

**6th AMENDED AND RESTATED  
BY-LAWS  
OF  
VETERINARY SPECIALTY  
PRACTICE ALLIANCE, INC**

**August 3, 2018**

**AMENDED AND RESTATED BY-LAWS OF  
VETERINARY SPECIALTY PRACTICE ALLIANCE, INC.**

TABLE OF CONTENTS

		Page
<b>ARTICLE 1</b>	<b>JURISDICTION, STATUS, AND TAX YEAR</b>	1
1.01	Jurisdiction	1
1.02	Status	1
1.03	Name	1
1.04	Tax Year	1
<b>ARTICLE 2</b>	<b>AMENDED AND COMPLETELY RESTATED</b>	1
2.01	Supersede Prior By-Laws	1
<b>ARTICLE 3</b>	<b>NON-PROFIT PURPOSE</b>	1
3.01	Non-Profit Purpose	1
<b>ARTICLE 4</b>	<b>ANTI DISCRIMINATION POLICY</b>	2
4.01	Anti-Discrimination Policy	2
<b>ARTICLE 5</b>	<b>DEDICATION OF CORPORATION ASSETS</b>	2
5.01	Dedication of Property	2
<b>ARTICLE 6</b>	<b>ANTITRUST COMPLIANCE POLICY</b>	2
6.01	Nature of the Law	2
6.02	Intent of Corporation	3
6.03	Pro-Competitive Purpose	3
6.04	Preservation of Competition	3
<b>ARTICLE 7</b>	<b>MEMBERSHIP QUALIFICATIONS, RESTRICTIONS, ELECTIONS AND TERMINATION</b>	3
7.01	Membership Qualifications	3
7.02	Member Hospital/Practice Selection	5
7.03	Termination of Membership	6
<b>ARTICLE 8</b>	<b>OFFICERS</b>	7

8.01	Officers	7
8.02	The Executive Board	7
8.03	Election of Officers	7
<b>ARTICLE 9</b>	<b>DUTIES OF OFFICERS</b>	<b>8</b>
9.01	Duties of Executive Board	8
9.02	Duties of Officers	9
<b>ARTICLE 10</b>	<b>MEETINGS</b>	<b>10</b>
10.01	General Meetings of the Membership	10
10.02	Special Meetings	10
10.03	Executive Board Meetings	10
10.04	Notice of Meetings	10
10.05	Quorum at Meetings	10
10.06	Real Time Voting	10
10.07	Roll Call or Voice Vote	10
10.07	Real Time Voting	10
10.08	Majority Vote	11
10.09	Proxy Votes	11
10.10	Rules of Conduct of the Meetings	11
<b>ARTICLE 11</b>	<b>COMMITTEES</b>	<b>11</b>
11.01	Standing Committees	11
11.02	Ex Officio Members	11
11.03	Committee Reports	11
11.04	Special/ Ad Hoc Committees	11
11.05	Committee Expenditures	11
<b>ARTICLE 12</b>	<b>DUES AND FEES</b>	<b>12</b>
12.01	Annual Dues	12
12.02	Special Assessments	12
12.03	Dues Payable	12
12.04	Refund Policy	12
<b>ARTICLE 13</b>	<b>AMENDMENT</b>	<b>12</b>
13.01	Amendment	12
<b>CERTIFICATION PAGE</b>		<b>14</b>
<b>CODE OF ETHICS</b>		<b>15</b>

**AMENDED AND RESTATED  
BY-LAWS  
OF  
VETERINARY SPECIALTY PRACTICE ALLIANCE, INC.  
(the “Corporation”)**

**ARTICLE 1**

**JURISDICTION, STATUS, AND TAX YEAR**

1.01 **Jurisdiction** - This Corporation is a duly organized and existing non-profit corporation under and by virtue of the laws of the State of Kansas.

1.02 **Status** - This Corporation has been determined to be an organization exempt from federal income taxation pursuant to Internal Revenue Code (hereinafter “IRC”) Section 501(c) (6) by way of an IRS Determination Letter dated November 15, 2000.

1.03 **Name** - The Name of this Corporation is Veterinary Specialty Practice Alliance, Inc.

1.04 **Tax Year** – The Corporation’s tax year is a calendar year, January 1 to December 31.

**ARTICLE 2**

**AMENDED AND COMPLETELY RESTATED**

2.01 **Supersede Prior By-Laws** - These By-Laws supersede all prior By-Laws of this Corporation including the original By-Laws adopted on September 18, 2000. Unless further amended pursuant to the provisions contained hereinbelow, these By-Laws shall govern all activities of this Corporation. These By-Laws may be amended by a vote of a majority of the Executive Board; provided however an amendment to Paragraph 9.01 of Article 9 or Paragraph 10.06 of Article 10 require a membership vote as therein provided and specified.

**ARTICLE 3**

**NON-PROFIT PURPOSE**

3.01 **Non-profit Purpose** - The non-profit purpose of this Corporation shall at all times be in compliance with the requirements of IRC Section 501(c)(6), including the Department of Treasury rules and regulations enacted thereunder. Any

literature, statements or policies that might be construed as contrary to said IRC section shall not represent the official non-profit purpose of this Corporation. In that regard, it is expressly and specifically provided herein that the non-profit purpose of this Corporation is; the Corporation will be an industry leader in the advancement of specialty veterinary services. The Membership may be formed into one or more groups or study elements (“Study Elements”) for the purpose of continuing the education of the Members and the Study Element(s) will meet at least once each year for that purpose. The Corporation purpose is not to exclusively benefit the Members of this Corporation. The Members may adopt from time to time additional or different statements of Mission or Vision and or other stated purposes that are consistent with IRC Section 501(c)(6) and the related implementing rules and regulations.

## **ARTICLE 4**

### **ANTI DISCRIMINATION POLICY**

4.01 **Anti-Discrimination Policy** - This Corporation does not discriminate against any persons whether by way of Membership participation or benefits conferred based on race, religion, color, creed, gender or sexual orientation. Any statements, literature or other statements of policy published or otherwise associated with this Corporation, which could be construed to be in conflict with this policy shall be null and void and shall not be considered the position or attitude of this Corporation.

## **ARTICLE 5**

### **DEDICATION OF CORPORATION ASSETS**

5.01 **Dedication of Property** - The property and or other assets of this Corporation are hereby exclusively and in perpetuity dedicated to charitable and non-profit purposes. No individual shall be entitled to a distribution of the Corporation’s assets upon liquidation of the Corporation. All such assets shall upon liquidation of the Corporation be distributed to another non-profit corporation exempt from federal income taxation under IRC Section 501(c)(3) or (6).

## **ARTICLE 6**

### **ANTITRUST COMPLIANCE POLICY**

6.01 **Nature of the Law** - Because of the pervasive impact and complexity of the antitrust laws, the Corporation has established a formal antitrust compliance program. At all times, an officer of the Corporation or Member of the Executive Board will be designated as the Corporation Compliance Officer. In the compliance program, the Corporation will undertake the responsibility of providing you (Member Hospital/Practices and their Representatives) with appropriate

educational materials and presentations concerning the nature and scope of the antitrust laws. In addition, if you have any questions concerning the antitrust ramifications of any present or future business activity of the Corporation, you are authorized and directed to consult with the Compliance Officer or the Corporation's legal counsel.

**6.02 Intent of Corporation** - It is, and always has been, the firmly established policy of the Corporation to comply with all antitrust laws, state and federal. This means not only simply following the written law - it means conducting all business in conformity with the highest standards of ethics and morality, and avoiding conduct that might give even the appearance of wrongdoing.

**6.03 Pro-Competitive Purpose** - The purpose of the antitrust laws is to preserve a competitive economy in which free enterprise can flourish. The Corporation's long insistence upon full compliance with all legal requirements in the antitrust area has not been based solely on the desire to stay within the bounds of the law, but also on our conviction that the preservation of a free competitive economy is essential to the welfare of The Corporation's Members and the country.

**6.04 Preservation of Competition** - The fundamental principle guiding the Corporation's activities is that there will be no agreements entered into which restrict each Member's freedom to make independent decisions in matters that affect competition. Each Member will act in a completely independent manner to set its own prices, establish production levels, develop sales and marketing strategies, choose the markets in which it will operate, and select its customers and suppliers.

## **ARTICLE 7**

### **MEMBERSHIP QUALIFICATIONS, RESTRICTIONS, ELECTIONS AND TERMINATION**

**7.01 Membership Qualifications-** Membership Qualifications- Only Veterinary Hospital/Practices having all of the qualifications hereafter described shall be qualified to be a Member Hospital/Practice of this Corporation. The Corporation shall have two classes of Member: Regular and Transitional. "Member Hospital/Practices", as hereafter characterized and defined shall be the Members of the Corporation. "Regular Member Hospital/Practices" or "Members" shall mean and refer to veterinary Hospital/Practices that: a) are privately owned and not publicly traded; b) provide emergency and overnight care together with patient intake on a 24 hour, 7 day a week basis; c) employ (W2 or 1099) a minimum of one board certified clinician from a specialty recognized by the AVMA; "Transitional Member Hospital/Practices" are also referred to as "Members" shall mean to refer to a veterinary practice that; a) are privately owned and not publicly traded; b) provide specialty care or emergency

care, but not both; c) employ (W2 or 1099) at least one board certified clinician or emergency clinicians. Both classes of Member d) has on-site management; and, e) does not offer “Primary Care” and is otherwise qualified pursuant to any and all rules and regulations adopted by the Executive Board. “Primary Care” for the purposes of these By-laws is defined as non-specialized wellness veterinary services including, but not limited to, vaccinations, dental cleaning and spay and neutering surgical services.

a. **Designated Representative** – Each Member Hospital/Practice will act by and through its “Designated Representative”. Only owners (including sole proprietors, partners, members or shareholders) or Administrators, who have direct responsibility for the operations of the multi-specialty Hospital/Practice, may be Designated Representatives of the Member Hospital/Practice. At the beginning of each General Meeting and Special Meeting each Member Hospital/Practice designates a new Designated Voting Representative for the upcoming meeting which appointment will continue until the next Member meeting.

Each Member Hospital/Practice from time to time may have more than one Designated Representative at any given meeting and all Designated Representatives shall have the right to participate in all discussions; provided that, only one Designated Representative shall have the power to cast that Member Hospital/Practice’s vote in any given election or matter before the Membership. By a majority vote of the Executive Board a Member Hospital/Practice may designate a Designated Representative other than one who is described hereinabove.

b. **Voting** – Voting by Member(s) affiliated with other Member(s) by common ownership (a “**Common-Ownership Group**”) will be through its Designated Voting Representative, provided however, that on any matter the total number of votes available to a Common-Ownership Group is limited to the lesser of: (i) that number that represents thirty percent (30%) of any quorum then voting upon a matter; or, (ii) three (3) votes; and no Designated Voting Representative can be the Designated Voting Representative for more than one Member Hospital/Practice; and

c. **Multi-Specialty Veterinary Hospital/Practice** - As used herein “Multi-Specialty Veterinary Hospital/Practice” shall mean only veterinary Hospital/Practices operated on a full-time basis providing multi-specialty veterinary services to the public, which shall include providing veterinary emergency services on-site with intake of patients 24/7.

d. **Surveys** - To permit Member Hospital/Practices to benefit from common experience and operational problems of other Member Hospital/Practices each Member Hospital/Practice by becoming a Member

Hospital/Practice agrees to participate in all surveys conducted by the Executive Board. Such surveys will be the source of information that will be used in appropriate portions of education of all Members to improve the efficiency of the delivery of veterinary services by them. The raw data in the surveys should not and shall not be made available to any Member Hospital/Practice. The raw data will be delivered to and blended so as not to be identifiable as to source by a CPA regularly engaged by the Corporation. The blended information will be used during Study Element teaching sessions and discussions without any identifying information being present or available to reduce to the greatest extent possible any improper use so as to be consistent with the Corporation's Anti-Trust Compliance Policy.

By becoming a Member Hospital/Practice each Member Hospital/Practice agrees with the Corporation and the other Member Hospital/Practices not to share their respective raw data with any other person other than the CPA of the Corporation for that purpose, and to refrain from disclosing to any other Member Hospital/Practice or Designated Representative the content of the raw data contained in their response to the survey.

e. **Restrictions on Members** - Each Designated Representative shall be required to sign and abide by the Corporation's Rules and Regulations, Ethics Code, Confidentiality Agreement (Non-Disclosure Agreement) and these By-Laws as a condition of becoming a Member Hospital/Practice of this Corporation. In the event of a breach of the Confidentiality Agreement, both the individual responsible for the violation and the Member Hospital/Practice where the individual is employed shall be jointly and severally liable for any loss, liability or damage caused to the Association or any Member as a result of a wrongful disclosure or other breach of the Confidentiality Agreement in addition to membership sanctions.

7.02 **Member Hospital/Practice Selection** - Member Hospital/Practices are admitted to the Corporation through formal application to and approval from the Membership Committee and the Executive Board.

a. **Member Hospital/Practice Selection Procedures**

A prospective Member ("**Applicant**") is screened by Membership Committee or the Executive Director regarding base membership qualifications and requirements, and thereafter:

(i) Applicant completes and signs a formal application along with documentation required to confirm qualification and understanding of rules and regulations, including, pet owner clients zip code and if needed the street address data to membership committee chair with payment of a nonrefundable application fee.



- (ii) Demographic survey is conducted by Corporation to check for overlapping area(s) with existing Member Hospital/Practice(s).
- (iii) Membership Committee evaluates the application and demographic data to determine if the applicant qualifies.
- (iv) Membership Committee conducts in depth interviews of the applicant Hospital/Practice owners and/or administrators.
- (v) Application is submitted to the Executive Board for review with recommendation from Committee.
- (vi) Board announces Application to Members and invites comment.
- (vii) The Membership Committee and Executive Board make final determination regarding the Application.
- (viii) If approved for membership the new Member Hospital/Practice pays an initiation fee and prorated dues for the remainder of the current calendar year.

**7.03 Termination of Membership** - The Executive Board shall enforce the requirements for continued membership in the Corporation by a majority vote of the Executive Board including the following grounds for termination. As it relates to (a) below, a Member Hospital/Practice may be placed on administrative probation for a period of up to two years in order to return to compliance. A terminated Member Hospital/Practice requesting reinstatement will be required to pay a reinstatement fee equal to the application fee and may be required to reapply for membership if ninety days has passed since termination. The following are grounds for termination:

- a. Failure of the Member to maintain its qualifications as provided for hereinabove; or
- b. Misconduct on the part of the Member or any Designated Representative having his or her veterinary license revoked, suspended or censured by the veterinary medical board of any state; or
- c. Any Member Designated Representative being convicted of any felony in any state; or
- d. Acts involving dishonesty, fraud, or moral turpitude; or

- e. Breach of these By-Laws, Rules and Regulations, the Code of Ethics of the Corporation, and or the Confidentiality Agreement; or
- f. Failure to pay dues- A delinquent member shall forfeit membership for failure to pay dues or assessed fees if the dues or fees are not paid within 30 days after notice of delinquency has been sent by the Executive Board to the member's last known address; or
- g. Failing to participate fully in required Corporation activities and functions while on administrative probation; or
- h. Adding primary care to the public as a service at the Member Hospital/Practice campus; or
- i. Becoming or being acquired by a publicly traded company

## **ARTICLE 8**

### **OFFICERS**

8.01 **Officers** - The elected officers of the Corporation shall be the President, President-Elect, Vice President, Secretary, Treasurer, and one Officer at Large. The Study Element Director(s) are Officers that are appointed by the President and will serve at the pleasure of the President but do not serve on the Executive Board.

8.02 **The Executive Board** - The Executive Board shall be composed of the immediate Past President, President, Vice President, Secretary, Treasurer, Officer at Large, and the President-Elect. The immediate Past President and President-Elect shall have no voting rights on the Executive Board.

- a. **Restriction on Board Participation** - The Executive Board shall be composed of at least five (5) voting Officers, no more than two (2) of which are from commonly owned Members.
- b. **Board Requirements** - At least two of the five elected voting Officers must be veterinarians with one of these two being a board-certified veterinary specialist.
- c. **Term of Office Voting Members** - The term of the voting officers for the Executive Board shall be two years. In the event that there is not a candidate for the President Elect position the terms of President and Treasurer may be extended to three years.
- d. **Term of Office Non-Voting Members** - The term of the Past President and President-Elect shall be one year. The term for the

President-Elect will begin one year prior to the individual assuming the office of the President.

e. **Computation of Terms of Office** - All terms of office shall begin at the end of the business meeting during which their election occurred.

8.03 **Election of Officers** - Nominations for the officers, who shall serve on the Executive Board, shall be submitted to the Membership at least thirty (30) days prior to the meeting for election of Executive Board members. Election of Officers shall occur at the last general meeting of the calendar year.

a. **Majority Vote** - Elections shall require a majority vote of all voting members present in person or, if expressly authorized by the Executive Board prior to the meeting as hereafter provided in Article 10 hereof, by proxy, at a regular membership meeting or a special meeting called for the purpose of electing officers.

b. **Filling Vacancies** - Vacancies on the Executive Board that occur by reason of death, resignation, or otherwise, shall be filled by election at the next regular meeting. The Executive Board may appoint a temporary replacement to serve until the next regular meeting of the Members. The term of the replacement officer will be for the remainder of the original term.

c. **Limitation on Number of Offices Held** - No member shall hold more than one elected voting office at a time.

## ARTICLE 9

### DUTIES OF OFFICERS

9.01 **Duties of the Executive Board** - The Executive Board shall govern and manage the affairs and funds of the Corporation including any additional Corporation Groups formed in the future. In addition to those standing committees established by these By-Laws, the Executive Board shall have the power to create, appoint, and discharge special committees, and to prescribe their duties in connection with the affairs and property of the Corporation. The Executive Board shall have the power to delegate duties and to supervise, alter, and/or nullify the work of any committee. The Executive Board shall have the authority to seek an assessment of fees against all members of the Corporation to cover additional existing or proposed expenses as it may determine from time to time (as stipulated in Article 12.02 of these By-Laws). The Executive Board shall have the authority to utilize outside consultants and special meetings to manage the affairs of the Corporation with up to Ten Thousand & No/100 Dollars (\$10,000.00) expense allowance per occurrence. For items expected to exceed Ten Thousand & No/100 Dollars (\$10,000.00) but be less than Thirty Thousand & No/100 Dollars (\$30,000.00) the Executive Board must obtain authorization from the general

membership by a simple majority vote. In the case of an expected expense greater than Thirty Thousand & No/100 Dollars (\$30,000.00) or requiring an assessment to Member Hospital/Practices the Executive Board must obtain authorization from the general membership by a super majority vote of sixty-six (66%). Expenses related to Regular Meetings of the Corporation are expected and excluded from these requirements. The actions of the Executive Board are subject to confirmation, rejection, or review by the voting membership.

a. **Fiscal Matters** - The Executive Board will be responsible for all fiscal matters of this Corporation and the care of any property belonging to the Corporation. The Executive Board shall cause to be prepared annually a detailed statement of the financial condition of the Corporation showing its receipts and expenditures for the current year and other matters of general interest to the membership.

b. **Executive Board Voting** - The members of the Executive Board shall have the same voting rights as the Corporation membership in general membership matters.

9.02 **Duties of Officers** - The following officers shall have the following duties:

a. **President:** The President shall be the principal executive officer of the Corporation and shall preside at all membership meetings, serve as Chairman of the Executive Board, serve as official spokesperson of the Corporation and Executive Board, and perform all other duties that custom, parliamentary practice and usage may require. The President will appoint all committees not provided for by the Executive Board and will serve as a non-voting ex-officio member of all committees. The President will assume the office of Immediate Past President at the expiration of his/her term.

b. **President-Elect:** The President-Elect shall assist the President and Vice President in their duties. The President-Elect shall hold office for one (1) year; this begins one (1) year prior to this individual assuming office of the President. The President-Elect has no voting rights on the Executive Board. The purpose of this position is to facilitate transfer of the activities of the President upon completion of the current President's two year term. The President-Elect shall perform all duties as may be assigned by the Executive Board.

c. **Vice President:** The Vice President shall assist the President and shall assume the duties of the President in the absence of that officer. The Vice President shall perform all duties as may be assigned by the Executive Board.

d. **Secretary:** The Secretary shall send out notices as directed by the Executive Board and shall attend to the correspondence of, and for, the

Corporation. The Secretary shall perform all duties as may be assigned by the Executive Board.

e. **Treasurer:** The Treasurer shall be the custodian of all funds of the Corporation and be responsible for the proper accounting of all receipts and disbursements of the Corporation. The Treasurer shall present at each meeting a report of the financial status of the Corporation and such additional financial reports as the Executive Board may require.

f. **Officer at Large:** The Officer at Large shall be the point of contact for the Study Element Directors and shall perform such duties as may be assigned by the Executive Board.

g. **Appointed Officers:** All appointed officers including the Study Element Directors shall perform such duties as assigned by the President.

## ARTICLE 10

### MEETINGS

10.01 **General Meetings of the Membership** - The Corporation shall hold a minimum of two general membership meetings per year for the purpose of conducting business. The last General Meeting of the calendar year shall be held for the purpose, among other general business, to hold elections of the Membership and Officers of the Executive Board.

10.02 **Special Meetings** - Additional special meetings may be called for and take the form of in person, e-mail, fax, phone, standard mail, video conferencing, or some other form of correspondence. Special Meetings may be called by the Board or by a written request of a majority of the Membership.

10.03 **Executive Board Meetings** - The Executive Board shall meet one time per month either in person, via phone, fax, or e-mail as needed to carry out the usual business of the Corporation and to plan the meetings and activities.

10.04 **Notice of Meetings** - The notice of all general membership and special membership meetings shall be mailed, phoned, faxed, or e-mailed to each member at least 30 days prior to the meeting.

10.05 **Quorum at Meetings** - A quorum of 66 percent of the voting members is required to be present either in person or by proxy at a general or special meeting to conduct the business of the Corporation.

10.06 **Real Time Voting** - In matters related to less than \$30,000 of projected expenses and without planned Member Hospital/Practice assessment or an amendment to By-laws a real time vote will be allowed. The proposed expense or

By-law change will be posted to the Corporation list serve and e-mailed to the voting member of each Hospital/Practice with a fifteen (15) day return date. Absence of response will indicate a vote of YEA for the expense and/or proposed By-law amendment.

**10.07 Roll Call or Voice Vote** – If voting is done by roll call or a voice vote, a vote “yea” will be counted as a yes vote, a vote “No” will be counted as a no vote. Abstentions will not be counted nor will the voter abstaining be counted as being in attendance for the purpose of determining the number of voters present for the purposes of calculating the majority required for passage of any matter.

**10.08 Proxy Votes** -Voting by the general membership on general items may also occur by mailed proxy so long as; a) proxy votes are expressly authorized for voting upon the issue by the Executive Board in advance of the meeting and proxies are furnished to the Members by the Executive Board; b) the proxy vote is signed by the Member’s Designated Voting Representative and it is clearly stated in the proxy the exact nature of the measure being voted upon by said proxy vote. The Executive Board shall be responsible for mailing and collecting proxy votes. A deadline for the return of proxy votes shall be set on a case by case basis by the Executive Board.

**10.09 Majority Vote** - Fifty percent plus one (simple majority) approval by the members present and voting at the meeting in which a general item is being considered is required for acceptance of said general item, unless otherwise stipulated in these By-Laws.

**10.10 Rules of Conduct of the Meetings** - Roberts Rules of Order, Newly Revised shall be the parliamentary guide and shall govern the proceedings of the Corporation at all meetings including those of the committees when not in conflict with specific provisions of the Corporation’s By-Laws.

## **ARTICLE 11**

### **COMMITTEES**

**11.01 Standing Committees** - Standing committees of the Corporation shall be appointed as the need is identified. The Corporation standing committees are: Membership, Agenda, Nominating, Publishing, Website/Webinar and Operational Management Education. The chairperson and members of all standing committees shall be appointed on an annual basis by the President, under the direction of the Executive Board, during whose term the appointment will be valid.

**11.02 Ex Officio Members** - The President is an ex-officio member without voting rights on all standing and special committees.

11.03 **Committee Reports** - All committees are to make reports to the Executive Board and act only on the Executive Board's recommendations.

11.04 **Special/ Ad Hoc Committees** - The Executive Board may from time to time designate special committees to consider matters of interest to the Corporation. The number of members, the manner of appointment, including the designation of the chair, the term of the membership, and the duties of each such committee shall be determined by the Executive Board.

11.05 **Committee Expenditures** - Committee members may recommend expenditures of Corporation funds for programs and projects as approved by the Executive Board.

## ARTICLE 12

### DUES AND FEES

12.01 **Annual Dues** - The annual dues shall be determined, from time to time, by the Executive Board. These dues shall be approved by a 66 percent majority vote of the members present and voting at a regular or special meeting in which the amount is under consideration. In the event no dues election is held in any year, the dues for the coming year shall remain the same as the year immediately preceding it.

12.02 **Special Assessments** - The Executive Board may also assess fees against the general membership for such other purposes as it may determine from time to time. The assessment of these fees requires a sixty six percent (66%) approval of the members present and voting at a regular meeting or special meeting called for this purpose.

12.03 **Dues Payable** - Dues and fees shall be payable by such dates as are specified by the Executive Board. A member shall be considered delinquent if dues or assessed fees are not paid within thirty (30) days after the stipulated date for their collection.

12.04 **Refund Policy** - Should a member voluntarily or involuntarily discontinue membership in the Corporation, there will be no refund of that member's dues or other fees paid to the Corporation.

THIS IS TO CERTIFY:

That I am the duly-elected, qualified and acting Secretary of the above-named corporation; that the foregoing Amended and Restated By-Laws were adopted as the By-Laws of said Corporation on the date set forth above by a duly adopted resolution of:

66% of the membership at a general membership meeting of said Corporation.

OR

A majority of the members of the Board of Directors of said Corporation as the(se) amendment(s) do(es) not involve changes to Paragraph 9.01 of Article 9 or Paragraph 10.06 of Article 10.

IN WITNESS WHEREOF, I have hereunto set my hand this

\_\_\_\_\_. 2018

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Printed Name



## CODE OF ETHICS

We, the Members of the Corporation do hereby ordain and establish a Code of Ethics, founded upon the principles established by the Veterinarian's Oath, in support of the Principles of Veterinary Medical Ethics as established by the American Veterinary Medical Association, and in accordance with law. Guiding and regulating our conduct and activities are these additional principles:

**LOYALTY:** We pledge full loyalty and support to our local association of veterinarians.

**HONESTY:** We pledge honesty in all our dealing as befits the dignity of the professionals.

**PROFESSIONAL COURTESY:** We pledge consideration of our colleagues in the spirit of the Golden Rule.

**CONDUCT:** We pledge to conduct ourselves in a professional and honorable manner.