

# **CONSTITUTION AND BY- LAWS OF THE SOCIETY FOR VETERINARY MEDICAL ETHICS**

## **ARTICLE I NAME AND ORGANIZATION**

- Section 1 The name of the organization shall be the Society for Veterinary Medical Ethics (Hereinafter, the "Society")
- Section 2 This organization is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- Section 3 Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 2011 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 2011 (or corresponding provision of any future United States Internal Revenue law).

## **ARTICLE II OBJECTIVES AND PURPOSE**

- Section 1 The Society is a non-profit organization formed for the purpose of promoting education, research and service in the field of veterinary medical ethics.
- Section 2 The major objectives of the Society are:
- A. To encourage ethical practices and professional behavior of veterinarians and others in all aspects of the veterinary medical profession.
  - B. To increase the understanding of the philosophical, social, moral and ethical issues encountered by the veterinary medical profession.
  - C. To arrange presentations on ethical issues at local, state, regional and national meetings of veterinarians and other interested individuals.
  - D. To promote the teaching of ethical issues at colleges of veterinary medicine and to identify speakers on these subjects.
  - E. To encourage persons from other professions and disciplines, such as biomedical research, medicine, law, political science, philosophy and theology to engage in cross-disciplinary discussions and studies of these issues.
  - F. To exchange and disseminate information about veterinary ethical issues via various methods of communication including electronic means.
- Section 3 No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Society shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## **ARTICLE III MEMBERSHIP**

- Section 1      The classes or types of membership shall be:
- A. Active Member
  - B. Honorary Member
  - C. Life Member
  - D. Student Member
- Section 2      The qualifications for membership are:
- A. An Active Member may be any person who has an interest in veterinary medical ethics and who has paid their annual dues for membership. Only Active Members shall be eligible to vote at meetings and to hold offices in the Society.
  - B. An Honorary Member is any person elected to membership by a simple majority of the Board of Directors.
    - 1. An Honorary Member must have made an outstanding contribution to the field of veterinary medical ethics based on the purposes stated in Article II.
    - 2. An Honorary Member is exempted from paying annual dues and may not hold office or vote on any matter.
  - C. A Life Member is a person who has served the Society for a long period of time. Such persons will be nominated for Life Member status by the Board of Directors. Acceptance of Life Member Status is at the discretion of the person to whom such membership is offered. A Life Member is exempted from paying annual dues and may not hold office or vote on any matter.
  - D. A Student Member is any person currently enrolled in the professional veterinary curriculum at an approved college of veterinary medicine; a graduate program pertinent to veterinary ethics; or a program leading to certification or a degree related to veterinary practice. Student Members may attend all meetings of the Society and participate in discussions, but may not hold office or vote on any matter.
- Section 3      The annual dues of the Society shall be established by the Board of Directors and be approved by the membership at the annual meeting. The annual dues for Student Members shall be reduced from those paid by Active Members.
- Section 4      Any member of the Society may be automatically removed from membership by failure to pay dues after six months following notification. Two-thirds vote of the membership at a regular or special meeting is required to remove a member from the roll for cause. Notification of the member being considered for removal shall be given to that member at least thirty days before the meeting at which the question is voted on to provide that individual an opportunity to be heard.
- Section 5      The members and officers of the Society shall not be personally liable for debts and obligations of the organization.
- Section 6      All members shall be understood to embrace the objectives and purpose of the Society.

## **ARTICLE IV OFFICERS**

- Section 1 The officers of the Society shall be the President, Past President, President-Elect, Secretary, Treasurer and Parliamentarian. These officers shall constitute the Executive Committee.
- Section 2 The Board of Directors shall consist of the previously mentioned officers plus any members elected as described in Section 3. Except as provided by law, the Board of Directors shall exercise the powers of corporation, conduct business affairs, and make appropriate delegations of authority.
- Section 3 All members of the Board of Directors shall be active members of the Society, each elected by a majority vote of the Society from a slate of candidates presented by the Nominating Committee at an annual general or special meeting or via an email vote in special circumstances determined by the Executive Committee.
- Section 4 The Board of Directors shall keep a record of the meeting proceedings and provide an Annual Report to the membership at the annual meeting concerning the activities of the Society for the preceding year.
- Section 5 The officers of the Society shall have specific responsibilities and duties:
- A. President
    1. The President is the chief executive officer of the Society and shall exercise all duties and responsibilities pertaining to that office.
    2. The President shall preside over all meetings of the Society including those of the Board of Directors. Upon completion of the term of office, and after the President-Elect becomes President, the former President becomes the immediate Past-president, and continues to serve on the Board of Directors for one year.
    3. The President shall coordinate the work of the Board of Directors.
    4. The President shall appoint committee members for standing committees described in Article VI, and appoint other committees and their chairs as deemed necessary to fulfill the functions of the society.
    5. The President is an ex-officio member of all committees.
    6. The President shall serve in office for two years and cannot succeed in that office.
  - B. President-Elect
    1. The President-Elect shall assume all duties of the President when the President is absent or unable to perform these duties
    2. The President-Elect shall perform all duties as may be assigned by the President
    3. Upon completion of the term of the President, the President-Elect shall automatically assume the office of the President for the next term of office. In the absence of the President, or in the event of disability, inability, or refusal to act, the President-Elect shall assume the office of President with full powers of that office.
    4. If the office of President-Elect becomes vacant, a special election of the membership shall be called to elect a replacement.

### C. Secretary

1. The Secretary of the Society shall provide for the keeping of the minutes of all general meetings, Executive Committee meetings, Board of Directors meetings and special committee meetings.
2. The Secretary shall give or cause to be given appropriate notices in accordance with this constitution or as required by law, and shall act as custodian of all Society records and reports. The Secretary shall oversee the Society seal or logo, assuring that it is affixed, when required by law, to documents executed on behalf of the Society.
3. The Secretary shall perform all duties incident to the office, and such other duties as may be assigned from time to time by the President.
4. The Secretary shall be responsible for all publications of the Society.
5. The Secretary shall be elected by the Board of Directors from its newly-elected members immediately after the annual general meeting of the Society, with the term of office being two years.. In case of vacancy of this office, the President shall appoint a replacement to serve until the next general meeting when an election will be held.

### D. Treasurer

1. The Treasurer shall collect dues and fees and be custodian of all funds of the Society. The Treasurer shall present an annual report to the membership on the financial status of the Society.
2. The Treasurer shall cause to be kept correct and accurate, accounts of the properties and financial transactions of the Society and in general, perform all duties incident to the office
3. The Treasurer shall keep or cause to be kept a roster showing the names of members in good standing of the Society and their physical or electronic addresses and qualifications, and make this roster available to the members of the Society.
4. The Treasurer shall be elected by the Board of Directors from its newly-elected members immediately after the annual general meeting of the Society, with the term of office being two years. In case of a vacancy of this office, the President shall appoint a replacement to serve until the next general meeting when an election will be held.

### E. Past-President

1. Upon completion of the term of President, that individual becomes the immediate Past-President and will serve in the office for one term.
2. The Past-President is a full member of the Board of Directors with all the rights and responsibilities described herein.

### F. Parliamentarian

1. The Parliamentarian shall be elected by the Board of Directors from its newly-elected members immediately after the annual general meeting of the Society, with the term of office being two years. In case of a vacancy of this office, the President shall appoint a replacement to serve until the next general meeting when an election will be held.

2. The Parliamentarian is a member of the Board of Directors with all the rights and responsibilities described herein.
3. The Parliamentarian shall be responsible for questions relating to Robert's Rules of order during the conduct of meetings.

Section 6 An officer may be suspended or removed with cause by vote of a majority of the officers then in office. An officer may be removed with cause only after given reasonable notice and opportunity to be heard.

Section 7 An officer may resign after delivering written resignation to another officer of the Society. Such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective unless it so states.

## **ARTICLE V**

### **VOTING**

Section 1 Each Director and Active Member is entitled to one (1) vote and may not vote by proxy. The election of officers will be conducted at the annual meeting and members must be present to vote.

Section 2 Special elections or issues may require mail, telephonic, or electronic ballots. If this is necessary, the membership shall be notified in advance of the procedure.

## **ARTICLE VI**

### **STANDING COMMITTEES**

Section 1 The Standing Committees of the Society shall be the Executive Committee, Constitution and Bylaws Committee, Program Committee, Awards Committee, Membership Committee, Nominating Committee, Education and Archives Committee, and Editorial Review Board.

Section 2 The specific duties and responsibilities of each of the committees is as follows:

A. Executive Committee

1. The Executive Committee is chaired by the President and shall include the President-Elect, Secretary, Treasurer, Parliamentarian and the Past-President.
2. The Executive Committee is to review the Constitution and Bylaws and recommend changes to the Board of Directors and the membership.
3. The purpose of the Executive Committee is to transact any business of the Society in between the annual and general meetings.

B. Constitution and Bylaws Committee

1. The Constitution and Bylaws Committee and its Chair shall be appointed by the President and shall include at least a total of three members.
2. The purpose of this committee is to review the Constitution and Bylaws and recommend changes to the Board of Directors and the membership.

C. Program Committee

1. The Program Committee and its Chair shall be appointed by the President and shall include at least a total of three members.
2. The purpose of this committee is to plan and implement scientific and educational programs for the general and annual meeting of the Society.
3. Programs shall include a yearly forum for the discussion of ethical issues consistent with the objectives and purposes of the Society as stated in Article II.

#### D. Awards Committee

1. The Awards Committee and its Chair shall be appointed by the President and shall include at least a total of three members.
2. The purpose of this committee is to identify individuals who are worthy of consideration for recognition by the Society for their contribution to the discipline of veterinary ethics. In addition, this committee may identify those individuals who might wish to become Honorary Members.

#### E. Membership Committee

1. The Membership Committee and its Chair shall be appointed by the President and shall include at least a total of three members.
2. The purpose of this committee is to promote membership in the society and to attempt to identify those individuals who may desire membership. The Treasurer with the assistance of this committee shall maintain a list of members in good standing.

#### F. Nominating Committee

1. The Nominating Committee consists of the Executive Committee and other members of the Society as determined by a majority vote of the Executive Committee. The Chair shall be appointed by the President.
2. The purpose of this committee is to identify a slate of officers for the Society for the up-coming terms of office. The membership must be notified of the slate of nominations at least 30 days prior to the annual meeting.

#### G. Education Committee

1. The Education Committee is chaired by a Board Member appointed by the President and shall include at least a total of at least three members.
2. The purpose of this committee is to promote the teaching and learning of ethical issues at colleges of veterinary medicine and other allied educational institutions. In addition, the committee and chair will maintain a record of their activities including resources useful for future Education Committees.

#### H. Editorial Review Committee

1. The Editorial Committee and its Chair shall be appointed by the President and shall consist of a total of at least three members.
2. The purpose of this committee is to assist the editor in reviewing articles submitted for consideration for publication in the Society's newsletter and enhancing the quality and quantity of article submissions. In addition, this committee will oversee any list serve or internet posting and forums hosted by the Society.

Section 3 Special Committees or ad hoc committees of a limited term of existence may be appointed by the President. These committees will have a specific charge or

mission and will cease to function when the assigned task is completed and a report (oral or written) is submitted to the Board of Directors or the general membership. The President shall appoint the chairs of the Special Committees.

- Section 4 Meetings of the standing committees, special committees or ad hoc committees may be held at such place or venue or via telephone or internet and at such time that the officers may determine
- Section 5 Any action required or permitted to be taken at any meeting of the officers may be taken without a meeting if all officers and/or committee members consent to the action in writing (including electronically) and the written consents are filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at the meeting.

## **ARTICLE VII RULES OF OPERATION**

- Section 1 The Headquarters or office for the transaction of business shall be designated by the Board of Directors with the approval of the membership.
- Section 2 An annual meeting shall be held for the purpose of electing officers, reporting on the affairs of the Society, conducting educational programs, and transacting other business as may properly come before the meeting. Notice of the time and place of the meeting shall be distributed to the total membership by the Secretary no fewer than 30 days prior to the date of the meeting.
- Section 3 The order of business for the annual meeting shall be as follows:
- A. Call to Order
  - B. Announcements
  - C. Presentation of Minutes
  - D. Officer Reports
  - E. Committee Reports
  - F. Old Business
  - G. New Business
  - H. Election of Officers
  - I. Adjournment
- Section 4 Special meetings or conferences of the society may be called by the President or by a majority of the Board of Directors. Notice of the time and place of the meeting shall be given to the total membership at least 30 days in advance by the Secretary.
- Section 5 Committee meetings or conferences of standing and special ad hoc committees of the Society may be held as often as the chair of the committee deems necessary in order to accomplish the objectives of the committee. Committee meetings shall consist of a quorum of members communicating in person or by any other physical or electronic means, including but not limited to the US Mail, private delivery service, telephone, facsimile, e-mail, chat room or other internet connection.

- Section 6 A Quorum shall consist of those active members present in person at any meeting of the society. A quorum of the Executive Committee shall consist of the President and three additional members of that committee.
- Section 7 Robert's Rules of Order shall govern this organization in all cases where they are applicable and are not inconsistent with the constitution and bylaws. Questions regarding parliamentary procedure will be referred to the Parliamentarian.
- Section 8 The Fiscal Year of the society shall be January 1 to December 31.
- Section 9 Frank disclosure of interests which might be interpreted as conflicts must be presented to the Board of Directors for authorization, approval or ratification by any officer or committee member. Such disclosures shall include relevant information and material facts known to such person, about the contact or transaction, which might be construed to be adverse to the interest of the society.
- Section 10 When a quorum is present at any meeting, a majority of the officers or committee members present and voting shall decide any question including election of officers, unless otherwise provided by law or these Bylaws.

## **ARTICLE VIII DISSOLUTION**

- Section 1 Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of this organization is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- Section 2 Within the constraints denoted in Section 1 of this Article, if the Society should cease to exist, the assets after payment of all debts will be distributed to another non-profit tax-exempt organization as designated by the Board of Directors.

## **ARTICLE IX AMENDMENTS**

- Section 1 This Constitution and Bylaws may be amended by a two-thirds vote of the active membership at an annual meeting, provided 30 days written notice of the proposed amendment change has been sent to each member. If the amendment change is approved, the amendment change will be effective at the conclusion of the meeting.
- Section 2 If upon consultation with, and approval by a simple majority of the Board of Directors, the President may declare an urgent need to amend the Constitution, whereupon the President shall immediately convene a meeting of the



Constitution and Bylaws Committee of the Society to draft such amendment(s) to the Constitution as deemed necessary. The President shall instruct the Treasurer to mail the proposed amendment(s) to the Constitution and Bylaws to all voting members of the Society soliciting their vote of approval or disapproval within 45 days of the date that the amendments were mailed. The amendment(s) will be adopted if a two-thirds majority of respondents vote to approve the amendment(s). The amendments will become effective immediately upon meeting the criteria for approval.

## **ARTICLE X ADOPTION OF THIS DOCUMENT**

- Section 1. This statement will serve to indicate that the organization was formed by the adoption of the document by two or more persons.
- Section 2. The persons adopting the document are:
- A. Robert R. Shomer, VMD President
  - B. Albert R. Dorn, DVM President-Elect
  - C. Robert C. Speth, Ph.D. Treasurer
  - D. Jerrold Tannenbaum, MA, JD Historian
- Section 3. The official date of adoption of this document is July 11, 1994
- Section 4. This Constitution was revised on December 1, 1996 to meet the specifications of the Internal Revenue Service of the United States for 501 (c) (3) organizations as follows:
- A. The addition of Sections 2 and 3 of Article I
  - B. The addition of Section 3 of Article II
  - C. The addition of Section 1 of Article VIII
  - D. The modification of Section 2 of Article VIII so as to comply with requirements delineated in Section 1 of Article VIII
  - E. The addition of Section 2 of Article IX
  - F. Designation of the Society for Veterinary Medical Ethics as an organization rather than as a corporation
- Section 5. Revised April 2, 2000  
Constitution and Bylaws Committee  
Robert C. Speth, Chair  
Duane Flemming David Morton Leslie Nader  
Approved by membership 7/22/00
- Section 6. This Constitution was revised on June 9, 2005 to clarify the language of the objectives, modify the President- Elect function and add the description of the editorial review board as follows:
- A. The modification of Sections 2A, B, C, D, and E of Article II
  - B. The modification of Section 5B3 and 5B5 of Article IV
  - C. The modification of Section 2C2, 2E2 and 2F1 of Article VI

D. The addition of Section 2H of Article VI

Signatories:

Jerrold Tannenbaum, President

John R. Boyce, President-Elect

Albert S. Dorn, Past-President

Kathleen Potter, Secretary

Robert C. Speth, Treasurer

Section 7. This Constitution was revised on June 25, 2012 to change the term of the Office of President, to delete certain Offices, Committees and obsolete or incongruent provisions. The revisions are extensive and are recorded in detail in the Report to the Membership.