

Revised October 2022

The words, terms, and phrases used in this Kansas City Veterinary Medical Association Bylaws (hereinafter “Bylaws”) shall have the meaning ascribed to them as defined herein unless the context plainly indicates a contrary meaning.

ARTICLE I. DEFINITIONS

ASSOCIATION: References a group of persons, affiliated by one or more common traits and purposes for organizing. As the term applies to this document, Association shall denote The Kansas City Veterinary Medical Association, a Missouri not-for profit Corporation, and a District of the Missouri Veterinary Medical Association.

BOARD OF DIRECTORS: The Board of Directors (“Board”) is the Association's governing body, which is empowered to set policy, perform all acts, and transact all business for or on behalf of the Association. This body is responsible for Association property and all financial affairs. The Board is accountable to the general membership of the Association, each member of the Board being duly elected as provided by these Bylaws. The Board of the Kansas City Veterinary Medical Association is comprised of the Executive Committee, The Kansas State and Missouri State District Representatives, and up to six “At-Large” members who represent the general membership of the association. All Board members are expected to attend all Board meetings with reasonable exceptions, (to be determined by the Executive Committee), for up to two Board meetings missed per year. A written warning shall be issued to a Board member who has missed two meetings within a one-year period. If the Board member misses a third meeting within a one-year period, the Board may vote for removal. A majority vote of directors then in office will result in the Board member’s immediate removal.

EXECUTIVE COMMITTEE: The Executive Committee is a sub-group of the Association's Board of Directors and is authorized to perform all acts, transact all business for or on behalf of the Association in such circumstances as do not permit the convening of the full Board of Directors, and as otherwise provided by these Bylaws. The Executive Committee of the Kansas City Veterinary Medical Association's Board of Directors is comprised of the President, President-Elect, Vice President and Secretary/Treasurer.

PRESIDENT: Moves directly into this position from President-Elect at the conclusion of the incumbent’s term. This Active Member is the Chief Executive Officer of the Association who shall preserve order, regulate proceedings of the Association, cast deciding votes when there is a tie and for purposes of parliamentary law, serves as Chair of the Board, and moves directly into the Past-President position at the conclusion of the incumbent’s term. The President is the primary spokesperson for the Association and is the direct supervisor of the Executive Secretary, performing other duties as are provided by these Bylaws. He or she shall serve as ex-officio member of all committees.

PRESIDENT-ELECT: Moves directly into this position from Vice President at the end of their term, then moves directly into the position of President at the conclusion of the incumbent's term. This Active Member performs the functions of the Association's President in his or her absence or in those instances when the President designates the President-Elect to act for him or her, and performs other duties as directed by the President and are provided by these Bylaws.

KANSAS CITY VETERINARY MEDICAL ASSOCIATION BYLAWS

VICE PRESIDENT: Elected from and by the general membership for a term of one year, and moves directly into the position of President-Elect at the conclusion of the incumbent's term. This Active Member performs the functions of the Association President and/or President-Elect in their absences, in cases where the President and/or President-Elect designate the Vice President to act for them, and performs other duties as are provided by these Bylaws. The Vice President oversees all continuing education programming facilitated and provided by the Association. The Vice President shall follow all Association policies and procedures with regard to continuing education programming.

SECRETARY-TREASURER: Elected from and by the general membership, for a term of 1 year (no term limit), this Active Member will manage Association operational funds, and oversee the use of reserve funds as directed by the Board and in compliance with Association policies and procedures. The Secretary-Treasurer shall advise the Board on all fiscal matters, perform biannual audits of accounting software and bank statements, and report all financial activities to the Board. He or she may be assisted by the Executive Secretary in performance of these duties.

DISTRICT REPRESENTATIVE: The KCVMA representatives of a sub-division (District), to the governing body of the Kansas and Missouri veterinary medical associations.

AT-LARGE BOARD MEMBER: Elected from and by the general membership for a term of one year (elected annually with no term limit), this Active Member serves as a voting member of the Board. At-Large members may also be assigned to oversee certain committees or tasks as determined by the President.

PAST-PRESIDENT: Assumes position annually immediately following the conclusion of the Presidential term. The Past-President provides continuity and advises the President on all Association business. The Past-President is an advisor to, not a member of, the Board, and therefore does not have any voting power.

HISTORIAN: Appointed annually by and at the discretion of the Association President. The Historian provides continuity and advises the Board on all Association business. The Historian is an advisor to, not a member of, the Board, and therefore does not have any voting power.

EXECUTIVE SECRETARY: The individual who provides administrative and staff support to the Board and performs the duties provided by these Bylaws. The Executive Secretary is directly supervised by the President and works in cooperation with the Secretary-Treasurer to maintain official correspondence, and perform other responsibilities, as required. The Executive Secretary shall be responsible for the record keeping of the Board's meetings in accordance with Board direction.

ASSOCIATION MEMBER: An individual who is regarded as having official affiliation to the Association in the applicable capacity as provided herein.

VOTING MEMBER: An Association Member who is entitled to vote as provided herein (when applicable).

QUORUM: The minimum number of members that must be present in order to legally establish policy, determine rules and regulations, take a vote, and/or transact any other official business of the Association.

Except as otherwise defined by these Bylaws, ten percent (10%) of voting members shall constitute a quorum. Participation in a meeting by Remote Communications shall constitute in person presence, including for purposes of quorum and voting, subject to the discretion of the President.

REMOTE COMMUNICATIONS: Association members, members of the Board, and members of committees, may participate in and hold meetings by means of remote communication at the discretion of the President. Remote communications can include, but are not limited to a conference telephone, videoconference transmission, or similar communications capability, provided that the Board implement reasonable measures to:

1. verify the attendance and voting eligibility of remote participants,
2. provide participants a reasonable opportunity to participate and vote, and
3. record the votes and other actions taken by remote participants during the meeting.
4. For meetings of the Board, the means of remote communication must allow for participants to be able to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and allow for contemporaneous communication with all other Board members.

ARTICLE II. TITLE

SECTION A.

The Association shall be known as the Kansas City Veterinary Medical Association (“KCVMA”) and shall be designated as a not-for-profit organization, in compliance with the laws of the state of Missouri.

SECTION B.

The Association shall operate as a not-for-profit organization. Upon dissolution of the Association, the Board shall, after paying or providing for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively: (i) in accordance with the purposes of the Association, in the manner determined by the Board of Directors, or (ii) to such organizations or entities organized and operated exclusively for such purposes, and qualified for exemption under section 501(c)(6) of the internal revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations, as said court shall determine, as described above.

The Association shall not have the authority to issue capital stock and the conditions of membership in the Association shall be stated in these Bylaws.

SECTION C.

A motion to amend or repeal these Bylaws, or any part thereof, shall be submitted in writing to the Board and shall be signed by the greater of (i) twelve voting members, or (ii) ten percent (10%) of voting members. Such a motion shall be distributed via email to all voting members, AND posted on a KCVMA sponsored communication vehicle for a minimum of 30 days, and may be acted upon only after a second distribution via email to all voting members, no sooner than 30 days after the first email distribution, and shall take effect when adopted by a majority vote of the members present and voting.

ARTICLE III. PURPOSE

SECTION A.

The purposes of the Association are:

1. To regard and promote compliance of laws relative to the practice of veterinary medicine in both Missouri and Kansas
2. To promote collegial spirit and relations among the members of this Association
3. To promote the dissemination of information on subjects pertaining to veterinary medical activities, to improve proficiency in its practice among its members, and to provide opportunities and encourage such participation as will advance the knowledge and skill of local veterinarians.
4. To develop and provide information about specific legislative positions as to inform members about legislative issues, key individuals involved, and governing entities
5. To educate and facilitate agreement among members regarding ethical conduct in line with the AVMA Code of Ethics
6. To enhance public awareness of the local veterinarians' role in facilitating the human/animal bond, providing for animal care, food safety and animal environmental preservation.

SECTION B.

The Kansas City Veterinary Medical Association shall seek recognition from and representation to the state veterinary medical associations of both Missouri and Kansas.

ARTICLE IV. MEMBERS

SECTION A. ACTIVE MEMBERS

1. A veterinarian who has earned a professional degree in veterinary medicine from a school or college of veterinary medicine, who is a licensed veterinarian of either Missouri or Kansas, or who may practice outside of Missouri or Kansas but whose background, professional responsibilities and /or interests (such as a veterinarian who is on active duty in the military, serves in a regulatory capacity, etc.) provide for exceptional consideration by the Board may be presented to the Association as a candidate for "Active Membership" by requesting application in writing, electronically.
2. Applications may be submitted at any time during the year.
3. Applications may be considered by the Board at a regular or special meeting.
Active members in good standing shall be entitled to vote (when applicable) and enjoy all other membership benefits and special membership discounts as are derived from the Association's purposes and as are periodically specified by the Board. Only Active members who physically reside and hold a current license within the state of Missouri or Kansas may hold office.
4. Non-members may not vote or actively participate in Association business.

SECTION B. LIFE MEMBERS

1. An active or retired veterinarian who has at least 20 years of membership to any regional or state veterinary medical association and who is at least 65 years old may apply for Life Membership.
Life Membership will not require annual fee.
2. Life Membership status will be determined and decided upon application.
3. Life Members are Active Members, and may enjoy all benefits as defined in Section A

SECTION C. AFFILIATE MEMBERS

1. A Certified or Registered [Credentialed] Veterinary Technician, who is a resident of Kansas or Missouri, or who is employed in the animal health care field within the states of Kansas or Missouri, may request an application for Affiliate Membership to the Association. Non-Affiliated Veterinary Technicians may continue to attend CE meetings with a dues paying Active Member, will receive the newsletter electronically, can participate in social events as guests of an Active Member.
2. A Company, with interests in the Animal Health Care Field and doing business in the states of Kansas or Missouri, may sponsor up to three employees, who reside in the state of Kansas or Missouri, to be Affiliate Members of the Association.
3. Affiliate membership status will be determined and decided upon application to the Board.
4. Affiliate Members will be required to pay the same annual fee as Active Members.
5. Affiliate Members may not vote, hold office, or actively participate in Association business.
6. Affiliate Members will receive the Association newsletter, are eligible to attend CE events, and may participate in social events sponsored by the Association.

SECTION D. GUEST MEMBERS

1. Guest members may be veterinarians or non-veterinarians who have an interest in the Association and can include the Officers and Executive Directors of the Kansas and Missouri Veterinary Medical Association, Deans and Faculty of Kansas State University and University of Missouri Colleges of Veterinary Medicine, American Veterinary Medical Association representatives and others as deemed appropriate by the Board.
2. Guest Membership does not require a fee.
3. Guest Members may not vote or actively participate in Association business.

SECTION E. STUDENT/NEW GRADUATE MEMBERSHIP

1. Fourth year veterinary students are eligible for student/new graduate membership, extending through the calendar end of their year of graduation.
2. Student/New Graduate membership does not require a fee.
3. Student Members will be eligible to participate in continuing education events and social events. Where attendance is limited, priority is given to paying members.
4. New Graduate Members may enjoy all benefits of Active Membership as defined in Section A.

SECTION F. DELINQUENT MEMBERS

1. A Member shall be delinquent if dues are not paid by January 1st of the calendar year in which they are payable.
2. A Delinquent Member may be dropped from the roster and shall cease to receive membership benefits of this Association, 15 days after receiving a written notice of delinquency. If an appointed or elected office is held, the delinquent member immediately forfeits the position.
3. The Delinquent Member shall have the opportunity to be heard, orally or in writing, not less than 5 days before the effective date of expulsion, suspension, or termination, by the Board of Directors or Executive Committee.
4. A Delinquent Member who has ceased to receive benefits because of nonpayment of dues shall be automatically reinstated for receipt of benefits as an Association Member in the applicable membership category upon payment of dues.

SECTION G. DUES

1. Dues shall be established by the Board annually.
2. Procedures for the remittance of dues shall be provided by the Board to all Active and Affiliate Members.

SECTION H. MEETINGS

1. The Association shall meet as often as provided by the Board for purposes of fulfilling the Association's purposes as defined above in Article III, Section A.
2. The President may call special Membership meetings (or a special membership vote via electronic means) on the written request of 20 percent of Voting Members in the Association or four (4) members of the Board and shall provide for notification of not less than two (2) weeks in advance of the date and time set for the meeting or electronic vote.
3. In a meeting which a Quorum is present, a vote of the majority of voting members in attendance shall constitute an official transaction of business by the Association.
4. The order of business of Association meetings shall be facilitated by the President by providing an agenda at or in advance of the scheduled meeting.
5. Robert's Rules of Order - Revised shall be the parliamentary guide and shall govern the proceedings of the Kansas City Veterinary Medical Association or any of its committees, when not in conflict with the specific provision of these Bylaws.

SECTION I. TERMINATION

1. Any member who has violated the Association's Code of Ethics, as determined by the Kansas Board of Veterinary Examiners, Missouri Veterinary Medical Board, any court of competent jurisdiction, or by a 2/3 vote of the Board, shall have their membership with the Association terminated.
2. Any member who has had their membership terminated, may petition the Board of Directors for reinstatement any time after 5 years from the date of termination. Reinstatement shall occur by a 2/3 vote of approval by the Board.
3. The Association shall send written notice of termination to the member's last known address at least 15 days before termination takes effect. The member shall have an opportunity to be heard, orally or in writing, regarding the circumstances of the termination by the Board of Directors or Executive Committee.

ARTICLE V. OFFICERS

SECTION A. NOMINATIONS & VOTING TO THE BOARD

1. Any Active Member interested in holding office or joining the Board may express interest either orally or in writing to any member of the Board or the Executive Secretary. Upon attendance of one regularly scheduled Board Meeting (at the direction of the President), the interested party shall express in writing their interest in joining the Board directly to the President.
2. If vacant seats remain on the Board at the time of the request, an electronic or in-person vote may be taken by the Board, and the new member may join immediately (provided the results are favorable).
3. If no open seats remain on the Board at the time of the request, the nominee may submit their name for election to the Board to be included on the next General Membership Election (annually).

SECTION B. NOMINATIONS & VOTING TO THE EXECUTIVE COMMITTEE

1. Nominations for Secretary-Treasurer and Vice President (the only two elected positions on the Executive Committee) may be taken from any Active Member in writing to any member of the Board.
2. If the position is vacant at the time of nomination, the nominee must attend the next regularly scheduled Board Meeting (at the direction of the President), and at the conclusion of that meeting, formally submit their request in writing to the President for consideration for the position. The Active Member may then be elected to the vacant position by a vote from the Board (either electronically or at a regularly scheduled meeting) and the member may take office immediately (provided the results are favorable)
3. If the position is not vacant at the time of nomination, the nominee may submit their name for election to the Executive Committee to be included on the next General Membership Election (annually).
4. In the event that the President-Elect, or President Position becomes vacant, immediate nominations may be taken by the Board from any Active Member, and voted on by the Board either electronically or at the next scheduled meeting.

SECTION C. GENERAL MEMBERSHIP ELECTION

1. A Vice President, Secretary-Treasurer, and up to 6 at-large Board Members shall be elected by the Association on an annual basis.
2. The President and President-Elect are automatically instated upon the conclusion of the incumbent officer's term as defined above in Article I.
3. General Membership Elections are to be done in November each year either in-person or electronically (at the discretion of the Board). If Quorum is present, a candidate who receives a vote of the majority of Active members in attendance (who are eligible to vote) shall be officially elected to the office they were nominated for. If the elections are held electronically, a candidate who receives a majority of the votes cast by active members that submitted a response, and are eligible to vote, shall be officially elected to the office they were nominated for.
4. Election results shall be certified by the Board.
5. If there are more than two candidates presented for an office, and in the event no candidate receives a majority of the votes cast for that office, then a runoff election shall be held between the two candidates for an office receiving the highest number of votes on the first ballot.

SECTION D. BOARD OF DIRECTORS MEMBER TERMINATION

1. Any member(s) of the Board may be removed from the Board in a meeting where Quorum is present, by an affirmative vote of the majority of Association members in attendance who are entitled to vote at an election of Board members.
2. Such action may be taken only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. Such removal may be accomplished with or without cause.
3. The Board member(s) involved shall be given an opportunity to be present and to be heard at the meeting at which their removal is considered.

ARTICLE VI. BOARD OF DIRECTORS

SECTION A. COMPOSITION

The Board of Directors shall consist of the following:

1. The Association Officers (President, the President-Elect, the Vice President, and Secretary-Treasurer), who also serve as the Board's Executive Committee.
2. Two Active Members elected as District Representatives of the state veterinary medical associations of both Missouri and Kansas.
3. Up to six representatives elected to at-large seats.

SECTION B. ELECTION AND TENURE

1. The term for each of the offices of President, President-Elect, Vice President, and Secretary-Treasurer shall be for one year.
 - a. An individual may be annually re-elected to the office of Secretary-Treasurer.
2. Except as otherwise provided, the terms of the President, President-Elect, Vice President, and Secretary-Treasurer shall commence upon installation into office and shall terminate upon installation of their successors. In the case of the President, he or she shall automatically succeed to and depart from the office in such a manner as to coincide with official installation.
3. Active Members representing the membership at large, and the Kansas City Veterinary Medical Association as a district to the state veterinary medical associations of Missouri and Kansas, shall be eligible to stand for election twice to two-year terms (except in the case of the Missouri Representative who shall stand for election twice to three-year terms). Each term of office shall expire at the conclusion of installation ceremonies at the second annual Association meeting following his or her election (Missouri third annual meeting).

SECTION C. BOARD MEETINGS

1. The Board shall convene on a frequency as required by the functions of office and as scheduled by the President or by any three (3) members of the Board on five (5) days written notice to each member of the Board. Such meetings shall be held on not less than three (3) occasions each year:
 - a. Consideration of short and long-term programming.
 - b. Consideration of mid-year productivity measurements.
 - c. Consideration of annual budget to be proposed to the Association.
2. The presence of one-third (1/3) of the total members of the Board shall constitute a Quorum for the transaction of business.

SECTION D. DUTIES OF OFFICE

1. The Board shall:
 - a. Perform all acts, transact all business for or on behalf of the Association in regular or special meetings as these Bylaws permit.
 - b. Set the time, place, and duration of all Association meetings and determine the registration fees therefor.
 - c. Create such special committees as may facilitate further benefit to the Association.
 - d. Designate the years in which Districts elect their officers, consistent with these Bylaws.
2. The Executive Secretary shall:
 - a. submit all financial records on or before the due date to a financial professional designated by the Board for the purposes of i) tax return preparation in accordance with fiscal reporting

requirements of the Internal Revenue Service, ii) annual audit as directed by the Board, and iii) biannual financial audit of accounting software.

b. Bank statements between Secretary-Treasurer and Executive Secretary shall be presented to the Board at all Board meetings.

c. All property purchased by KCVMA for the purpose of job duties shall be returned in excellent working condition at the time of separation.

d. The Board will conduct an annual review of the compensation for the Executive Secretary.

e. The Executive Secretary shall keep an active roster of Board members, and distribute to the Board within 30 days of transition.

f. The Executive Secretary shall certify the election results to the Board, and provide all policy documents to Board members at the start of their term.

ARTICLE VII. COMMITTEES

SECTION A. COMMITTEES

1. The Board may create committees to facilitate the purpose of the Association.
2. The Chairperson and members of all committees shall be appointed on an annual basis in January by the President.
3. Suggested Committees to facilitate Association business include:
 - a. Membership
 - b. Diversity, Equity, and Inclusion
 - c. Public Relations
 - d. Executive
 - e. Nominating
 - f. Ethics
 - g. Wellness
 - h. Communications

SECTION B. COMMITTEE COMPOSITION

1. Any Member in good standing may be eligible to be appointed to a committee at the discretion of the President.
2. The duties and scope of activity of each committee shall be as determined by the Board through the President of the Association.
3. Committee members may recommend expenditures of Association funds for programs and projects as approved by the Board.

ARTICLE VIII. COMMUNITY AND MEDIA RELATIONS

SECTION A. PUBLICATIONS

1. On an annual basis, the Board shall propose such budgetary and procedural provisions as will disseminate information to the Membership on periodic basis.
2. Dissemination of periodic information to the Membership shall be implemented in a manner prescribed by the President.
3. Revenues and expenditures associated with such information dissemination shall be considered by the Board in the course of adopting an annual budget.

SECTION B. ASSOCIATION SPOKESPERSONS

1. On an annual basis, the President may appoint additional official spokespersons for the Association to represent the Membership on Association matters.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

1. Any officer, director, or member of the governing body of the Association shall be immune from personal liability for any civil damages arising from acts performed in his or her official capacity as provided for in RSMo § 537.117. No officer or member of the Association shall be personally liable for any obligations or for any duties or obligations arising out of any acts or conduct of said officer or member performed for or on behalf of the Association as provided for in RSMo § 537.118. The Association shall and does hereby indemnify and hold harmless its directors, officers, employees, and agents on any cases arising out of any acts or conduct performed for or on behalf of the Association as provided for in RSMo § 355.471 and RSMo § 355.476, et. seq.
2. The Association shall purchase and maintain directors and officers insurance on behalf of any person who is, or was, a director, officer, or employee against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person's status as such, as provided for in RSMo § 355.496, et. seq.

CODE OF ETHICS

We, the members of the Kansas City Veterinary Medical Association, 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. Members who violate the Code of Ethics may have their membership terminated as directed by these bylaws.

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 professionals.

PROFESSIONAL COURTESY

We pledge consideration of our colleagues in the spirit of the Golden Rule.

CONDUCT

Because membership in our Association grants us a degree of prestige in our community, provides scientific continuing educational opportunities, enables us to learn the latest developments in organized veterinary medicine, entitles us to participate in health control programs in our community, and provides us with occasions to meet colleagues on both professional and social levels, we pledge to our profession, our colleagues, and our associations, a credible line of conduct.