

# American Association of Avian Pathologists

## Bylaws

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### ARTICLE I NAME, INCORPORATION, AND PURPOSES

Section 1-01. Name. The name of this organization shall be the American Association of Avian Pathologists, Inc. (hereinafter referred to as the “Association”).

Section 1-02. Incorporation. The Association shall be incorporated as a non-profit organization in the State of Delaware.

Section 1-03. Purposes. The organization, which does not contemplate pecuniary gain or profit, incidental or otherwise, is organized exclusively for charitable, scientific, educational, and other exempt purposes described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended (the “Code”). Accordingly, the nature of the activities and the objects and purposes proposed to be transacted, promoted, and carried on are to do any and all things permitted to be done by an organization described in Section 501 (c) (6) of the Code, including: To form and maintain an association to be known as the AMERICAN ASSOCIATION OF AVIAN PATHOLOGISTS, INC. and to admit members on such terms and conditions as the Bylaws may provide and especially to engage in the following activities to the extent permitted and in the manner permitted a Section 501 (c) (6) organization:

- (a) Provide an organization for the promotion of scientific and educational advancement in the field of poultry health, poultry welfare, and the safety of foods originating from poultry.
- (b) Stimulate scientific progress in poultry health and pathology.

- (c) Encourage adequate training in poultry health and management in schools of veterinary medicine.
- (d) Encourage graduate and other forms of advanced education in poultry health.
- (e) Encourage the publication of a scientific journal on poultry health and diseases.
- (f) Advocate on behalf of the interests of the membership and the poultry health profession.

#### Section 1-04. Powers and Limitations.

(a) In furtherance and not in limitation of the powers of this corporation, it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer or in any manner dispose of property. In general to carry on any other activities in connection therewith not forbidden by the laws of the State of Delaware and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, with all the powers conferred upon corporations by the laws of the State of Delaware, all in accordance with the requirements imposed on organizations described in Section 501 (c) (6) of the Code.

(b) The Association is not authorized to issue capital stock.

(c) No part of the net earnings of the corporation shall inure, in whole or in part, to the benefit of any contributor, director, officer, member, or other private individual or person.

(d) No part of the activities of the corporation shall involve attempting to influence legislation by propaganda or otherwise or directly or indirectly participating in, or intervening in (including publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office, or activities which would cause the corporation to be an "action" organization as defined in Treasury Department regulations under Section 501 (c) (6) of the Code.

(e) Upon any dissolution or winding up of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes described in Section 501 (c) (6) of the Code, or to the Federal government or to a state or local government for a public purpose.

## ARTICLE II OFFICES

Section 2-01. Registered Office. The Association shall maintain a registered office and registered agent in the State of Delaware as required by the laws of that State.

Section 2-02. Other Offices. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Association may require.

## ARTICLE III MEMBERSHIP, ADMISSION OF MEMBERS, AND MEETINGS OF MEMBERS

Section 3-01. The types of membership in this organization shall be:

- (a) Member
- (b) Life Member
- (c) Associate Member

(d) Honorary Member

(e) Retired Member and Retired Associate Member

(f) Student member

(g) Student chapter

(h) Charter Member

Section 3-02. Qualifications for membership: Membership may be granted to any individual who (1) meets the criteria set forth for a category of membership in the Association listed in one of the subsections (a) through (h) below; (2) shares interest in and supports the purposes of the Association; (3) abides by these Bylaws and such other policies, rules, and regulations as the Association may adopt; and (4) meets such additional criteria for each category of membership in the Association as the Board of Directors may establish.

(a) Members: Shall have earned a professional degree in veterinary medicine from a school or college of veterinary medicine and, if a resident of the U.S.A., be a member of the American Veterinary Medical Association (AVMA).

(b) Life Member:

(1) A special category of membership to which members and associate members, upon entering retirement, may be elected following nomination.

(2) Life Members shall not be required to pay dues or assessments.

(3) The following criteria must be fulfilled to be considered for election:

i. The candidate must have been active in the field of poultry health for a minimum of 25 years.

ii. The candidate must have made significant contributions to the Association.

iii. The candidate must have made significant contributions to the field of poultry health.

iv. Equal weight will be given to criteria ii and iii in the decision.

(4) Retirement is interpreted to mean that the member or associate member has retired from major gainful employment.

(c) Associate Members: Veterinarians who are U.S. residents but not members of the AVMA, and persons in any country who have not earned a professional degree in veterinary medicine from a school or college of veterinary medicine and who are engaged in some phase of poultry health.

(d) Honorary Members: Scientists who have made unusually significant contributions to the field of poultry health. Not more than two honorary members shall be selected in any one year. An honorary member shall not be required to pay any dues or assessments.

(e) Retired Member and Retired Associate Member:

(1) Upon entering retirement, a Member or Associate Member may become eligible for Retired Membership.

(2) Retirement is interpreted in the manner described under 3.02 (c) (4), Life Member.

(3) Dues for Retired Members shall be either none or shall be at a reduced rate as determined by the Board of Directors of the Association. *Avian Diseases* will be supplied at membership rate if requested.

(f) Student *Members*: Persons who (1) are enrolled in a professional degree program in veterinary medicine in a school or college of veterinary medicine, or (2) are enrolled in a master's degree, doctoral degree, residency or intern program in a field related to poultry health.

(1) Dues shall be at a reduced rate as determined by the Board of Directors.

(2) An online subscription to *Avian Diseases* shall be a benefit of membership.

(3) A student membership shall continue to the end of the calendar year of graduation after which the student's membership converts to another appropriate member status.

(g) Student Chapters of the Association: May be organized at schools or colleges of veterinary medicine under the direction of an advisor who is a current Member, Life Member, Retired Member, Associate Member, or Retired Associate Member in good standing of the Association. Student Chapters must apply for membership and submit an annual report to the Board of Directors.

(h) Charter Members: Those who joined together at the 1957 Annual Meeting of the AVMA to initiate the association, and included others elected within the first year of incorporation. Charter Members are listed in the publication American Association of Avian Pathologists Celebrating the First Fifty Years 1957-2007.

#### Section 3-03.

##### Application for membership:

(a) An application for membership (Member, Associate Member, Retired Member, Retired Associate Member, Student Member, or Student Chapter) shall be submitted to the Business Office.

(b) Applications for membership shall be approved by the Executive Vice President representing the Board of Directors of the Association.

(c) Nominations for election as Life Members and Honorary Members shall be submitted to the Association Foundation Awards Committee, approved by the Foundation Awards Committee and approved by a two-thirds vote of the Board of Directors of the Association.

#### Section 3-04.

##### Rights of membership:

(a) Except as stated in paragraph (b) of this Section, the rights to vote on the election of officers and on all matters of business requiring a vote of the membership by these bylaws, and to hold office, shall be restricted to Members, Life Members and Retired Members. Each such member shall have one vote.

(b) Associate Members and Retired Associate Members shall have the right to vote on the election of an Associate Member of the Board of Directors, who shall be an Associate Member. Student Members shall have the right to vote on the election of a Student Member of the Board of Directors, who shall be a

Student Member. Associate Members, Retired Associate Members, Honorary Members and Student Members shall have all other rights and privileges of membership including attendance at meetings and social functions of the Association and service on committees.

Section 3-05. The organization shall hold an annual meeting of the members at a time and place as specified by the Board of Directors for receipt from the Board of an annual report on the status of the Association and the transaction of such other business as may properly be brought before the meeting by proposal of the Board or, subject to the provisions of this Section, by proposal of a voting member of the Association as defined in Section 3-04 (a).

(a) Any member's proposal to be considered at the annual meeting shall be stated in a written petition signed by at least ten voting members in good standing and filed with the Executive Vice President at least forty-five days prior to the date of the annual meeting.

(b) A member's petition to the Executive Vice President shall provide as to each matter the petitioning members propose to bring before the annual meeting a brief description of the proposal and the reasons for presenting the proposal to the membership.

(c) A member's proposal which has not been timely stated and filed in accordance with this Section shall not be considered at the annual meeting.

(d) A member's proposal must be consistent with these bylaws to be considered at the annual meeting.

Section 3-06. A special meeting of the members may be called by the President upon written request of five members in good standing. Business conducted at a called meeting shall observe the procedures in Section 3-05.

Section 3-07. Notice of Meetings. The date, time, and place of the annual meeting and any special meetings shall be given to each member in all categories of membership by mail or printable electronic correspondence at least 10 days but no more than 60 days in advance of the meeting.

Section 3-08. Quorum. Thirty eligible voting members as defined in Section 3-04 (a) shall constitute a quorum at any meeting of the members. Unless provided for elsewhere in these bylaws for specific acts of the membership, the vote of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

Section 3-09. Conduct of Business. The *Robert's Rules of Order Newly Revised*, shall govern the conduct of all meetings.

Section 3-10. Reserved Powers. In addition to all matters required by law or by other provisions of these Bylaws to be submitted to a vote of the members, any proposal with respect to any of the following must be submitted to a vote of the members as defined in Section 3-04 (a) for approval and shall not become effective unless so approved pursuant to the affirmative vote of three-fourths of the voting members of the Association present at a meeting called for that purpose, a quorum for such meeting being fifty-one percent of the total voting membership of the Association in good standing, providing, however, that a majority of the whole Board of Directors concur therein:

(a) To sell, assign, transfer, or otherwise dispose of all or any of the property of the Association.

(b) To authorize or cause to be executed mortgages and other liens upon the property of the Association.

(c) To change the mission, purpose, philosophy or objectives of the Association.

## ARTICLE IV BOARD OF DIRECTORS

### Section 4-01. Number, Qualifications, and Terms of Office.

(a) The governing body of the Association is the Board of Directors, which conducts the day-to-day business of the Association, establishes policy, and monitors implementation of policy by staff under the direction of the Executive Vice President.

(b) The Board of Directors shall consist of 12 members:

(1) President Elect

(2) President

(3) Immediate Past President

(4) Executive Vice President

(5) Six Directors

(6) One Associate Director

(7) One Student Director

(c) All members of the Board of Directors shall be voting Members of the Association as defined in Section 3-04 (a), with the exception of the Associate Director, who shall be an Associate Member as defined in Section 3-02 (c), and the Student Director, who shall be a Student Member as defined in Section 3-02 (f), and further provided that all members of the Board of Directors shall reside in North America (the United States of America, Canada, or Mexico). Each Director, including the Associate Director but excepting the Student Director, will have one vote. The Student Director will be a non-voting member of the Board of Directors.

(d) The terms of the Directors and the Associate Director shall be four years. Directors and the Associate Director shall not serve consecutive terms but can serve again after an intervening term has elapsed. The term of the Student Director shall be one year. The Student Director can succeed himself/herself for one additional term provided that he/she meets the qualifications of a Student Member, as defined in Section 3-02 (f), at the time of his/her re-election.

(e) The previous Regional and At-Large Directors serving at the time of adoption of these revised bylaws will complete their current terms and will be replaced with new At-Large Directors as their terms expire.

Section 4-02. Removal of Directors and Officers. The Board or the voting membership, by majority vote, may declare the office of a Director or Officer vacant if he or she shall be judicially declared of unsound mind, or convicted of a felony, or if the Director or Officer has breached or failed to perform his or her fiduciary duties to the Association and such breach or failure constitutes self-dealing, willful misconduct, fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the Association

or if, within 30 days succeeding the giving of notice of his or her election, he or she does not accept such office in writing by mail or electronic mail. Members of the Board may be removed from office by vote of the membership only for cause as described in this Section. The Board also may declare vacant the office of a member of the Board and remove him or her from office if such member shall have been absent from three consecutive Board meetings or shall not be in good standing as a Member of the Association.

#### Section 4-03. Election of the Directors.

(a) On an annual basis, the Directors shall be elected by all of the voting members of the Association, as defined in Section 3-04 (a), to succeed those whose terms are expiring. The terms of the six Directors shall be staggered so that no more than two Directors are elected each year.

(b) The Nominating Committee, defined in Section 4-08, shall select a minimum of two qualified candidates for each open position from among all of the voting members of the Association, as defined in Section 3-04 (a), and residing in North America as defined in Section 4-01 (c). All Members, Life Members and Retired Members in good standing residing in North America are eligible for nomination. The Executive Vice President shall publish this slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to the entire voting membership of the Association, as defined in Section 3-04 (a), at least 90 days prior to the annual meeting of the membership. Further nominations from the voting membership shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to the entire voting membership no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership.

#### Section 4-04. Election of the Associate Member Director.

(a) An Associate Member Director will be elected every fourth year to succeed the Associate Director whose term is expiring.

(b) The Nominating Committee, defined in Section 4-08, shall select a minimum of two qualified candidates from among all of the Associate Members and Retired Associate Members of the Association, as defined in Section 3-02 (c) and (e), and residing in North America as defined in Section 4-01 (c). The Executive Vice President shall publish this slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to all of the Associate Members and Retired Associate Members of the Association, as defined in Section 3-02 (c) and (e), at least 90 days prior to the annual meeting of the membership. Further nominations from the Associate Members and Retired Associate Members shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic

correspondence ballot listing the qualified candidates and distribute said ballot to all Associate Members and Retired Associate Members no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership.

#### Section 4-05. Election of the Student Director.

(a) On an annual basis, the Student Director will be elected by the Student Members of the Association, as defined in Section 3-02 (f), to succeed the Student Director whose term is expiring.

(b) The Executive Vice President shall solicit nominations of qualified candidates by mail or printable electronic correspondence sent to the Student Members of the Association, as defined in Section 3-02 (f), at least 90 days prior to the annual meeting of the membership. Nominations from the Student Members shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve.

(c) In addition, the Nominating Committee, defined in Section 4-08, will ensure that there is a minimum of two qualified candidates from among all of the Student Members of the Association, as defined in Section 3-02 (f), and residing in North America as defined in Section 4-01.

(d) The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to all Student Members no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership.

#### Section 4-06. Election of the President-Elect.

(a) On an annual basis, the President-Elect shall be elected by the voting members of the Association, as defined in Section 3-04 (a), to succeed the current President-Elect, who will assume the office of President. The President-Elect shall serve on the Board for one year in the usual capacity of a vice president, the next year as President, and the third year as Immediate Past President.

(b) The Nominating Committee will select at least one qualified candidate from among all of the voting members of the Association, as defined in Section 3-04 (a), who must also reside in North America as defined in Section 4-01 (c). All Members, Life Members and Retired Members in good standing residing in North America are eligible for nomination. The Executive Vice President shall publish the slate of candidates and simultaneously solicit further nominations of similarly qualified candidates by mail or printable electronic correspondence sent to the entire voting membership of the Association, as defined in Section 3-04 (a), at least 90 days prior to the annual meeting of the membership. Further nominations from the voting membership shall be submitted in writing by mail or printable electronic correspondence no later than 60 days prior to the annual meeting of the membership, and shall include a brief statement of qualifications of the nominee and an indication of willingness to serve. The Executive Vice President shall prepare a mail or printable electronic correspondence ballot listing the



qualified candidates and distribute said ballot to the entire voting membership in no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. In the event no nominee receives a majority of the votes cast, the two nominees receiving the most votes shall be placed on a second mailing or electronic ballot with a deadline for submission of ballots no later than 15 days prior to the annual meeting of the membership. If the Nominating Committee has nominated only one candidate, and no further nominations are received by the deadline, that nominee will appear on the ballot and the question shall be, "shall this candidate be selected as President Elect?" In the event the candidate fails to receive a majority of affirmative votes, the election will be re-opened.

#### Section 4-07. Election of the Executive Vice President.

(a) Every five years, the Executive Vice President shall be elected by the voting members of the Association, as defined in Section 3-04 (a), to succeed the Executive Vice President whose term is expiring, provided that the incumbent shall be reaffirmed on a yearly basis as provided in paragraph (d) of this Section.

(b) The Executive Vice President shall be selected from among the members in good standing as defined in Section 3-04 (a), and shall reside in North America as defined in Section 4-01 (c).

(c) The Board of Directors shall seek and interview suitably qualified candidates and shall nominate one candidate by majority vote of the Board. This candidate will be announced to the voting membership at least 90 days prior to the date of the annual meeting of the membership. Additional nominations of suitably qualified candidates may be made by mail or printable electronic correspondence signed by at least ten voting members in good standing and filed with the Board at least 60 days prior to the date of the annual meeting, and shall include the qualifications of the nominee and an indication of willingness to serve. The Board shall prepare a mail or printable electronic correspondence ballot listing the qualified candidates and distribute said ballot to the entire voting membership no later than 45 days prior to the annual meeting of the membership, with a deadline for submission of ballots no later than 30 days prior to the annual meeting of the membership. The election will be determined by a plurality of the members voting. If no further nominations are received from the membership by the deadline, the nominee of the Board will appear on the ballot and the question shall be, "shall this candidate be selected as Executive Vice President?" In the event the candidate fails to receive a majority of affirmative votes, the election will be re-opened.

(d) The Executive Vice President's term is a five-year renewable term and until his or her successor has been so selected and has qualified, or until his or her earlier death, resignation, or removal by the Board. Each year, the Executive Vice President shall be reaffirmed by a majority of the voting membership present at the annual meeting until his or her term is ended. Failure to be reaffirmed, or vacation of the office by death, resignation, or removal of the incumbent, will result in a new election process for Executive Vice President as described in paragraph (c) of this section, beginning immediately and with the election held no later than 75 days after the annual meeting, using the timetable specified in paragraph (e) of this Section. There are no limits to the number of five-year terms a member can serve as Executive Vice President. Failure to be reaffirmed as Executive Vice President does not exclude a member from applying or being nominated for the Executive Vice President position.

(e) In the event of failure of reaffirmation or vacation of the office, the Board shall nominate and announce a new candidate within 30 days of the vacancy, further nominations from the membership shall be due within 60 days of the vacancy, and the election shall be concluded by a mail or printable electronic communication ballot within 75 days of the vacancy, following the procedures in paragraph (c) of this Section.

Section 4-08. Nominating Committee. Nominations for Board members and officers, where required by these bylaws, shall be made by a committee of five members appointed by the President. The retiring Immediate Past President, upon completion of his or her term, shall serve one year as the Chair of the Nominating Committee. The terms of the other members of the Nominating Committee shall be 3 years, with the terms staggered so that no more than two members are appointed in any year. Currently serving Board Members and Officers shall be ineligible to serve on the Nominating Committee.

Section 4-09. The candidates elected by the membership shall take office immediately following the annual business meeting of the membership, at which meeting the incoming Directors and Officers are announced. Each Director and Officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

Section 4-10. Vacancies. Vacancies among the Directors and Officers shall be filled by an election process initiated within 30 days of the vacancy, using the procedures described in Sections 4-03 through 4-07 for each respective position. The elected Board member or Officer shall complete the normal term of the member he/she replaces. Persons filling a vacancy shall be eligible for election to a subsequent full term.

Section 4-11. Regular Board Meetings. The Board of Directors shall meet at the time and place of the annual meeting of the membership, and at least one other time each year at a time and place as directed by the Board.

Section 4-12. Special Board Meetings may be called by the President or the Executive Vice President of the Association.

Section 4-13. Notice of Board Meetings; Attendance; Closed Meetings. Notice of all Board Meetings, including the time and place of the meeting, shall be given to all members of the Board as well as to all categories of members in good standing, no less than 10 days and no more than 60 days prior to the meeting, by mail or by printable electronic correspondence. The meetings of the Board are open to all categories of members, provided that the Board, by majority vote of the Board members assembled, may close a meeting for discussion of sensitive matters such as personnel.

Section 4-14. Conduct of Board Business.

(a) A quorum of the Board of Directors shall consist of six, two of whom shall be the President, President-Elect or the Executive Vice President.

(b) The vote of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(c) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of

proceedings of the board. Members of the Board of Directors may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

(d) The *Robert's Rules of Order Newly Revised*, shall govern the conduct of all meetings.

Section 4-15. General Powers. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by the members of the Association. The Board may adopt such policies, rules and regulations for the management of the affairs, properties and interests of the Association as it deems proper. The Directors and the Officers of the organization shall act upon business matters requiring immediate action that may arise from time to time and that do not require action or approval from the membership. The primary purpose of the Board of Directors is to provide continuity of effective action from year to year concerning objectives and policies adopted by the Association.

## ARTICLE V OFFICERS, AGENTS, AND EMPLOYEES

Section 5-01. Duties of the President and President-Elect:

(a) The President shall preside over all meetings of the membership and the Board of Directors, shall be an ex-officio member of all committees, except the Nominating Committee, and shall perform the usual duties of such office and other such duties as the Board may prescribe. Upon completion of his/her term, the President shall serve for one year as Immediate Past President, a voting member of the Board of Directors.

(b) The President shall appoint the following committees and others as deemed necessary and authorized by the Board of Directors:

(1) Nominating Committee

(2) Membership Committee

(3) Resolutions Committee

(4) Bylaws Review Committee

(c) The President-Elect shall act in the capacity of a vice president, be an ex-officio member of all committees except the Nominating Committee, shall preside at meetings and exercise the powers of the President in the event of absence or disability of the President, shall succeed to the office of President, and exercise other such duties as the Board may prescribe.

Section 5-02. Duties of the Executive Vice President. The Executive Vice President shall serve as the chief executive officer, chief operating officer, and secretary/treasurer of the Association. As directed by the Board, he/she shall conduct business affairs of the Association, collect fees and dues, issue receipts, draw vouchers, and pay bills and expenses. He/she shall arrange for safe keeping of funds, shall keep records of all transactions, and submit a yearly statement of financial affairs to the organization. He/she is authorized to sign documents on behalf of the Association. He/she shall keep or cause to be kept

minutes of all meetings and shall perform the usual duties of an Executive Vice President, Secretary, and Treasurer, and such other duties as are assigned by the President and the Board.

Section 5-03. Agents or Employees.

(a) The Board may adopt such policies, rules, and regulations for the management of the affairs, properties, and interests of the Association as it deems proper. The Board shall have the authority to appoint and dismiss such agents or employees as the needs of the Association may require and to determine salaries or other compensation of such agents or employees.

(b) The Board may employ outside association management companies to assist in the performance of the duties prescribed in Section 5-02 of this Article. The Executive Vice President shall be the primary liaison with the management company and shall report and be accountable to the Board.

Section 5-04. Delegation of Officers' Duties. In case of the absence or incapacitation of any officer of the Association, or for any reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of an officer's powers or duties, for the time being.

## ARTICLE VI DISSOLUTION

Section 6-01. If it should be deemed advisable in the judgment of the Board of Directors that the Association should be dissolved, the Board, after the adoption of a resolution to that effect by a majority of the whole Board, shall cause notice of the adoption of the resolution to be sent to each voting member, as defined in Section 3-04 (a), by mail or printable electronic correspondence, with a deadline for return of each member's vote 30 days from publication of the notice.

Section 6-02. The dissolution shall be accomplished pursuant to a majority vote of the voting members.

Section 6-03. Dissolution may also be authorized without action of the Board of Directors if all the members entitled to vote thereon shall consent in writing.

Section 6-04. In the event of dissolution, the assets of the Association shall be distributed as provided in Section 1-04 (e).

## ARTICLE VII

### INDEMNIFICATION

Section 7-01. The private property of the incorporators, members, directors, officers, and employees shall not be subject to the payment of corporate debts to any extent whatsoever. The Association shall indemnify all past and present officers; directors; employees; committee, council, and task force members; and all other volunteers of the Association to the full extent permitted by law, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

## ARTICLE VIII DUES

Section 8-01. The annual dues shall be as established by the Board of Directors. The dues shall include a subscription to *Avian Diseases*. The membership shall be notified by mail or printable electronic

correspondence of any proposed dues increase, with a comment period of six months prior to the increase becoming effective.

Section 8-02. Dues shall become payable on January 1 of each year and shall be remitted to the Business Office. Any member whose dues are in arrears for twelve months will be disassociated from the organization after due notice has been given.

## ARTICLE IX AMENDMENT OF BYLAWS

Section 9-01. Proposed amendments to these Bylaws signed by at least three voting members in good standing as defined in Section 3-04 (a), shall first be submitted to the Board of Directors for their consideration. The proposed amendment with the recommendation of the Board, if any, will be distributed to the voting membership by mail or printable electronic correspondence at least thirty (30) days in advance of any regular or special meeting at which time the proposed amendment will be discussed. Further amendments to the proposed amendment may be made by a majority vote of the voting members in attendance, provided that a quorum is present. Subsequent to this meeting, the final amendment shall be distributed by mail or printable electronic correspondence to all voting members of the Association as defined in Section 3-04 (a). An affirmative vote of two-thirds of the membership voting shall be required for the adoption of the amendment.