

# **CONSTITUTION AND BYLAWS OF THE AMERICAN ACADEMY OF VETERINARY ACUPUNCTURE**

*Amended January 18, 2023*

## **ARTICLE I – TITLE**

**Section 1.** The organization shall be known as the American Academy of Veterinary Acupuncture (AAVA) and shall be incorporated as a not-for-profit Corporation.

**Section 2.** The Academy shall forever remain a not-for-profit organization in fact.

## **ARTICLE II – PURPOSE**

**Section 1.** The purpose of this Academy shall be to promote the art and science of Veterinary Acupuncture, Traditional Chinese Veterinary Medicine and Traditional Eastern Veterinary Medicine, to further the professional development of its members, to encourage the education of veterinarians in Veterinary Acupuncture, Traditional Chinese Veterinary Medicine and Traditional Eastern Veterinary Medicine and to provide the leadership and resources in the United States of America for the advancement of Veterinary Acupuncture, Traditional Chinese Veterinary Medicine and Traditional Eastern Veterinary Medicine.

## **ARTICLE III – MEMBERS**

**Section 1. Credentialed and Active Members.** Credentialed and Active members shall be those graduates of colleges or schools of veterinary medicine who meet the qualifications specified in the Bylaws of the Academy.

**Section 2. Other Members.** The Bylaws may specify qualifications for other classes of members of the Academy.

## **ARTICLE IV – OFFICERS**

**Section 1.** The officers of the Academy shall be President, President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President.

**Section 2.** The method of election, duties and tenure of office shall be defined in the Bylaws.

## **ARTICLE V – BOARD OF DIRECTORS**

**Section 1.** A Board of Directors shall conduct the business of the Academy, shall have charge of its property and financial affairs and shall perform such duties as defined in the Bylaws.

**Section 2.** The method of election, duties and tenure of office shall be defined in the Bylaws.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee of the Board of Directors shall consist of the officers of the Academy and the Executive Director, who shall be a non-voting member.

**Section 2.** The Executive Committee of the Board of Directors shall appoint an Executive Director whose duties shall be defined in the Bylaws.

**Section 3.** The duties of the Executive Committee shall be defined in the Bylaws.

## **ARTICLE VII – MEETINGS**

**Section 1.** Regular or Annual Meetings of the Academy shall be held as described in the Bylaws.

## **ARTICLE VIII – AMENDMENTS**

**Section 1.** These Articles of Incorporation can be amended as described in the Bylaws.

## **ARTICLE I – MEMBERS**

### **Section 1. Credentialed Members.**

- a) A credentialed member is an individual who is a citizen of the United States or a permanent resident of the United States and is a licensed graduate of a college or school of veterinary medicine and who has taken and successfully completed an AAVA approved veterinary acupuncture course or an equivalent program in Traditional Chinese Medicine, Traditional Eastern Medicine and/or acupuncture. In addition, a minimum of ten (10) hours of AAVA approved continuing education must be completed every two years.
- b) The individual must make application for membership on a form, approved by the Board, including demonstration of a veterinary license in good standing by their state regulatory agency.
- c) Credentialed members of the Academy shall have the right to vote and hold office.

### **Section 2. International Members.**

- a) An international member is any individual from a country other than the United States who is a graduate of a college or school of veterinary medicine, is licensed or certified in their country of residence and has met such educational requirements as are established by the Board of Directors.
- b) The individual must make application for membership on a form, approved by the Board, including demonstration of a veterinary license in good standing in their country, or be employed by a veterinary school where licensure is not required, and completion of the educational requirements set forth by the Board of Directors. These requirements are to have taken and successfully completed an AAVA approved veterinary acupuncture course or an equivalent program in Traditional Chinese Veterinary Medicine, Traditional Eastern Veterinary Medicine and/or acupuncture.
- c) International members of the Academy shall not have the right to vote or hold office.

### **Section 3. Active Members.**

- a) An active member is an individual who is a citizen or permanent resident of the United States and is a licensed graduate from a college or school of veterinary medicine, but who has not successfully completed an AAVA-approved course in Veterinary Acupuncture or an equivalent program in Traditional Chinese Veterinary Medicine, Traditional Eastern Veterinary Medicine and/or acupuncture.
- b) The individual must make application for membership on a form approved by the Board,

including demonstration of a veterinary license in good standing in their state of residence.

- c) Active members of the Academy shall have the right to vote but may not hold office.

#### **Section 4. Student Members.**

- a) A student member is any individual who is currently enrolled in a college of Veterinary Medicine in the United States but has not obtained a veterinary medical degree or been licensed to practice veterinary medicine.
- b) Student members shall not have the right to vote or hold office.

**Section 5. Retired Membership.** A member that qualifies for this membership is a member who reports that they have retired from the veterinary profession. These members shall retain all the rights, privileges and benefits they had as an AAVA member before their retirement, except that they will be listed as retired on our website. These members will not be required to submit any documentation of licensing or continuing education.

**Section 6. Honorary Membership.** Honorary membership may be granted to individuals by a majority vote of the Board of Directors or a majority of the voting members of the Academy at the Annual Meeting, by mail ballot, or by electronic ballot. Honorary members shall have the right to vote but shall not hold office.

**Section 7. New Graduate Membership.** New Graduate membership may be a Credentialed or Active Member and must satisfy the same requirements for those categories. The membership is for one (1) year after graduation from an accredited veterinary school and extends until dues are payable the next fiscal year.

**Section 8. Academic Membership.** Academic Membership qualifications are the same as an Active member and is gainfully employed as an intern or resident of any AAVA recognized program or is a faculty member at an AVMA accredited school.

**Section 9. Dues.** The Board of Directors shall establish dues for each category of membership and may grant reductions or waivers from dues under special circumstances. The Executive Director shall mail dues notices to each member sixty (60) days prior to renewal date. Dues in arrears more than three months shall cause forfeiture of membership in good standing upon vote of the Board.

**Section 10. Revocation of Membership.** – Any member shall be dropped from membership in the Academy for cause and upon two-thirds vote of the Board of Directors. “Cause” shall mean acting in a manner considered detrimental to the practice of veterinary acupuncture specifically or the practice of veterinary medicine, in general. However, no revocation shall be effective until the member has been allowed to make an appeal of the decision to the Board of Directors. Failure to appear before the Board of Directors at the time and place appointed by the Board of Directors will cause forfeiture of the right to appeal.

## **ARTICLE II - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

### **Section 1. Nominations.**

- a) Prior to each annual election of the voting members of the Academy, the Board of Directors, acting on the recommendations of the Nominating Committee, shall nominate at least one Eligible candidate for Vice President, Secretary/Treasurer (if term is expiring), and each Director

vacancy to occur on the ensuing Annual Meeting or May 1, whichever comes first.

- b) Nominees shall be notified by the Executive Director that they have been recommended for inclusion on the ballot and their written acceptance shall be necessary for inclusion on the ballot.
- c) Other Eligible candidates for a vacancy to occur at the ensuing Annual Meeting for any elected office or position as Director may be nominated by a written petition signed by at least fifty (50) voting members and filed with the Executive Director at least sixty (60) days prior to the dates of the annual election or May 1, whichever comes first.
- d) Only Credentialed members of the Academy who are currently serving or have completed a term on the Board of Directors are eligible to hold an officer position.
- e) A Director may assume an officer position after serving a minimum of one (1) year of their term as a Board member.
- f) After serving as an Officer, a former Director may return to the Board of Directors after two years.

## **Section 2. Elections.**

- a) Ballots shall be distributed to the voting members of the Academy by mail or electronically sixty (60) days prior to the date of the Annual Meeting or May 1, whichever comes first.
- b) Ballots shall include the nominees selected by the Board of Directors and eligible candidates who have successfully petitioned for nomination for each elected office or position of Director.
- c) The Executive Director shall tally the election ballots and inform the Board and successful candidates of the results no later than 15 days prior to the Annual Meeting or May 1, whichever comes first.
- d) The candidates with the highest number of votes for each office shall be declared as duly elected.

## **ARTICLE III - OFFICERS**

**Section 1. President.** The President shall serve for a term of one (1) year commencing at the Annual Meeting or May 1, whichever comes first, following their term as President-Elect. If the President is unable to complete their one (1) year term, the President-Elect shall serve out the rest of the remaining Presidential term, upon the approval of the Board, followed by the one (1) year Presidential term they would normally serve following their term as President-Elect.

- a) The President shall be the principal officer of the AAVA.
- b) The President shall preside at Annual and Special meetings of the AAVA, its Board of Directors and Executive Committee.
- c) The President shall see that the bylaws and rules of the Academy are enforced.
- d) The President shall see that proper balloting and election procedures are conducted.
- e) The President shall perform all other duties that may be prescribed from time to time by the Board of Directors.

**Section 2. President-Elect.** The President-Elect shall serve a term of one (1) year commencing at the Annual Meeting or May 1, whichever comes first, following their promotion and shall become President of the Academy upon expiration of the President's Term and approval of the Board. If the President is

unable to complete their one (1) year term, the President-Elect shall serve out the remaining Presidential Term, upon approval of the Board, followed by the one (1) year Presidential term they would normally serve following their term as President-Elect.

- a) The President-Elect shall preside at Annual and Special meetings of the Academy as well as meetings of the Board of Directors and Executive Committee in the absence of the President.
- b) The President-Elect shall act as liaison with other organizations as authorized by the Board of Directors.
- c) The President-Elect shall assist the President and the Board of Directors in promoting the objectives of AAVA.
- d) The President-Elect shall monitor status of strategic plan and report on the plan at each Board meeting.
- e) The President-Elect shall monitor committees to ensure their activities are consistent with the Academy's Strategic Plan.
- f) The President-Elect appoints potential committee and task force chairs for the following committee year, unless otherwise defined by these bylaws.
- g) The President-Elect shall perform all other duties that may be prescribed from time to time by the Board of Directors.

**Section 3. Vice President.** The Vice President shall serve a term of one (1) year commencing at the Annual Meeting or May 1, whichever comes first, following their election and shall become President-Elect of the Academy upon expiration of the President-Elect's term and approval of the Board. If the President-Elect is unable to complete their one (1) year term, the Vice President shall serve out the remaining term of the President-Elect, followed by the one (1) year President-Elect term they would normally serve following their term as Vice President. The Vice President shall assume the Office of President in the event that the President and the President-Elect are both unable to perform those duties.

- a) The Vice President shall preside at Annual and Special meetings of the Academy as well as meetings of the Board of Directors and Executive Committee in the absence of the President and President-Elect.
- b) The Vice President shall be a liaison to all committees and be able to update the Board of Directors upon request.
- c) The Vice President shall review the Academy's Constitution and Bylaws and propose changes to the Board.
- d) The Vice President shall conduct an annual review of the procedures of the Academy.
- e) The Vice President shall perform all other duties that may be prescribed from time to time by the Board of Directors.

**Section 4. Secretary/Treasurer.** The Secretary/Treasurer shall hold office for a three (3) year term commencing at the Annual Meeting or May 1, whichever comes first, following their election. The Secretary/Treasurer shall be eligible for one successive term. To be eligible for nomination to the position of Secretary/Treasurer, a candidate must have been an Academy member in good standing for the three (3) years preceding nomination. If the Secretary/Treasurer is unable to complete their three (3) year term, the Board of Directors, upon a majority vote, may appoint a member in good standing of the Academy to serve until the next annual election.

- a) The Secretary/Treasurer shall supervise the keeping of accurate accounts in a permanent ledger of all receipts and disbursements and shall cause such ledgers, books of account and checkbooks to be examined by a certified public accountant for inspection and audit or review annually or more often when requested by the Board of Directors.
- b) The Secretary-Treasurer shall annually give a statement of the Association's finances and at such times as the Board of Directors may require.
- c) The Secretary/Treasurer shall serve as liaison officer between the Executive Board and staff in

financial matters.

- d) The Secretary/Treasurer shall be empowered to disburse Association funds as authorized by the Board of Directors.
- e) The Secretary/Treasurer shall invest reserve funds in accordance with policy established by the Executive Committee.
- f) The Secretary/Treasurer shall insure the proper recording of minutes and provide due notice of the time and place of meetings.
- g) The Secretary/Treasurer shall perform all other duties that may be prescribed from time to time by the Board of Directors.

**Section 5. Immediate Past President.** The Immediate Past President will hold office for one (1) year commencing at the Annual Meeting or May 1, whichever comes first, immediately following their term as President and upon the expiration of the Immediate Past President's term. If the Immediate Past President is unable to complete their one (1) year term, the Board of Directors, upon a majority vote, will appoint a previous officer of the Academy to serve out the rest of that Immediate Past President's term.

- a) The Immediate Past President shall assist the incoming President in transition into that office.
- b) The Immediate Past President shall serve as chairperson of the Nominating Committee.
- c) The Immediate Past President shall perform all other duties that may be prescribed from time to time by the Board of Directors.

## **ARTICLE IV - EXECUTIVE DIRECTOR**

**Section 1.** The Executive Committee shall have the power to hire and fire the Executive Director.

**Section 2.** The Executive Committee can replace the Executive Director at any time, if the Executive Director fails to perform the duties of the position to the satisfaction of the Executive Committee.

**Section 3.** The duties of the Executive Director shall be:

- a) To act as general manager of the Academy.
- b) To hire and fire such staff as may be necessary.
- c) To act as custodian of the records of the Academy, including membership records.
- d) To conduct all correspondence of the Academy and notify members of all meetings as directed by the Secretary/Treasurer.
- e) To disburse money from the general fund to meet current Academy expenses as authorized by the Board of Directors and to maintain all financial records for a period not less than seven (7) years.
- f) To serve as Recording Secretary of the Board of Directors and the Executive Committee and to be responsible for recording and certifying the minutes of all meetings to be signed by the Secretary/Treasurer.
- g) To be responsible for the implementation of the organization's public and professional relations.
- h) To execute such documents as authorized by the Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of a minimum of seven members.

**Section 2.** Each Director shall hold office for a two-year term commencing at the Annual Meeting or May 1, whichever comes first, following their election. Directors are eligible for a re-election of two more terms, thus a possible total of three consecutive terms. Terms of Directors shall be staggered so no more than one-third of the Board comes up for election every year.

**Section 3.** The Board of Directors is the governing body of the organization that establishes policy and provides leadership and oversight for the Academy. The Board is responsible for the property, affairs and

financial health of the Academy, and shall ensure that the Academy has a viable strategic plan.

**Section 4.** It is intended that the size and scope of the Board of Directors reflect the needs of the Academy. As such, these Bylaws do not preclude an increase or decrease in the size of the Board; however, any changes to the Board of Directors must be approved by a majority vote of the Board of Directors.

**Section 5. Vacancy on the Board.** If a vacancy occurs on the Board of Directors (Non-Officer), including any vacancy resulting from an increase in the number of directorships, the Board of Directors shall fill the vacancy for the remaining term of the vacancy. If a vacancy occurs on the Board of Directors (Officer), the board shall fill that vacancy in accordance with the bylaws. If the Directors remaining in office constitute fewer than the quorum of the Board of Directors, those directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.

**Section 6.** The Board of Directors shall hold an Annual Meeting at the time and place of the Annual Meeting of the Academy. Special meetings of the Board may be called on the written request by a majority of Directors sent to the President and Secretary/Treasurer at such time as they deem necessary. Only such business as is designated in a request for a Special Meeting may be conducted at such meeting.

**Section 7.** Meetings of the Board of Directors may be held either in person or through electronic means. Any meeting held by electronic means must allow each member of the Board to hear every other member of the Board.

**Section 8. Removal of Board Members.** Any Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of AAVA. Removal requires approval by two-thirds majority of the Board of Directors.

## **ARTICLE VI - EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary/Treasurer, Immediate Past President, and the Executive Director, who shall be a non-voting member. The terms of the officers on the Executive Committee shall be concurrent with their terms of office.

**Section 2.** The Executive Committee shall be responsible for the business of the Academy without bias toward regional or individual interests. It shall implement policy established by the Board of Directors.

**Section 3.** The Executive Director is to be retained and terminated by the Executive Committee. The Executive Committee shall have direct supervisory responsibility over the Executive Director.

**Section 4.** Meetings of the Executive Committee may be held either in person or through electronic means. Any meeting held by electronic means must allow each member of the Board to hear every other member of the Board.

**Section 5. Actions Ratified by the Board of Directors.** All actions taken by the Executive Committee shall be reported to and be subject to ratification by the Board of Directors.

## **ARTICLE VII - COMMITTEES**

**Section 1. Nominating Committee.** The Nominating Committee shall be chaired by the Immediate Past

President and others appointed by the President. The Nominating Committee shall develop the yearly election slate.

**Section 2. Finance and Audit Committee.** The Finance and Audit Committee shall be chaired by the Secretary/Treasurer and shall have a minimum of two other members appointed by the Executive Committee. The Finance and Audit Committee shall be responsible for developing an annual budget for approval by the Board and oversee the financial health of the Academy.

**Section 3. Conference and Program Committee.** The Conference and Program Committee develops educational programming that is relevant to all of AAVA's members.

**Section 4. Research.** The Research Committee facilitates scientific investigation and promotes scientific literacy among veterinarians practicing acupuncture.

**Section 5. Membership.** The Membership Committee explores and develops benefits that are attractive to all members of AAVA.

**Section 6. Public Relations.** The Public Relations Committee works to develop and implement ways to enhance the image of veterinary acupuncture and Traditional Chinese Veterinary Medicine and Traditional Eastern Veterinary Medicine.

**Section 7. Advanced Certification.** The Advanced Certification committee is comprised of members who have attained advanced AAVA certification through qualifying examination and hold the title Fellow of the American Academy of Veterinary Acupuncture (FAAVA). The committee explores ways to promote advanced certification among general acupuncturists and pursues recognition of acupuncture as a specialty by the AVMA.

**Section 8. IVAS Delegation.** The IVAS Delegation represents the policies, activities and goals of AAVA to the International Veterinary Acupuncture Society (IVAS) and ensures that IVAS activities within the U.S. are congruent with the best interests of AAVA members.

**Section 9.** Standing and Ad hoc committees may be defined in strategic-plans and/or business plans with a purpose statement charged with measurable tasks and deadlines as approved by the Executive Committee.

**Section 10.** Other committees shall be formed as deemed necessary by the Board of Directors. For all newly formed committees, the President shall select the chairperson who will then be responsible for selecting members for that committee.

**Section 11.** AAVA is eligible for two seats in the American Veterinary Medical Association (AVMA) House of Delegates, as long as it maintains its eligibility according to AVMA requirements. The AVMA Delegate and Alternate Delegate positions will be filled by the Board. Delegate and Alternate Delegate positions will be held for 4 years, and Delegate and Alternate Delegate will serve at the pleasure of the Board. The Delegate and Alternate Delegate must be credentialed members of the AAVA, members in good standing of the AVMA, and will serve as non-voting members of the AAVA Board.

## **ARTICLE VIII - MEETINGS**

**Section 1.** An Annual Meeting of the Academy shall be held at a time and place selected by the Board of Directors.

**Section 2. Procedure.** The general order of business at all Annual Meetings of the Academy shall

include approval of the minutes of the previous meeting, announcement of election results, Secretary/Treasurer's report, President's report and such other business which may be transacted at that time.

**Section 3.** A quorum for purposes of business at the Annual Meeting shall be ten percent of the voting membership of the Academy.

**Section 4.** The Board of Directors shall meet at such times and places as selected by the Board.

**Section 5.** A quorum for purposes of the Board of Directors shall be fifty-one percent of the total voting membership of the Board.

**Section 6.** The Executive Committee shall meet at such times and places as selected by the Executive Committee.

**Section 7.** A quorum of the Executive Committee shall be fifty-one percent of the total voting membership of the Executive Committee which shall include the President and Secretary-Treasurer.

**Section 8.** The rules contained in the Modern Edition of Robert's Rules of Order shall govern the Academy in all cases where they are not consistent with these Bylaws and any special rules of order the Academy may adopt.

## **ARTICLE IX - AMENDMENTS**

**Section 1.** The Board of Directors may amend the bylaws at any time to add, change, or delete a provision by an affirmative vote of two-thirds majority of the Board of Directors.