



Uniformed Veterinary Medicine Association
PO Box 341123
Fort Sam Houston, TX 78234

BYLAWS OF THE UNIFORMED VETERINARY MEDICINE ASSOCIATION
7 APRIL 2020

These Bylaws govern the affairs of The Uniformed Veterinary Medicine Association, a Texas 501(c) (3) corporation (the "Corporation"). The Corporation is organized under the Texas Nonprofit Corporations Law (the "Law").

ARTICLE 1
PRINCIPAL OFFICE

The principal office of the Corporation in the State of Texas shall be located in Bexar County. The Board of Directors of the Corporation (hereafter defined) shall have full power and authority to change any office from one location to another, either in Texas or elsewhere.

ARTICLE 2
PURPOSE AND LIMITATIONS

2.01 Purposes. To advance uniformed veterinary medicine with activities to promote morale, support recruitment and retention, provide education, foster a historical perspective and appreciation of uniformed veterinary history, to provide a means of recognition of those who serve and have served the nation via uniformed veterinary medicine and foster interaction with international uniformed veterinary colleagues.

2.02 Limitations. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Law, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

A. No substantial part of the activities of the Corporation shall be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall the

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Corporation take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

B. Upon the liquidation, dissolution or winding up of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the unrestricted assets of the Corporation designated by the Board of Directors of the Corporation that supports the military mission and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States). All restricted assets will be returned to the appropriate donor(s) unless donor so elects in writing to have these assets unrestricted so that the Board of Directors can determine designation.

ARTICLE 3
MEMBERSHIP

3.01 Membership. The Corporation will have five (5) classes of membership. The classifications of membership shall be General Members, Honorary Members, Student Members, Sustaining Members and Affiliate Members. Each member classification shall meet the qualifications and have the rights prescribed herein. After approval of a simple majority of the members serving on the Board of Directors, the new members will have all the rights, privileges and responsibilities of a member of the Corporation commensurate with the type of membership applied for. Plenary power to manage and govern the Corporation will be vested in the Board of Directors as set forth in Article 4 of these Bylaws. As such, members are not entitled to vote in person, by proxy or otherwise. The Board of Directors may adopt and amend application procedures for membership in the Corporation.

3.02 Qualifications for Membership. The minimum qualifications for membership are as follows:

A. General Membership:

(1) A formal application to the Board of Directors in such form and manner as determined by the Board of Directors;

(2) A personal commitment to support the mission and purpose of the Corporation;

(3) Payment of applicable membership dues; and

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(4) Such other qualifications as determined by the Board of Directors from time to time in its sole reasonable discretion.

B. Honorary Membership: From time to time the Board of Directors may confer upon certain individuals, honorary membership in the Corporation. Such individuals must be nominated by a member of the Board of Directors and after approval by a simple majority of the Directors shall have such rights, privileges and responsibilities of a member as are conferred upon honorary members of the Corporation.

C. Student Membership:

(1) Must be enrolled in high school, college, veterinary school, or veterinary technical training and have expressed intent to serve within the uniformed veterinary services;

(2) A formal application to the Board of Directors in such form and manner as determined by the Board of Directors; and

(3) Such other qualifications as determined by the Board of Directors from time to time in its sole reasonable discretion.

D. Sustaining Membership:

(1) May be a corporation, business, or foundation that wishes to support the mission and purpose of the Corporation;

(2) A formal application to the Board of Directors in such form and manner as determined by the Board of Directors;

(3) Payment of applicable membership dues; and

(4) Such other qualifications as determined by the Board of Directors from time to time in its sole reasonable discretion.

E. Affiliate Membership:

(1) Affiliate Membership can encompass existing retired veterinary organizations that are composed of individuals that have served and/or supported the uniformed veterinary mission and that commit to support the mission and purpose of the Corporation.

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(2) Individual members of approved Affiliates will be accepted as Affiliate Members upon request by the Affiliate without the requirement of individual formal applications. Individuals within approved Affiliate organizations can directly apply to any of the other four classes of membership they desire provided they meet the qualifications stated in 3.02.

(3) Payment of applicable membership dues; and

(4) Such other qualifications as determined by the Board of Directors from time to time in its sole reasonable discretion.

3.03 Termination and Dismissal of Membership. Members will be removed from the Corporation for the following reasons: (a) the request of the member, (b) failure to fulfill any of the qualifications for membership, (c) death of the member, or (d) misconduct.

ARTICLE 4
MANAGEMENT OF THE CORPORATION
BOARD OF DIRECTORS

4.01. Management. The management of all affairs, property and interests of the corporation shall be invested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by the Charter and Bylaws of the Corporation, the Board of Directors may exercise all of the powers of the corporation.

4.02 Number of Directors. The Board of Directors shall consist of five (5) or more persons drawn from the membership of the Corporation. The number of directors may be increased or decreased by the Board of Directors, by amendment of the Articles of Incorporation or these Bylaws, provided the number of directors not be decreased to less than three (3) or increased to more than fifteen (15). Directors need not be residents of Texas.

4.03 Term of Directors. Each director shall serve for a period of two (2) years and may serve successive terms.

4.04 Vacancies. Any General Honorary may nominate any General, Honorary or Student Member for board membership at any time by forwarding the name to the President-Elect. The President-Elect will confirm that the nominee is willing to serve prior to presenting the nominee to the Board of Directors for their consideration in the future. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of

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Directors at any meeting of the Board, annual, regular or special. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

4.05 Nomination and Election. All Directors will stand for election at the Annual Meeting. At any meeting at which the election of a director occurs a Director may nominate a person to the Board of Directors with the second of any other Director. The Secretary shall include the names nominated with the notice of the meeting at which the election occurs. The minimum qualification for a Director is that the individual has served as a civilian or military member of the uniformed veterinary service or be a family member of one who has served in the uniformed veterinary services and be a minimum of 18 years of age. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by a vote of the Board of Directors. A director may be elected to succeed himself or herself as director.

4.06 Meetings. Annual, Regular or Special meetings of the Board of Directors may be held either within or outside the State of Texas as scheduled by the Board of Directors. The Annual meeting will be held in January. A regular or special meeting may be held at any place consented to in writing by a simple majority of the directors, either before or after the meeting. If such consents are given, they shall be noted in the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually. Meetings will be conducted IAW Roberts Rules of Order.

A. Regular Meetings: Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

B. Special Meetings: A special meeting of the Board of Directors may be called by any two (2) directors.

C. Notice of Special Meetings:

(1) Notification. Notice of the date, time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by electronic mail ("email").

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(2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email, or faxed to the director or given at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Corporation's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

(4) Waiver. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting that the meeting is not properly called.

4.07 Resolution Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the directors, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Corporation.

4.08 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice. Directors present by proxy may not be counted toward a quorum.

4.09 Removal of Directors. The Board of Directors may vote to remove a director at any time, with or without cause. A meeting to consider the removal of a director may be called and noticed following the procedures provided in these Bylaws. A director may be removed by the affirmative vote of a majority of the directors.

4.10 Resignation of Directors. Any director may resign at any time by giving written notice to the Corporation. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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4.11 Corporation Questions. In any case where a question arises regarding membership, questions of Corporation property, or with respect to any other matter that shall arise concerning the Corporation, its internal workings, and its governance by any member, the Directors shall decide such question by majority vote.

4.12 Deadlock. In the case where the Board shall, by reason of deadlock (whether because an even number of directors is seated on the Board, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board, then, in such instance, it will be at the discretion of the Board to resolve the deadlock.

**ARTICLE 5
OFFICERS**

5.01 Officer Positions. The officer positions of the Corporation shall be the President, President Elect, Immediate Past President, Treasurer, Secretary, and Membership Director/Historian. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. None of said officers need be a director, and any two of these offices may not be combined.

5.02 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. Each officer shall serve for a period of two (2) years and may serve successive terms.

5.03 Removal of Officers. The Corporation officers may be removed, with or without cause, by a majority vote of the members of the Board of Directors.

5.04 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.05 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

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5.06 President Elect. The Board of Directors shall, by majority vote, elect the President Elect of the Corporation. When the President is unable to act or refuses to act, the President Elect shall perform the duties of the President. When the President Elect acts in place of the President, the President Elect shall have all the powers of and be subject to all the restrictions upon the President. The President Elect: (a) shall function as the special projects individual (b) shall perform other duties as the Board of directors shall assign. The President Elect assumes the office of the President at the end of the two year term or when the office becomes vacant.

5.07 President. The President of the Corporation shall supervise and control all of the business and day-to-day affairs of the Corporation. The President is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President. The President assumes the office of the Immediate Past President at the end of the two year term.

5.08 Immediate Past President. The Immediate Past President shall assist the President and the President Elect and perform other duties as the Board of Directors shall assign.

5.09 Secretary. The Board of Directors shall, by majority vote, elect the Secretary of the Corporation. When the President and President Elect are unable to act, refuses to act, or the office of President and President Elect are vacant, the Secretary shall perform the duties of the President. When the Secretary acts in place of the President, the Secretary shall have all the powers of and be subject to all the restrictions upon the President. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Corporation; (d) affix the seal of the Corporation to all documents as authorized; (e) perform all duties incident to the office of secretary.

5.10 Treasurer. The Board of Directors shall, by majority vote, elect the Treasurer of the Corporation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source; (c) deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Corporation; (e) maintain the financial books and records of the Corporation; (f) prepare financial reports at least annually; (g) perform other duties as assigned by Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a

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surety as determined by the Board of Directors; (i) perform all of the duties incident to the office of Treasurer; and (j) file required state and federal financial reports.

5.11 Membership Director/Historian. The Board of Directors shall, by majority vote, elect the Membership Director/Historian of the Corporation. The Membership Director/Historian shall: (a) keep a register of the mailing address of each member, director, officer, and employee of the Corporation; (b) supervise message boards, (c) coordinate efforts to retain and recruit members; (d) compile and chronicle the history of the Uniformed Veterinary Medicine Association and related events; (e) oversee relations between the Board of Directors and the members of the Corporation; and (f) perform duties as assigned by the Board of Directors.

ARTICLE 6
COMMITTEES AND ADVISORY TEAMS

6.01 Establishment. The Board of Directors may adopt a resolution establishing one or more Committees and Advisory Teams.

ARTICLE 7
BOOKS AND RECORDS

7.01 Fiscal Year. The fiscal year will be 1 January – 31 December of each calendar year.

7.02 Audited Financial Statements. During even-numbered years, the President-Elect and a General Member selected by the Membership Director shall perform an audit of the Corporation that will include all annual financial statements and supporting documents since the prior audit. The results of the audit will be summarized into a report and included in the minutes of the Corporation before the end of the fiscal year.

ARTICLE 8
INDEMNIFICATION

8.01 Indemnification.

A. To the full extent permitted by the Law, as amended from time to time, the Corporation shall indemnify any director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named a defendant or respondent in

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any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. Reasonable expenses may be advanced by the Corporation in defending such actions.

B. A determination of the right to indemnification under the Law shall be made by legal counsel selected by the majority vote of the Board of Directors.

CERTIFICATE OF ADOPTION

I certify that I am the duly elected and acting President of The Uniformed Veterinary Medicine Association and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by the Board of Directors of the Corporation on

DATED: 10 / 7 / 2020

BY: 
President Uniformed Veterinary Medicine Association