

Article I – Name

The Association shall be known as the National Association of Veterinary Technicians in America, Inc. hereafter referred to as the Association.

Article II – Purpose

The purpose of the National Association of Veterinary Technicians in America, Inc. (NAVTA) is to uphold the mission statement and goals as defined by this organization.

Article III – Membership Categories

Section 1. Credentialed Member – An individual who is certified, licensed, or registered as a veterinary technician or veterinary nurse, and who resides in the United States of America.

Section 2. Student Member – An individual enrolled in an AVMA-accredited veterinary technology or veterinary nursing education program.

Section 3. Associate Member – Any individual not meeting the requirements of a Credentialed Member or Student member.

Article IV – Dues & Assessments

Section 1. Dues Rates – The Board of Directors shall establish the dues rates for each membership category, as well as the time period covered by those dues rates. The Board of Directors may impose special financial assessments on the members as deemed necessary. The Board of Directors may, upon petition from a member, reduce or eliminate a member's dues or assessment.

Section 2. Delinquent Dues – 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.

Article V – Revocation & Reinstatement of Membership

Section 1. Revocation – If in the opinion of the Board of Directors, 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 Board of Directors. After such hearing, the Board of Directors shall determine if any penalty shall be imposed on the member, up to and including revocation of membership.

Section 2. Reinstatement – Upon written request signed by a former member and filed with the Executive Director or President, the Board of Directors may, by affirmative vote of two-thirds of the Directors present at a meeting at which a quorum is present, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

Article VI – Voting Privileges

Section 1. Eligibility – Each Credentialed Member in good standing at the time of voting shall be eligible to vote, and each Credentialed Member shall have only one vote. No other membership category shall be entitled to vote.

Section 2. Proxy Voting – Voting by proxy is not permitted.

Article VII – Elected & Appointed Positions

Section 1. Eligibility – Any Credentialed Member in good standing is eligible to be considered for election or appointment to a Board or Committee position provided the Credentialed Member meets the eligibility requirements set forth herein and any other requirements set forth by the NAVTA Board of Directors.

All Credentialed Members in elected or appointed positions must remain in good standing (dues paid through the end of the current dues year) for the entirety of their terms; non-payment of dues is cause for immediate removal of the Credentialed Member from the elected or appointed position.

Section 2. Non-Voting Seats – Any Associate Member or Student Member may, at the discretion of the Board of Directors, be considered for appointment to a committee position, but only in a non-voting capacity.

Article VIII – Board of Directors

Section 1. Powers & Authority – The powers, property, and affairs of the Association shall be exercised, conducted and controlled by the Board of Directors, all of the members of which shall be Credentialed Members with valid (unexpired) memberships throughout their entire terms in office.

Section 2. Composition – The Board of Directors shall be comprised of seven seats: President, President-Elect, Treasurer, Past President, and three (3) Directors. The Executive Director shall serve as an ex officio member of the Board of Directors.

Section 3. Terms – Members of the Board of Directors shall serve terms of two (2) years coinciding with the Association’s Annual General Membership Meeting, which must take place within the first thirty (30) days of the Association’s fiscal year. No member of the Board of Directors may serve more than two (2) two-year terms in any one seat, except that the Board of Directors may, by majority vote, extend board terms in order to ensure and maintain staggered terms with at least one (1) available seat, but no more than three (3) available seats, per election year.

Section 4. Officers – The Officers of the Association shall be President, President-Elect, and Treasurer. The President-Elect shall automatically assume the office of President without the need for a vote, unless a vote to the contrary is taken by the Board of Directors. The President shall automatically assume the office of Past President without the need for a vote, unless a vote to the contrary is taken by the Board of Directors.

No person shall, unless appointed to fill a vacancy, serve more than one term as President or President-Elect.

Section 5. Eligibility – Only Credentialed Members with valid (unexpired) memberships may be nominated for seats on the Board of Directors.

- A. **President** – The President-Elect shall automatically assume the office of President without the need for a vote of the members, unless action to the contrary is taken by the Board of Directors. Should the President-Elect become ineligible for the seat of President, or should the Board of Directors take action to prevent the President-Elect from becoming President, the Credentialed Member nominated for the seat of President must have served on the NAVTA Board of Directors for at least two years in the preceding five (5) years.
- B. **President-Elect** – In order to be considered for the seat of NAVTA President-Elect, the Credentialed Member must have served at least one term as either NAVTA Treasurer or Director on the NAVTA Board of Directors in the preceding seven (7) years.

- C. **Treasurer** – In order to be considered for the seat of NAVTA Treasurer, the Credentialed Member must meet the eligibility requirements set forth by the NAVTA Board of Directors.
- D. **Directors** – In order to be considered for the seat of NAVTA Director, the Credentialed Member must meet the eligibility requirements set forth by the NAVTA Board of Directors.

Section 6. Nominations and Elections – The President shall, with the consent of the Board of Directors, appoint a Nominating Committee for the purpose of placing into nomination the names of Credentialed Members with who meet the qualifications to fill each Board of Directors position which term is expiring at the end of the current term.

It is preferred that the Nominating Committee be chaired by the Past President on the Board of Directors. The Nominating Committee shall include at least one Board of Directors Member whose term is not concluding and one Credentialed Member not serving on the Board of Directors; the Treasurer shall not serve on the Nominating Committee.

Being mindful of the Association’s desire for diversity, equity, and inclusion, the Nominating Committee shall prepare and submit to the President a ballot containing at least one candidate for each seat on the Board of Directors to be filled for the ensuing term.

If the number of candidates on the ballot equals the number of open seats on the Board of Directors, there shall be no requirement to send ballots to the membership for voting. In this case, the membership shall be informed of the uncontested election status and the Treasurer shall be instructed to cast one vote on behalf of the persons entitled to vote in favor of the persons nominated by the Nominating Committee.

If there is more than one candidate for any Board position, at least sixty (60) days prior to the end of the fiscal year, the President shall cause the Executive Director to send by any means in existence, ballots for the election to all Credentialed Members with valid (unexpired) memberships of record as of the date of mailing or delivery or transmission as aforesaid. The ballots shall be returned promptly by any means set forth above.

Ballots returned less than thirty (30) days prior to the end of the fiscal year shall be declared invalid.

The nominees receiving the highest number of valid votes cast shall be elected to the Board of Directors. There shall be no voting by proxy and no cumulative voting.

A ballot shall be deemed invalid and not counted if it contains more votes for candidates than the number of seats to be filled.

In the event of a tie vote, the Board of Directors shall decide the winner, with the Board of Directors’ vote being final and binding.

Section 7. Removal from Office – The Board of Directors may by at least a two-thirds vote recommend that a Director be removed when the Board of Directors determines that such removal is in the best interest of the Association. Such removal shall be effective upon the affirmative vote of a majority of members entitled to vote.

Section 8. Resignations – A Board member may resign at any time by providing written notice thereof to the Executive Director and President. A Board member who is absent from three consecutive meetings of the Board of Directors shall be deemed to have resigned unless such absences are excused by the affirmative act of

the Board of Directors. Any Board Member who resigns or is removed from the Board of Directors shall also be deemed to have resigned or to have been removed from any officer position also held within the Association.

A Board member who is no longer eligible to continue to serve on the Board of Directors may, if approved by the Board of Directors, continue to serve in such capacity through the conclusion of the Board member's term. Absent such Board approval, the Board member shall be deemed to have resigned upon the date of losing Board service eligibility.

Section 9. Vacancies – In the case of a vacancy in the President's seat, the President-Elect shall assume the seat of President for the remainder of the unexpired term, absent any action to the contrary by the Board of Directors. In this case, the new President shall remain eligible to be considered for another full term as President.

In the case of a vacancy in the President-Elect seat, a replacement shall be elected by the Board of Directors from among the Board of Directors members present at a meeting at which a quorum is present. In this case, the new President-Elect shall complete the remaining unexpired term and may be eligible for consideration for another full term as President-Elect at the completion of the first unexpired term.

In the case of a vacancy in the Treasurer seat or any of the Director seats, the President shall nominate to the Board of Directors a qualified Credentialed Member to complete the remainder of the vacated term. An affirmative vote of the majority of Board of Directors members present at a meeting at which a quorum is present, shall be required to elect the replacement candidate. In this case, the new Treasurer or Director shall complete the remaining unexpired term and may be eligible for consideration for another full term as Treasurer or Director at the completion of the first unexpired term.

In the case of a vacant Past President seat, the President may, with approval of the majority of the Board of Directors, appoint an eligible Credentialed Member who is also a Past President to fill the seat until such time as the current President's term expires.

Section 10. Officer Duties – The duties of the Association's Officers shall be broadly defined as follows and may more specifically be defined in policies adopted by the Board of Directors.

A. President:

- Have the authority of the chief elected officer of the Association, subject to the Articles of Incorporation and Code of Regulations;
- Preside at all national meetings of Members and at all meetings of the Board of Directors;
- Except as otherwise herein provided, appoint and be a Member *ex officio* of all committees and task forces and have the power to convene meetings of all such groups;
- In reasonable discretion, take such action as may be desirable and proper from time to time in order to carry out the aims and objectives of the Association;
- Automatically succeed to the office of Past President.

B. President-Elect:

- In the temporary absence or disability of the President, the President-Elect shall assume the duties and powers of the President until such time as the President shall resume said duties.
- The President-Elect shall serve on the Finance Committee and shall perform such additional duties as may be assigned from time to time by the Board of Directors .

- Upon the conclusion of the term as President-Elect, such person shall, unless otherwise determined by the affirmative act of the Board of Directors, succeed to the office of President.

C. Treasurer

- In general, perform the duties usually pertaining to the office of Treasurer.
- Serve as chair of the Finance Committee;
- Prepare and maintain minutes of Association meetings;
- Maintain and be custodian of all books and records of the Association;
- Be responsible for the safekeeping of all funds and other assets belonging to the Association and for their proper use and disbursement;
- Keep an accurate and proper account of all receipts, disbursements and finances of the Association and present reports thereof at the Annual General Membership Meeting, the meetings of the Board of Directors, and at such other times and places as may be determined by the Board of Directors;
- Safely maintain all funds and other Association assets in a bank or other depository or investment designated by the Board of Directors to the credit of the Association;
- Annually present to the Board of Directors for its approval a financial budget for the ensuing year;

With the exception of serving as Chair of the Finance Committee, some or all of the Treasurer's duties may be delegated to the Association's professional staff.

Section 11. Executive Committee

There shall be an Executive Committee comprised of the President, President-Elect, and Immediate Past President. The Executive Director shall serve as an ex officio member of the Executive Committee.

The Executive Committee shall be responsible for carrying out the wishes of the Board of Directors and shall be empowered to act on behalf of the Board of Directors when matters require an urgent level of response. The Executive Committee shall report in a timely manner to the Board of Directors all actions taken and decisions made on behalf of the Board of Directors.

Article IX – Meetings

Section 1. Regular Meetings of the Board of Directors – The Board of Directors shall meet at least two times each fiscal year and at such other times as the President or a majority of the Board of Directors shall determine. Meetings of the Board of Directors may be held in person or by authorized communications equipment pursuant to which all participants may communicate with each other simultaneously. Board Members unable to be present in person for any meeting of the Board of Directors may participate by authorized communications equipment, but proxy voting is not permitted. Notice of any meeting of the Board of Directors shall be given to each Board member in any manner permitted by the Law at least two days prior to the meeting.

The Board of Directors may act other than at a meeting in any manner permitted by the Law, including without limitation by unanimous written consent of all Board members, which consent may be given by facsimile or electronic transmission, and which consent shall be filed with the minutes of the meetings of the Board of Directors.

Section 2. Annual General Membership Meeting – The Annual General Membership Meeting shall be held within the first thirty (30) days of the fiscal year at such time and place as may be designated by the Board of Directors. Notice of the Annual General Membership Meeting shall be given to all Members appearing of record at least thirty (30) days but not more than sixty (60) days prior to the date of the meeting.

Section 3. Quorum – A majority of Board of Directors members in office shall constitute a quorum for a meeting of the Board of Directors. The Board of Directors shall act by a majority vote at all meetings attended by a quorum.

Article X – Committees

Section 1. Creation, Dissolution, & Responsibilities – The Board of Directors shall have the power to create Committees, to dissolve or disband Committees, and to alter the responsibilities of committees of the Association, as it deems necessary to the operation of the Association.

Section 2. Committee Chairs – The President, with the advice and consent of the Board of Directors, shall annually appoint the Chairpersons of all Committees.

Section 3. Committee Members – The Board of Directors shall determine the eligibility requirements and qualifications necessary for membership on each Committee.

Section 4. Permanent Committees – The Association shall have the following permanent committees, whose structure, responsibilities, and eligibility requirements shall be enumerated by policies adopted by the Board of Directors:

- A. Finance
- B. Nominating
- C. Student Chapters of NAVTA

Article XI – Compensation & Sponsorship

Section 1. Compensation – All offices held in this Association are hereby declared to be offices of trust and honor to which no emolument is attached, except for budgeted expenses.

Section 2. Sponsorship – If any activity or event of the Association is sponsored in whole or in part by any source other than the Association, sponsorship shall be made available in such a manner which will afford an equal or comparable sponsorship opportunity to all potential sponsors.

Article XII – Resolutions & General Powers

The Board of Directors shall be empowered to adopt such resolutions as it may deem advisable or proper for the conduct of the affairs of the Association. The Board of Directors shall have such other and further powers than those specifically set forth in these Bylaws as it deems advisable and proper to carry out and further the aims and purposes of the Association.

Article XIII – Amendments

These bylaws may be amended, modified or repealed, in whole or in part, first upon approval of a majority of the Board of Directors and then upon a majority vote of the voting Credentialed Members voting in response to the Association’s notification of such proposed changes, or voting at any Annual General Membership Meeting or a special meeting held for that purpose.

Article XIV – Association Assets

In the event of dissolution of the Association, the assets of the Association remaining after payment of, or provision for, all liabilities shall be distributed pursuant to a plan of distribution adopted by the Board of Directors, which plan of distribution shall be consistent with the Association’s obligations under both the Law and the U.S. Internal Revenue Code.

Article XV – Indemnification

To the fullest extent permitted by applicable law, the Association may indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact that the person is or was a Board member, Officer, employee or agent of the Association.

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