

CONSTITUTION and BYLAWS

ARTICLE I – Name and Purpose

- Section 1. The name of the organization shall be the Evidence-Based Veterinary Medicine Association, herein identified as “EBVMA” or “the Association.”
- Section 2. Evidence-based veterinary medicine is the formal strategy to integrate the best research evidence available with clinical expertise and owner/manager values into daily veterinary practice. The EBVMA was formed to strengthen the resolve of the veterinary profession in North America to base the practice of veterinary medicine on results from research studies that have been critically-designed and statistically evaluated.

ARTICLE II – Incorporation

- Section 1. The Evidence-Based Veterinary Medicine Association shall be incorporated as a non-profit organization.
- Section 2. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code [Approved December 4, 2007]. 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)(3) of the Internal Revenue Code, including:
- Section 3. To form and maintain an association to be known as Evidence-Based Veterinary Medicine Association, 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)(3) organization:
- A. Provide an organization for the promotion of evidence-based veterinary medicine
 - B. Stimulate improvement in the knowledge-base of evidence-based veterinary medicine
 - C. Encourage the use of evidence-based medicine in schools and colleges of veterinary medicine, and by veterinary specialty boards and veterinary professionals and allied fields.
 - D. Encourage graduate and other forms of advanced education in evidence-based medicine
 - E. Encourage the publication of scholarly articles on evidence-based veterinary medicine

F. Promote the incorporation of the principles of evidence-based medicine in veterinary research, including the proper design of trials and statistical analysis of data, and the use of the experimental designs that provide higher levels of evidence when possible.

Section 4. 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.

Section 5. In general to carry on any other activities in connection therewith not forbidden by the laws of the State of Mississippi and with all the powers conferred upon corporations by the laws of the State of Mississippi, all in accordance with the requirements imposed on organizations described in Section 501 (c)(3) of the Internal Revenue Code. 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. 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)(3) of the Internal Revenue Code.

Section 6. Upon the dissolution of the 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 federal 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal officer of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
[Approved December 4, 2007]

ARTICLE III – Membership

Section 1. The Association shall have two categories of members:

A. Voting members

- (1) Standard Member. Be a graduate of an accredited veterinary college or a non-veterinarian actively engaged in some aspect of evidence-based veterinary medicine, and be a permanent resident of one of the six regions (ART. III, Sect. 3).
- (2) Charter Member. Charter members shall have the qualifications of members and shall be those who joined together at the 2006 Second Symposium on Evidence-Based Veterinary Medicine to initiate the Association. Additional Charter Members may be elected by a two-thirds vote of the original Charter

Members. These latter must also have the qualifications of members and shall be elected within the first year following adoption of these bylaws.

B. Non-voting member categories

- (1) Honorary Member. Includes any individual who has made significant contributions to the field of evidence-based medicine. Nominations for honorary membership can be made by any voting member (ART. III, Sect. 2, A) and shall be forwarded to the Executive Secretary. Nominations should include all pertinent information about the individual and her/his qualifications. The Board of Directors will select no more than two Honorary Members in any one calendar year. An Honorary Member shall not be required to pay any dues or assessments.
- (2) Student Member. This includes individuals enrolled in a DVM/VMD or equivalent degree program, and individuals enrolled in a master's degree, doctoral degree, residency or intern program related to veterinary medicine. The amount of dues shall be determined by the Board of Directors. Student membership shall continue to the end of the calendar year of graduation, during which time the individual may apply by letter to the EBVMA office for conversion to Standard Member status. Student members are required to notify the Executive Secretary about their current enrollment status by July 1 of each year.
- (3) Retired Member. Upon entering retirement, an existing member in good-standing may become eligible for retired membership if said member requests this in writing to the Executive Secretary. Retirement is interpreted to mean that the member has retired from major gainful employment. Dues for Retired Members shall be either none or shall be at a reduced rate.

Section 2. Application for membership

- A. Application for all categories of membership will be submitted to the Executive Secretary of the Association and includes the following materials:
 - (1) A completed membership application.
 - (2) A letter of recommendation from one EBVMA voting member in good standing (This is not a requirement for Charter Members applying at the 2nd EBVM Symposium in 2006, nor of Student Members, nor of members joining during one of the biennial symposia.)
- B. Approval. Suitable applications will be handled as follows:
 - (1) Applications for membership (Standard, Retired, or Student Member) shall be approved by the Executive Secretary representing the Board of Directors of the Association.
 - (2) Nominations for election as honorary members shall be forwarded to the Board of Directors and, to be approved, must receive a two-thirds approval by the Board.

- (3) Nominations for election as Charter Members received within one year of adopting this constitution and bylaws shall be forwarded to the original Charter Members and, to be approved, must receive two-thirds approval of those members.

Section 3. For purposes of representation on the Board of Directors, members are assigned to a region, depending on the location of their primary residence. The specific regions of the Association are as follows:

- A. Northeastern U.S. – Maine, New Hampshire, Vermont, New York, New Jersey, Connecticut, Delaware, Rhode Island, Pennsylvania, Maryland, West Virginia, Massachusetts, and Washington, D. C.
- B. Southern U.S. – Alabama, Arkansas, Georgia, Louisiana, North Carolina, South Carolina, Texas, Virginia, Florida, Mississippi, Oklahoma, Kentucky, and Tennessee, Puerto Rico and the US Virgin Islands.
- C. Central U.S. – Illinois, Indiana, Iowa, Kansas, Michigan, Missouri, Minnesota, Nebraska, Ohio, South Dakota, Wisconsin, and North Dakota.
- D. Western U.S. and Mexico – California, Oregon, Utah, Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Washington, Wyoming, Hawaii, Alaska; Guam, the Marshall Islands and any other US Protectorates or Dominions; and the country of Mexico.
- E. Canadian
- F. International – all other areas not included above.

Section 4. Terms of membership

- A. Good standing. Except as outlined in paragraph C of this section, members are and remain in good standing, provided they pay any assessed dues.
- B. Any member who has not paid her/his assessed dues for six months will be removed from membership in the Association.
- C. The Board of Directors, with proper documentation, may, by two-thirds vote, remove any member from the Association proved to have committed a deed of omission or commission that reflects negatively on the Association. Examples include, but are not limited to:
 - (1) Falsely representing the Association
 - (2) Conviction of a felony
 - (3) A deed that results in the involuntary loss of licensure to practice veterinary medicine

Section 5. Rights of membership - are as follows: The rights to vote and to hold office shall be restricted to Standard Members and Charter Members in good standing. Honorary, Retired, and Student Members shall have all other rights and privileges of membership.

ARTICLE IV – Officers, Administration, and Governance

Section 1. The Association shall be governed by an elected Board of Directors (herein noted as “the Board”) consisting of the following officers: President, President-Elect, immediate Past President, Treasurer, and six Regional Directors.

Section 2. Eligibility

- A. To be eligible for these posts, individuals must be voting members, in good standing, of the Association.
- B. In addition, to be eligible for a Regional Directorship, the individual must have resided in that region for at least two full years.
- C. No individual elected to the office of President shall hold any other office in the Association.
- D. No individual elected to the office of President-elect shall hold any other office in the Association other than Chair of the Program Committee.
- E. No individual elected to the office of Treasurer shall hold any other office in the Association other than Chair of the Finance Committee.

Section 3. Officers: President, President-Elect, and Treasurer

- A. Election. For the initial election of officers (2006), the pre-existing steering committee will serve as the nominating committee and will nominate one or more candidates for each elected position; afterwards, candidate’s names will be placed in nomination by the Nominating Committee at the Business Meeting. Other names can also be placed in nomination by the membership at that time. Following nominations, voting members will be requested to vote by means of a secret ballot. If more than two candidates run for a position and no candidate receives more than 50% of the vote, the two candidates receiving the highest number of votes will be placed on a ballot and the candidate receiving the majority of that voting will be elected. In the event of a tie-vote, the matter will be decided by a witnessed coin flip at a meeting of the Board.
 - (1) President and President-elect. In order to begin the timing of the first election (FY 2006), voting members will be permitted to vote for two candidates. The candidate receiving the highest number of votes will become the President; the member receiving the second highest number of votes will become the President-Elect. In subsequent elections, the President-Elect will be the individual receiving the highest number of votes elected to the position.
 - (2) Treasurer. The individual receiving the highest number of votes for that post will occupy that position.

B. Terms

(1) The President

- (a) The President shall serve a two-year term. Upon completion of her/his term, that individual serves for two additional years as the Past-President on the Board. After this, the individual is ineligible to serve as President or President-Elect for two years.
- (b) In the event of consistent failure to attend to responsibilities, including missing three or more consecutive scheduled meetings, the Board of Directors will review this situation. If the Board deems removal necessary, it will recommend this to the membership and call for a vote. Removal requires a two-thirds vote of the voting membership.
- (c) If the post of the President becomes vacant, the President-Elect becomes the President and serves-out the remaining portion of the President's term.

(2) The President-Elect

- (a) The President-Elect shall serve a two-year term and then automatically becomes the next President.
- (b) In the event of consistent failure to attend to responsibilities, including missing three or more consecutive scheduled meetings, the Board of Directors will review this situation. If the Board deems removal necessary, it will recommend this to the membership and call for a vote. Removal requires a two-thirds vote of the voting membership.
- (c) If the post of the President-Elect becomes vacant, the Nominating Committee will solicit nominations electronically/by mail from the voting membership to fill the remaining term of the post vacated by the President-Elect, and an election will be held by electronic/mail ballot. The individual receiving greater than 50% of the votes cast will be the new President-elect. In case no individual receives greater than 50% of the votes cast, there will be a run-off election held between the two candidates with the highest number of votes. All cases of tie votes will be resolved by a witnessed coin-flip at a meeting of the Board.

(3) The immediate Past President is eligible to serve in this capacity for a two-year period immediately following her/his term as President.

(4) The Treasurer

- (a) The Treasurer shall serve a two-year term.
- (b) In the event of consistent failure to attend to responsibilities, including missing three or more consecutive scheduled meetings, the Board of Directors will review this situation. If the Board deems removal necessary, it will recommend this to the membership and call for a vote. Removal requires a two-thirds vote of the voting membership.
- (c) If the post of the Treasurer becomes vacant, the nominating committee will solicit nominations electronically/by mail from the voting

membership to fill the remaining term of the post vacated by the Treasurer, and an election will be held by electronic/mail ballot. The individual receiving greater than 50% of the votes cast will be the new Treasurer. In case no individual receives greater than 50% of the votes cast, there will be a run-off election held between the two candidates with the highest number of votes. All cases of tie votes will be resolved by a witnessed coin-flip at a meeting of the Board. During this interim, the Executive Secretary will assume the responsibilities of the Treasurer.

C. Duties

(1) The President

- (a) Serves as the presiding officer of the Board, the Executive Committee, and any official meeting of the Association
- (b) Represents the Association in any activity requiring an official representation
- (c) With the exception of the Program, Publications, and Finance Committees, appoints all standing and non-standing committee chairs.
- (d) Appoints an individual to serve as the parliamentarian for a term not to exceed her/his own.
- (e) Is an *ex-officio* member of all committees, except the Nominating Committee.
- (f) Succeeds to the office of Past President and retains that position for two years.

(2) President-Elect

- (a) Serves on the Board of Directors.
- (b) Serves as the President in the event of President's absence
- (c) Is an *ex-officio* member of all committees, except the Nominating Committee
- (d) Succeeds to the office of President after the present President has completed or vacated her/his term of office.
- (e) Serves as the chair of the Program Committee.
- (f) Assists the President as needed.

(3) Immediate past President serves in an advisory capacity to the board.

(4) Treasurer

- (a) Serves on the Board of Directors.
- (b) Serves as chairman of the Finance Committee.
- (c) Arranges for safe keeping of funds and the recording of all transactions, approves all Association expenditures in excess of \$300, and yearly submits to the Association: 1) a financial statement for the previous year and 2) a proposed budget for the next year.

Section 4. Regional Directors

A. Election

- (1) For the initial election of regional directors (2006), the pre-existing steering committee will serve as the Nominating Committee and will nominate one or more candidates for each of the six regional directorships; other names can be placed in nomination by the membership at that time. Thereafter and, until such time as a region has seven or more voting members, the Nominating Committee will place names in nomination at the Business Meeting; other names can also be placed in nomination by the membership at that time. Until a region has seven or more voting members, the regional director shall be elected by a vote of the membership at-large.
- (2) Once a region has seven or more voting members, its director shall be selected and elected by the following process: The Executive Secretary shall solicit nominations by mail or any other means deemed acceptable by the Board from the voting members in that region. The three names receiving the greatest number of nominations will appear on the official ballot. If no nominations are received, the Nominating Committee will make the nomination(s). (In case of a tie, the outcome will be decided by a witnessed flip-of-the-coin at a meeting of the Board.) The official ballot will be distributed to the voting membership in the region for mail/electronic vote and are to be returned to the Executive Secretary for official count. The candidate receiving the greatest number of votes shall be declared elected. Should the office be vacated, the vacancy shall be filled by election by the Board and the individual selected will serve out the remaining term.

B. Terms. Regional Directors will be elected so that their terms are staggered. To accomplish this, for the first year's election (FY 2006), the duration of tenure in office for the individual receiving the highest number of votes will be as follows: Southern U.S. and Central U.S. regions, 4 years; Canadian and Western U.S., and Mexico regions, 3 years; and Northeastern U.S. and International regions, 2 years. Subsequent election for all regional directors will be for a full 4-year term. In the event of any ties, the matter will be decided by a witnessed coin flip at a meeting of the Board. Regional Directors shall not serve consecutive terms unless completing a less-than 4-year term. Terms of office will start July 1 of the first year of the term and run to June 30 of the last year of the term.

C. Removal. Regional Directors can be removed and/or replaced following the guidelines stated for the President (ART. IV, Sect. 3B, (1b)). If so, a replacement will be sought using the election procedure outlined in ART. IV, Sect. 4A (1) if there are less than seven voting members in that region or ART. IV, Sect. 4A (2) if there are seven or more voting members in that region.

Section 5. Executive Secretary

- A. The Executive Secretary is appointed by and serves at the pleasure of the Board of Directors.
- B. Duties. The Executive Secretary serves as executive officer of the Association and is responsible for the day-to-day operations of the Association, including:
 - (1) Conducting the business affairs of the Association, and, in coordination with the Treasurer, collect dues, issue receipts, draw vouchers, and pay bills and expenses.
 - (2) Coordinating all correspondence between the members of the Association and the Board
 - (3) Supervising all staff members of the Association and, with the approval of the Board, hire and dismiss any paid staff members of the Association
 - (4) Attending all official meetings of the Association.
 - (5) Serving as an *ex-officio* member of all Association standing and non-standing committees, except the Nominating Committee.
 - (6) Keeping minutes of all Association Business, Board, and Executive Committee Meetings
 - (7) Retaining copies of all Association documents, which includes
 - (a) Minutes/notes of Association Business, and Board, and Executive Committee Meetings
 - (b) The Association's financial statements.
 - (8) Assisting with such other duties as are assigned by the Board

Section 6. Duties of the Board of Directors

- A. The primary purpose of the Board is to provide continuity of effective leadership from year-to-year concerning objectives and policies adopted by the Association. Accordingly, those duties and responsibilities not delegated to others in this document will reside with the Board.
- B. The Board 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.
- C. The Board hires and evaluates, as necessary, the performance of the Executive Secretary and any other appointed positions, and if necessary, dismisses the individual occupying these positions.
- D. The Board establishes salary and benefits for all Association employees; and upon the recommendation of the Executive Secretary, approves the hiring and, if necessary, the dismissing of any Association employee.

E. Other, specific duties include

- (1) Voting on recommending/not recommending proposed changes to the constitution and bylaws to the voting membership
- (2) Creating and dissolving non-standing committees
- (3) Conferring honorary membership status
- (4) Obtaining funds, including recommending dues (ART. VIII, Sect. 1), to support the Association
- (5) Reading the Association's Conflict of Interest Policy on an annual basis, and completing and returning a form stating that this has been done.

Section 7. Meetings of the Board of Directors

- A. The Board will meet as necessary. The call for such meetings can be issued by the President or by three or more Regional Directors.
- B. Attendance. Board meetings can be conducted in person or by teleconference or videoconference or any other means deemed acceptable to the Board.
- C. Quorum and Presiding Officer. To be official, Board meetings require the presence of the President or President-Elect and at least three of the six Regional Directors and will be presided over by the President or, in her/his absence, the President-Elect. If a purpose of the meeting is to consider reprimanding or removing the President, the meeting will be chaired by the immediate past President and require the presence of four of the six Regional Directors. The President will be excused from that portion of that meeting.
- D. Voting. Unless specified otherwise within this document, official issues of the Board must be decided by a simple majority vote of those in attendance at a quorum-eligible meeting, with the presiding officer voting only in the case of a tie.

ARTICLE V – Committees and Task Groups

Section 1. The Association will have four standing committees:

A. Executive Committee

- (1) Composition. In addition to the President, President-Elect, Past President, Treasurer, and the Executive Secretary (non-voting member), the Executive Committee will be composed of the chairs of all standing and non-standing committees of the Association.
- (2) General duties. This committee will coordinate the activities of the various Association committees.

B. Finance Committee

- (1) Composition. The Treasurer will serve as the chair of this committee. The remaining members of the committee will be two non-Board members of the Association approved by the Board.
- (2) General duties.
 - (a) Direct and oversee the finances of the Association.
 - (b) Annually prepare and present to the Board an operation budget in time for the Board's consideration prior to the beginning of a new fiscal year.

C. Nominating Committee

- (1) Composition. The chair of this committee will be appointed by the President. The remaining committee members will be two non-Board members of the Association approved by the Board of Directors.
- (2) General duties. This committee will select voting member(s) in good standing to fill any elected officer whose term is expiring and any elected officer position, which is vacated and has an unexpired term remaining. Prior to submitting an individual's name for election, the committee must contact the individual and have her/his permission to do so. The committee will then forward the names of suitable candidates to the Executive Secretary.

D. Program Committee

- (1) Composition. The President-Elect will serve as the chair and will appoint at least three other members to serve on the committee.
- (2) General duties. This committee will plan the scholarly sessions of the biennial Program/Meeting to ensure a high-quality meeting.

Section 2. Non-Standing Committees and specific Task Groups. The Board may create and disband additional committees/groups as needed.

Section 3. Chairs of all committees serve in that capacity at the pleasure of the Board.

Section 4. Committee Meetings. The Executive Committee will meet at least two times/year; the Nominating Committee will meet as the need arises; all other committees will meet at least one time/year. Meetings can be conducted in person or by teleconference or videoconference or by any other means deemed acceptable to the Board. Notes of all Executive Committee Meetings will be taken and retained by the Executive Secretary.

ARTICLE VI – Association Meetings

Section 1. There will be three types of official meetings of the Association, all of which are open to all members:

- A. Biennial Business Meeting. Unless specified otherwise by the Board, the Association shall hold its Business Meeting in conjunction with its Biennial Symposium.

- B. Leadership Conference. A planning meeting composed of members of the Board of Directors and the Executive Committee will be held during the summer of the years between its Biennial Business Meeting.
- C. Special Meeting. A special meeting may be called by the President upon written request of ten voting members in good standing.

Section 2. Conduct of Meetings

- A. Quorum. To conduct official business and conduct binding votes, a minimum of the following must be present:
 - (1) The President or the President-Elect and three of the six Regional Directors; and
 - (2) Twelve additional voting members.
- B. The President or, in his/her absence, the President-Elect will chair the meeting.
- C. Unless stated otherwise herein, *Robert's Rules of Order* (revised) shall govern the conduct of all meetings.
- D. Suspension of the rules may be voted by unanimous consent of the voting members present, provided a quorum is in attendance.
- E. Agenda. The agenda will be published 30 days prior to the biennial Business Meeting, and shall consist of at least the following:
 - (1) Call to order, establishment of quorum, and approval of amendments/additions to the agenda
 - (2) Approve minutes of the previous business meeting
 - (3) President's report
 - (4) Executive Secretary's report
 - (5) Treasurer's report
 - (6) Standing committee reports;
 - (7) Other committee reports;
 - (8) Other items noted in the Call of the Meeting or announced by the President at the start of the Meeting; and
 - (9) General issues from the floor.

ARTICLE VII – Dues

Section 1. The amount of the annual dues will be established by the Board.

Section 2. Dues shall become payable on July 1 of each year and shall be remitted to the Executive Secretary. Any member whose dues are not paid by December 31st of that year will be disassociated from the Association. Persons who have lost their

membership status may be reinstated after payment of dues/late fees that are in arrears as well as dues for the ensuing year(s).

ARTICLE VIII – Adoption of and Amendments to this Constitution and Bylaws

Section 1. This document will become official after its adoption by a two-thirds vote of the charter members in attendance at the Annual EBVMA Meeting in June 2006.

Section 2. Proposed amendments to this constitution and bylaws must be approved by at least three voting members in good standing, shall first be submitted to the Board for their consideration. The proposed amendment(s) with the recommendation of the Board will be announced at least thirty (30) days in advance of any regular or special meeting, at which time the proposed amendment will be discussed. Adoption of proposed amendment(s) will require a two-thirds vote of those voting members in attendance at that meeting.

HISTORY

- Original Constitution and Bylaws were approved without objection by those attending a meeting held at the end of the 2nd EBVM Symposium on June 15, 2006, at Mississippi State University, MS.

SUBSTANTIVE AMENDMENTS

- ART II, Sect 5. The name of the state (Mississippi) was added after the Articles of Incorporation were filed with the State of Mississippi on July 6, 2006.
- ART II, Sect 2 and 6 were amended at a Special Meeting held on December 4, 2007.
- ART V, Sect 2D(2) and Sect 5 were adopted at the Business Meeting held on June 9, 2008.
- ART III, Sect 4B and ART V, Sect 2 requiring dues payments within 6 months and changing dues collection from calendar year to fiscal year basis were amended at Business Meeting held on June 14, 2010.
- ART V, Sect 1 Communications Committee drops as a standing committee at Business Meeting held on June 14, 2010.
- ART V Task Groups included in Committee heading at Business Meeting held on June 14, 2010.