively referred to as the Board of Directors. The Officers may, at times be collectively referred to as the Executive Committee. Notwithstanding any other provisions of these Bylaws, the Board of Directors shall be comprised of at least <del>six</del><u>three (3)</u> Licensed Veterinarians and <del>one</del><u>three (3)</u> Affiliate Member. The Chief Executive</p>

	Officer shall serve as Secretary and as an ex-officio non-voting member of the Board of Directors and shall not be considered an Officer as identified above.
<b><i>Proposed by:</i></b>	West Virginia Board of Veterinary Medicine
<b><i>Bylaws &amp; Resolutions Committee notes:</i></b>	The current Bylaws allows for the Officers and Directors at Large to be comprised of more than one Affiliate Member if that member is also a Veterinarian and meets the current qualifications. The Committee discussed the importance of the composition of the Board of Directors be represented by veterinarians and veterinary technicians and, rather than mandating identified seats, prefers to allow the nomination and election process to address the wishes of the Delegates.
<b><i>Recommendation(s):</i></b>	<p>The Bylaws and Resolution Committee does not support the proposed amendment.</p> <p>The AAVSB Board of Directors does not support the proposed amendment.</p>

5509 Big Tyler Road, Suite 3  
Cross Lanes, WV 25313  
Phone (304) 776-8032  
Fax (304) 776-8256  
www.wvbvm.org



## WEST VIRGINIA BOARD OF VETERINARY MEDICINE

OFFICIAL MAIL SENT VIA EMAIL

February 5, 2025

Darren Wright, DVM, Chair  
AAVSB Bylaws and Resolution Committee

RE: Call for Bylaws Amendment

At the WV Board of Veterinary Medicine "Board" meeting held on January 30, 2025, the Board moved to call for a AAVSB Bylaws Amendment to decrease the total number of Veterinarians and increase the total number of Affiliate Members on the AAVSB Board of Directors.

The Board's rationale to increase the number of Affiliate Members is listed below:

- Executive Directors/Registrars have expertise that only can be accomplished by being the source for all the operations of a licensing Board.
- Executive Directors/Registrars provide day-to-day oversight of the operations of the Board, ensuring resources are effectively allocated and operations are smooth and compliant.
- Executive Directors/Registrars have the experience to bring knowledge of years of history with legislation.
- Executive Directors/Registrars have experience of testifying before their general assemblies.
- Executive Directors/Registrars help develop, interpret, and implement policies and procedures that align with the Board's laws and mission.
- Executive Directors/Registrars have widespread knowledge of their state policy/guidelines.

The Board is requesting the below ByLaws amendment:

### **Page 6. Amend Article VII, Section 1. Composition**

- Reduced the number of at least number of Licensed Veterinarians from 6 to 3
- Added the number of at least number of Affiliate Members from 1 to 3

There shall be ten (10) members of the Board of Directors including four (4) Officers and six (6) Directors at Large.

The Officers shall be identified as President, President-Elect, Immediate Past President and Treasurer. The Officers and Directors at Large are collectively referred to as the Board of Directors. Notwithstanding any other provisions of these Bylaws, the Board of Directors shall be comprised of at least ~~six~~ three (3) Licensed Veterinarians, ~~one~~ three (3) Affiliate Member. The Chief Executive Officer shall serve as an ex-officio non-voting member of the Board of Directors and shall not be considered an Officer as identified above.

Please feel free to reach out to me should you have any questions.

Sincerely,



Patricia Holstein  
Executive Director

# **AMERICAN ASSOCIATION OF VETERINARY STATE BOARDS BYLAWS**

## **ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS.**

### **Section 1. Composition.**

There shall be ten (10) members of the Board of Directors including four (4) Officers and six (6) Directors at Large.

The Officers shall be identified as President, President-Elect, Immediate Past President and Treasurer. The Officers and Directors at Large are collectively referred to as the Board of Directors. The Officers may, at times be collectively referred to as the Executive Committee. Notwithstanding any other provisions of these Bylaws, the Board of Directors shall be comprised of at least ~~six~~ three (3) Licensed Veterinarians and ~~one~~ three (3) Affiliate Member. The Chief Executive Officer shall serve as Secretary and as an ex-officio non-voting member of the Board of Directors and shall not be considered an Officer as identified above.





## MEMORANDUM

**To:** Executive Directors and Registrars of the AAVSB Member Boards for Distribution  
**From:** AAVSB Bylaws and Resolution Committee  
**Date:** May 6, 2025  
**Subject:** Proposed Bylaws Amendments for 2025

---

The following are the three (3) proposed Bylaws amendments duly received at the Association office in accordance with the AAVSB Bylaws. This memo includes information on each proposed amendment and recommendations from the AAVSB Bylaws and Resolution Committee and the AAVSB Board of Directors.

The proposed changes are indicated in red on the enclosed Bylaws. The page number refers to the full Bylaws document. Delegates will vote on the proposed amendment in September at the 2025 AAVSB Annual Meeting & Conference being held in Cincinnati, Ohio.

PROPOSED AMENDMENT #3	
<b>Location in Bylaws:</b>	ARTICLE X. COMMITTEES – Comprehensive updates.  <u>Modifications are included in the attached document.</u>
<b>Proposed by:</b>	Bylaws and Resolutions Committee
<b>Proposed group's notes:</b>	Proposed revisions were made to provide consistency within the Committees and their functions. Article X is the first article the Committee reviewed and completed in its comprehensive review of the Bylaws which started in 2024 as a committee objective from the Board of Directors.
<b>Recommendation(s):</b>	The Bylaws and Resolution Committee supports the proposed amendment.  The AAVSB Board of Directors supports the proposed amendment.

## ARTICLE X. COMMITTEES.

### Section 1. Nominating Committee.

The Nominating Committee shall review the qualifications of the applicants, verify sponsors and references on all applications submitted, and shall submit to the Member Boards at least sixty (60) days before the Annual Delegate Assembly, a slate containing candidates for each position on the Board of Directors, the Nominating Committee and the International Council for Veterinary Assessment to be filled. The slate shall contain the names of all candidates who have been found to be eligible and their applications verified as accurate by the Nominating Committee. In determining the slate of candidates for the Board of Directors, the Nominating Committee shall make every effort to ensure at least a majority of Members at Large are currently members of Member Boards.

There shall be three (3) members on the Nominating Committee.

Two (2) members shall be elected at the Annual Delegate Assembly of the Association by a plurality of votes, either from nominations submitted by the Nominating Committee or by nominations from the floor. The President shall appoint a third member of the Committee with approval from the Board of Directors whose term will be one (1) year. A candidate for the Nominating Committee shall when nominated and elected be a member of a Member Board or be an Affiliate Member or be a current Associate Member or is the chairperson of an Association committee. The members of the Nominating Committee shall have attended at least one (1) Delegate Assembly meeting prior to nomination or appointment.

The term of the elected members is two (2) years. The term of the appointed member is one (1) year. The President shall appoint a third member of the Committee with approval from the Board of Directors whose term will be one (1) year. Nominating Committee members may not serve consecutive terms, but are eligible for reelection consistent with this Article X, Section 1. The President shall name the chair of the Committee with approval from the Board of Directors. In the event of a vacancy, the President in consultation with the Board of Directors shall appoint the Nominating Committee member until the next Annual Delegate Assembly at which time an election shall be held to fulfill the unexpired term.

The Nominating Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

A candidate for the Nominating Committee shall when nominated and elected be a member of a Member Board or be an Affiliate Member or be a current Associate Member or is the chairperson of an Association committee. The members of the Nominating Committee shall have attended at least one (1) Delegate Assembly meeting prior to nomination or appointment. Persons serving on the Nominating Committee shall be ineligible to be on the slate or elected to any position within the Association within their Committee term.

**Commented [DT1]:** Order for each section:

- 1.Role of Committee
- 2.Number of members
- 3.Method of Appointment
- 4.Term and number of terms
- 5.Chairperson selection and chairperson's term
- 6.Membership Qualifications

~~The Nominating Committee shall review the qualifications of the applicants, verify sponsors and references on all applications submitted, and shall submit to the Member Boards at least sixty (60) days before the Annual Delegate Assembly, a slate containing candidates for each position on the Board of Directors, the Nominating Committee and the International Council for Veterinary Assessment to be filled. The slate shall contain the names of all candidates who have been found to be eligible and their applications verified as accurate by the Nominating Committee. In determining the slate of candidates for the Board of Directors, the Nominating Committee shall make every effort to ensure at least a majority of Members at Large are currently members of Member Boards. Persons serving on the Nominating Committee shall be ineligible to be on the slate or elected to any position within the Association within their term.~~

## Section 2. Registry of Approved Continuing Education (RACE) Committee.

The Registry of Approved Continuing Education (RACE) Committee shall oversee the development and implementation of the RACE program, which is intended to evaluate and approve providers and programs of continuing education in veterinary medicine.

\_\_\_\_\_ There shall be at least five (5) members of the ~~Registry of Approved Continuing Education (RACE)~~ Committee.

\_\_\_\_\_ The President shall appoint with the approval of the Board of Directors ~~and determine the tenure of all the~~ members of the RACE Committee taking into consideration the need for diverse representation, expertise and continuity.

The RACE Committee members shall serve a three (3) year term and can be reappointed to an additional three (3) year term.

The RACE Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

~~The RACE Committee shall oversee the development and implementation of the RACE program, which is intended to evaluate and approve providers and programs of continuing education in veterinary medicine.~~

## Section 3. Program for the Assessment of Veterinary Education Equivalence (PAVE) Committee.

The Program for the Assessment of Veterinary Education Equivalence (PAVE) Committee shall oversee the development and implementation of the PAVE program, which is intended to assess the educational equivalence of graduates of veterinary schools located outside the United States and not otherwise accredited by an accrediting organization.

\_\_\_\_\_ There shall be at least seven (7) members on the PAVE Committee.

\_\_\_\_\_The President shall appoint with the approval from the Board of Directors ~~and determine the tenure of all the~~ members of the PAVE Committee taking into consideration the need for diverse representation, expertise and continuity.

The PAVE Committee members shall serve a three-(3) year term and can be reappointed for an additional three (3) year term.

The PAVE Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

\_\_\_\_\_The composition of the PAVE Committee shall be as follows:

- Four (4) members who are current members of Member Boards, Affiliate Members of AAVSB, or Associate Members,
- One (1) member recommended by the Association of American Veterinary Medical Colleges (AAVMC),
- One (1) member recommended by the American Association of Veterinary Clinicians (AAVC), and
- One (1) at large member.

~~The PAVE Committee shall oversee the development and implementation of the PAVE program, which is intended to assess the educational equivalence of graduates of veterinary schools located outside the United States and not otherwise accredited by an accrediting organization.~~

#### Section 4. Veterinary Technician National Examination (VTNE) Committee.

The Veterinary Technician National Examination (VTNE) Committee shall be responsible for the development and administration of the Veterinary Technician National Examination (VTNE) and other related tasks as assigned by the Board of Directors.

\_\_\_\_\_There shall be at least twelve (12) members on the ~~Veterinary Technician National Examination (VTNE)~~ Committee.

\_\_\_\_\_The President shall appoint with the approval from the Board of Directors ~~and determine the tenure of all members of the~~ members VTNE Committee taking into consideration the need for diverse representation, expertise and continuity.

The VTNE Committee members shall serve a three (3) year term and can be reappointed to an additional three (3) year term.

The VTNE Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

\_\_\_\_\_The composition of the VTNE Committee shall be as follows:

~~Four (4) members at large,~~

Two (2) members recommended by the Association of Veterinary Technician Educators (AVTE),

Two (2) members recommended by the National Association for Veterinary Technicians in America (NAVTA),

Two (2) members recommended by the Registered Veterinary Technologists and Technicians of Canada (RVTTC), and

Two (2) members recommended by the AVMA's Committee on Veterinary Technician Education and Activities (CVTEA), and .

One (1) member recommended by the Canadian Veterinary Medical Association (CVMA) Animal Health Technology/Veterinary Technician Program Accreditation Committee (AHTVTAPAC),

and Three (3) members at large.

In order to provide diversity and expertise, the members of the VTNE Committee need not be members of Member Boards or Affiliate Members of AAVSB. ~~The VTNE Committee shall be responsible for the development and administration of the Veterinary Technician National Examination (VTNE) and other related tasks as assigned by the Board of Directors.~~

#### Section 5. Bylaws and Resolution Committee.

The Bylaws and Resolution Committee shall propose amendments to the Bylaws when it determines that such amendment is necessary, and shall receive and consider proposed amendments to the Bylaws submitted in accordance with these Bylaws. The Committee shall receive and consider all resolutions submitted in accordance with Association policies.

There shall be at least five (5) members on the Bylaws and Resolution Committee.

~~, appointed by the President. The President shall appoint~~ with approval from the Board of Directors the members of the Bylaws and Resolution Committee.

The Bylaws and Resolution Committee members shall serve a three (3) year term and can be reappointed to an additional three (3) year term.

The Bylaws and Resolution Committee shall annually elect its chairperson. The chair can be re-elected as their term allows.

~~The Bylaws and Resolution Committee shall propose amendments to the Bylaws when it determines that such amendment is necessary, and shall receive and consider proposed amendments to the Bylaws submitted in accordance with these Bylaws. The Committee shall receive and consider all resolutions submitted in accordance with Association policies.~~

#### Section 6. Conference Committee.

With the assistance of Association staff, the Conference Committee shall make site recommendations within the budget established by the Board of Directors, provide input regarding

topics, speakers, and the overall program, assist with communications to potential registrants, serve as host of the meeting and special events, develop the conference evaluation and report findings to the Board of Directors.

There shall be at least ~~six (6)~~ eight (8) members of the Conference Committee.

~~all appointed by~~ The President with approval from the Board of Directors shall appoint the members of the Conference Committee.

Members of the Committee shall serve for a two (2) year term and can be reappointed by the Board of Directors for an additional two (2) year term.

The Conference Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

The composition of the Conference Committee shall be as follows:

Two (2) Licensed Veterinarians from Member Boards,  
Two (2) Licensed Veterinary Technician or Public Member from Member Boards  
Two (2) ~~executive directors of Member Boards~~ Affiliate Members, and  
Two (2) at large members.

~~Members of the Committee shall serve for a two (2) year term and can be reappointed by the Board of Directors for an additional two (2) year term. The President will appoint the Committee chair with approval from the Board of Directors. With the assistance of Association staff, the Conference Committee shall make site recommendations within the budget established by the Board of Directors, provide input regarding topics, speakers, and the overall program, assist with communications to potential registrants, serve as host of the meeting and special events, develop the conference evaluation and report findings to the Board of Directors.~~

#### Section 7. Finance Committee.

The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards' needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions.

There shall be six (6) members on the Finance Committee.

The President-Elect and Treasurer shall be members of the Committee, with the Treasurer as chairperson. The President, upon approval from the Board of Directors, shall appoint the four (4) remaining members of the Finance Committee.

Members of the Finance Committee who shall serve one (1) ~~four~~ (4) year term with no right of reappointment.

~~The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards' needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions.~~

Section 8. ~~Executive Directors~~ Affiliate Members Advisory Committee.

~~The Executive Directors~~ Affiliate Members Advisory Committee shall provide board operational perspective to assist AAVSB staff and leadership, provide input for AAVSB programming that would benefit Member Board ~~executive directors~~ Affiliate Members and staff, and serve as a think tank for existing and proposed programs that the AAVSB could improve or develop to assist all Member Boards to be more efficient and effective.

There shall be at least six (6) members on ~~the Executive Directors~~ the Affiliate Members Advisory Committee.

One (1) member must be the Board of Directors' Affiliate Member. The remaining members shall be executive directors of Member Boards and be appointed by the President with the approval from the Board of Directors ~~and determine the tenure of all members of the Committee~~ taking into consideration the need for diverse representation, expertise and continuity.

The Affiliate Members Advisory Committee members shall serve a three (3) year term and can be reappointed to an additional three (3) year term.

The Affiliate Members Advisory Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

~~The Executive Directors Advisory Committee shall provide board operational perspective to assist AAVSB staff and leadership, provide input for AAVSB programming that would benefit Member Board executive directors and staff, and serve as a think tank for existing and proposed programs that the AAVSB could improve or develop to assist all Member Boards to be more efficient and effective.~~

Section 9. Leadership Development Committee.

The Leadership Development Committee shall be responsible for developing Member Board engagement opportunities with the AAVSB, encouraging support of the AAVSB programs and services, and recruiting volunteers to the committees, task forces, and nominees to elected positions, including the Board of Directors.

There shall be at least 5 members of the Leadership Development Committee.

~~The Leadership Development Committee shall be appointed by t~~ The President with approval from the Board of Directors shall appoint the members of the Leadership Development



Committee. The President shall use their best efforts to appoint individuals with a variety of experience and diverse backgrounds.

\_\_\_\_\_ Members of the Leadership Development Committee shall serve for a two (2) year term and can be reappointed for ~~one an~~ additional two (2) year term ~~at the discretion of the President with approval from the Board of Directors.~~

\_\_\_\_\_ The Leadership Development Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

~~The Leadership Development Committee shall be responsible for developing Member Board engagement opportunities with the AAVSB, encouraging support of the AAVSB programs and services, and recruiting volunteers to the committees, task forces, and nominees to elected positions, including the Board of Directors. The Leadership Development Committee shall regularly report to the Board of Directors.~~

#### Section 10. Regulatory Policy Committee.

The Regulatory Policy Committee shall be responsible for assessing contemporary practice modalities and reviewing and suggesting updates to AAVSB policy documents, including the Practice Act Model.

~~Regulatory Policy Committee.~~ There shall be at least eight (8) members of the Regulatory Policy Committee.

\_\_\_\_\_ ~~all appointed by~~ The President with approval from the Board of Directors shall appoint the members of the Regulatory Policy Committee.

\_\_\_\_\_ Members of the Regulatory Policy Committee shall serve for a three (3) year term and can be reappointed for one an additional three (3) year term at the discretion of the President with approval from the Board of Directors.

\_\_\_\_\_ The Regulatory Policy Committee shall annually elect its chairperson. The Chair can be reelected as their term allows.

\_\_\_\_\_ The composition of the Regulatory Policy Committee shall be as follows:

- \_\_\_\_\_ Two (2) Licensed Veterinarians from Member Boards,
- \_\_\_\_\_ ~~One~~ One (1) Licensed Veterinary Technician from Member Boards,
- \_\_\_\_\_ Two (2) Affiliate Members, and
- \_\_\_\_\_ ~~Three~~ Three (3) at large members.

~~Members of the Regulatory Policy Committee shall serve for a three (3) year term and can be reappointed for one additional three (3) year term at the discretion of the President with approval from the Board of Directors. The Regulatory Policy Committee shall annually elect its chairperson. The Regulatory Policy Committee shall be responsible for assessing contemporary~~

~~practice modalities and reviewing and suggesting updates to AAVSB policy documents, including the Practice Act Model. The Regulatory Policy Committee shall regularly report to the Board of Directors.~~

Section 11. Ad-hoc Committees.

Ad-hoc committees may be established and appointed by the President as needed, with approval from the Board of Directors.

Section 12. Committee Responsibilities to the Board of Directors.

All AAVSB committees, whether referenced in these Bylaws or appointed on an ad-hoc basis shall report to and be responsive to the Board of Directors. With the exception of the Nominating Committee, Finance Committee, and the Affiliate Member Advisory Committee, the President shall appoint a non-voting liaison from the Board of Directors to each committee.

Section 13. Committee Meetings.

All AAVSB committees whether referenced in these Bylaws or appointed on an ad-hoc basis may meet in-person or by designated electronic means.