

BYLAWS
OF
NEW YORK STATE COMPLEMENTARY AND ALTERNATIVE
VETERINARY MEDICAL ASSOCIATION

ARTICLE I – PURPOSES

1. Subject to the limitations in the Articles of Association, the purposes of the NEW YORK STATE COMPLEMENTARY AND ALTERNATIVE VETERINARY MEDICAL ASSOCIATION (the “Association”) are:
 - a. To support and provide continuing education with respect to complementary veterinarian modalities.
 - b. To ensure that such continuing education is recognized by the applicable accrediting organization in New York State.

ARTICLE II – MEMBERS

- 2.1 Any individual who is a licensed doctor of veterinary medicine may become a member of the Association by submitting an application for membership to the Association at any time. Membership shall commence upon receipt of the application and such individual shall be notified of commencement.
- 2.2 Members shall be entitled to participate in the Annual Meeting of the Association and shall be entitled to receive a discount for educational conferences or seminars sponsored solely by the Association. The amount of the discount shall be determined by the Board of Trustees.
- 2.3 Annual Meeting. The Annual Meeting of the Association shall be held at such time and place as determined by the Board of Trustees each year and communicated to members. The Board of Trustees may provide, by resolution, for the holding of additional meetings of members and shall notify the members thereof.

ARTICLE III – BOARD OF TRUSTEES

- 3.1 Management by Board of Trustees. The business and affairs of the Association shall be managed by its Board of Trustees.
- 3.2 Number and Term of Trustees. The number of trustees shall be three. Each trustee shall hold office for two (2) years and until a successor has been elected, unless the trustee resigns or is removed earlier.

3.3 Election. Trustees shall be elected at the annual meeting of the Association from a slate of potential trustees nominated by any member or any trustee. Nominations shall be submitted to the Board at least thirty (30) days in advance of the annual meeting.

3.4 Resignation. A trustee may resign at any time by delivering written notice to the Board of Trustees. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the Board may fill the pending vacancy provided that the successor does not take office until the effective date.

3.5 Removal. Any trustee elected or appointed by the Board of Trustees may be removed at any time by a unanimous vote of the remaining trustees.

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

3.7 Quorum of Trustees. Two-thirds of the entire Board shall constitute a quorum for the transaction of business. The act of a majority of the trustees present at a meeting at which a quorum is present shall be action of the Board.

3.8 Regular Meetings. The regular meetings of the Board of Trustees shall be held at such time and place as determined by the Board of Trustees each year.

3.9 Special Meetings. Special meetings of the Board may be called by any trustee. Notice of any special meeting shall be given at least five (5) days in advance by written notice delivered personally, mailed by first-class mail or emailed to each Trustee at the business address or email address provided to the secretary of the Association.

3.10 Telephonic Attendance at a Meeting. Any or all of the Board members may participate in a regular or special meeting by, or to conduct the meeting through the use of telephone or any other means of communication by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is considered to be present in person at the meeting.

3.11 E-mail voting. If a vote is called, in a matter that has been previously discussed, all trustees must reply within 24 hours for the vote to be counted.

3.12 Working Committees. The Board may designate from among its members working committees to promote the development of conferences and other educational events.

ARTICLE IV-OFFICERS

4.1 Required and Permissible Officers. The officers of the Association shall include a president, secretary, and a treasurer. In the discretion of the Board of Trustees, it shall be permissible to elect one or more vice presidents, assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Trustees.

3.2 Election and Term of Office. The officers of the Association to be elected by the Board of Trustees shall be elected annually by the Board at the annual meeting of the Association. Each officer shall hold office until a successor is duly elected or until the officer's death, resignation or removal. The officers shall have such duties, in addition to those expressed herein, as the Board shall specify from time to time.

3.3 Removal. Any officer or agent elected or appointed by the Board may be removed at any time, with or without cause by the Board.

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

3.5 President. The president shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Association. The president may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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.

3.6 The Vice Presidents (Past President and President Elect). In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or if there is more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president.

3.7 The Secretary. The secretary shall: (a) keep the minutes of the meetings of members, Board, and Association in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president.

3.8 Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories, and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president.

3.9 Resignation. An officer may resign at any time by delivering written notice to the Board of Trustees, unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the board may fill the pending vacancy provided that the successor does not take office until the effective date.

ARTICLE V-CONTRACTS, LOANS, CHECKS, AND DEPOSITS

5.1 Contracts. Subject to Section 3.5 hereof, the Board of Trustees may authorize any board member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to the specific instances.

5.2 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined in specific instances.

5.3 Checks, Drafts, etc.. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

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

ARTICLE VII-MISCELLANEOUS

7.1 Amending Bylaws. These Bylaws may be altered, amended, or repealed and new By-laws may be adopted by the Board of Trustees at any regular or special meeting of the Board of Trustees. Notice of the meeting must be given in accordance with Bylaw 3.9 and the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the by-laws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

7.2 Books and Records. The Association, by its secretary, shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees.

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

7.4 Investments. The Association shall have the right to retain all or any part of any securities of property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is prohibited transaction or would result in the denial of the tax exemption under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

7.5 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, trustee, employee, or other representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, being all of the Trustees of the Association, do hereby certify that the above and foregoing bylaws of the Association were adopted this date and the same do now constitute the Bylaws of the Association.

DATED:

Cynthia Lankenau, DVM

Karen Gellman, DVM, PhD

Marcie Fallek, DVM