

BYLAWS OF THE AMERICAN ASSOCIATION OF VETERINARY LABORATORY DIAGNOSTICIANS, INC.

ARTICLE I

The President

Section 1. It shall be the duty of the President, who shall be elected for one (1) year, to preside at all meetings of the American Association of Veterinary Laboratory Diagnosticians, Inc., herein referred to as the Association, and to chair the Executive Board, the Executive Committee, and the House of Delegates.

Section 2. The President shall appoint all committees and representatives, unless otherwise stated in these Bylaws, deemed necessary for the conduct and welfare of the Association's business. All appointees must be active members of the Association in good standing. The President shall serve on all committees as an Ex-Officio member.

Section 3. The President shall have the power to call special meetings of the Executive Board, Executive Committee, or the House of Delegates, whenever deemed necessary.

Section 4. At meetings of the Executive Board and the House of Delegates, the President shall cast a ballot only when the votes are equally divided.

Section 5. The President shall choose a Parliamentarian whose duty shall be to advise the presiding officer during House of Delegate meetings of correct parliamentary procedures when called upon to do so.

Section 6. The President shall be an Active Member of the Association in good standing.

ARTICLE II

The President-Elect

Section 1. It shall be the duty of the President-Elect to assume the duties of the President in case of the latter's absence, disability, or resignation.

Section 2. Upon the President's completion of the term of office, the President-Elect shall assume that office.

Section 3. The President-Elect shall be a voting member of the Executive Board and the Executive Committee.

Section 4. The President-Elect, with the assistance of the Program Committee, shall be responsible for organizing the Annual Scientific Meeting of the Association. In this connection, it will be the responsibility of the President-Elect to call for papers, select speakers, assemble abstracts of the papers to be presented at the Annual Scientific Meeting, and to prepare the abstracts for distribution prior to or at that meeting.

Section 5. In the interest of preserving efficient Association management through the selection of qualified and willing appointees, the President-Elect shall confer with prospective committee members and representatives whom the President-Elect intends to appoint after assuming the chair of President.

Section 6. The President-Elect must be an Active Member of the Association in good standing.

ARTICLE III

The Vice-President

Section 1. It shall be the duty of the Vice-President to assume the duties of the President-Elect in case of the latter's absence, disability or resignation.

Section 2. Upon the President-Elect's completion of the term of office, the Vice-President shall assume that office.

Section 3. The Vice-President shall be a voting member of the Executive Board and the Executive Committee.

Section 4. The Vice-President shall serve as Ex-Officio on the same committees as the President-Elect.

Section 5. The Vice-President shall serve as a program Co-Chair and assist the President-Elect in organizing the Annual Scientific meeting of the Association and is Chair of the Credentials Committee and, with the assistance of the Secretary, shall certify and seat duly selected delegates to the House of Delegates.

Section 6. The Vice-President must be an Active Member of the Association in good standing.

ARTICLE IV

The Secretary-Treasurer

Section 1. The Secretary-Treasurer, hereinafter referred to as the Secretary, shall serve as the Financial Administrative Officer of the Association and shall be responsible for the following:

a. Provide direct oversight of the Executive Director regarding Association financial resources. Keep accurate records of the meetings of the Executive Board, the Executive Committee and the House of Delegates.

b. Establish checking and savings accounts in a federally insured bank(s).

c. Act as custodian of all fiscal assets, which includes the depositing, disbursement and investing of Association funds.

d. Present a current statement of receipts and disbursements at each meeting of the Executive Board.

e. Present an interim financial report of the current year at the annual meeting of the House of Delegates.

f. Prepare a financial review for the previous fiscal year which shall be reported to the Executive Board not later than sixty (60) days after the close of the fiscal year. This financial review shall be published in an official publication of, or posted on the official website of, the Association. The fiscal year of the Association shall be from July 1 to June 30th of each the following year.

g. All other duties that may be specified by these bylaws

Section 2. The Secretary shall be a voting member of the Executive Board and the Executive Committee.

Section 3. The Secretary shall be an active member of the Association in good standing.

Section 4. The term of office for the Secretary shall be three (3) years.

Article V

The Executive Board

Section 1. The Executive Board shall constitute the administrative body of the Association. It shall be composed of the President, who shall serve as Chair, President-Elect, Vice-President, Immediate Past President, Secretary, and one (1) representative from each of the seven (7) geographical regions of the Association. The Director of the US Department of Agriculture National Veterinary Service Laboratories and the official responsible for Diagnostic Services within the Canadian Food Inspection Agency, the president of the American Veterinary Medical Association (AVMA) or their representatives, shall serve as Ex-Officio members of the Executive Board.

A. The seven (7) geographical regions of the Association are:

1. Region 1 (Northeast) - Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, West Virginia and Vermont (Elected 2011).

2. Region 2 (Southeast) - Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, Puerto Rico and the Virgin Islands (Elected 2011).

3. Region 3 (North Central) - Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, South Dakota and Wisconsin (Elected 2010).

4. Region 4 (South Central) - Arkansas, Louisiana, Oklahoma, Texas and New Mexico (Elected 2010).

5. Region 5 (Northwest) - Alaska, Idaho, Montana, Oregon, Washington and Wyoming (Elected 2009).

6. Region 6 (Southwest) - Arizona, California, Colorado, Hawaii, Nevada and Utah (Elected 2009).

7. Region 7 (Canada) - Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Nova Scotia, Ontario, Prince Edward Island, Quebec and Saskatchewan (Elected 2009).

B. The Executive Board shall determine the activities and policies of the Association and shall advise the House of Delegates and the membership of its activities periodically but not less than annually. The

Executive Board shall have the authority to engage an Executive Director, to provide authority and resources for staff under the direction of the Executive Director, to retain an auditor and professional counsel as deemed necessary, and to conduct the affairs of the association in accordance with these bylaws.

C. The Executive Board shall meet at least three (3) times during the year.

D. The minutes of the Executive Board meetings shall be published in an Association publication, or posted on the official website of, the Association.

E. Seven (7) members shall constitute a quorum for the conduct of Association business. All actions of the Executive Board shall require a vote of the majority of the members present at a meeting at which a quorum is present. Voting may be conducted in session or via U.S. Postal Service, non-governmental delivery service, electronic transmission, teleconference or other means approved by the Executive Board unless contrary to any applicable state or federal law, rule or regulation.

Section 2. Each regional representative to the Executive Board shall be elected by the membership of the respective region. A list of nominees shall be prepared by a committee appointed by the President. The committee shall consist of three members from the same region. This list of nominees shall be presented to the Secretary-Treasurer at least ninety (90) days prior to the annual meeting of the Association. A ballot shall be prepared and distributed by the Secretary to all members of the region at least sixty (60) days prior to the annual meeting. Members shall have thirty (30) days to mark and return their ballots to the Secretary. Ballots will be canvassed by the Secretary and one other active member appointed by the President. The nominee receiving a plurality of votes shall be declared duly elected and shall be seated at the conclusion of the second House of Delegates meeting.

a. The regional representatives shall be elected for a term of three (3) years. Regional representatives may be elected to no more than two (2) successive terms. Elections shall be so arranged to allow two (2) new regional representatives to be elected each year except every third year when three (3) regional representatives shall be elected.

b. In the event that a vacancy on the Executive Board occurs, the Executive Board shall appoint a member from the specific region to complete the normal term of the representative being replaced.

Section 3. All members of the Executive Board must be active members of the Association in good standing.

ARTICLE VI

The Executive Committee

Section 1. The President, President-Elect, Vice-President, Immediate Past President, and the Secretary shall constitute the Executive Committee. Each shall have equal vote.

Section 2. The duties of the Executive Committee, in addition to those assigned by the Executive Board or prescribed from time to time by these Bylaws, shall be to act as the administrative body of the Association between meetings of the Executive Board. The Executive Committee shall review the current budget and monitor the financial affairs of the Association. All actions and recommendations of the Executive Committee shall be presented to the Executive Board at any properly constituted meeting of that body for approval.

Section 3. The Executive Committee shall meet at least (3) times a year. Meetings may be conducted in session, by teleconference, by electronic mail, or by any other means of communication.

ARTICLE VII

Executive Director

Section 1. The Executive Director shall serve as the manager of the Association and shall provide operational oversight and direction in the use of the financial, human, and technology resources of the Association.

Section 2. The Executive Board, through a position description, and these bylaws, shall direct the specific responsibilities and authority of the Executive Director. Broad responsibilities shall include:

- a. Supervision and coordination of Association staff
- b. Maintaining records and files of the Association, including meetings of the Executive Board, Executive Committee, and House of Delegates.
- c. Documenting and maintaining the policies and procedures of the Association.
- d. Assisting Secretary-Treasurer in managing financial resources of the Association.
- e. Serving as primary point of contact for entities internal and external to the Association.
- f. Coordinating the Association Annual Meeting in conjunction with AAVLD Program Chair and USAHA Executive Director.
- g. Providing administrative assistance to Association Committees
- h. All other duties that may be specified by these bylaws

Section 3. The Executive Director shall report to the Executive Board of the Association.

ARTICLE VIII

The House of Delegates

Section 1. The House of Delegates shall constitute the legislative body of the Association. It shall be composed of a delegate from each of the fifty (50) U.S. states, a delegate from each of the ten (10) Canadian provinces, a delegate from Puerto Rico and a delegate from Mexico. In addition, a

representative from the USDA National Veterinary Services Laboratories and a representative from the U.S. Animal Health Association shall also serve as delegates to the House of Delegates. Each delegate shall have one vote.

Section 2. The President shall be the presiding officer and shall cast a ballot in case of tie votes. The President-Elect, Vice-President, and Secretary shall be Ex-Officio members.

Section 3. It shall be the responsibility of each State or political division to select its own Delegate and Alternate Delegate.

Section 4. A Delegate must be an individual who is actively engaged in veterinary diagnostic laboratory medicine and who is an active member in good standing. Alternate Delegates, certified by the Vice-President, may serve in the absence of the Delegates.

Section 5. The House of Delegates shall report its activities annually to the Association's membership. It may establish its own rules of conduct.

ARTICLE IX

Committees

Section 1. All committees shall follow policies and procedures described in the most recent version of "AAVLD Committees Standard Operating Procedures".

Standing committees are mandated by the association and shall include the Accreditation Committee, the Awards Committee, the Credentials Committee, the Membership Committee, the Nominating Committee, the Program Committee, the Communications Committee, the AAVLD Foundation Committee and the Strategic Planning Committee.

All committee members are to be appointed and approved by the President to serve during the President's term of office unless otherwise specified by these bylaws, or for joint USAHA/AAVLD committees or other joint organization committees, appointed jointly by the Presidents of each organization. The Executive Board or the House of Delegates may instruct the President to appoint special committees or the President may create or sunset such committees and taskforces with the concurrence of the Executive Committee as deemed necessary to conduct the business of the association.

Subsection A. Each committee Chair shall submit an annual written report to the House of Delegates and the membership. The report or an abstract of the report will be published in an Association Publication, or posted on the official website of, the Association. Interim written or oral reports may be presented to the Executive Board anytime that the committee Chair deems that such a report is necessary.

Subsection B. Ad Hoc committee and Special Committee Chairs shall submit an annual written report to the House of Delegates and at the time that the specific charge to the committee has been completed.

Section 2. Accreditation Committee. It shall be the duties and responsibilities of this committee to:

- A. Develop and periodically review procedures and criteria for the accreditation and continuance of accreditation of veterinary diagnostic laboratories.
- B. Establish the various categories of accreditation, e.g., full-service, species-specific, provisional, etc.
- C. Review laboratory applications for accreditation and, if acceptable, conduct on-site laboratory visitations to determine if the applicant laboratory meets the criteria for accreditation as set forth by the committee.
- D. At intervals, as established by the committee, conduct on-site visitations of accredited laboratories to determine if these laboratories have maintained the criteria for accreditation and should have certification continued.

Subsection A. The Committee shall consist of a Chair and Vice Chair, or Co-Chairs who may be reappointed annually for no more than five (5) consecutive terms, and at least two (2) members from each of the regions of the Association. All members of the committee must have been affiliated with a laboratory accredited to AAVLD Requirements, or to ISO17025, ISO15189 or an equivalent international standard.

Subsection B. The committee shall be self-sufficient. Operating funds shall be derived from fees collected for accreditation and annual recertification. The fees, based upon the recommendation of the committee, shall be set by the Executive Board.

Section 3. Awards Committee. It shall be the duty of this committee to select recipients for the various awards given by the Association. Selection of individuals for the various awards shall be by a majority vote of the committee.

Subsection A. The committee shall consist of the three (3) Past Presidents appointed by the President. The most Immediate Past President shall be Chair. The Chair of the Foundation Committee will serve as an ex-officio member of the committee. The Chair may appoint member(s) from AAVLD Special Committees for implementation of awards as needed: members will serve for one year and may be re-appointed.

Subsection B. Awards granted by the AAVLD Executive Board, House of Delegates, committee or subcommittee of AAVLD or presented at the annual meeting shall be submitted to the Executive Board by the sponsoring committee or organization for approval. Such awards will generally be selected by the awards committee or another current AAVLD standing or special committee or as otherwise stipulated in the award approval. An awards SOP approved by the AAVLD Executive Board will serve as a catalog for the approved awards and processes and can be amended by majority vote of the executive board, as needed.

Section 4. Credentials Committee. It shall be the duty of this committee to certify Delegates and Alternate Delegates to the House of Delegates. The committee shall be chaired by the Vice-President.

Section 5. Membership Committee. It shall be the duty of this committee to interest eligible individuals in joining the Association and to report on the status of the overall membership. This committee shall be co-chaired by the Vice-President and shall consist of seven (7) members representing each of the seven (7) regions of the Association.

Section 6. Nominating Committee. It shall be the duty of this committee to select a slate of nominees for the office of Vice-President, Secretary-Treasurer, and others as may be specified by these Bylaws. The committee shall consist of the Immediate Past President, who will serve as Chair, and three (3) or four (4) active members of the Association selected from the respective regions on even and odd years. During even numbered years the three (3) members of the committee shall be selected from regions 2, 4 and 6 and during odd numbered years the four (4) members shall be selected from regions 1, 3, 5 and 7. Only one of the members chosen may be a regional representative to the Executive Board.

Section 7. Program Committee. It shall be the duty of this committee to select papers for the Annual Scientific Meeting of the Association. The committee shall consist of the President-Elect, who will serve as Chair of the committee, the Vice-President and other appointed members of the Association. Members will serve for one year and may be reappointed.

Section 8. Communications Committee. It shall be the duty and responsibility of this committee to act as an Advisory Board for all Association communications and to recommend editorial policies and appointments to the President, Executive Board, Executive Committee, and the House of Delegates.

Subsection A. The Committee shall be composed of the editors of the *Journal*, Newsletter, Web page and Monographs, as applicable, and six (6) members at-large who shall be appointed by the President for a four (4)-year term. Appointments shall so be arranged to allow at least one (1) new appointment each year. The initial appointments to the Committee shall be as follows: one (1) member for (1) year, one (1) member for two (2) years, one (1) member for three (3) years, and one (1) member for four (4) years.

Subsection B. The publications of the Association shall be the *Journal of Veterinary Diagnostic Investigation*, the Newsletter, Web page and other publications as approved by the Executive Board.

1. *Journal of Veterinary Diagnostic Investigation*. The *Journal* shall be published at least four (4) times a year. Articles for publication in the *Journal* shall be reviewed by the Editor and the Editorial Board of the *Journal*.

2. The Newsletter. It shall be the responsibility of the Editor and Editorial Board of this publication to prepare the Newsletter, which shall be published at least three (3) times a year.

Subsection C. The Editors and Editorial Boards of the various Association publications shall be appointed by the President for a term of three (3) years. Editors and Editorial Boards may be appointed to succeed themselves. One-third (1/3) of each Editorial Board shall be appointed or reappointed each year. The initial appointments to the various Boards shall be as follows: 1/3 of each board shall be appointed for

one (1) year, 1/3 for two (2) years, and 1/3 for three (3) years. Each editor shall be appointed for a three (3) year term.

Section 9. AAVLD Foundation Committee. It shall be the duty of this committee to be responsible for the development, investment and disbursement of AAVLD Foundation funds. The committee shall consist of at least twelve (12) members appointed by the President for a three (3) year term. Initially four (4) members shall be appointed for one (1) year, four (4) members for two (2) years and four (4) members for three (3) years. The committee members may be reappointed to succeed themselves. The committee shall select one of their members to act as Chair. All committee members shall have an equal vote. The committee may recommend to the President the names of individuals who should be considered as possible replacements for retiring members of the committee. The Secretary-Treasurer shall serve as a non-voting member of the committee.

Subsection A. All actions by the committee regarding fund raising, investments and disbursement of funds shall be approved by the Executive Board.

Subsection B. The committee shall meet as often as necessary to assure that Foundation funds are properly managed. It shall be the responsibility of the committee to ascertain that all requests for funds are limited to the advancement of Diagnostic Veterinary Medicine (e.g. grants, scholarships, prizes, etc.) Foundation funds will not be allocated to supplement Association operating funds.

Section 10. Strategic Planning Committee. It shall be the duty of this committee to develop, monitor, assess, and improve the strategic plan of the AAVLD; and to ensure awareness and accountability of the Executive Board to the vision, mission, and core values of the AAVLD. The committee shall consist of two AAVLD members in good standing appointed by the President as Co-Chairs, the AAVLD president elect, vice president, and immediate past president, as well as non-Executive members appointed by the President for three (3) year terms, so that at least one (1) member from each of the seven (7) regions of the Association are represented on the committee. All committee members shall have an equal vote.

Subsection A. All proposed revisions to the Strategic Plan shall be approved by the Executive Board.

Subsection B. The committee shall meet as often as necessary to respond to the concerns of the membership regarding issues affecting the future of the organization, as identified by the Executive Board.

Subsection C. The committee shall work with subject matter experts (where applicable and available), the Executive Director, and Association Staff to develop appropriate survey instruments for distribution to the membership not more often than annually.

ARTICLE X

ASSOCIATION STAFF

SECTION 1. The Executive Board may engage the service of an Executive Director who shall serve as the chief staff officer of the Association and perform such duties of the Association as are designated by the

Executive Board. The Executive Director shall be an ex-officio member of all committees, without the power to vote.

SECTION 2. The Executive Board may authorize the Executive Director to engage staff personnel and contractors to assist the Executive Director and perform such other functions as deemed necessary for the Association.

ARTICLE XI.

Membership and Dues

Section 1. The classes of membership of the Association shall be Active, Retired, Life, Honorary, Graduate Student/Resident, Associate, and Student.

Section 2. Active Membership. Any individual interested in any area of animal disease laboratory diagnosis shall be eligible for Active Membership

Subsection A. Applications for Active Membership shall be submitted in writing to the Secretary.

Subsection B. Active members who are three (3) months in arrears in payment of annual dues shall be dropped from the rolls of the Association. Application for reinstatement shall be made in writing to the Secretary. Such applications must be accompanied with payment of current dues.

Section 3. Retired Membership. Any individual who has been an Active Member of the Association for at least the past (10) years and who is retired from active professional life, may request the Executive Board in writing, to grant Retired Membership status. Retired Members shall have all the privileges of Active Membership provided annual receipt of their payment of 25% of current active membership dues.

Section 4. Life Membership.

A Life Member is any individual member who has maintained membership in the Association for 35 years, or if such member is at the point of retirement, for 25 years. Life members shall have all the privileges of active members and shall be exempted from payment of all dues. Such individuals may be nominated or self-nominate via written request to the Executive Board for placement on the next HOD agenda. Life Membership shall be granted by a majority vote of the House of Delegates.

Section 5. Honorary Membership.

Any person not otherwise a member of the Association who has contributed in an outstanding way to the mission of the organization. Awardees are often from outside of the typical disciplines of the AAVLD, or from an allied profession or field, or from a geographically distant region. Honorary Members shall not have the right to vote or hold an Association office.

Honorary Membership shall be conferred by a 2/3 vote of the House of Delegates. Active, Retired, and Life Members shall not be eligible for Honorary Membership. Honorary Members shall be exempt from

payment of all dues. If necessary, Honorary Membership may be terminated by a majority vote of the Executive Board.

Section 6. Graduate Student/Resident Membership. Any individual interested in and/or engaged in the field of disease diagnosis in animals who is concurrently pursuing residency training or graduate studies in a discipline directly related to animal disease diagnosis shall be eligible for Graduate Student/Resident Membership. This membership classification by an individual shall be limited to a maximum period of seven (7) years. Members in this classification have all the rights and privileges of Active Members.

Section 7. Associate Membership: Will be limited to those individuals who hold clerical and technical staff positions in a laboratory that is engaged in an area of animal disease laboratory diagnosis. Associate members shall have all the rights of an active member except that they will not have the right to vote, hold an Association office, or receive a printed copy of the official journal of the Association without an additional payment.

Subsection A. Individuals desiring associate membership must submit with their application and/or dues a letter from the director of their organization attesting that they meet the criteria for associate membership.

Section 8. Student membership. Any individual interested in the field of disease diagnosis in animals who is concurrently in an undergraduate or veterinary degree program. Student members will have all the rights of an active member except that they will not have the right to vote, hold an Association office, chair a committee or receive a printed copy of the official journal of the Association. Electronic access to the official journal of the Association shall be included in their membership.

Section 9. Institutional / Agency membership: Any state or national institution such as colleges, departments or laboratories as well as government agencies with a bona fide interest in the mission, vision and values of the Association may join under this membership class. Anyone who enters membership via the Institutional / Agency membership category shall have all rights of membership under the specific member class for which they qualify.

Section 10. Affiliated Industry Sustaining Member: Any company with a bona fide interest in the mission, vision and values of the Association may demonstrate their annual sustaining support by joining under this membership category. This sustaining member category is independent from annual meeting sponsorship opportunities which still remain with specific designated benefits regarding the annual meeting. Affiliated Industry Sustaining Members will not have the right to vote, hold an Association office, chair a committee, serve as a delegate in the House of Delegates, nor receive a printed copy of the official journal of the Association. However, their sustaining support will be recognized via the Association's communications channels.

Section 11. Dues: Annual dues for Active, Retired, Associate, Graduate Student/Resident, Student, Institutional and Affiliated Industry members shall be established by a 3/4 vote of the House of Delegates.

Subsection A. Dues are payable on October 1. Members who are three (3) months in arrears in payment of annual dues shall be dropped from the rolls of the Association.

Subsection B. Application for reinstatement shall be made in writing to the secretary. Such application must be accompanied with payment of current dues.

Subsection C. Registration fees for the Annual Scientific Meeting shall be set by the Executive Board.

ARTICLE XII

Elections

Section 1. The Vice-President, Secretary, and others as may be specified by these Bylaws shall be elected by mail or electronic ballot by a majority of the members voting.

Section 2. At least ninety (90) days before the Annual Meeting of the Association, the Nominating Committee shall submit to the Secretary the names of candidates for Vice-President, Secretary, and any other as specified by these Bylaws. All nominees must be Active Members of the Association and have indicated a willingness to serve if elected. Members of the Association are urged to suggest names of possible candidates to the Nomination Committee.

Section 3. The Secretary shall prepare a ballot listing the candidates in alphabetical order with a provision for a write-in vote for each office. The ballot shall be mailed or sent via electronic notification to all Active Members of the Association at least sixty (60) days prior to the Annual Meeting. If mailed, the announcement of the election, an official mailing envelope addressed to the Secretary and bearing the word "BALLOT" in the lower left hand corner, and a short resume of each candidate shall be enclosed with the ballot.

Section 4. Members shall have thirty (30) days to mark and submit the ballots to the Secretary. Ballots will be canvassed by the Secretary and two other Active Members appointed by the President. The nominee receiving the plurality of votes shall be declared duly elected and shall be installed during the Annual Meeting of the Association. Successful candidates and the Executive Board shall be advised by the Secretary of the results of the election as soon as the tabulation of the ballots has been completed. In the event of a tie vote, the election will be decided by a secret ballot of the House of Delegates.

ARTICLE XIII

Meetings

Section 1. Annual Scientific Meeting. The Annual Scientific Meeting of the Association, hereinafter referred to as the Annual Meeting, may be held immediately preceding the dates of the annual meeting of the US Animal Health Association and may be at the same location. At the opening of the Annual Meeting, it will be the responsibility of the outgoing President to address the membership. The incoming President shall be installed at the conclusion of the second House of Delegates meeting.

Section 2. House of Delegates. The House of Delegates shall hold two (2) regular meetings annually. The first shall be held the day of the start of the scientific sessions of the Annual Meeting, and the second shall be held at the conclusion of the Annual Meeting.

Subsection A. At least twenty (20) Delegates shall constitute a quorum for the conduct of business.

Subsection B. Special meetings of the House of Delegates may be called by the President upon the approval of the Executive Board. Delegates shall be notified in writing at least two (2) weeks prior to the meetings as to when and where the meeting will be held and the purpose of the meeting.

Subsection C. All meetings of the Association shall be governed by Robert's Rules of Order when not in conflict with these Bylaws.

Subsection D. Order of business:

1. Registration
2. Call to Order
3. Report of the Secretary-Treasurer
4. Report of the President/Executive Board
5. Committee Reports
6. Old Business
7. New Business
8. Adjournment

ARTICLE XIV

Indemnification of Directors, Officers, Employees and Agents

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any claim, action, suit or proceeding by reason of the fact that such person is or was an officer, director, delegate, employee or agent of the Association. Such indemnification shall be against any reasonable expenses and judgments, fines, penalties and amounts reasonably paid in settlement actually incurred by such person, provided however that such indemnification shall be conditional upon the Association being afforded the opportunity to participate directly on behalf of such person in such claim, action, proceeding or settlement discussion.

This Article shall be applicable to all claims, actions, suits or proceedings commenced whether arising from acts or omissions occurring before or after the adoption of this Article. The provisions of this Article shall not apply to acts of gross negligence or intentional actions outside of the scope of such

person's role as an officer, director, delegate, employee or agent of the Association or in contravention of these bylaws.

ARTICLE XV

Amendments

Section 1. These Bylaws may be amended by a majority vote of the House of Delegates provided that the specific changes to be acted upon shall have been presented in writing at a previous meeting of the House of Delegates.

Section 2. Any article or section of these Bylaws may be suspended during that single meeting only by the unanimous consent of the members present.

Section 3. Any amendments or changes to these Bylaws shall become effective immediately after the close of the Annual Meeting of the Association.

ARTICLE XVI

Effective Date

Section 1. These Bylaws shall become effective when adopted by the House of Delegates.

Section 2. All Bylaws existing prior to the acceptance date of these Bylaws shall be declared null and void.

Adopted October 27, 1987

Amended October 31, 1989

Amended October 9, 1990

Amended October 29, 1991

Amended October 26, 1993

Amended October 31, 1995

Amended October 12, 1996

Amended October 21, 1997

Amended October 4, 1998

Amended October 11, 1999

Amended October 21, 2000

Amended October 25, 2004

Amended November 7, 2005

Amended October 16, 2006

Amended November 15, 2010

Amended October 3, 2011

Amended October 22, 2012

Amended October 21, 2013

Amended October 26, 2015

Amended October 22, 2018

Amended October 28, 2019

Amended October 19, 2020