

BY LAWS  
OF  
ALASKA STATE VETERINARY MEDICAL ASSOCIATION, INC.

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## ARTICLE I. OFFICES

Section 1. Principle Offices. The principle office of the corporation shall be determined by the Board of Directors. The corporation may have such offices as the Board of Directors may determine.

Section 2. Registration. The corporation shall have and continuously maintain in the State of Alaska a registered agent, whose office is identical with such registered office, as required by the Alaska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II. MEMBERS

Section 1. Classes of Members. The corporation shall have three classes of members. Class one (1) shall include licensed veterinarians in active clinical practice, private practice, corporate practice, government employees and military veterinarians. Class two (2) shall include all veterinarians not engaged in veterinary related employment such as retired veterinarians, and veterinarians in non-clinical practices. Class three (3) is life membership veterinarians as approved by the Board of AKVMA. Any veterinarian in good standing with the Alaska licensing board and willing to adhere to the AVMA Code of Ethics is eligible for membership.

Section 2. Voting Rights. Each member that is a resident of Alaska shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. Membership shall terminate for any member who shall be in default in the payment of dues for the period fixed in Article XIV of these bylaws. In addition, the Board of Directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Section 4. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. Membership shall be reinstated for any member whose membership was terminated solely for default in the payment of dues, upon the full payment of all dues then owed by that member. With regard to memberships terminated for any reason other than default in payment of dues, upon written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership of this corporation is not transferable or assignable.

## ARTICLE III. MEMBERS' MEETINGS

Section 1. Annual Meeting. The annual meeting of the members shall be held in the fall of each year, or as otherwise provided by a majority vote of members present at an annual meeting, for the purpose of electing directors and for the transaction of such other business as may come before the

meeting. If the election of directors shall not be held on the day designated for the annual meeting of the members, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as it conveniently may be held.

- (a) Meetings of the members shall be presided over by the president or by any officer or director or person selected at any time by the president to act as chairman, or if they are not present or available, then by the president-elect of the Board of Directors. If neither the president nor the president-elect of the Board of Directors is present and no selection has been made, a chairman should be chosen by a majority interest of the members present in person or by proxy at the meeting and entitled to vote thereat.

Section 2. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors, and shall be called by the president at the request of not less than one-tenth of all the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Alaska, as the place of meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Alaska, as the place for the holding of such meeting. The Board of Directors may conduct a meeting of the membership by communicating simultaneously with each other by means of conference telephones, similar electronic communications equipment and any action taken at such meeting shall not be invalidated by reason of the fact that the respective members of AKVMA were not assembled together in one place at the time of taking such action or conducting such business.

Section 4. Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than One hundred twenty (120 ) days before the date of the meeting, either personally, by email or by standard mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the records of the Corporation, with postage therein prepaid.

Section 5. Voting Lists. The officer or agent having charge of the records of the Corporation shall make a complete list of the members entitled to vote at each meeting of members or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 6. Quorum. The members holding one-tenth of the votes which may be cast at any meeting whether represented in person or by proxy shall constitute a quorum at a meeting of members. If less than one-tenth of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by their duly authorized attorney in fact. Such proxy shall be filed

with the secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the state of its execution.

Section 8. Voting. Each member entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members. Members shall not cumulate their votes, but must vote for as many persons as there are directors to be elected.

Section 9. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail or other electronic means, in such manner as the Board of Directors shall determine.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors of the Corporation shall not be less than three (3) nor more than nine (9). Each director shall hold office until their successor shall have been elected and qualified. Directors must be residents of the State of Alaska and members of the Corporation.

Section 3. Regular Meetings. The Board of Directors shall meet following the Corporation's annual membership meeting. Regular meetings shall be held at such time and place as determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Alaska, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Alaska, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, or mailed to each director at their business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the presently qualified directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Attendance at Meetings. The Board of Directors may conduct a meeting of the Board by communicating simultaneously with each other by means of conference telephones, emails or similar electronic communications equipment and any action taken at such meeting shall not be invalidated by reason of the fact that the respective members of the Board were not assembled together in one place at the time of taking such action or conducting such business.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the members. In no case may a vacancy continue longer than six (6) months or until the next annual meeting, whichever occurs first.

Section 10. Compensation. Each director, upon vote of the Board of Directors, may receive a complimentary registration fee for their actual attendance at the annual meeting. The corporation may choose to pay reimbursement expenses requested by a Board of Director.

Section 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Removal of Directors. Any director may be removed with or without cause, at any time, by a vote of the members holding a majority of the votes entitled to be cast, at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by a statute, a director may be removed for cause by a vote of the majority of the entire board. Prior to vote by the Board on the question of removal of any director for cause, such director must be given written notice of the reasons for such action. Any board member not participating in at least 50% of the board meetings may be removed by a vote of the majority of the board at any meeting without the previous written notice.

Section 13. Resignation. Any director may resign their office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 14. Voting by Interested Directors. Any director who has or thinks he/she may have a conflict of interest, must disclose the conflict publicly to the board. A director may seek the opinion of the board regarding any actual or perceived conflict. No director may vote upon any matter in which they have an adverse or personal interest, unless such interest has been fully disclosed to the Board of Directors and the Board of Directors, by majority of vote without the interested director voting, permits such interested director to vote.

Section 15. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the members of the Board consent in writing to the action and the consents are filed with the minutes. Such consent has the effect of unanimous action of the Board.

Section 16. Confidentiality and Conflict of Interest Statements. Board members and any non-board members assigned to task force groups will be required to sign conflict of interest and confidentiality statements as required by board policy.

## **ARTICLE V. OFFICERS**

Section 1. Number. The officers of the Corporation shall be a president, a president-elect, a secretary, and a treasurer, each of whom shall be elected by the members at the annual membership meeting or by a ballot election to members outside of a meeting via mail or electronically. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. Subject to the provisions of Section 2 of Article IV, any additional officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until their death, or until they shall resign or shall have been removed in the matter hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights. Any officer or director may be removed if in default of payment of dues for the period fixed in Article XIV of these bylaws.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Past President. The past president shall serve a term of one year following the term served as president. The past president shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 6. President. The president shall serve a term of one year and be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. They shall, when present, preside at all meetings of the members and of the Board of Directors. They may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. President Elect. Subject to Sections 1, 2, and 3, of Article V, the president elect shall serve a term of one year which after completion serves as president for a period of one year after completion of the president's term of office. In the absence of the president or in the event of their death, inability or refusal to act, the president elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The president elect

shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 8. Secretary. The secretary shall serve a minimum term of three years and may not serve more than two consecutive (3 year) terms. The secretary shall:

- (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose or in electronic format.
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- (d) keep a register or have access to the post office address and email addresses of each member which shall be furnished to the secretary by such member; and
- (e) in general, perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.
- (f) The secretary and treasurer's election years shall not coincide with each other. If this occurs due to vacancy in the board, an additional 1-year minimal term will be allowed.

Section 9. Treasurer. The treasurer shall serve a minimum term of three years and may not serve more than two consecutive (3 year) terms. The treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation
- (b) receive and give receipts for all moneys due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected; and
- (c) in general perform all of the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety of sureties as the Board of Directors shall determine.
- (d) The secretary and treasurer's election years shall not coincide with each other. If this occurs due to vacancy in the board, an additional 1-year minimal term will be allowed.

Section 10. AVMA Delegate and Alternate Delegate. Shall be elected by the membership for 4-year terms.

Section 11. Compensation. The corporation may choose to pay reimbursement expenses requested by a Board of Director.

## **ARTICLE VI. EXECUTIVE DIRECTOR**

Section 1. Executive Director. The board of directors may hire an independent contractor to serve as Executive Director and carry out administrative functions as authorized by the board.

Section 2. Remuneration and terms of service. To be determined by the Board of Directors.

## **ARTICLE VII. LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS OF THE CORPORATION**

Section 1. Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him in good faith, as a director, member of a committee or officer of the Corporation, if such person exercised or used the same degree of care and skill as a prudent individual would have exercised or used under the circumstances in the conduct of their own affairs. Without limitation on the foregoing, any such person shall be deemed to have exercised or used such degree of care and skill if they took or omitted to take such action in reliance in good faith upon advice of counsel for the Corporation, or the books of account or other records of the Corporation, or reports or information made or furnished to the Corporation by any officials, accountants, engineers, agents or employees of the Corporation, or by an independent Certified Public Accountant or auditor, engineer, appraiser, or other expert employed by the Corporation and selected with reasonable care by the Board of Directors, by any such committee or by an authorized officer of the Corporation.

Section 2. Right of Indemnification. Each director, member of a committee, officer, agent and employee of the Corporation, and each former director, member of committee, officer, agent and employee of the Corporation, and any other person who may have served at its request as a director, officer, agent or employee of another Corporation in which it is a creditor, and their heirs, and personal representative shall be indemnified by the Corporation against all loss or damage suffered and all costs and expenses imposed upon or loss or damage suffered and all costs and expenses imposed upon or incurred by him in connection with or arising out of any action, suit or proceedings, (whether civil or criminal in nature) in which they may be involved, to which they may be a party by reason of being or having been (or their personal representative or estate having been) such director, member of committee, officer, agent, or employee, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of their duty; provided, however, that the Corporation shall be given reasonable notice of the institution of such action, suit or proceedings; and in the event the same shall be settled in whole or in part, the Corporation or its counsel shall consent to such settlement if it be determined by its counsel or found by a majority of the Board of Directors then in office and not involved in such controversy that such settlement is to be the best interest of the Corporation and that the person to be indemnified was not guilty of negligence or misconduct in performance of duty.

Indemnification (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the director, officer, employee or committee member has met the applicable standard of conduct. This determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding, or (b) if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs by independent legal counsel in written opinion, or (c) by the stockholders.

Section 3. Rights Cumulative. The provisions of this Article VI shall not be deemed exclusive or in limitation of, but shall be cumulative of and in addition to any other limitations of liability, indemnities, and rights to which such director, member of a task force, officer, agent or other person may be entitled under these Bylaws or pursuant to any agreement or resolution of the Board of Directors or of the members, or otherwise.

## **ARTICLE VIII. CONTRACTS, LOANS CHECKS, DEPOSITS, AND COMPENSATION**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

The corporation shall not make loans to its directors or officers. Any director or officer who assents to or participates in the making of such a loan shall be liable to the corporation for the amount of the loan until its repayment.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

#### **ARTICLE IX. MEMBERSHIP RECORDS**

Membership records will be kept by the executive director, in written format or in database management format, and will be appropriately backed up and stored drive appropriately. Any member wanting to verify their membership history may contact the office executive director and request a letter of good standing.

#### **ARTICLE X. TAXABLE YEAR AND ACCOUNTING PERIOD**

The taxable year and accounting period of the Corporation shall begin and end at the same time every year, as determined by resolution of the Board of Directors, and as changed from time to time as the Board of Directors may hereafter deem appropriate.

#### **ARTICLE XI. CORPORATE SEAL**

The Board of Directors may adopt and provide a corporate seal. Any corporate seal so adopted and provided shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

#### **ARTICLE XII. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of the Incorporation or under the provisions of the Alaska Nonprofit Corporation Act, a waiver therefore in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII. BOOK AND RECORDS**

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XIV. DUES**

Section 1. Annual Dues. The Board of Directors, or the members at an annual meeting, may determine from time to time the amount of annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues. Annual dues shall be paid during the first fiscal quarter of each year and due by March 31. A late fee will be assessed beginning April 1, unless changed upon approval of the Board. Delinquent members shall be disqualified from voting and holding office. Dues are nonrefundable.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues, a second notice shall be sent by April 15 and if dues are not received by May 15 the membership shall thereupon be terminated. Reinstatement of membership shall be made upon payment of dues and any late fees for the calendar year.

## **ARTICLE XV. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, or by the Members at a regular or special meeting of the Members.

## **ARTICLE XVI. TASK FORCES**

Section 1. Task forces and Appointment. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. The Board of Directors, by resolution adopted by a majority of the full board, may designate two (2) or more of either board members or general AKVMA members to constitute a task force to carry out a specific task or tasks. The designation of such task force and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. All such task force assignments shall have specific objectives and any action recommended by the task force shall be voted upon by the board.

Section 2. Meetings. Regular meetings of the task force may be held without notice at such times and places as the task force may fix from time to time by resolution.

Section 3. Quorum. A majority of the members of the task force shall constitute a quorum for the transaction of business at any meeting thereof, and action of the task force must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 4. Action Without a Meeting. Any action that may be taken by the task force at a meeting may be taken without a meeting if a consent in writing, or electronic communication setting forth the action so to be taken, shall be signed by all of the members of the task force before such action be taken.

The task force can validly conduct a meeting by communicating simultaneously with each other by means of conference telephones, email, or similar communications equipment.

Section 5. Resignations and Removal. Any member of the task force may be removed at any time, with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the task force may resign from the task force at any time by giving written notice to the president or secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Procedure. The task force shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings when deemed necessary by the task force and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

### ARTICLE XVII. CONDUCT OF MEETINGS

All meetings conducted under these Bylaws shall be governed in accordance with *Roberts Rules of Order*.

The foregoing Bylaws for governing the operation and management of Alaska State Veterinary Medical Association, Inc. were duly adopted by the undersigned Directors effective on this 24th day of August, 2020.

  
\_\_\_\_\_  
President – Sarah Coburn, DVM, MS

  
\_\_\_\_\_  
Secretary – Michele Leibold, DVM

  
\_\_\_\_\_  
Treasurer – Carol Hedges, DVM