

American Association of Feline Practitioners
BYLAWS
Amended April 8, 2022

ARTICLE I: LEGAL ENTITY

Section A. NAME - The name of this Association shall be the AMERICAN ASSOCIATION OF FELINE PRACTITIONERS (hereinafter "Association").

Section B. INCORPORATION - This association is incorporated under the laws of the State of Tennessee as a not-for-profit, tax-exempt corporation.

Section C. PRINCIPAL OFFICE - The Executive Board shall establish the principal office of the Association.

ARTICLE II: OBJECTIVES

The objectives of the Association shall be:

- to promote the interests, to improve the public stature and to increase the knowledge of veterinary professionals in the field of feline medicine, surgery, and welfare.
- to elevate standards of feline medicine and surgery.
- to encourage and promote feline research.
- to promote understanding and good will among its members.
- to cooperate with organizations that share AAFP's values.
- to do any and all things lawfully necessary, proper, and convenient for the achievement or furtherance of the Objectives of the corporation.

ARTICLE III: MEMBERSHIP AND AFFILIATION

There shall be three classes of membership in this Association: Active, Senior, and Student. There is a separate category for Affiliates.

Section A. ACTIVE MEMBERS - Active Members shall have a general interest in the field of feline medicine and surgery, and hold a Doctor of Veterinary Medicine degree or legal equivalent thereof, or have graduated from an accredited veterinary technology education program, and/or who are certified, licensed, or registered as a veterinary technician. Active members shall be entitled to all rights and privileges of the Association, subject to the requirements outlined in the current Procedures Manual.

Section B: SENIOR MEMBERS - Senior Members are retired and have been active members of the Association for twenty-five (25) years; or retired, reached the age of 70, and have been a continuous member for the last 10 years. Senior members shall be entitled to the same rights and privileges as Active members of the Association, subject to the requirements outlined in the current Procedures Manual.

Section C: STUDENT MEMBERS - Student Members shall be engaged in the study of veterinary medicine in an accredited school of veterinary medicine or veterinary technology. They shall have no vote and may not hold office. Student members are subject to the requirements outlined in the current Procedures Manual.

Section D: VOTING RIGHTS – Voting privileges are reserved for Active and Senior members. Each member having voting rights shall be entitled to one vote on each matter submitted to a vote of the members.

Section E: CANDIDATES FOR MEMBERSHIP - Candidates for Membership in the Association shall submit an application on an official form or online. The dues for the current year shall accompany the completed application submitted to AAFP Headquarters.

Section F: AAFP AFFILIATES - Affiliates shall be individuals or organizations that have an interest in feline medicine and share the goals and mission of the AAFP. Affiliates shall not be members, and thus may not vote or hold office. Affiliates shall be accorded privileges as listed in the current Procedures Manual.

ARTICLE IV: DUES, ASSESSMENTS, AND BENEFITS

Section A: ANNUAL DUES - Annual dues for all categories of membership shall be determined and set annually by the Executive Board.

Section B: ASSESSMENTS AND BENEFITS - The Executive Board shall determine and set Assessments and Benefits for all categories of membership as required and necessary.

Section C: SUSPENSION-REINSTATEMENT - Any member who fails to pay annual dues by January 1 shall have a thirty (30) day grace period following notification in which to pay their dues, before being suspended from membership in the Association.

Reinstatement of Membership:

1. Persons who have been dropped from membership for nonpayment of dues may be automatically reinstated upon payment of full dues for the current year, providing that all other membership requirements have been met.
2. Exemptions on dues in extraordinary circumstances are determined by a majority vote of the Board, upon submission of a petition by the member in question.
3. Persons who have been dropped from membership for cause may not be reinstated without Board review.

Section D: FISCAL YEAR - The fiscal year of the Association shall be the calendar year.

Section E: TERMINATION – Membership may be terminated for failure to pay annual dues or for cause by 2/3 vote of the Executive Board.

ARTICLE V: OFFICERS AND CHIEF EXECUTIVE OFFICER

The Corporate Officers of this Association shall be the President, President-Elect, Immediate Past President, and Treasurer. All Officers shall hold a Doctor of Veterinary Medicine degree, or legal equivalent thereof.

Section A: THE QUALIFICATIONS FOR OFFICER OF THE ASSOCIATION - Officers shall be active members of the Association for the past three consecutive (3) years.

Section B: PRESIDENT - The President shall be the principal elected officer of the Association. The President shall preside at all meetings of the Association and the Executive Board. The President shall also, under direction of the Executive Board, designate and appoint representatives of the Association and generally administer the affairs of the Association according to the Bylaws and the Policies adopted by the Executive Board. At the expiration of his or her term, the President shall become the Immediate Past President.

Section C: PRESIDENT-ELECT - The President-Elect shall prepare to accept the duties and responsibilities of the President and shall preside at meetings in the absence of the President. At the expiration of his or her term, the President-Elect shall become the President.

Section D: IMMEDIATE PAST PRESIDENT - The Immediate Past President shall assist the officers in the administration of the Association and shall preside at meetings in the absence of the President and President-Elect.

Section E: TREASURER - The Treasurer is responsible for overseeing the keeping of financial records of the Association and shall have such other duties as prescribed by the President or the Executive Board from time to time. The Treasurer shall make a report on the finances at each board meeting.

Section F: NON-CORPORATE OFFICERS - The Association's Chief Executive Officer shall serve as the non-voting Corporate Secretary of the Corporation.

Section G: CHIEF EXECUTIVE OFFICER - The Executive Board shall employ or retain a person to serve as the chief staff officer of the Association, who shall be responsible for the administration and management of the Association. The title for the position shall be Chief Executive Officer or such other title as the Board shall from time to time designate. The Chief Executive Officer shall manage and direct all functions and activities of the Association, and perform such other duties as the Executive Board may prescribe from time to time. The Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Board and all committees and/or Task Forces.

SECTION H: TERMS OF OFFICE - The term of office of the President, Immediate Past President, and President-Elect shall be one term of one (1) year each, beginning the day following the Annual Business Meeting which follows their election through the day of the Annual Business Meeting the following year. Treasurer is an appointed position by the Executive Board for a period of three (3) years to run concurrently with Officers and Directors terms.

ARTICLE VI: EXECUTIVE BOARD

Section A: GENERAL POWERS - The affairs of the Association shall be managed by its Executive Board.

Section B: STRUCTURE - The Executive Board shall consist of eleven (11) persons: seven (7) Directors and the President, President-Elect, Immediate Past President, and Treasurer of the corporation). The directors shall consist of seven (7) representatives from the general membership including at least six (6) that hold a Doctor of Veterinary Medicine degree, or legal equivalent thereof. A veterinary technician board member must be credentialed (CVT, RVT, LVT). The AAFP Delegate to AVMA shall serve as a non-voting ex-officio member of the Executive Board.

Section C: DIRECTORS - The Directors shall serve a term of two (2) years. A Director shall serve no more than three consecutive two (2) year terms. The terms of office of the Directors shall be staggered so the terms of approximately one-half of the Directors shall terminate each year. The terms shall begin

the day following the Annual Business Meeting through the day of the Annual Business Meeting the following year.

Section D: QUALIFICATIONS OF DIRECTORS - Directors shall be active members of the Association for the past three consecutive (3) years.

Section E: ELECTION OF EXECUTIVE BOARD DIRECTORS - Officers and Directors shall be elected by a majority vote of the members of the Association who are eligible to vote and by electronic ballot, or by any other method designated by the Executive Board and consistent with procedures established and placed in the current Procedures Manual by the Executive Board. Balloting must be completed two (2) weeks before the annual meeting of members.

Section F: ANNUAL MEETING - An annual meeting of the Executive Board shall be held without notice other than these Bylaws, at the same place as the annual business meeting of members.

Section H: SPECIAL MEETINGS - Special meetings of the Executive Board may be called by the President or any five Directors of the Executive Board.

Section I: NOTICE - The notice or waiver of notice of any meeting of the Executive Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Executive Board shall be given at least seven (7) days in advance by electronic notice to each Director.

Section J: QUORUM - At all meetings of the Executive Board a majority of the total number of Officers and Directors then in office shall constitute a quorum for the transaction of business.

Section K: TELEPHONE CONFERENCE MEETINGS - Members of the Executive Board may meet via telephone conference, or similar form of telecommunications, including "online conferencing," by means of which all persons participating in the meeting can hear or otherwise simultaneously communicate with each other. Such participation in a meeting shall constitute presence in person at the meeting. A majority vote of the Executive Board members in attendance will be necessary to authorize action at a telephone conference meeting.

Section L: EMAIL VOTES - Should a matter requiring a vote of the Executive Board arise between Board meetings, a ballot by electronic mail may be taken. Email votes require an affirmative vote of 2/3 of the voting membership of the Executive Board, within a time frame established for the vote, shall be necessary to carry any motion. Each vote shall be viewed by the entire board.

Section M: PROXIES - Voting by proxies shall not be permitted.

Section N: VACANCIES - In the event that any Officer or Director position becomes vacant, the President shall appoint interim Officers/Directors to fill such vacant position until a new Officer or Director is elected by the Membership at the beginning of a new term.

Section O: COMPENSATION - Executive Board Directors shall not receive any compensation for their services, but may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. Executive Board Directors may serve the Association in any other capacity for reasonable compensation.

Section P: REMOVAL - The Executive Board may remove any Officer or Director from office whenever, in its judgment, the best interests of the Association will be served. A member of the Executive Board may be removed by a two-thirds (2/3) affirmative vote of the Executive Board at any regular or special meeting of the Board at which a quorum is present and under procedures approved by the Executive Board.

Section Q: EXECUTIVE COMMITTEE - There shall be an Executive Committee of the Executive Board.

1. MEMBERSHIP - The Officers of the Association shall constitute the Executive Committee of the Executive Board.
2. POWERS - The Executive Committee, between meetings of the Executive Board, may act in the place and stead of the Executive Board on all matters, except those specifically reserved to the board by law, by the Articles or by these Bylaws, pursuant to delegation of authority to such committee by the Executive Board. The Executive Committee may not appropriate unbudgeted funds nor establish external policy without Board approval. Actions taken by the Executive Committee shall be reported to the Board.
3. MEETINGS - The Executive Committee shall meet at the request of the President or any two members of the Committee, on the giving of at least one day notice, by electronic mail or by telephone, of the time and place for such meeting. The Executive Committee shall keep regular minutes of its meetings, which shall be provided to members of the Executive Board.
4. QUORUM and VOTING - A quorum for the conduct of the business of the Executive Committee shall consist of not less than three officers. All matters before the Executive Committee shall require a majority vote of the total number of members of the Committee.

ARTICLE VII: COMMITTEES

Section A: CREATION of COMMITTEES - The Executive Board may, by resolution adopted by a majority of the Executive Board Directors in office, designate such Standing or Special Committees and Task Forces as it deems appropriate. Each committee shall consist of such persons as the Executive Board shall appoint.

Section B: COMMITTEES -

1. The Association shall maintain the following standing committee:
 - 1.a Executive Committee
 - 1.b Investment Committee
2. Other Committees may be established by the Executive Board or by resolution of the membership. The President or Executive Board shall make appointments of Chairpersons and members according to the guidelines set out in the current Policies and Procedures Manual.
3. Committees shall consider all matters brought before them under the supervision, and as directed, by the President and the Executive Board, or by resolution of the membership.

4. Committees may only be dissolved by the Executive Board.
5. The President and/or the Executive Board may establish task forces to respond to a short-term specific charge, and according to the guidelines set out in the current Policies and Procedures Manual.

Section C: QUORUM - Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

Section D: MEETINGS - Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Executive Board.

Section E: TERM OF OFFICE - Each member of a committee shall continue as such until his or her successor is appointed, unless the term limits have expired, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof.

Section F: VACANCIES - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment and according to the guidelines set out in the current Procedures Manual.

Section G: COMPENSATION - Committee/Task Force members shall not receive any compensation for their services, but may be reimbursed for expenses incurred in attending any regular or special meeting of the Executive Board.

ARTICLE VIII: MEETINGS

Section A: ANNUAL BUSINESS MEETING - The Annual Business Meeting of the Association shall be held at a time and place to be designated by the Executive Board. Written notice stating the place, date and hour of the any meeting shall be sent to each member between ten (10) and sixty days before the date of such meeting.

Section B: SPECIAL BUSINESS MEETINGS - Special Meetings may be called solely by the Executive Board and may be held via telephone conference, or similar form of telecommunications, including "online conferencing," by means of which all persons participating in the meeting can hear or otherwise simultaneously communicate with each other. In the case of a special meeting or when otherwise required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice of the meeting.

Section C: A QUORUM - A Quorum for the transaction of business at a duly called meeting shall consist of 25 members present and eligible to vote.

ARTICLE IX – AFFILIATION OF THE AVMA

Section A: AVMA AFFILIATION - The Association shall maintain affiliation with the American Veterinary Medical Association (AVMA).

Section B: AVMA HOUSE OF DELEGATES - One delegate and one alternate delegate shall be appointed by the Executive Board to represent the Association in the House of Delegates of the AVMA for a term of four (4) years. Should the delegate fail to complete a term of office, the alternate delegate shall become the delegate until the term is completed. Both the delegate and alternate delegate may serve one (1) successive term.

Section C: COMPENSATION - AVMA Delegate/Alternate Delegate shall not receive any compensation for their services, but may be reimbursed for expenses incurred in attending any regular or special meeting required by the Board to perform their duties with the AVMA.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section A: CONDUCT OF MEETINGS - The current edition of Robert's Rules of Order, Newly Revised shall be used to resolve disputes within the conduct of meetings when not covered by the Articles, these Bylaws or statute.

Section B: RULE OF PROCEDURE - A rule of procedure may be suspended by majority vote of those active members present and voting at any meeting.

ARTICLE XI: DISSOLUTION

The Association can be dissolved provided all outstanding obligations of the Association have been satisfied. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director, officer, member or other private party, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Upon the dissolution of the corporation, the governing body of the corporation shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to the American Veterinary Medical Foundation, or in such manner, or to such alternative organization or organizations as shall at the time qualify as an exempt organization or organizations under the same section of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law), as is the corporation, as the governing body of the corporation shall determine.

ARTICLE XII: AMENDMENTS TO BY-LAWS

Section A: AMENDMENTS BY THE EXECUTIVE BOARD - Upon notice to the Executive Board of proposed Bylaws changes, amendments may be adopted by a two-thirds (2/3) vote of the Executive Board at any regular or special Executive Board meeting at which a quorum is present.

Section B: NOTIFICATION - The membership shall be notified by an official communication of the organization within ninety (90) days of all such Bylaws amendments adopted by the Executive Board.

Section C: PETITION - Upon the written petition of at least twenty-five percent (25%) of the active members received within ninety (90) days of members' receipt of notice of bylaws changes voted by the Executive Board, any change in the Bylaws made by the Executive Board must be submitted for ratification by the voting members at the next membership meeting or via electronic ballot. The change(s) made by the Executive Board shall be retained if not supported by more than fifty percent (50%) of the votes cast provided a quorum is achieved.