

AMERICAN ASSOCIATION OF BOVINE PRACTITIONERS

CONSTITUTION

Bylaws adopted July 13, 1965, and including Constitution revisions effective on September 14, 1996

ARTICLE I: TITLE

SECTION 1:

The name of this Association shall be the AMERICAN ASSOCIATION OF BOVINE PRACTITIONERS.

Section 2:

The Association has been INCORPORATED under the laws of the State of Illinois as a non-profit educational corporation on June 22, 1965 and filed for record in the office of Recorder of Deeds of Cook County, Illinois on June 24, 1965.

SECTION 3:

The principal office of the Association shall be the office of its Executive Vice-President.

SECTION 4:

Whenever a provision of this Constitution is inconsistent with a provision of the related Bylaws, the provision in the Constitution shall be controlling.

ARTICLE II: OBJECTIVES

SECTION 1:

To endeavor to do all things necessary to enhance the interests, to improve the public stature, and increase the knowledge of veterinarians in the field of dairy and beef cattle practice.

SECTION 2:

To elevate standards of bovine practice.

SECTION 3:

To attract attention to the relationship between bovine practice and the public interest.

SECTION 4:

To enhance understanding and good will among its members.

SECTION 5:

To cooperate with veterinary and agricultural organizations and regulatory agencies.

SECTION 6:

To solicit scholarship funds which are tax deductible to the donor and to establish committees to administer these scholarship funds to recipients on a nondiscriminatory basis in compliance with all laws of the State of Illinois and the United States of America.

SECTION 7:

To establish the American Association of Bovine Practitioners as a 501(c)(3) organization and to maintain said organization as to comply with all of the requirements of Section 501(c)(3) of the Internal Revenue Code.

SECTION 8:

To operate exclusively for charitable, scientific and educational purposes; to make contributions to any organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, and all amendments thereto with the exception of organizations resting for public safety; to engage in any and all lawful activities incidental to any of the foregoing purposes, except as restricted by the Illinois Not-for-Profit Corporation Act.

SECTION 9:

The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

- a. as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or
- b. as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or
- c. which would invalidate its status as a corporation meeting the requirements of Section 509(a)(2)(A) of the Internal Revenue Code of 1954, as amended.

SECTION 10:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth herein.

SECTION 11:

No substantial part of the activities of the corporations shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it, in any manner or to any extent, participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

SECTION 12:

ALL POWER CLAUSE: To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes.

ARTICLE III: MEMBERS

SECTION 1:

Active Members - Active members in the Association shall be those graduates of colleges and schools of veterinary medicine who meet the qualifications specified from time to time in the Bylaws of the Association.

SECTION 2:

Other Members - Bylaws may also provide for, and specify, the qualifications for other classes of members in the Association.

SECTION 3:

Tenure - Members of the Association shall retain their membership only so long as they comply with the provisions of the Constitution, Bylaws, and Principles of Ethics of the Association.

ARTICLE IV: GOVERNING BODY OF THE ASSOCIATION

SECTION 1:

The DIRECTORS and OFFICERS shall form the governing body of the Association. This governing body shall be referred to as THE BOARD and is responsible for the major administrative policies governing the affairs of the Association and shall devise the measures for the Association's growth and development. It shall fill vacancies in office as is essential to the conduct of affairs of the Association when such vacancies occur between elections. With the consent of the membership, THE BOARD may increase its membership. The Executive Committee shall have all of the powers of THE BOARD to transact business of an emergency nature between Board meetings. The Executive Vice-President and Treasurer are non-voting members of the Executive Committee. All transactions of the Committee shall be reported in full at the next regularly scheduled meeting of THE BOARD.

SECTION 2:

All officers and individuals who have been appointed or elected to represent AABP, directors, his/her heirs, executors and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges, damages, and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her in or about the execution of the duties of his/her office, and all other costs, charges, damages, and expenses that such persons sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, damages, or expenses as are occasioned by his/her own willful neglect of default.

ARTICLE V: OFFICERS

SECTION 1:

Number - The officers of the Association shall be a president, immediate past president, president-elect, vice president, executive vice president, treasurer, and such other officers as the Bylaws may from time to time specify; provided however, that the executive vice president shall also perform the duties normally expected of the secretary, respectively, of an Illinois not-for-profit corporation.

SECTION 2:

Qualification - All elected officers must be active members of the Association prior to their election.

SECTION 3:

President, Immediate Past President, President-Elect and Vice President - Election, Term, and Succession

All elected positions by membership vote shall be filled by an election conducted by mail. Ballots shall contain the names of one or more nominees provided by the Nomination Committee. Also, the ballots shall have space provided for the opportunity of AABP members to submit additional nominees. The membership vote shall be conducted at least 60 days prior to the Annual Meeting. The Chief Electoral Officer is the Executive Vice President. During the annual Meeting, he/she shall announce the name of the individual receiving the highest number of votes.

The terms of the president, immediate past president, president-elect, and vice president shall commence at the end of the annual meeting at which they are elected or, in the case of a president, president-elect, and immediate past president who succeeds automatically to such office, and shall terminate at the end of the following annual meeting, except cases of unexpected vacancy, refer to Bylaws.

At the end of his/her term of office, the president-elect immediately and automatically shall succeed to the office of and become president. Likewise, the vice president immediately and automatically shall succeed to the office of and become president-elect.

SECTION 4:

Other Officers - Election and Term - An executive vice president, treasurer, and such other officers as the Bylaws may specify shall be appointed by THE BOARD.

SECTION 5:

The Executive Committee - It shall be composed of the president, immediate past president, president-elect, and the vice president, who have voting right: appointed officers, i.e., executive vice president and treasurer are members of executive committee who do not have a voting right. The Executive Committee shall act in absence of the Board of Directors between its regular meetings and shall hold meetings at such times and places as the president of the Association may direct.

ARTICLE VI: THE DIRECTORS

SECTION 1:

Duties - The Directors, with the officers, shall be the governing and administrative body of the Association. The Directors and officers shall have charge of the property and financial affairs of the Association, including the management of all of its publications and shall perform such duties as may be prescribed from time to time in the Constitution and Bylaws.

SECTION 2:

Qualifications - A Director must have been an active member of the Association immediately prior to his/her nomination and must reside in the district in which he/she is nominated and elected.

SECTION 3:

Election and Term - A Director shall be elected as provided in the Constitution and Bylaws for terms of approximately three years. Their terms shall expire at the close of three annual business meetings following their installation.

SECTION 4:

The Directors will be informed by the Executive Vice President of all actions taken by the Executive Committee within a reasonable time when a meeting takes place without the Directors present.

ARTICLE VII: ANNUAL MEETING

SECTION 1:

The REGULAR ANNUAL MEETING of this Association shall be held at a time and place to be designated by the Board. SPECIAL MEETINGS may be called by the President and shall be called by him/her upon the recommendation of a majority of THE BOARD. Such meetings shall be announced by mail to the membership not less than thirty (30) days prior to the stated time of the meeting. Mailing of notice shall be to the member's latest address.

SECTION 2:

A QUORUM for the transaction of business at a duly called meeting, shall be at least 125 members present and eligible to vote. It is the opportunity and duty of the active, honor roll, and honorary members to have a voice or vote during meetings.

SECTION 3:

RESOLUTIONS may be received from THE BOARD or from individual members when accompanied by signatures of 20 active members of the Association.

No resolution from the membership proposed for the annual business membership meeting will be considered unless it has been delivered to the executive vice president no later than sixty (60) days prior to the annual meeting at which it is proposed for consideration. Resolutions so received will be mailed to the membership no less than 30 days prior to the annual meeting.

SECTION 4:

The Executive Vice President shall set an agenda for the annual meeting that has been approved by THE BOARD. This agenda shall be sent to the membership 30 days prior to the meeting.

SECTION 5:

ROBERT'S RULES OF ORDER, REVISED, shall govern the conduct of meetings when not covered by the Bylaws or a higher law. The President may call upon the Parliamentarian at any time during the conduct of any meeting.

ARTICLE VIII: DISSOLUTION

SECTION 1:

Upon the dissolution of the corporation, the Board of Directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

ARTICLE IX: AMENDMENTS

SECTION 1:

The members may amend this Constitution at its annual meeting by a two-thirds majority of the votes cast by those eligible members voting at the meeting, provided that the proposed amendment or amendments shall have been introduced at the preceding Board of Directors meeting and a copy filed with the Executive Vice President at least sixty (60) days prior to the beginning of such meeting.