

## **BYLAWS**

### **Article I**

#### **Organization**

##### Section 1: Name

The name of this organization shall be Veterinary Emergency and Critical Care Society; hereto after referred to as the "Society".

##### Section 2: Incorporation

The Society is incorporated under the laws of the State of Texas as a non-profit corporation. The Society is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

##### Section 3: Seal and Logo

The Society may adopt a seal. A logo shall contain the words "Veterinary Emergency and Critical Care Society" or the acronym VECCS.

### **Article II**

#### **Purpose**

The purpose of the Society is to promote the advancement of knowledge and high standards of practice in veterinary emergency medicine and critical patient care. Toward this purpose, the Society will:

1. associate and affiliate into one organization doctors of veterinary medicine, veterinary technicians, veterinary students, veterinary practice managers, and other individuals engaged in the practice of, or who have special interest in, the field of veterinary emergency and critical care;
2. establish and promote uniform standards and guidelines for the practice of veterinary emergency and critical patient care;
3. foster and encourage education, research and scientific progress in veterinary emergency and critical patient care;
4. disseminate information pertinent to veterinary emergency and critical care to all interested groups and organizations.

### **Article III**

#### **Membership**

Individuals seeking membership in the Society will complete a membership application form

provided by the Society's administrative office. The application should be sent with dues payment to the Executive Director. Membership categories are as follows:

### Section 1: Active

Active members shall be veterinarians, veterinary technicians, veterinary practice managers, veterinary students, physicians, nurses, scientists and other persons who are interested in the advancement of veterinary emergency and critical patient care and who express an interest in the goals of the Society by actively participating in its affairs.

### Section 2: Honorary

Honorary members shall be individuals who, in the opinion of the majority of the Board of Directors, have made outstanding contributions to veterinary emergency and critical patient care. The Board of Directors shall determine the process by which honorary members are awarded such distinction. Honorary members shall not be required to pay dues and will not have the right to vote.

### Section 3: Agreement

Acceptance of membership in the Society will constitute an agreement by the member to comply with the Bylaws of the organization, and to recognize the Board of Directors as the sole judges of the right to remain a member, subject to appeal to the general membership. Any member, after due inquiry by the Board of Directors or delegate thereof, judged guilty of misconduct in any professional respect, or found to act in violation of these Bylaws or rule propounded thereunder, will be liable to censure, suspension or removal from membership, to be determined by majority vote of the Board of Directors.

### Section 4: Retired Membership Category

Retired Membership status may be approved for a member upon written application to the Society's Executive Director and subsequent Board of Directors approval. To qualify for consideration, the Society member must have been a member of the Society for a minimum of ten (10) consecutive years preceding the application and be fully retired from the profession of veterinary medicine. Retired Members shall pay 40 percent of the amount of annual dues for Active Members in his/her membership category, and shall have all rights and privileges of Active Membership except that of holding any elected office.

## **Article IV**

### **Dues**

#### Section 1: Dues required

Active members will pay annual dues and the amount will be determined by the Board of Directors. Dues will be assessed on January 1 of each year and will cover membership through December 31 of the current year. A member delinquent in payment of dues by March 1 will forfeit his/her membership, will not exercise a vote or hold office, and will not be listed in the Membership Directory. In such cases, the individual can re-establish membership by completing the current membership form and paying appropriate fees as a new member. Past-Presidents following retirement from the Board of Directors and Zaslow Award recipients are exempt from payment of dues.

#### Section 2: Notification

Notification of dues for the new year will be issued to the members by Executive Director on or about December 1 and are due by January 1st.

## **Article V**

### **Officers**

#### Section 1: Elected Officers

The elected officers of the Society shall include President, President-Elect, Recording Secretary, and Treasurer. Only Active members may be elected. A member can serve no more than three consecutive terms as recorder or three consecutive terms as treasurer.

#### Section 2: Term of Office

The term of office is two years, and the duties shall begin immediately upon conclusion of the Annual Business Meeting that follows election of officers.

#### Section 3: Vacancies

If an officer is unable to complete his/her term, the President shall appoint a replacement to complete the unexpired term. The appointment must be approved by the Board of Directors. If the President is unable to complete his/her term, the President-Elect will assume the duties of the President for the duration of the unexpired term.

#### Section 4: Election

Election of Officers shall take place biennially by mail or electronic ballot prior to the Annual Business Meeting of the Society. The Board will provide the membership with an approved slate of candidates recommended by the Nominating Committee. A slate of officers shall be presented by the Nominating Committee to the Board for approval prior to balloting. A simple majority of the votes cast shall be necessary to elect.

## **Article VI**

### **Duties of Officers**

#### Section 1: President

The President shall preside over all meetings of the Society and the Board of Directors and direct the administration of the affairs of the organization according to the Bylaws and the policies enunciated by the Board of Directors. The President will also serve as spokesperson for the Society, call special meetings of the Board of Directors when necessary, and perform all other duties that custom, parliamentary practice and usage may require of the office.

#### Section 2: President-Elect

The President-Elect shall temporarily perform the duties of the President when the President is unable to be present or perform his/her duties. The President-Elect shall also oversee committee chairpersons and ensure their yearly written reports to the Annual Business Meeting. The President-Elect will be nominated by the Nominating Committee for President as the term

of office is completed.

#### Section 3: Recording Secretary

The Recording Secretary shall keep minutes and records of all meetings of the Society and Board of Directors and maintain archival copies of all publications, documents, and other records of the Society.

#### Section 4: Treasurer

The Treasurer shall provide oversight and coordinate all financial affairs of the Society. The Treasurer will present a report of the financial status of the Society at each Annual Business Meeting of the Society and at such other times as required by the Board of Directors.

## **Article VII**

### **Board of Directors**

#### Section 1: Duties and Responsibilities

The management and control of the business and policies pertaining to the Society shall be vested in the Board of Directors. These will include, but are not limited to, the following:

1. directing the policy and fiscal matters of the Society;
2. planning continuing education programs;
3. providing guidance to committees and members of the Society;
4. acting as liaison among organizations directly or indirectly related to the disciplines of emergency and critical patient care;
5. conducting the Annual Business Meeting;
6. ratifying committees and committee members;
7. determining the time and place of all meetings.

#### Section 2: Composition

The Board of Directors of the Society will consist of the four elected officers (President, President-Elect, Recording Secretary and Treasurer), the Immediate Past-President, and two Members-at-Large. The Members-At-Large shall be appointed by the President and approved by the Board of Directors prior to the Annual meeting at which the new Board takes office. Their term of office shall be for two years and run concurrently with the terms of the elected officers. A member-at-large cannot serve more than three consecutive terms in that position. At least one member of the Board shall be a veterinary technician. Any member appointed to fill a vacancy shall hold the office until the expiration of the term in which the vacancy occurred.

Representatives of affiliated organizations may serve as ex-officio members with approval of the Board of Directors.

#### Section 3: Meetings

The Board of Directors shall meet annually just prior to the time and at the designated location of the Annual Business Meeting of the Society, or as needed to conduct the business of the Society. Meetings may be called at any time by the President or must be called by the President following written request of not less than four (4) members of the Board of Directors. Not less than fourteen (14) days notice of the time, place and purpose of any meeting shall be addressed to each current Board member, at his/her residence or place of business as it shall appear in the official records of the Society. The notification requirement may be waived in

emergency circumstances with approval of two-thirds of the Board members. Routine or emergency meetings may be held by teleconference, electronic communication or other means if necessary.

Members with business for the Board should contact the President or Executive Director (in writing or via email) with their request to address the Board or submit agenda item(s). Such request shall be made no less than seven days prior to the scheduled meeting. Approved unabridged minutes of meetings will be maintained and made available to the Society members upon written request.

**Section 4: Quorum**

Four (4) members of the Board of Directors present in person shall constitute a quorum for the transaction of any business which may come before the meeting. The current edition of Robert's Rules of Order shall be the guide for the conduct of business meetings.

**Section 5: Executive Director**

An Executive Director will be retained by the Board of Directors to carry out the policies and business of the Society. The term of the appointment and specific duties will be determined by the Board of Directors. The Executive Director serves as an ex-officio member of the Board.

**Section 6: Financial Advisor**

A Financial Advisor may be retained by the Board of Directors to work with the Treasurer to set proposed budgets and expenditures; to provide financial analysis as requested; and to provide advice and consult to the Board on financial matters as requested

## **Article VIII Committees**

**Section 1: Designation of Committees**

The Society shall have the following standing committees: Publications, Nominating, Finance and Symposium. Ad hoc scientific and advisory committees may be designated or dissolved by the President as deemed necessary.

**Section 2: Appointment**

Committee members will be appointed by the President from the membership. Unless otherwise stated, the chairperson for each committee will be appointed by the President with the Board's approval. A committee member may be appointed to the same committee for not more than two consecutive terms. Unless otherwise stated, the term of office shall be two years

**Section 3: Vacancies**

If a committee member is unable to fulfill his/her term, a replacement shall be appointed by the President to fulfill the unexpired term.

**Section 4: Publications Committee**

The President will appoint or reappoint the Chair every two years. Committee members, in the addition to the Journal Editor, will be appointed by the Chair with approval of the President. The Executive Director will serve as an ex-officio member. The Committee will administer the Journal of the Society and plan other informatic-related activities. The official Journal of the Society shall be entitled Journal of Veterinary Emergency and Critical Care. It shall be a scientific and educational publication, inviting clinical and research papers which contribute to

the knowledge of veterinary emergency and critical care. The Journal will be published on a regular basis. The contents may include:

1. Scientific articles
2. Clinical reports
3. Editorials
4. Reviews
5. Abstracts of the annual meetings
6. Brief communications
7. Letters to the editors
8. Advertisement and news items

The Editor of the Journal will be recommended by the President of the American College Veterinary Emergency and Critical Care and approved by the Board to serve for an unspecified period of time. He/she will select the necessary Editorial Board members from the membership of the Society and/or College. Each scientific article or clinical report will be peer-reviewed for publication by at least two unbiased reviewers selected by the Journal Editor. The purpose of the review process is to ensure the scientific quality of the manuscript with regard to the methods and materials used and the author's interpretation of the results. Manuscripts shall not be rejected for reasons of personal differences of opinion.

### Section 5: Nominating Committee

The Nominating Committee shall consist of three (3) members. The Chairperson shall be the President-Elect. The Chairperson shall appoint with the approval of the President two (2) additional members from the membership. The term of office of the Nominating Committee shall expire at the conclusion of the election. A slate of officer candidates shall be presented by the Nominating Committee to the Board for approval prior to balloting. Recommendations for nominations will be solicited from membership by the Nominating Committee.

### Section 6: Finance Committee

The Finance Committee shall consist of three (3) members and the Financial Advisor may be an ex-officio member of the Committee. The Treasurer shall serve as Chairperson, and the Past-President will be a member. The remaining member shall be appointed by the Chair with the approval of the President. This Committee shall prepare an annual budget for the Society and make recommendations on fiscal matters to the Board of Directors.

### Section 7: Symposium Committee

The Symposium Committee will be responsible for planning and carrying out all aspects of the Symposium. The President will appoint the chairperson. Members of the committee and various subcommittees may be appointed as needed.

### Section 8: Ad Hoc Scientific and Advisory Committees

Ad Hoc Scientific and Advisory Committees may be designated if needed by the Board of Directors. Each chairperson will report to the Board of Directors as directed by the President. The President will appoint the Committee Chairperson(s). The Chairperson(s) in conjunction with the President will select the Committee members. The purpose of Ad Hoc Scientific or Advisory Committees is to assist the Society in activities such as establishing guidelines in specific facets of veterinary emergency and critical care and, when called upon, to assist in planning scientific programs.

## **Article IX**

### **Conduct of Business**

#### Section 1: General Membership Meetings

The Society shall meet annually at a site selected by the Board of Directors for the purpose of conducting and reviewing the business of the Society. Additional meetings of the Society shall be held if requested by the Board. Written notice to and solicitation of agenda items from all members shall precede the meeting date by at least 30 days. The President will set the meeting agenda. The conduct of all meetings of the Society shall follow the procedures set forth in the current edition of Roberts Rules of Order when applicable and consistent with the Bylaws of the Society. A parliamentarian may be appointed by the President. Minutes of the general membership meetings will be published and made available to the members.

#### Section 2: Eligibility to Vote

Active members who are current in their dues are eligible to attend business meetings of the Society and vote. Honorary members will not have voting privileges.

#### Section 3: Quorum

A quorum for meetings of the Society shall consist of those members present at the meeting who are eligible to vote.

#### Section 4: Mail Ballots

Mail or electronic ballots may be utilized when deemed necessary by the Board. To conduct a mail or electronic ballot, at least 15 days will be given for tabulation of the votes from members eligible to vote. The date of tabulation and address to which the ballot is to be returned shall be clearly noted on the mail ballot; instructions for electronic ballots will be made clear to all members.

## **Article X**

### **Amendments**

These Bylaws may be amended by majority vote of the voting members present at the Annual Business Meeting, or by majority vote of the voting members responding through mail ballot or electronic ballot. Written or electronic notice of the proposed changes must be sent to the entire membership at least 15 days before the voting proceeds.

Approved March 2011