

**BY-LAWS OF THE
SOCIETY FOR THERIOGENOLOGY**

ARTICLE I: BOARD OF DIRECTORS

SECTION I: The Board of Directors shall consist of up to thirteen (13) voting members plus two (2) considered non-voting members. The non-voting members shall include the immediate past-president and the Society Newsletter editor. The voting board members shall serve for a term of three (3) years and shall be elected from the general membership at a designated annual or special meeting. A nominating committee will submit the names of qualified candidates for each of the open board positions (following obtaining the candidates permission) to the general membership at the previously described meeting. Nominations may also be made from the floor. Three (3) members shall be elected each year so that six (6) members of the Board at the same time of any election shall be serving continuous terms on the Board provided however that should a President, President-elect, Vice-President, and/or Secretary-Treasurer be elected by virtue of previous experience on the Board; such officer(s) shall be considered an additional member of the Board with full responsibilities and obligations.

SECTION II: The Board of Directors shall have charge of the Society affairs and its officers shall consist of a President, a President-Elect, a Vice-President, and a Secretary-Treasurer. The officers shall be elected from the existing Board or shall have served previously as a member of the Board. Terms of office shall begin at the close of the annual meeting and shall continue until the close of the next annual meeting or successors to the offices have been duly elected and installed. The Vice-President shall be elected by the Board of Directors. Once elected, the Vice-President automatically assumes, in order, the offices of President-elect and President. The Secretary-Treasurer shall be elected by the Board and serve for a period of one year. The Secretary-Treasurer may be reelected to successive terms to promote consistency in managing fiscal affairs.

SECTION III: Any vacancy occurring in the Board for any cause shall be filled by the Board at the next meeting of the Board and shall serve until the next general membership meeting. At the next general membership meeting the general membership shall elect a board member to fill the remaining unexpired vacated term.

SECTION IV: DUTIES

- A. The Board of Directors shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein, and shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as it deems advisable and may in the execution of the powers granted appoint such agents as it may consider necessary.
- B. The Board of Directors shall fix and approve the budget for the Society each year and shall have complete control and supervise all matters pertaining to

the expenditures and disbursement of funds of the Society in such matters and by such means as it shall determine.

- C. The Board will hold meetings at such time and place as designated by the President or upon request by a majority of the Board members. The Board shall convene officially at least once each calendar year. PROVIDED, however, the President or a majority of the Board shall be empowered to call a special meeting of the Board whenever it is deemed necessary. A majority of the Board shall constitute a quorum for all purposes and a quorum must be present to conduct business. Notice of all scheduled meetings shall be sent by mail to each member of the Board at his/her last recorded address at least seven days in advance of such meeting.
- D. A Director shall not receive any compensation for his/her services as a Director but the Board may, by resolution, authorize reimbursement of such expenditures incurred in the performance of their duties as deemed advisable.
- E. A member of the Board may be removed by a majority vote of the Board for good cause shown.

DUTIES OF THE OFFICERS OF THE BOARD

ARTICLE II: PRESIDENT

SECTION I: The President shall be the chief executive officer of the Board and the Society.

SECTION II: The President shall preside at all meetings of the Board and the general membership but may yield authority of the chair to the President-elect or Vice-President.

SECTION III: He/she shall appoint all regular and standing committees and in his/her discretion may discharge any such committee.

SECTION IV: He/she shall be considered as an ex-officio member of all committees with full power to supervise and direct their work, except that he/she shall not be empowered to suppress committee reports, such power being vested solely in the Board of Directors.

SECTION V: He/she shall do or cause to be done any and all things which are for the benefit of the majority of the membership during his/her term of office, and shall promote and expound the objectives of the Society.

ARTICLE III: PRESIDENT-ELECT

SECTION I: The President-elect shall be the assistant executive officer and shall assume the duties of the President in the latter's absence.

ARTICLE IV: VICE PRESIDENT

SECTION I: The Vice-President shall assume the duties of the President in the absence of the President and President-Elect. The Vice-President shall become familiar with all facets, including the operations, of the organization in preparation for succession into the office of President-Elect and subsequently President.

ARTICLE V: SECRETARY-TREASURER

SECTION I: The Secretary-Treasurer shall keep the records of the proceedings of this Society.

SECTION II: He/she shall receive all applications for membership and shall present such applications to the Board for approval at the earliest moment.

SECTION III: He/she shall cause to be drafted all official correspondence authorized by the Board or any member thereof.

SECTION IV: All or part of the responsibilities of the Secretary-Treasurer may be transferred to the Executive Director, however, he/she will provide oversight of fiscal affairs and periodically review business and financial practices.

SECTION V: He/she shall, at each annual meeting, give a detailed account of receipts and disbursements, such statement must be duly audited by the Board or a representative of the Board, and signed by the President.

ARTICLE VI: EXECUTIVE DIRECTOR

SECTION I: The administration and management of the Society may be assigned to an Association Manager employed by the Board of Directors and directly responsible to them. He/she shall have the title of Executive Director or such other title as the Board shall designate. He/she shall have full responsibility and authority over employment of any members of his/her staff. He/she shall be the chief executive and operating officer of the Society with the responsibility for the management and direction of all operations, coordinating the activities and affairs of the Society. He/she shall have other duties as may be prescribed by the Board to include all or part of the duties of the Secretary-Treasurer.

ARTICLE VII: MEMBERSHIP CATEGORIES

SECTION I: MEMBERSHIP APPLICATION

All applications for membership shall be made, in writing, to the Executive Director of the Society.

SECTION II: ACTIVE MEMBERSHIP

An applicant to be eligible for active membership must meet one or more of the qualifications:

- A. Be a graduate of a veterinary college approved by the American Veterinary Medical Association or;
- B. Be a member of the A.V.M.A. and/or be a member in good standing of the state veterinary association wherein he/she resides or;
- C. Be currently permitted/licensed to practice veterinary medicine or surgery in his/her state of residence, country or province.

SECTION III: ASSOCIATE MEMBERSHIP

Associate Members shall be considered non-voting members, ineligible to serve on the Board of Directors. An applicant to be eligible for associate membership must:

1. Be actively involved in the field of Theriogenology and
2. Must possess an advanced degree in reproductive physiology and
3. Have published at least two (2) peer reviewed articles in the field and
4. Made exceptional contribution to the field and
5. Present these credentials with the membership application and
6. Be unanimously approved by the Board of Directors.

SECTION IV: HONORARY MEMBERSHIP

Honorary members shall be considered non-voting members, ineligible to serve on the Board of Directors. Honorary members will be excused from paying dues and must:

1. Have made noteworthy and outstanding contributions to the field of Theriogenology and,
2. Be unanimously approved by the Board of Directors.

SECTION V: HONOR ROLL MEMBERSHIP

Honor Roll members shall be those retired veterinarians who are members of the Society, have reached the age of sixty-five (65), and have maintained active membership for a period of twenty (20) years. They may, upon their request, and upon recommendation of the Board, have their names added to the Society's Honor Roll Membership. They will be excused from the payment of dues and will continue to receive the same rights and privileges of active members. For this purpose, a retired member who has ceased all regular employment and whose annual earnings from occasional professional activity does not exceed the maximum earning limit established by the US Government to remain qualified for Social Security retirement benefits.

SECTION VI: STUDENT MEMBERSHIP

Student members shall be a professional veterinary student at a recognized College of Veterinary Medicine. Students may form affiliated student chapters.

ARTICLE VIII: MEMBERSHIP DUES

SECTION I: The yearly dues shall be reviewed and determined by the Board of Directors annually.

SECTION II: The Society upon recommendation of the Board, may assess the members such amounts as may be requisite to meet necessary expenses, provided such action is approved by a majority of the members present at a general membership meeting.

SECTION III: Associate membership shall carry regular membership dues.

SECTION IV: Society dues are due January 1 of each year and shall be considered delinquent as of March 1 of each year. Those members whose dues are not paid in full by March 1 of each year shall be dropped from the active rolls of the Society until such dues are paid in full.

ARTICLE IX: GENERAL MEMBERSHIP MEETING

SECTION I: There shall be one general membership meeting held each year and this meeting will be held at a time and location as decided upon by the Board of Directors. The meeting place and date of the meeting shall be determined as best possible in the interest of the general membership to coincide with other scientific or regional meetings in order to get a broader participation by the membership. Notice of all meetings shall be given each member by the Society office.

SECTION II: Special meetings may be called by a majority of the Board or by the request of ten percent of the members who shall state the particular object of such special meeting. A notice of time, place, and object of the special meeting shall be given, in writing, to each member at least two weeks prior to date of the special meeting.

SECTION III: A quorum of the membership shall be those members present at any regular or special meeting.

SECTION IV: In the absence of the President, President-elect and the Vice-President, the Immediate Past President shall preside. In case none of these shall be present, the membership shall elect a President protem from the floor.

ARTICLE X: CREATION OF LOCAL CHAPTERS

SECTION I: Local chapters of The Society for Theriogenology may be authorized by the Board of Directors.

SECTION II: The Board of Directors shall prescribe the requisites for and the procedures to be followed in the creation of Local Chapters of the Society.

ARTICLE XI: AMENDMENT OF BY-LAWS

SECTION I: The requisite and procedure for amendments to these By-laws shall be the same as that prescribed for constitutional amendments in Article VII of the Constitution of The Society for Theriogenology. The By-Laws may be amended only by 1. a majority vote of general membership present at a regular meeting of the Society following a recommendation of the majority of the Board of Directors in attendance at a regularly scheduled meeting; or 2. by written mail ballot after prior written notice of not less than thirty (30) days.