

# National Association of State Public Health Veterinarians

## Bylaws

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**National Association of State Public Health Veterinarians Constitution** adopted August 6, 1992; amended July 7, 1995, May 5, 2006, June 8, 2008, June 12, 2011, and June 3, 2012; abolished June 24, 2023.

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# National Association of State Public Health Veterinarians

## Bylaws

### Article I. Name

**Section 1.01.** The name of this organization shall be the National Association of State Public Health Veterinarians, hereafter referred to as “the Association.” A change of the Association’s name may be approved in an official vote by two-thirds of the votes cast, provided that the required quorum is present.

### Article II. Purposes

**Section 2.01.** The Association is organized and shall be operated exclusively for such purposes as are exempt within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue law), including, but not limited to, the following:

- (a) Facilitate close working relationships among state and territorial public health veterinarians.
- (b) Provide information and consultation on veterinary public health issues to human and animal health professionals in local, state, and federal governments, private medical practice, other health related organizations, and the public.

### Article III. Office and Agent

**Section 3.01. Office.** The Association shall be incorporated under the [Revised Iowa Nonprofit Corporation Act \(IC 504\)](#) and shall have and continuously maintain a registered office in the State of Iowa.

**Section 3.02. Agent.** The Executive Board shall appoint and continuously maintain in service a registered agent with a business office address identical to the registered office address.

### Article IV. Members and Memberships

**Section 4.01. Admission.** Persons who meet at least one of the eligibility criteria described in this section are eligible for membership.

**Section 4.02. Membership Categories.** Association Membership categories shall include the following:

(a) *Active Members.*

- (i) Veterinarians who work at US state, tribal, local, or territorial government public health agencies or who are designated as State Public Health Veterinarians shall be eligible for Active membership. More than one person from the same state, tribe, local jurisdiction, or territory may be an Active Member of the Association.
- (ii) Active Members are eligible to vote and may hold elected office, serve on Committees as defined in Article VIII, serve as Liaisons or Consultants as defined in Article X, attend monthly Active Member meetings, attend annual business meetings, access secure Member communication networks and resources, and attend Association-sponsored educational events.

(b) *Associate Members.*

- (i) Non-veterinarians who work at US state, tribal, local, or territorial government public health agencies and both veterinarians and non-veterinarians who conduct public health, animal health, wildlife health, or environmental health work at federal, state, tribal, local, or territorial government agencies, academic institutions, non-profit organizations, clinical practices, for-profit businesses, or professional organizations shall be eligible for Associate membership.
- (ii) Associate Members may serve on Committees of the Board as defined in Article VIII, serve as Consultants as defined in Article X, attend annual business meetings, access secure Member communication networks and resources, and attend Association-sponsored educational events.
- (iii) Associate Members shall not vote, hold elected office, serve on Advisory Committees as defined in Article VIII, serve as Liaisons as defined in Article X, or attend monthly Active Member meetings.

(c) *Emeritus Members.*

- (i) Former Active Members who have retired shall be eligible for Emeritus membership, subject to review and approval by the Executive Board. Emeritus membership may be requested by submitting a cover letter and resume or curriculum vitae to any Member of the Executive Board.
- (ii) Emeritus Members may serve on Committees of the Board as defined in Article VIII, serve as Consultants as defined in Article X, attend annual business meetings, access secure Member communication networks and resources, and attend Association-sponsored educational events.

- (iii) Emeritus Members shall not vote, hold elected office, serve on Advisory Committees as defined in Article VIII, serve as Liaisons as defined in Article X, or attend monthly Active Member meetings.

*(d) Student Members.*

- (i) Students in full-time or part-time US graduate or professional degree programs at academic institutions of veterinary medicine, or veterinarians who are full- or part-time students enrolled in US graduate degree programs in public health, animal health, wildlife health, environmental health, or related fields shall be eligible for Student membership.
- (ii) Student Members may attend annual business meetings, access secure Member communication networks and resources, and attend Association-sponsored educational events.
- (iii) Student Members shall not vote, hold elected office, serve on Committees as defined in Article VIII, serve as Liaisons or Consultants as defined in Article X, or attend monthly Active Member meetings.

*(e) International Members.*

- (i) Veterinarians who conduct public health, animal health, wildlife health, or environmental health work for federal, state, provincial, tribal, local, or territorial government agencies, academic institutions, non-profit organizations, for-profit businesses, or professional organizations outside of the US and its associated tribes and territories shall be eligible for International membership.
- (ii) International Members may attend annual business meetings, access secure Member communication networks and resources, and attend Association-sponsored educational events.
- (iii) International Members shall not vote, hold elected office, serve on Committees as defined in Article VIII, serve as Liaisons or Consultants as defined in Article X, or attend monthly Active Member meetings.

*(f) Honorary Members.*

- (i) Honorary membership may be bestowed by the Executive Board upon any person who has advanced the purposes of the Association.
- (ii) Honorary Members may serve on Committees of the Board as defined in Article VIII, serve as Consultants as defined in Article X, attend annual business meetings, access secure Member communication networks and resources, and attend Association-sponsored educational events.

- (iii) Honorary Members shall not vote, hold elected office, serve on Advisory Committees as defined in Article VIII, serve as Liaisons as defined in Article X, or attend monthly Active Member meetings.

**Section 4.03. Dues.**

- (a) Active, Associate, Student, and International Members shall be required to pay dues as specified in the Association's Fiscal Policy.
- (b) Emeritus Members and Honorary Members shall not be required to pay dues.

**Section 4.04. Resignation.** A Member may resign at any time by submitting written notice to the Secretary. The resignation of a Member does not entitle the Member to a refund of any membership dues or fees paid prior to resignation.

**Section 4.05. Suspension.** Membership in the Association may be suspended without advance notification if any Member's dues are more than 2 months in arrears or if their status changes so that they are ineligible for membership. Suspended memberships shall be reinstated immediately once the prorated amount owed plus one year's membership dues are paid and/or once the Member regains eligibility for membership. The Executive Board may grant exceptions to this section upon written request.

**Section 4.06. Revocation.**

- (a) After proper consideration of all relevant facts and circumstances, the Executive Board may revoke the membership of any Member who:
  - (i) Violates one or more current Association Policies due to gross negligence or malice;
  - (ii) Engages in personal or professional conduct that critically damages the credibility of the Association; or
  - (iii) Engages in personal or professional conduct that critically disrupts achievement of the Association's purposes.

- (b) Written notice of the revocation of membership shall be provided to the Member not less than 15 days before the effective date by first class or certified mail sent to the last address of the Member shown on the Association's records. The Member shall be given an opportunity to be heard, orally or in writing, by the Executive Board not less than five days before the effective date. Any proceeding challenging a revocation of membership, including a proceeding alleging defective notice, must be commenced within one year after the effective date. A Member whose membership has been revoked may be liable to the Association for dues, assessments, or fees as a result of obligations incurred or commitments made prior to expulsion.

## **Article V. Meetings and Action Without Meetings**

**Section 5.01. Regular Active Member meetings.** The Association shall hold monthly Active Member meetings via a virtual platform at a date and time determined by the Executive Board. Official votes shall not occur at monthly Active Member meetings. A scheduled Active Member meeting may be canceled by notice of the President or Executive Board.

**Section 5.02. Annual business meetings.** The Association shall hold an annual in-person, virtual, or hybrid business meeting for all Members at a date, time, and place and/or virtual platform determined by the Executive Board.

- (a) Notice of the date, time, and place and/or virtual platform of the meeting shall be given to the Members at least 60 days in advance.
- (b) The following shall occur at every annual business meeting:
  - (i) The President and Treasurer shall report on the activities and financial condition of the Association.
  - (ii) The Voting Body shall consider and act upon such matters that require an official vote, including officer elections, position statements, creation or dissolution of Advisory Committees, or amendments to these Bylaws.

**Section 5.03. Special business meetings.** The Association shall hold an in-person, virtual, or hybrid special business meeting when any of the following occurs:

- (a) The President calls for a special business meeting.
- (b) Any three Members of the Executive Board call for a special business meeting.



- (c) Any eight Active Members sign, date, and deliver to any Executive Board Member a demand for a special business meeting that includes the purpose for which the meeting is to be held. This demand may be delivered via email or other electronic method. The Executive Board may schedule more than one special business meeting in response to a demand requesting discussion of complex issues and/or multiple unrelated items.
- (d) Only those matters that relate to the purpose described in the meeting notice may be considered at a special business meeting.

**Section 5.04. Virtual meeting participation.** Active Members participating virtually in an annual or special business meeting shall be deemed present and members of the Voting Body participating virtually in an annual or special business meeting shall count towards quorum and may vote at the meeting, provided that the Association has implemented reasonable measures to do all of the following:

- (a) Verify that each person participating virtually as an Active Member is an Active Member and that only those persons who are members of the Voting Body are provided the means to vote.
- (b) Provide the Active Members a reasonable opportunity to participate in the meeting, including methods to communicate with other in-person and virtual participants, to read or hear the proceedings of the meeting concurrently with such proceedings, and to participate in official votes.

**Section 5.05. Notice of meetings.** The Association shall give notice of meetings to the Members in a fair and reasonable manner.

- (a) *Regular Active Member meetings.* The Association shall notify the Members of the date, time, and virtual platform for regular Active Member meetings at least ten days before the date of the meeting. This notification may be made via email or other electronic method. The notice of a regular meeting is not required to include any additional information.
- (b) *Annual business meetings.* The Association shall notify the Members of the date, time, and place and/or virtual platform for each annual business meeting at least sixty days before the date of the meeting. This notification may be made via email or other electronic method. The notice of an annual business meeting shall include a description of any matter or matters which must be considered for approval by the Active Members and/or the Voting Body.

- (c) *Special business meetings.* The Association shall notify the Active Members of the date, time, and location or virtual platform for special business meetings at least ten days before the date of the meeting. This notification may be made via email or other electronic method. The notice of a special business meeting shall include a description of the purpose for which the meeting is called. If notice for a special meeting demanded under paragraph "c" is not given within 30 days after the date that the valid written demand is delivered to the Executive Board, then any person signing the demand may set the time, date, and location or virtual platform for the meeting and give notice to the Active Members not less than 10 days in advance.
- (d) If an annual or special business meeting of Members is adjourned to a different date, time, place, or virtual platform, notice need not be given of the new date, time, place, or virtual platform if such information is announced at the meeting before adjournment. If the date, time, place, or virtual platform for the adjourned meeting subsequently changes, however, then notice of the adjourned meeting must be given as described in this section.

**Section 5.06. Record dates.**

- (a) For annual business meetings, special business meetings called by the President or by the Executive Board, and electronic votes, the close of business on the tenth day before either the date of the meeting or the date when ballots are distributed is the record date for the purpose of establishing which Active Members are eligible to vote in officer elections, which Active Members comprise the Voting Body, and how many members of the Voting Body comprise a quorum.
- (b) For special business meetings called by Active Members, the close of business on the date that the demand or demands for the meeting are delivered to the Executive Board is the record date for the purpose of establishing which Active Members comprise the Voting Body and how many members of the Voting Body comprise a quorum.

**Section 5.07. Action by electronic ballot.**

- (a) Any action which may be taken at any annual or special business meeting may alternatively be taken without a meeting, provided that the Association delivers an electronic ballot to every Member who is eligible to vote.
- (b) An electronic ballot shall do all of the following:
  - (i) Set forth each proposed action.

- (ii) Provide an opportunity to vote for or against each proposed action or to abstain from voting.
  - (iii) Provide a mechanism for affirmation of the submitter's eligibility to vote.
- (c) Approval by electronic ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required, and the number of approvals equals or exceeds the number of votes required.
- (d) All solicitations for votes by electronic ballot shall do all of the following:
  - (i) List the names and jurisdictions of all eligible voters.
  - (ii) Indicate the number of responses needed to meet the quorum requirements.
  - (iii) State the percentage of approvals necessary to approve each matter other than election of Officers.
  - (iv) Specify the time by which a ballot must be received in order to be counted.
- (e) An electronic ballot, once submitted, shall be irrevocable.

**Section 5.08. Conduct of meetings.**

- (a) At each meeting of Members, the President shall determine the order of business and preside as chair. In the absence of the President, the President-Elect shall preside. In the absence of both the President and the President-Elect, the Immediate Past President shall preside.
- (b) The rules of parliamentary procedure according to the latest edition of Robert's Rules of Order shall govern annual and special business meetings.

**Article VI. Voting**

**Section 6.01. Members' list.**

- (a) After fixing the record date for an annual business meeting, special business meeting, or electronic vote, the Secretary shall prepare an alphabetical list of the names and jurisdictions of the Active Members who comprise the Voting Body. Copies of this list shall be provided by the Secretary to Members upon request for the purpose of communication with other Members concerning the meeting, beginning two business days after close of business on the applicable record date. Members may request copies of this list by submitting a written request to the Secretary.

- (b) The Secretary shall make physical copies of the list available at the annual business meeting, shall distribute electronic copies to virtual attendees at annual or special business meetings, and shall include an electronic copy with ballots distributed for electronic votes.

**Section 6.02. Voting Body.**

- (a) The Association Voting Body shall comprise one Active Member representing each US state or territorial public health agency. The representative shall be the actual or designated State Public Health Veterinarian (SPHV) or their proxy.
- (b) In US states or territories without an actual or designated SPHV, the Active Members from that jurisdiction shall identify a single Active Member to represent them in the Voting Body. Jurisdictions without Active Members shall not be represented in the Voting Body.
- (c) For membership and voting purposes included in these Bylaws, the District of Columbia and nations that have signed a Compact of Free Association with the United States (Freely Associated States) are considered to have status equivalent to a state or territory.

**Section 6.03. Quorum requirements.**

- (a) At annual or special business meetings, the Secretary shall determine which members of the Voting Body are participating in the meeting and whether a quorum is met.
- (b) A quorum for annual or special business meetings shall be met when at least one-third of the members of the Voting Body are present.
- (c) A quorum for official votes conducted electronically shall be met when responses are received from at least one-third of the members of the Voting Body.

**Section 6.04. Voting requirements.**

- (a) Association decisions other than officer elections shall be decided by a vote of the Voting Body. Official votes may take place at the annual business meeting, at special business meetings, or by electronic ballot.
- (b) The method of casting and counting votes shall be determined by the President or other presiding Officer with the approval and verification of the Executive Board.

- (c) Unless otherwise specified in these Bylaws, and provided that the required quorum is present, affirmative votes constituting a simple majority of the ballots cast shall be sufficient to carry any motion.
- (d) A Bylaw amendment to increase or decrease the vote required for any Member action must be approved by the Members.

**Section 6.05. Proxy and absentee voting.**

- (a) The Active Member representing a state or territory in the Voting Body may appoint a proxy to vote or otherwise act for the Member, provided that the proxy is also an Active Member representing the same state or territory. The President or other presiding Officer must be notified of the proxy appointment prior to calling for a vote.
- (b) The Active Member representing a state or territory in the Voting Body may request an absentee ballot by submitting a written request to the President or other presiding officer no fewer than 5 business days before the date of the annual or special business meeting. The completed ballot must be received no later than one business day before the annual or special business meeting for the vote to be counted.

**Section 6.06. Inspectors of election for written ballots.**

- (a) Any of the Executive Board Members may serve as inspectors of election for votes conducted by written ballot at annual business meetings, at special business meetings, or electronically. If there are not at least two Executive Board Members that are available or eligible, then the President or other presiding officer may appoint inspectors of election from among the Active Members.
- (b) The duties of the inspectors, which must be executed impartially and to the best of the inspectors' ability, include the following:
  - (i) Determine the validity of proxies and ballots.
  - (ii) Count all votes.
  - (iii) Determine the result of the voting.
- (c) At least two inspectors of election must concur on the validity of proxies and ballots, the vote count, and the final result of the election for the results to be valid.

- (d) An Executive Board Member who is a candidate for office to be filled in an election shall not participate in determining the validity of proxies and ballots, counting votes, or determining the result of the voting in that election.

## **Article VII. Executive Board**

**Section 7.01. Composition.** The Executive Board shall comprise the five elected Officers.

**Section 7.02. Authority and duties of Board.** Except as otherwise provided in these Bylaws, official actions of the Association shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, and subject to the oversight of, an Executive Board. The Executive Board shall have authority to do the following, subject to the direction and approval of the Members:

- (a) Act on behalf of the Association on matters requiring response or action;
- (b) Provide general direction and control over the Association's affairs;
- (c) Enforce and ensure adherence to the Bylaws and Policies;
- (d) Establish and periodically review the amounts required for membership dues;
- (e) Establish committees, define the duties of each committee, and appoint their Members and Chairs;
- (f) Communicate regularly with relevant offices and/or programs at the Centers for Disease Control and Prevention (CDC), the Council of State and Territorial Epidemiologists (CSTE), and other agencies and organizations as appropriate;
- (g) Take positions on legislation, policy statements, procedures, or resolutions by the Association or other organizations that are consistent with the Association's policies, position statements, and/or published Compendia.

**Section 7.03. Board actions not addressed in policy.** Before taking positions on any legislation, policy statement, procedure, or resolution that are not addressed in the Association's policies, position statements, and/or published Compendia, the Executive Board shall take the following actions whenever possible:

- (a) Present a summary of the issue and proposed action or position to the Active Members electronically and/or at an Active Member meeting and request comment within a time frame appropriate to the requested action;
- (b) Make a good faith effort to include and/or address Active Member comments in the final action or position; and

- (c) Inform the Active Members of the final action or position in a timely fashion.

**Section 7.04. Reconsideration of Board actions.** The actions of the Executive Board shall be subject to reconsideration and/or reversal by the Association on a motion by an Active Member at the annual business meeting or a special business meeting.

**Section 7.05. Executive Board meetings.**

- (a) *Regular meetings.* There shall be a virtual meeting of the Association Executive Board in every month except June.
- (b) *Special meetings.* Additional virtual Executive Board meetings may be called by the President or by any three Members of the Executive Board.

**Section 7.06. Action without meeting.**

- (a) Action required or permitted by this chapter to be taken by the Executive Board may be taken without a meeting if at least three Officers communicate support for such action to the President or other presiding Officer via email or other electronic method.
- (b) Actions taken without a meeting shall have the effect of actions taken at a meeting of the Executive Board and may be described as such in any document.

**Section 7.07. Call and notice of meetings.**

- (a) Regular meetings of the Executive Board may be held without notice.
- (b) Special meetings of the Executive Board must be preceded by at least one business days' notice to each Officer of the date, time, and place and/or virtual platform, but not the purpose, of the meeting.
- (c) The President or any three Executive Board Members may call and give notice of a meeting of the Executive Board.

**Section 7.08. Waiver of notice.**

- (a) An Officer's attendance at or participation in a meeting waives any required notice of the meeting unless the Officer, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws, objects to lack of notice and does not thereafter vote for or assent to the objected-to action.

**Section 7.09. Quorum and voting.**

- (a) A quorum for Executive Board meetings shall comprise any three Officers.

- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of Officers present is the act of the Executive Board unless a greater vote is required by these Bylaws.
- (c) An Officer who is present at a meeting of the Executive Board when action is taken is considered to have assented to the action taken unless any of the following applies:
  - (i) The Officer objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting.
  - (ii) The Officer dissents or abstains from the action and any of the following applies:
    - 1) The dissent or abstention is entered in the minutes of the meeting.
    - 2) The Officer delivers notice in the form of a record of the Officer's dissent or abstention to the presiding Officer of the meeting before the meeting's adjournment or to the Association promptly after adjournment of the meeting.

## **Article VIII. Committees.**

### **Section 8.01. Committees of the Board.**

- (a) The Executive Board may create one or more Committees of the Board and appoint Active Members to serve on them. Each Committee of the Board shall have at least one Officer.
- (b) Membership on Committees of the Board is open to Active, Associate, and Emeritus members.
- (c) The creation of a Committee of the Board and appointment of Members to it must be approved by at least three Officers.
- (d) The sections of these Bylaws which govern meetings, action without meetings, notice and waiver of notice of the Executive Board shall apply to Committees of the Board and their members as well.
- (e) A Committee of the Board shall have the purpose and authority assigned to it by the Board. It shall not, however, do any of the following:
  - (i) Authorize distributions.
  - (ii) Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets.



- (iii) Elect, appoint, or remove Officers or fill vacancies on the Executive Board or on any of its committees.
- (iv) Adopt, amend, or repeal the articles or Bylaws.

**Section 8.02. Advisory Committees.**

- (a) Advisory Committees may include Compendium Committees, working groups, or *ad hoc* groups.
- (b) Creation or dissolution of Advisory Committees requires both the approval of the Executive Board and an official vote of the Voting Body.
- (c) A term of fixed duration may be defined for an Advisory Committee at the time of its creation. If a fixed term is not defined, then that Committee shall be maintained indefinitely unless it is dissolved as described in the preceding section.
- (d) An Advisory Committee is not a committee of the Executive Board and shall not exercise any powers of the Board.
- (e) The Executive Board shall determine the specific objectives and duties for each Advisory Committee as described in the Advisory Committee Policy.
- (f) The Executive Board shall appoint a Chair for each Advisory Committee. A Co-Chair may be appointed at the discretion of the Executive Board and the Chair.
- (g) The Executive Board shall appoint members to each Advisory Committee with the consent of the Chair(s). Each Advisory Committee shall comprise no fewer than four and no more than seven Association members, including the Chair(s).
- (h) Advisory Committee Chairs and Members must be Active Members, but are not required to be Officers.
- (i) Advisory Committee Chair and Member appointments shall be for a term of five years. Chairs and Members may be reappointed for an unlimited number of additional terms.
- (j) Appointments for individual Committee Chairs or Members shall be terminated if any of the following occurs, regardless of the duration of the unexpired term:
  - (i) The Committee Chair or Member voluntarily resigns from the Committee and/or the Association.
  - (ii) The Committee Chair or Member is asked by the Executive Board to resign from the Committee.

- (iii) The status of the Committee Chair or Member changes so that they are ineligible for Active membership in the Association. However, at the discretion of the Executive Board and with the assent of the Committee Chair(s), Chairs or Members who become ineligible for Active membership due to retirement or other change in employment may continue to serve on the Committee for the remainder of their term or for up to two years, whichever is shorter.
- (iv) The Committee is dissolved.

## **Article IX. Officers**

**Section 9.01. Officers.** The Association Officers shall be President, President-Elect, Immediate Past President, Secretary, and Treasurer. Unless otherwise provided in these Bylaws, the same person shall not simultaneously hold more than one of these offices.

**Section 9.02. Qualifications of Officers.** Only Active Members shall be eligible to become Officers.

### **Section 9.03. Election of Officers.**

- (a) The Active Members shall vote by electronic ballot to elect members of the Executive Board before each annual business meeting. Electronic ballots shall include the option of write-in candidates.
- (b) Only one vote per Active Member shall be allowed.
- (c) A majority of the votes cast shall be required to elect members of the Executive Board. When more than two candidates are running for an office, and no one candidate received a majority of the vote, then a run-off election shall be held between the two candidates who received the most votes.

### **Section 9.04. Terms of office.**

- (a) The terms of office for the President-Elect, President, and Immediate Past President shall be one year each. A current or former Immediate Past President may be re-elected to President-Elect, but may serve for no more than two total terms as President-Elect, President, and Immediate Past President.
- (b) The terms of office for the Secretary and Treasurer shall be two years each. A current or former Secretary or Treasurer may be re-elected to the same office, but may serve for no more than three total consecutive or nonconsecutive terms.
- (c) The terms of office for the President-Elect, Secretary, and Treasurer shall begin at the close of the annual business meeting during which they were elected.

- (d) The term of office for the President shall begin at the close of the annual business meeting in the year following their election as President-Elect.
- (e) The term of office for the Immediate Past President shall begin at the close of the annual business meeting in the year following their ascension to President.

**Section 9.05. Resignation and removal of Officers.**

- (a) Resignation of Officers. An Officer may resign at any time by delivering notice to the Executive Board. A resignation is effective when the notice is received unless the notice specifies a future effective time. If a resignation is made effective at a future time and the Board accepts the future effective time, the Board may fill the pending vacancy before the effective time if the Board provides that the successor does not take office until the effective time.
- (b) Removal of Officers.
  - (i) An Officer may be removed from office at any time for either of the following reasons:
    - 1) Dereliction of the Officer duties described in §9.07 of this Article; or
    - 2) Violation of the Officer Standards of Conduct described in §9.08 of this Article.
  - (ii) Officers may be removed by either of the following methods:
    - 1) A unanimous vote of the other four Officers; or
    - 2) Two-thirds of the votes cast in an official vote at an annual or special business meeting, provided that the required quorum is present.

**Section 9.06. Vacation of Office.**

- (a) An office shall be vacated if the Officer dies, becomes incapacitated, resigns, becomes ineligible for membership, or is removed from office.
- (b) If the office of President becomes vacant, then the President-Elect shall become President.
- (c) If any other office becomes vacant, then the Executive Board shall appoint an Active Member to fill the vacant office for the unexpired term.

**Section 9.07. Duties and authority of Officers.** Each Officer has the authority to and shall perform the duties set forth below.

- (a) *President.* The duties of the President shall be as follows:
  - (i) Issue all notices of meetings of the Executive Board and of Members;

- (ii) Determine the agendas for all meetings of the Executive Board and of Members;
  - (iii) Preside at all meetings of the Executive Board and of Members;
  - (iv) Represent the Association when communicating with partner organizations, advocacy groups, Members of the public, and the media;
  - (v) Prepare an annual report of Executive Board activities and present it at the annual Association business meeting;
  - (vi) Perform other duties prescribed by the Executive Board.
- (b) *President-Elect*. The duties of the President-Elect shall be as follows:
- (i) Perform the duties of the President in the absence of the President;
  - (ii) Acquire knowledge and skills necessary to serve effectively in the role of President;
  - (iii) Perform other duties prescribed by the Executive Board.
- (c) *Immediate Past President*. The duties of the Immediate Past President shall be as follows:
- (i) Perform the duties of the President in the absence of the President and President-Elect;
  - (ii) Provide general support and guidance to the President as requested and as appropriate;
  - (iii) Perform other duties prescribed by the Executive Board.
- (d) *Secretary*. The duties of the Secretary shall be as follows:
- (i) Ensure the timely filing of all necessary forms with the Iowa Secretary of State;
  - (ii) Keep official record of all elections by Active Members and resolutions and proceedings of the Executive Board and Voting Body;
  - (iii) Record, share, and archive minutes for all meetings of the Association and its Executive Board;
  - (iv) Maintain and share rosters of the Association Officers, Liaisons, and Advisory Committee Chairs and Members;
  - (v) Make updates to the Association website when necessary;
  - (vi) Perform other duties prescribed by the Executive Board.
  - (vii) When the Secretary is not available, their duties may be delegated to any other Member of the Executive Board.
- (e) *Treasurer*. The duties of the Treasurer shall be as follows:

- (i) Ensure the timely filing of all necessary forms with the US Internal Revenue Service;
- (ii) Prepare an annual budget for approval by the Executive Board each year in August;
- (iii) Keep appropriate records of all monies received or expended by the Association;
- (iv) Pay for expenses approved by the Executive Board using appropriate payment methods;
- (v) Prepare an annual fiscal report and present it at the annual the Association business meeting;
- (vi) Maintain a roster of current Association Members;
- (vii) Perform other duties prescribed by the Executive Board;
- (viii) When the Treasurer is not available, their duties may be delegated to any other Member of the Executive Board.

**Section 9.08. Standards of conduct for Officers.** An Officer, when performing in such capacity, shall act in conformity with all of the following:

- (a) In good faith.
- (b) With the care that a person in a like position would reasonably exercise under similar circumstances.
- (c) In a manner the Officer reasonably believes to be in the best interests of the Association and its Members, if any.

**Section 9.09. Discharge of Officer duties.** An Officer who does not have knowledge that makes reliance unwarranted is entitled to rely on any of the following:

- (a) The performance of properly delegated responsibilities by one or more Members of the Association whom the Officer reasonably believes to be reliable and competent in performing the responsibilities delegated.
- (b) Information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Officers or Members of the Association whom the Officer reasonably believes to be reliable and competent in the matters presented.

- (c) Legal counsel, public accountants, consultants, or other persons retained by the Association as to matters involving the skills or expertise the Officer reasonably believes are within the person's professional or expert competence, or as to which the particular person merits confidence.

**Section 9.10. Limited Liability of Officers.** An officer shall not be liable as an officer to the corporation or its members for any decision to take or not to take action, or any failure to take any action, if the duties of the officer are performed in compliance with this section. Whether an officer who does not comply with this section shall have liability will depend in such instance on applicable law.

## **Article X. Liaisons and Consultants**

**Section 10.01. Appointment of Liaisons.** The Executive Board shall appoint Members of the Association with relevant expertise to serve as Liaisons to other organizations, agencies, and committees as described in the Association Liaison and Consultant Policy. Only Active Members may serve as Liaisons.

**Section 10.02. Appointment of Consultants.** The Executive Board may designate Members of the Association with relevant expertise to serve as Consultants to the Association on specific topics as necessary as described in the Association Liaison and Consultant Policy. Active, Associate, or Emeritus Members may serve as Consultants.

## **Article XI. Indemnification**

**Section 11.01. Permissible indemnification.** Except as otherwise provided in this section, the Association may indemnify an individual who is a party to a proceeding because the individual is an Officer against liability incurred in the proceeding if all of the following apply:

- (a) The individual acted in good faith.
- (b) The individual reasonably believed either of the following:
  - (i) In the case of conduct in the individual's official capacity, that the individual's conduct was in the best interests of the Association.
  - (ii) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Association.
- (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

- (d) The individual engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation as authorized by IC 504.
- (e) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Officer did not meet the relevant standard of conduct described in this section.

**Section 11.02. Impermissible indemnification.** Unless ordered by a court to do so, the Association shall not indemnify an Officer under either of the following circumstances:

- (a) In connection with a proceeding by or in the right of the Association, except for reasonable expenses incurred in connection with the proceeding if it is determined that the Officer has met the relevant standard of conduct under §13.01 of this Article.
- (b) In connection with any proceeding with respect to conduct for which the Officer was adjudged liable on the basis that the Officer received a financial benefit to which the Officer was not entitled, whether or not involving action in the Officer's official capacity.

**Section 11.03. Insurance.** The Association shall purchase and maintain insurance on behalf of the Officers against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Member and/or Officer, whether or not the Association would have power to indemnify or advance expenses to that individual against the same liability under this part.

## **Article XII. Amendments**

**Section 12.01. Submission of proposed amendments.** Proposed amendments to these Bylaws must be submitted in writing to the Executive Board at least 60 days prior to the date of the annual business meeting, special business meeting, or other official vote.

**Section 12.02. Executive Board approval of proposed amendments.** The Executive Board shall approve all proposed amendments to the Bylaws before circulation to the Active Members, with the exception of amendments that relate to the number of Officers, the composition of the Executive Board, the term of office of Officers, or the method or way in which Officers are elected or selected.

**Section 12.03. Notice of proposed amendments.** The President shall give notice to the Members at least 30 days prior to the date of the annual business meeting, special business meeting, or other official vote. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendments and contain or be accompanied by a copy or summary of the proposed amendments.

**Section 12.04. Voting requirements.** A proposed amendment shall be approved by two-thirds of the votes cast, provided that the required quorum is present.

- (a) The Members may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis.
- (b) If the Executive Board initiates an amendment to the Bylaws or Executive Board approval is required by subsection 1 to adopt an amendment to the Bylaws, the Executive Board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

**Section 12.05. Effective date.** Approved amendments shall take effect immediately following the official vote, unless otherwise specified in the amendment itself.

**Section 12.06. Amendments not requiring an official vote.** Correction of spelling, grammar, numbering, and/or typographical errors in the Bylaws shall not require an official vote, provided that all five Officers are in unanimous agreement that any proposed correction would not result in changes to the interpretation or implementation of these Bylaws.

## **Article XIII. Dissolution**

### **Section 13.01. Dissolution by Members.**

- (a) Dissolution of the Association is authorized if it is approved in an official vote by two-thirds of the votes cast, provided that the required quorum is present.
- (b) Notice of such official vote shall be given in accordance with these Bylaws. The notice must also state that the purpose, or one of the purposes, of the vote is to consider dissolving the Association and must contain or be accompanied by a copy or summary of the plan of dissolution.

### **Section 13.02. Plan of dissolution.**

- (a) The plan of dissolution must include provision for payment of existing liabilities and obligations of the Association.



- (b) Assets not held upon a condition requiring return, transfer or conveyance to any other organization or individual shall be distributed, transferred or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501 (c)(3) of the Internal Revenue Code, as amended, of a similar or like nature to the Association as determined by the Executive Board.