AMERICAN ASSOCIATION OF VETERINARY STATE BOARDS

BYLAWS

ARTICLE I. NAME.

Section 1. Name.

The name of this organization is the American Association of Veterinary State Boards.

Section 2. Location.

The principle offices of the Association shall be located in such place or places as determined from time to time by the Board of Directors.

ARTICLE II. PURPOSE.

The objective of this Association is to aid regulatory boards of veterinary medicine in the protection of the public health and welfare by:

a. Acting as a clearinghouse for research, collection and dissemination of information and ideas among Member Boards concerning legal regulation of the veterinary profession.
b. Encouraging and aiding collaborative efforts among Member Boards to simplify and standardize licensing and certification processes for veterinarians and veterinary technicians.
c. Representing the opinions of the Association in those matters related to the provision of veterinary services by interacting with other veterinary organizations; legislative, judicial, regulatory or executive governmental bodies; and with other groups or associations whose areas of interest may coincide with those of the Association.
d. Providing assistance to Member Boards in fulfilling statutory, public, and ethical obligations in legal regulation and enforcement.
e. Communicating with and advising the National Board of Veterinary Medical Examiners on examination matters of relevance to Member Boards.
f. Overseeing collection and dissemination of information regarding disciplinary actions taken by Member Boards.
g. Identifying and promoting desirable and reasonable uniformity in practice standards and expected outcomes of veterinary education.
h. Providing veterinary medical educational programs with statistical information about examinees' performances on the licensing and certification examinations, when requested, within the legal limitations regarding confidentiality of examinees.
i. Credentialing and overseeing the qualifying process by which foreign-trained veterinarians become eligible for licensure, including consultation with parties of interest.

j. Providing Member Boards with programs that assist them in meeting their responsibilities on licensure, registration, regulation, and enforcement regarding the practice of veterinary medicine and veterinary technology.

ARTICLE III. DEFINITIONS.

Section 1. Association.

"Association" shall mean the American Association of Veterinary State Boards (AAVSB).

Section 2. Board.

"Board" shall mean the governmental agency empowered to credential and regulate the practice of veterinary medicine in any of the States and Commonwealths of the United States, its territories, the District of Columbia, and insular possessions of the United States, individual provinces of Canada, and additional comparable entities.

Section 3. Board of Directors.

"Board of Directors" shall mean the Board of Directors of the American Association of Veterinary State Boards. For clarity, the Board of Directors is referred to as the "AAVSB Board of Directors" or the "Board of Directors."

Section 4. Member Board.

"Member Board" shall mean any Board as defined above which is duly accepted into the Association pursuant to these Bylaws. Member Boards shall pay annual Member Board dues as determined by the Board of Directors and approved by the Delegate Assembly.

Section 5. Associate Member.

"Associate Member" shall mean any individual who has previously served on a Member Board and who applies for and receives recognition from the Board of Directors. Associate Members shall pay annual Associate Member dues as determined by the Board of Directors. Failure to timely pay Associate Member dues shall result in termination of membership.

Section 6. Affiliate Member.

"Affiliate Member" shall mean the current Executive Director/Executive Officer/Administrator or other individual who holds a similar title or position with a Member Board and who notifies the AAVSB office of such position.

Section 7. Delegate.

"Delegate" shall mean a current member or Affiliate Member of a Member Board designated by the Member Board as its Delegate to the AAVSB Delegate Assembly.

Section 8. Alternate Delegate.

"Alternate Delegate" shall mean a current member or Affiliate Member of a Member Board designated by the Member Board as its Alternate Delegate to the AAVSB Delegate Assembly.

Section 9. Delegate Assembly.

"Delegate Assembly" shall mean the governing body that is comprised of Member Boards.

Section 10. Licensed Veterinarian.

"Licensed Veterinarian" shall mean an individual authorized by a Board to practice veterinary medicine in that jurisdiction.

Section 11. Licensed Veterinary Technician.

“Licensed Veterinary Technician” shall mean an individual authorized by a Board to practice as a veterinary technician in that jurisdiction.

Section 12. Public Member.

"Public Member" shall mean a current member of a Board who is not, nor has ever been, a Licensed Veterinarian or Licensed Veterinary Technician.

ARTICLE IV. MEMBERSHIP.

Section 1. Application.

Upon receipt of a written indication of interest in membership by a Board, the Executive Director will respond within 30 days with an application for membership.

Section 2. Admittance.

A Board, which qualifies for membership, may be admitted into the Association as a Member Board by the Board of Directors, after seeking comment and opinion from Member Boards.

Section 3. Rights and Privileges.

A Member Board that is current on its payment of membership dues and other applicable fees shall have all rights of membership, including the right to vote on all matters duly brought before the membership.

Section 4. Termination of Membership.

a. Membership may be terminated at an Annual Delegate Assembly when so ordered by an affirmative vote of a two-thirds majority of all Member Boards, that is as if the established quorum included all Member Boards. Written notice that termination is to be considered and the cause for the action shall be sent by the Secretary of the Association to all Delegates and to the Member Boards not less than 90 days prior to the meeting. The Member Board in question shall have opportunity to be heard, with representation by counsel, before a vote is taken.

b. Upon termination, all rights of the Member Board as provided in these Bylaws shall cease.

Section 5. Reinstatement.

Reinstatement may be granted by the Board of Directors upon appropriate reapplication and compliance with all conditions set forth by the Board of Directors.

ARTICLE V. DELEGATE ASSEMBLY.

Section 1. Delegates.

The Delegate for each Member Board shall be seated by the Secretary under policies established by the Board of Directors, including the necessity to require an appropriate credential from the Member Board.

Section 2. Alternate Delegates.

Each Member Board shall have the right to designate an Alternate Delegate to act on its behalf in the event of the absence of the Delegate and under policies established by the Board of Directors.

Section 3. Delegate Assembly Authority.

The Delegate Assembly may take such action, not in conflict with the Association Articles of Incorporation or these Bylaws, as it deems necessary, expedient or desirable to fulfill and implement the Association's stated purposes. The Delegate Assembly shall provide direction for the Association by Member Board participation, through the election of representatives, and through the resolution process.

ARTICLE VI. DELEGATE ASSEMBLY MEETINGS.

Section 1. Annual Delegate Assembly.

The Annual Delegate Assembly shall be held yearly at a time and place to be determined by the Board of Directors.

Section 2. Educational Meeting.

In addition to its Annual Delegate Assembly, the Association may hold an Educational Meeting at a time and place to be determined by the Board of Directors. No Association business shall be conducted at the Educational Meeting, unless the Board of Directors notifies Delegates, Alternate Delegates, and all Member Boards of the necessity to conduct business in accordance with the required time lines for notice of the meeting.

Section 3. Special Meeting.

Special Meetings of the Delegate Assembly may be called by the President at any time with the approval of a majority of the Board of Directors. The President must call a Special Meeting if and when the Secretary receives written request thereof from at least one-half of the Member Boards of the Association.

Section 4. Notice and Agenda.

The Secretary of the Association shall send notice and a proposed agenda for all Annual Delegate Assemblies, Educational Meetings, and Special Meetings to all Member Boards at least 60 days prior to the meeting date. The agenda for the Annual Delegate Assembly shall be presented to the Delegate Assembly at the commencement of the meeting, and, with the exception of the elections, may be revised by an affirmative vote of a majority of Member Boards present.

Section 5. Quorum and Voting.

In order to conduct business at any meeting of the Delegate Assembly, a quorum must be established consisting of the presence and seating of at least a majority of all Member Boards. Assuming the presence and seating of a majority of Member Boards as referenced above, the total number of Member Boards in attendance shall constitute the quorum. Unless otherwise required by applicable law, AAVSB Articles of Incorporation, these Bylaws, or Robert's Rules of Order, all matters brought to a vote shall require an affirmative vote of a majority of the quorum for adoption. In the absence of representation of a majority, those Member Boards in attendance shall have the authority to adjourn the meeting by a majority vote.

Section 6. Participation.

A Member Board is entitled to be represented by a single vote on each issue put to a vote before the Delegate Assembly. Member Boards shall vest the right to vote in their Delegates and Alternate Delegates. Voting by proxy is prohibited. Delegates, Alternate Delegates, all members and employees of Member Boards, Associate Members, Affiliate Members, and all members of

Association committees shall have the privilege of the floor at all Delegate Assembly meetings. Only seated Delegates and seated Alternate Delegates are eligible to make and second motions and to vote on matters put forth to the Delegate Assembly.

Section 7. Parliamentary Authority.

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 8. Records.

The Association shall keep accurate and complete minutes of all business meetings of the Delegate Assembly, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS.

Section 1. Composition.

There shall be eight members of the Board of Directors including four Officers and four Directors at Large. The Officers shall be identified as President, President-Elect, Immediate Past President and Treasurer. The Officers and Directors at Large are collectively referred to as the Board of Directors. The Officers may, at times be collectively referred to as the Executive Committee. Notwithstanding any other provisions of these Bylaws, the Board of Directors shall be comprised of at least six Licensed Veterinarians. The Executive Director shall serve as Secretary and as an ex-officio non-voting member of the Board of Directors.

Section 2. Qualifications.

To be eligible to serve as a member of the Board of Directors, a candidate shall, when nominated and elected, be a Delegate, Alternate Delegate, member of a Member Board, or have served as a member of a Member Board within the preceding one year. Each duly elected Board of Directors member shall be eligible to complete the term of office specified in these Bylaws regardless of change in status. If a Director ceases to meet eligibility criteria stated above, such Board of Director member shall, after completion of the current term, be eligible to serve one additional term on the Board of Directors.

Section 3. Elections.

The Board of Directors shall be elected at the Annual Delegate Assembly of the Association by the Delegates, either from nominations submitted by the Nominating Committee, or by nominations from the floor. Each Director shall assume office at the close of the Annual Delegate Assembly at which the member is elected and shall serve as specified in these Bylaws or until a successor is elected.

Section 4. Authority.

The Board of Directors shall manage the affairs of the Association, including the establishment of an annual budget for the Association and the transaction of all business for and on behalf of the Association as authorized under these Bylaws. The Board of Directors shall carry out the resolutions, actions, or policies as authorized by the Delegates, subject to the provisions of the Association Articles of Incorporation and Bylaws.

There may be an Executive Director employed by the Association who shall be hired by the Board of Directors and who shall work under such terms, conditions and standards as the Board of Directors shall, from time to time, establish. The Executive Director shall act as the administrative officer for the Association and shall be reviewed periodically by the Board of Directors. The Executive Director shall report to and be accountable to the Board of Directors.

Section 5. Duties of Officers.

The duties of the Officers of the Association shall be those which usually pertain to such offices.

Section 6. Terms.

For purposes of these Bylaws, the offices of Immediate Past President, President, and President-Elect shall be considered one (1) term. The terms of the Board of Directors shall be as follows:

a. Immediate Past President. The Immediate Past President shall serve a one (1) year term automatically following the term as President. The Immediate Past President shall only vote on matters before the Board of Directors to break a tie.

b. President. The President shall serve a one (1) year term automatically following the term as President-Elect. In the event of a vacancy, the President-Elect shall succeed to the Presidency to fill the unexpired term and may, thereafter, complete the President's term.

c. President-Elect. A President-Elect shall be elected at the Annual Delegate Assembly to serve a one (1) year term and shall automatically succeed to the office of President and, thereafter, the office of Immediate Past President. Thus, the President-Elect office is a three (3) year commitment, one year as President-Elect, one year as President, and one year as Immediate Past President and is limited to one elected term. In the event of a vacancy, the President in consultation with the Board of Directors may appoint the office of President-Elect. In any event and under these circumstances, at the next Annual Delegate Assembly, there shall be an election for both President and President-Elect.

d. Treasurer. A Treasurer shall be elected at the Annual Delegate Assembly to serve a term of two (2) years. In the event of a vacancy, the Treasurer position shall be appointed by the President in consultation with the Board of Directors until the next

Annual Delegate Assembly at which time an election shall be held. The Treasurer shall serve no more than two (2) consecutive terms.

e. Directors at Large. Directors at Large shall be elected at the Annual Delegate Assembly to serve two (2) year terms. In the event of a vacancy, the President in consultation with the Board of Directors shall appoint the Director at Large position until the next Annual Delegate Assembly at which time an election shall be held to fill the unexpired term. Directors at Large shall serve no more than two (2) consecutive terms.

f. No member of the Board of Directors shall hold more than one seat on the Board of Directors at any time. Any person appointed or elected to fill an unexpired term of less than one year for Treasurer or Director at Large may be eligible for election to the same position for two additional consecutive terms after completion of the unexpired term. If the unexpired term is more than one year, the person may be eligible for one additional consecutive term.

Section 7. Compensation.

Directors shall not receive compensation for services rendered, but shall be reimbursed for reasonable expenses incurred while carrying out their responsibilities.

Section 8. Removal.

A member of the Board of Directors may be removed from office prior to the end of that member's term when, in the judgment of the Board of Directors or Delegate Assembly, the best interest of the Association would be served. Removal shall require an affirmative vote of two-thirds of the Board of Directors, or two-thirds of the total number of eligible voting Delegates, and shall be determined as if all Directors or eligible voting Delegates were present.

ARTICLE VIII. BOARD OF DIRECTORS MEETINGS.

Section 1. Regular Meetings.

The Board of Directors shall hold meetings from time to time as deemed necessary to carry out its responsibilities to the Member Boards. At a minimum, the Board of Directors shall meet immediately after, and at the same place as the Delegate Assembly convenes for its Annual Delegate Assembly.

Section 2. Special Meetings.

The President may convene special meetings of the Board of Directors. The President shall convene special meetings within thirty (30) days of receiving a written request for such meeting from any three members of the Board of Directors.

Section 3. Notice and Agenda.

Notice of the time, day, and place for any regular meeting of the Board of Directors shall be given at least thirty (30) days prior to the meeting. Notice and tentative agenda for special meetings shall be given as soon as practicable. Directors shall be notified either by first class mail, overnight delivery service, facsimile, electronic mail, or hand delivery.

Section 4. Participation.

The Board of Directors may meet in any regular or special meeting conducted through the use of any means of communication by which all persons participating in the meeting can simultaneously communicate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Quorum.

In order to conduct business at any meeting of the Board of Directors, at least a majority of voting members of the Board of Directors must be in attendance. In the absence of a majority, those Directors present shall have the authority to adjourn the meeting by majority vote.

Section 6. Voting.

Members of the Board of Directors shall be the only individuals entitled to propose, debate, vote, and otherwise participate in the decisions and motions at Board of Directors meetings. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless an act of greater number is required by law, the Association Articles of Incorporation, or these Bylaws.

Section 7. Executive Session.

The Board of Directors may meet in executive session only for discussion and resolution of personnel matters, legal matters, matters related to Member Board membership in the Association, and matters related directly to the security of the examination programs relevant to Association business.

Section 8. Records.

The Board of Directors shall keep accurate and complete minutes of all meetings, and shall make these minutes available to any Member Board for any proper purposes at any reasonable time.

Section 9. Conflict of Interest.

"Conflict of interest," as referred to herein, shall include, but not be limited to, any transaction by or with the Association in which a Board of Directors member has a direct or indirect personal interest, or any matter in which a Board of Directors member is unable to exercise impartial judgment or otherwise act in the best interest of the Association.

Any Board of Directors member who believes he or she may have such a conflict of interest shall so notify the Board of Directors prior to deliberation on the matter in question and

the Board of Directors shall make the final determination as to whether the Board of Directors member has a conflict of interest in any matter. No member of the Board of Directors shall cast a vote, nor take part in the final deliberation in any matter in which the Board of Directors determines to be a conflict of interest. The minutes of the Board of Directors meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Board of Directors member.

ARTICLE IX. REPRESENTATIVES TO THE NATIONAL BOARD OF VETERINARY MEDICAL EXAMINERS.

Section 1. Representatives.

There shall be a minimum of four (4) AAVSB Representatives to the National Board of Veterinary Medical Examiners (NBVME) elected at the AAVSB Annual Meeting of the Delegate Assembly either from nominations submitted by the Nominating Committee or nominations from the floor. Upon election by the AAVSB Delegates, AAVSB Representatives to the NBVME shall assume their responsibilities at the first NBVME Board of Directors meeting following the expiration of the term of the NBVME Representative whom they are replacing.

Section 2. Duties.

The Representatives shall attend all meetings of the National Board of Veterinary Medical Examiners and shall report to the Board of Directors following each National Board of Veterinary Medical Examiners or subcommittee meeting. The Representatives shall present the consensus opinions of the Association at such meetings and shall not vote in conflict with these Bylaws.

Section 3. Election.

Delegates at the Annual Delegate Assembly shall elect the Representatives at the Annual Delegate Assembly of the Association either from nominations submitted by the Nominating Committee or by nomination from the floor. Each Representative shall assume his or her responsibilities at the close of the Annual Delegate Assembly at which elected and shall serve as specified in these Bylaws or until a successor is elected and qualified.

Section 4. Qualifications.

a. Three Representatives must, when nominated and elected, be Licensed Veterinarians currently practicing in public or private practice and be either (i) a member of a Member Board, or (ii) have been a member of the AAVSB Board of Directors within the previous year, or (iii) have been a member of the NBVME within the previous year, or (iv) a current Associate Member.
b. One Representative must, when nominated and elected, be a Public Member and be either (i) a member of a Member Board, or (ii) have been a member of the AAVSB Board of Directors within the previous year, or (iii) have been a member of the NBVME within the previous year, or (iv) a current Associate Member.

Section 5. Terms.

a. The term of office shall be for a period of three (3) years.
b. No Representative may serve more than three (3) consecutive terms.

ARTICLE X. COMMITTEES.

Section 1. Nominating Committee.

There shall be three (3) members on the Nominating Committee. Two (2) members shall be elected at the Annual Delegate Assembly of the Association by a plurality of votes, either from nominations submitted by the Nominating Committee or by nominations from the floor. A candidate for the Nominating Committee must be a Delegate or Alternate Delegate, a member of a Member Board, a current Associate Member, or the chairperson of an Association committee at the time of nomination and election. The elected members of the Nominating Committee shall have attended at least one (1) Delegate Assembly meeting prior to nomination.

The term of the elected members are two (2) years. The President shall appoint a third member of the Committee whose term will be one (1) year. Nominating Committee members may not serve consecutive terms, but are eligible for reelection consistent with this Article X, Section 1. The President shall name the chair of the Committee. In the event of a vacancy, the President in consultation with the Board of Directors shall appoint the Nominating Committee member until the next Annual Delegate Assembly at which time an election shall be held to fulfill the unexpired term.

The Nominating Committee shall submit to the Member Boards at least thirty (30) days before the Annual Delegate Assembly, a slate of candidates for each position on the Board of Directors to be filled, and for each of the two members of the Nominating Committee. Persons serving on the Nominating Committee shall be ineligible to be slated or elected to any elected position within the Association within their elected term.

Section 2. Registry of Approved Continuing Education (RACE) Committee.

There shall be at least five (5) members of the Registry of Approved Continuing Education (RACE) Committee. The Board of Directors shall appoint and determine the tenure of all members of the RACE Committee taking into consideration the need for diverse representation, expertise and continuity. The RACE Committee shall oversee the development and implementation of the RACE program, which is intended to evaluate and approve providers and programs of continuing education in veterinary medicine.

Section 3. Program for the Assessment of Veterinary Education Equivalence (PAVE) Committee.

There shall be at least seven (7) members on the PAVE Committee. The Board of Directors shall appoint and determine the tenure of all members of the PAVE Committee taking into consideration the need for diverse representation, expertise and continuity. The composition of the PAVE Committee shall be as follows:

Four (4) members who are current members of Member Boards, Affiliate Members of AAVSB, or Associate Members,
One (1) member recommended by the National Board of Veterinary Medical Examiners (NBVME),
One (1) member recommended by the Association of American Veterinary Medical Colleges (AAVMC), and
One (1) member recommended by the American Association of Veterinary Clinicians (AAVC).

The PAVE Committee shall oversee the development and implementation of the PAVE program, which is intended to assess the educational equivalence of graduates of veterinary schools located outside the United States and not otherwise accredited by an accrediting organization.

Section 4. Veterinary Technician National Examination (VTNE) Committee.

There shall be at least twelve (12) members on the Veterinary Technician National Examination (VTNE) Committee. The Board of Directors shall appoint and determine the tenure of all members of the VTNE Committee taking into consideration the need for diverse representation, expertise and continuity. The composition of the VTNE Committee shall be as follows:

Four (4) members at large,
Two (2) members recommended by the Association of Veterinary Technician Educators (AVTE),
Two (2) members recommended by the National Association for Veterinary Technicians in America (NAVTA),
Two (2) members recommended by the Canadian Association of Animal Health Technicians and Technologists (CAAHTT), and
Two (2) members recommended by the AVMA's Committee on Veterinary Technician Education and Activities (CVTEA).

In order to provide diversity and expertise, the members of the VTNE Committee need not be members of Member Boards or Affiliate Members of AAVSB. The VTNE Committee shall be responsible for the development and administration of the Veterinary Technician National Examination (VTNE) and other related tasks as assigned by the Board of Directors.

Section 5. Bylaws and Resolution Committee.

There shall be at least five (5) members on the Bylaws and Resolution Committee, appointed by the President and approved by the Board of Directors. The Bylaws and Resolution Committee shall propose amendments to the Bylaws when it determines that such amendment is necessary, and shall receive and consider proposed amendments to the Bylaws submitted in accordance with these Bylaws. The committee shall receive and consider all resolutions submitted in accordance with Association policies.

Section 6. Conference Committee.

There shall be at least six (6) members of the Conference Committee all appointed by the Board of Directors. The composition of the Conference Committee shall be as follows:

Two (2) Licensed Veterinarians from Member Boards,
Two (2) executive directors of Member Boards, and
Two (2) at-large members.

Members of the committee shall serve for a two (2) year term and can be reappointed by the Board of Directors for an additional two (2) year term. The President will appoint the committee chair with the approval of the Board of Directors. With the assistance of Association staff, the Conference Committee shall prepare a conference budget, site recommendation, a selection of conference speakers, conference agenda including program and social events, and conference evaluation for Board of Directors approval. The committee may meet in person or by designated electronic means.

Section 7. Finance Committee.

There shall be five (5) members on the Finance Committee. The President-Elect and Treasurer shall be members of the committee, with the Treasurer as chairperson. The President, upon approval of the Board of Directors, shall appoint the three remaining members of the committee who shall serve one three year term with no right of reappointment. The Finance Committee shall advise the Board of Directors on issues related to the use of the Association's assets to assure prudence and integrity of fiscal management and responsiveness to Member Boards' needs. The Finance Committee shall recommend financial policies which provide guidelines for fiscal management, and shall review and revise financial forecast assumptions.

Section 8. Ad-hoc Committees.

Ad-hoc committees may be established and appointed by the President as needed, with approval from the Board of Directors.

Section 9. Committee Responsibilities to the Board of Directors.

All AAVSB committees, whether referenced in these Bylaws or appointed on an ad-hoc basis shall report to and be responsive to the Board of Directors. With the exception of the Finance Committee, the President shall appoint a non-voting liaison from the Board of Directors to each committee.

ARTICLE XI. FINANCES.

Section 1. Fiscal Year.

The fiscal year of the Association shall be the calendar year.

Section 2. Books and Reports.

The Association shall keep accurate and complete books and records of accounting, available for inspection by any Member Board at the principal office of the Association for any proper purposes at any reasonable time. The Treasurer shall report on the financial condition of the Association at the Annual Delegate Assembly.

Section 3. Audit.

For each fiscal year, the Board of Directors shall appoint a licensed independent public accountant(s) to provide audited financial statements of the Association. The Executive Director shall distribute to each Member Board a copy of the financial statement of the Association and the report of the auditor or auditors for each fiscal year as soon as practicable after receipt of such statements and reports.

Section 4. Contracts.

The Board of Directors may authorize any officer or officers, or Executive Director to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association.

Section 5. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be authorized by the Board of Directors.

Section 6. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such bank, trust company, or other depository as the Board of Directors may select.

Section 7. Limitations of Expenditures.

The Association is limited to expending its funds for only those purposes which are recited in Article II of the Bylaws of this Association.

Section 8. Insurance.

At the discretion of the Board of Directors, the Association shall carry appropriate insurance.

Section 9. Revenue.

The Board of Directors shall submit to the Delegate Assembly for approval all proposals for revenue that would affect any monetary obligation of the Member Boards.

ARTICLE XII. INDEMNIFICATION AND QUALIFICATION.

Section 1. Indemnification.

Subject to the limitations of this Article, the Association shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a committee member, including the Board of Directors, or Officer of the Association, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding only if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, condition or upon a plea of Nolo Contendere or its equivalent shall not, in and of itself, create a presumption that such person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. Qualification.

Any indemnification under this Article shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Board of Directors consisting of members who are not parties to such action, suit or proceeding or, if such quorum is not attainable, a quorum of disinterested members.

ARTICLE XIII. AMENDMENTS.

Section 1. Amendment Proposals.

These Bylaws may be amended at any Annual Delegate Assembly. Any Member Board, any committee established in these Bylaws, or the Board of Directors may propose Bylaws amendments. Proposed amendments to the Bylaws shall be in writing and received at the Association office not less than two hundred and ten (210) days prior to the Annual Delegate Assembly. Such amendments shall be forwarded to the Board of Directors within seven days after receipt in the Association office. The Executive Director shall forward proposed amendments to all Member Boards not less than one hundred and twenty (120) days prior to the date of the Annual Delegate Assembly.

Section 2. Ratification.

Proposed amendments received in accordance with this Article shall be presented at the Annual Delegate Assembly and must receive an affirmative vote of two-thirds of the Delegates present and eligible to vote in order to be adopted.

The foregoing are the Bylaws of the American Association of Veterinary State Boards as amended in Louisville, Kentucky, 1996; Nashville, Tennessee, 2002; Kansas City, Missouri, 2005; Minneapolis, Minnesota, 2009; New Orleans, Louisiana, 2011; Seattle, Washington, 2012.