

**BYLAWS
OF
ALABAMA VETERINARY TECHNICIAN ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION OF ASSOCIATION**

Section 1. Name. The name of this nonprofit corporation is "Alabama Veterinary Technician Association, Inc." (the "Association").

Section 2. Principal Office. The principal office of the Association shall be located in the State of Alabama.

Section 3. Other Offices. The Association may also have offices at such other places within and without the State of Alabama as the Board of Directors may designate from time to time.

Section 4. Registered Agent. The Association shall have and continuously maintain in the State of Alabama a registered office, and a registered agent whose office is identical with such registered office, as required by the Alabama Nonprofit Corporation Act. The registered office may, but need not, be identical with the principal office in the State of Alabama, and the registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
PURPOSE**

Section 1. General Purposes. The Association is organized and shall be exclusively operated as an Alabama nonprofit corporation only for purposes allowed under Section 501(c)(6) of the Internal Revenue Code and the regulations promulgated thereunder, including the corresponding provisions of any subsequent federal tax law, as said Code and regulations now exist or as they may hereafter be amended.

Section 2. Specific Purposes. The purposes of the Association are as stated in Article IV of its Articles of Incorporation (the "Articles of Incorporation").

**ARTICLE III
MEMBERSHIP**

Section 1. Membership Types.

(a) *Credentialed Member.* A Credentialed Member is any individual member who is certified, licensed or registered as a veterinary technician or veterinary nurse in State of Alabama.

(b) *Student Member.* A Student Member is any individual member enrolled in any AVMA-accredited (or, with approval of the Board of Directors, any AVMA-accreditation seeking) veterinary technology or veterinary nursing education program.

(c) *Associate Member.* An Associate Member is any individual member not meeting the requirements of a Credentialed Member or Student Member.

Section 2. Application and Admission. All potential members shall submit an application for membership to the Executive Committee on forms provided by the Association. If approved, the applicant shall become a member of the Association upon the payment of annual dues. The Board of Directors shall maintain established minimum standards consistent with the laws of the State of Alabama and the purposes of this Association as a condition of membership.

Section 3. Dues and Fees; Exemptions. Dues for membership shall be due and payable annually. Members shall be considered delinquent if dues or assessments are not paid within thirty (30) days of the beginning of the fiscal year or from the date of the initial assessment, whichever is sooner. The Executive Committee shall establish the dues rates for each membership category, as well as the time period covered by those dues rates. The Executive Committee may impose special financial assessments on the members as deemed necessary. The Executive Committee may, upon petition from a member, reduce or eliminate a member's dues or assessment. All members of the Executive Committee that actively participate in the planning, preparation and execution of the Annual Meeting shall be exempt from the payment of dues and fees to the Association.

Section 4. Revocation. If, in the opinion of the Executive Committee, a member of the Association is believed to have participated in activities which are not in the best interests of the profession and/or the Association, said member shall be notified in writing of this belief and invited to a hearing before the Executive Committee. After such hearing, the Executive Committee shall determine if any penalty shall be imposed on the member, up to and including expulsion from membership.

Section 5. Reinstatement. Upon written request signed by an expelled member, the Executive Committee, by the affirmative vote of two-thirds of the Executive Committee present at a meeting at which a quorum is present, may reinstate an expelled member to membership upon such terms as the Executive Committee may deem appropriate.

Section 6. Meetings; Quorum. The annual meeting of the members of the Association (the "Annual Meeting") shall be held at such time and place as may be designated by the Board of Directors for the election of Directors and such other business as may properly come before the Association. A special meeting of the members of the Association may be called at any time by the Board of Directors to conduct only such business as specified in the notice of such special meeting. Notice of any Annual Meeting or special meeting shall be given to all members of record (which shall include notice by electronic means) no fewer than thirty (30) days prior to the date of such meeting. At the discretion of the Board of Directors, meetings may be conducted in their entirety or in hybrid format via teleconference or a web-based conferencing platform, and any member participating in any meeting by such remote means is deemed to be present in person at such meeting. A majority of the voting members of the Association at any meeting shall constitute a quorum.

Section 7. Voting. Only Credentialed Members in good standing may vote on any matter presented to the Association, and each Credentialed Member shall be entitled to one (1) vote on each matter so presented. No proxy voting or cumulative voting shall be permitted. For the election of Directors, if the number of candidates on the ballot equals the number of open seats on the Board of Directors and there are no contested positions, there shall be no requirement to send ballots to the membership for voting. In such case, the membership shall be informed of the uncontested election, and such candidates shall be

deemed elected to their respective positions. If there is more than one candidate for any position, the Board of Directors shall send by any means (including electronic survey) ballots for the election to all Credentialed Members in good standing as of the date of mailing or delivery with instructions therewith for the casting of such ballots (including a deadline for their submission). The candidate(s) receiving the highest number of valid votes cast shall be elected to their respective positions. A ballot shall be deemed invalid and not counted if it contains more votes for candidates than the number of positions to be filled, or if it is received later than the deadline for submission. In the event of a tie, the current Board of Directors shall determine the winner, with the vote of the Board of Directors being final and binding.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Association shall be managed by its board of directors (collectively, the "Board of Directors" and individually a "Director"), which shall have full charge, control and management of the property, affairs and funds of the Association, and may exercise all such powers of the Association as are not by prohibited by law, the Articles of Incorporation or these Bylaws.

Section 2. Composition. The Board of Directors shall consist of the President, President-Elect, Vice President, Secretary and Treasurer, and up to five (5) additional Directors elected to serve at-large. The maximum number of at-large Directors may be increased or decreased by resolution of the Board of Directors at any meeting thereof, subject to any limitation on the number of Directors as provided by law or the Articles of Incorporation. The immediate past President shall serve as a non-voting advisor to the Board of Directors.

Section 3. Qualification & Election; Term. Any Credentialed Member in good standing is eligible for election or appointment to Board of Directors provided such Credentialed Member meets the eligibility requirements set forth herein and any other requirements set forth by the Board of Directors. All Credentialed Members in elected or appointed positions must remain in good standing with dues fully paid throughout the entirety of their terms. Notwithstanding anything herein to the contrary, the failure to pay dues is cause for the immediate removal of any Credentialed Member from his or her elected or appointed position. All Directors (including Directors serving as Officers) shall be elected by the members at the Annual Meeting as follows:

(a) The President-Elect shall be elected biannually and shall take office at the conclusion of the exiting President's term. The President-Elect shall automatically assume the office of President without the need for a vote of the members.

(b) The Vice President, Secretary, Treasurer and any at-large Directors shall be elected biannually and shall take office the following the conclusion of the exiting officers' term.

(c) No Director shall serve more than two (2) consecutive terms in the same office; provided, however, that (i) term of the President-Elect shall be extended as necessary to permit the completion of a full two (2) year term as President.

(d) In the event of an emergency that would prevent holding the Annual Meeting in any given year, the Directors then serving will continue in office until their successors are duly elected and qualified.

Section 4. Resignation; Vacancies. Any Director may resign at any time by giving written notice to the President. Any vacancies occurring due to death, resignation, removal, disqualification or an increase in the authorized number of Directors shall be filled until the next meeting of the Association by majority vote of the remaining members of the Board of Directors, except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by majority vote of the remaining members of the Board of Directors.

Section 5. Removal; Attendance. Any Director may be removed at any time by a two-thirds vote of the Board of Directors, exclusive of the individual subject to removal, for any one of the following reasons: (i) missing three (3) or more scheduled meetings of the Association or Board of Directors within a calendar year; (ii) the refusal or inability for any reason to perform the duties of his/her office; (iii) the misuse of her/his office to obtain personal, financial or material gain; or (iv) any misconduct that is in violation of the Alabama Veterinary Practice Act or charges of unprofessional conduct.

Section 6. Meetings; Quorum and Voting. Regular and special meetings of the Board of Directors shall be held at such times and locations as determined by the President; provided, however, that the Board of Directors shall hold at least one (1) regular meeting per year. Meetings may be conducted via teleconference or other type of web-based conferencing platform, and any Director participating in a meeting by such remote means is deemed to be present in person at such meeting. A majority of the voting members of the Board of Directors at any meeting shall constitute a quorum, and no official business of the Association shall be conducted without a quorum. Except as otherwise provided in the Articles of Incorporation, these Bylaws or applicable law, each Director shall be entitled to one (1) vote on each matter presented before the Board of Directors.

Section 7. Notice. Notice of meetings of the Board of Directors, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be given by mail, email, telephone or in person. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If given by email, such notice shall be deemed delivered when sent.

Section 8. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A Director may also waive notice by signing a written waiver either before or after the meeting. The business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 9. Procedure. The Board of Directors may adopt any rules or procedures for its meetings, so long as such rules and procedures are not inconsistent with the Certificate of Incorporation, these Bylaws or applicable law.

Section 10. Action Without Meeting. The Board of Directors may take any action it would otherwise take at a meeting by obtaining the unanimous written consent (including consent given by electronic means) of all the Directors entitled to vote with respect to such action. Such action will have like force and effect, as if it had been duly adopted and taken at a duly called meeting of the Board of Directors with all Directors present.

Section 11. Compensation. No Director will receive salaries or other compensation for his or her services as a Director; provided, however, that a Director may be reimbursed for expenses incurred in attending to duties authorized by or in accordance with these Bylaws upon the adoption of a resolution so providing by the Board of Directors. Notwithstanding the foregoing, nothing in these Bylaws will be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE V **OFFICERS**

Section 1. Election, Appointment, and Term. Pursuant to Article IV hereof, the members of the Association shall elect certain Directors to serve in the offices of President, President-Elect, Vice President, Secretary and Treasurer (collectively, the "Officers").

Section 2. Powers and Duties of the President. The President shall have all authority as the chief elected Officer of the Association, subject to the Certificate of Incorporation and these Bylaws, and shall represent the Association in all matters. The President shall coordinate the agenda, give notice of the date time and place of the meeting, and preside at all meetings of the Board of Directors. The President shall have the power to break any voting ties of the Board of Directors. The President shall oversee the Executive Committee and appoint chairpersons for all standing and ad hoc committees with the approval of the Executive Committee. The President shall exercise all other powers and perform all other duties reasonably related to the office of President, or as may be assigned or prescribed by the Board of Directors.

Section 3. Powers and Duties of the President-Elect. The President-Elect shall serve as a voting member of the Executive Committee during the two (2) years prior to assuming office as President and shall perform such other duties as may be assigned or prescribed by the Board of Directors. Upon the conclusion of the term as President-Elect, such person shall automatically succeed to the office of President.

Section 4. Powers and Duties of the Vice President. The Vice President shall generally assist the President and shall preside at all meetings in the absence of the President. The Vice President shall outline the purpose and duties of all committees (other than the Executive Committee) and shall monitor their affairs and progress. The Vice President shall oversee the committee in charge of planning the Annual Meeting. The Vice President shall exercise all other powers and perform all other duties reasonably related to the office of Vice President, or as may be assigned or prescribed by the Board of Directors.

Section 5. Powers and Duties of the Secretary. The Secretary shall (i) be the ex officio secretary of the Board of Directors, responsible for keeping minutes and accurate records of all meetings; (ii) have charge of all Association records, including the names and addresses of all members, copies of all financial reports (including audit results), and copies of all correspondence and other records of

historical significance to the Association; (iii) give and serve to the Board of Directors all notices required by these Bylaws; and (iv) exercise all other powers and perform all other duties reasonably related to the office of Secretary, or as may be assigned or prescribed by the Board of Directors.

Section 6. Powers and Duties of the Treasurer. The Treasurer shall (i) have the care and custody of and be responsible for all the funds, securities, evidences of indebtedness and other valuable documents of the Association; (ii) deposit all such funds in the name of the Association in such banks, trust companies or other depositories, or in such safe deposit vaults, as the Board of Directors may designate; (iii) subject to these Bylaws, the Certificate of Incorporation and the direction of the Board of Directors, sign, make or endorse in the name of the Association, all checks, notes, drafts, bills of exchange, acceptances and other instruments for the payment of money; (iv) make a full financial report regarding the financial condition of the Association to the Board of Directors and at the Annual Meeting; (v) make such additional reports as the Board of Directors may request from time to time regarding the financial condition of the Association and other matters within the scope of the Treasurer's knowledge or authority; (vi) keep at the office of the Association full and accurate books of account of all the business and transactions and such other books of account of the Association as the Board of Directors may require and provide copies of such books of account to any Director upon such reasonable Director's request therefor; and (vii) exercise all other powers and perform all other duties reasonably related to the office of Treasurer, or as may be assigned or prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES, LIAISONS AND REPRESENTATIVES

Section 1. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary and Treasurer. In addition to the powers granted by these Bylaws, the Executive Committee shall generally advise and assist the President in conducting the affairs of the Association, and its duties shall include, but not be limited to, public relations, membership recruitment, continuing education and the formation and maintenance of the Nominating Committee. The President shall serve as chairman of the Executive Committee. The Executive Committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required. It shall be mandatory for all members of the Executive Committee to participate in the planning, preparation and execution of the Annual Meeting.

Notwithstanding the foregoing, the Executive Committee shall not have, under any circumstance, the authority to: (i) amend the Certificate of Incorporation or adopt a plan of merger or consolidation with any other organization; (ii) authorize the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Association other than in the usual and regular course of its business; (iii) authorize the voluntary dissolution of the Association or the revocation thereof; (iv) amend, alter, or repeal the Bylaws of the Association; (v) elect or remove Directors and Officers of the Association or members of the Executive Committee; (vi) fix the compensation (if any) of any member of the Executive Committee; or (vii) amend, alter or repeal any resolution of the Board of Directors unless by its terms such resolution states that it may be amended, altered or repealed by the Executive Committee. The designation of the Executive Committee and the delegation thereto of authority will not operate to relieve the Board of Directors of any responsibility imposed upon them by these Bylaws, the Certificate of Incorporation or applicable law.

Section 2. Nominating Committee. The Nominating Committee shall consist of members (who need not be a Director or Officer) appointed by the Board of Directors who shall be tasked with nominating and forming a list of those persons willing to hold office in the Association. The Nominating Committee shall inform the Board of Directors of its list of nominees for each open position and present the same to the Association at least thirty (30) days prior to the Annual Meeting. The President shall appoint the chairperson of the Nominating Committee with the approval of the Executive Committee.

Section 3. Additional Committees. Without limiting the foregoing with regard to the Executive Committee and Nominating Committee, the Board of Directors may create one or more other committees to advise the Board of Directors for such time and with respect to such matters as the resolution or resolutions that create such committee(s) shall provide. In the event the Board of Directors creates a committee (other than the Executive Committee and Nominating Committee), and subject to applicable law, the size and composition of such committee shall be as determined by the Board of Directors. The President shall serve as an ex-officio member of all such committees. The creation of any committee and delegation thereto of authority will not operate to relieve the Board of Directors of any responsibility imposed upon them by these Bylaws, the Certificate of Incorporation or applicable law. Each committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may require from time to time. Any Student Member or Associate Member may, at the discretion of the Board of Directors, be considered for appointment to a committee, but shall only serve in a non-voting, advisory capacity.

Section 4. Association Liaison. The Executive Committee may appoint one or more members (who need not be a Director or Officer) to serve as Association Liaison to provide communication between the Association and other entities, including, but not limited to, ALVMA, ASBVME and NAVTA. Any Association Liaison shall be reimbursed for all reasonable, pre-approved expenses incurred while performing the duties assigned by the Executive Committee. An Association Liaison may, as invited, attend meetings of the Executive Committee and/or Board of Directors but shall not exercise a vote in any decisions thereof.

Section 5. Veterinary Technology Student Liaison. The Executive Committee may appoint one or more members (who need not be a Director or Officer) to serve as a Veterinary Technology Student Liaison to provide communication between the Association and the veterinary technology student body. Any Veterinary Technology Student Liaison shall be reimbursed for all reasonable, pre-approved expenses incurred while performing the duties assigned by the Executive Committee. Any Veterinary Technology Student Liaison may, as invited, attend meetings of the Executive Committee and/or Board of Directors but shall not exercise a vote in any decisions thereof. Each Veterinary Technology Student Liaison shall submit to an annual review by the Executive Committee.

Section 6. District Representatives. The Executive Committee may appoint one or more members (who need not be a Director or Officer) to serve as District Representatives to provide communication between the Association, veterinary support staff, and the veterinary profession within their respective districts. District Representatives shall be reimbursed for all reasonable, pre-approved expenses incurred while performing the duties assigned by the Executive Committee. District Representatives may, as invited, attend meetings of the Executive Committee and/or Board of Directors but shall not exercise a vote in any decisions thereof.

ARTICLE VII
AMENDMENT OF BYLAWS

Section 1. Amendments. These Bylaws may be amended, modified or repealed, in whole or in part, first upon the approval of a majority of the Board of Directors, and then upon a majority vote of members of the Association entitled to vote in attendance at the Annual Meeting or any special meeting of the Association called for such purpose; provided, however, that the proposed amendment(s) shall have first been presented to the Association at least thirty (30) days prior to the date of such Annual Meeting or special meeting of the Association called for such purpose. Any amendment(s) shall take effect at the close of such meeting unless otherwise indicated.

ARTICLE VIII
MISCELLANEOUS

Section 1. Contracts, Etc. Subject to the other provisions of these Bylaws, the Board of Directors may authorize one or more Officers, agents or employees of the Association to enter into any contract or other instrument on behalf of this Association for such purposes as the Board of Directors may provide. Except as authorized by the Board of Directors or otherwise by these Bylaws, no Officer, agent or employee of the Association will have any power or authority to bind the Association, pledge the credit of the Association, or otherwise render the Association liable, for any purpose or for any amount, by any contract or engagement.

Section 2. Deposits, Checks and Drafts. All checks and drafts or funds of the Association will be deposited from time to time to the credit of this Association in such banks, trust companies or other depositories as the Board of Directors may designate from time to time. The President, President-Elect and Treasurer shall be authorized signatories on all Association accounts, together with any other persons specifically authorized by the Board of Directors. All checks will be drawn out of the regular checkbooks of this Association, and the amount of such check and the purpose for which it is drawn will be set forth on the stub of each such check. All checks, notes, drafts, bills of exchange, acceptances or other orders for the payment of money, or any evidences of the indebtedness of this Association, shall be signed by at least one (1) authorized signatory; provided, however, (i) if the amount involved is in excess of \$1,000.00, the signature of two (2) authorized signatories shall be required, and (ii) if the payment is to or for the benefit of any authorized signatory, such payment shall not be valid unless co-signed by another authorized signatory.

Section 3. Revocability of Authorization. No authorization, assignment, referral or delegation of authority by the Board of Directors to any committee, Officer, agent, or other official of the Association, the employed staff or any other organization which is auxiliary to, associated or affiliated with, or conducted under auspices of the Association will preclude the Board of Directors from exercising the authority required to meet its responsibility for the conduct of the organization. The Board of Directors will retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

Section 4. Rules. The Board of Directors may adopt, amend, or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Association and the governance of its Officers, agents, board committees, administrative committees, employees, and visitors.

Section 5. Voting by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws will, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 6. Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and will not affect the meaning or interpretation of these Bylaws.

Section 7. Powers. Except as limited by the Certificate of Incorporation or these Bylaws, the Association shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Alabama Nonprofit Corporation Law, the Alabama Business and Nonprofit Entity Code and any successor to such statutes.

ADOPTED AND APPROVED this 1st day of October, 2024.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused these Bylaws of Alabama Veterinary Technician Association, Inc. to be executed as of the date first set forth above.



By: Hayley Pritchard, President