

CONSTITUTION OF THE SOCIETY FOR THERIOGENOLOGY

SEVERABILITY CLAUSE

If any provision of the Constitution or By-laws or the application thereof to any person or circumstance is held invalid, this invalidity shall not affect other provisions or applications of the Constitution, or By-laws which can be given effect without the invalid provisions or application, and to this end the provisions of the Constitution or By-laws are declared severable.

ARTICLE I: NAME

SECTION I: This organization shall be known as The Society for Theriogenology, (formerly American Veterinary Society for the Study of Breeding Soundness).

SECTION II: It shall be incorporated as a not-for profit, tax-exempt corporation under the laws of the State of Tennessee.

ARTICLE II: MISSION

SECTION I: To provide leadership in veterinary reproductive medicine for all species.

ARTICLE III: MEMBERSHIP

SECTION I: General Membership: The general membership, otherwise known as the active membership, shall consist of: 1. Graduates of veterinary colleges approved by the American Veterinary Medical Association, and/or veterinarians who are in good standing as members of the A.V.M.A. and/or the State Veterinary Medical Association of the state wherein they reside, and/or are currently permitted to practice veterinary medicine or surgery in their state of residence, country, or province.

SECTION II: Other categories of membership may be established by the Board of Directors as set forth in the By-Laws.

ARTICLE IV: BOARD OF DIRECTORS

SECTION I: The affairs of this Society shall be managed by a maximum of thirteen (13) member veterinarians who shall be the Board of Directors. There shall be one (1) member from each of the six (6) regions of the Society, plus three at-large members, plus the President, President-elect, Vice-President, and Secretary-Treasurer for a total of

thirteen (13) Board members. In addition, there shall be two (2) ex-officio non-voting members to include immediate Past President and the Society Newsletter Editor.

The Board shall reflect the general membership as nearly as possible with consideration given to geographic and species specialty distribution.

SECTION II: The Board of Directors shall be the governing body of this Society and shall have complete charge of all property, finances and employed non-member personnel.

SECTION III: Creation of local chapters of the Society may be authorized by the Board of Directors.

SECTION IV: The activities of the Board shall be reported to the General Membership at the annual meeting.

ARTICLE V: OFFICERS

SECTION I: The officers charged with duties affecting the entire Society shall consist of a President, a President-Elect, a Vice-President, and a Secretary-Treasurer.

SECTION II: Such officers shall be elected from the Board members, by the Board members, immediately after each general election.

SECTION III: The eligibility, tenure duties and method of election shall be prescribed in the By-laws.

ARTICLE VI: MEETINGS

SECTION I: A "Meeting" shall be defined as the membership convened in accordance with the provisions set forth in the By-laws.

SECTION II: The time, place, kind, and purpose of such constitutional meeting shall be prescribed in the By-laws.

ARTICLE VII: AMENDMENTS

SECTION I: Proposed constitutional amendments must be presented in writing to the Board of Directors, which in turn may approve the proposals for presentation to the general membership at least thirty (30) days prior to a regular meeting at which time action is to be taken. PROVIDED HOWEVER, that should the Board refuse to accept the proposed amendments, the presenting member may secure signatures of ten percent (10%) of the general membership and upon resubmission of the proposal, the Board shall present the proposal to the general membership.

SECTION II: This Constitution may be amended only by a majority vote of general membership present at a regular meeting of the Society or by written mail ballot after prior written notice of not less than thirty (30) days.

SECTION III: Amendments finally adopted shall be published within sixty (60) days following their adoption and shall become a part of the printed constitution thereafter.

ARTICLE VIII: DISSOLUTION OF THE SOCIETY

SECTION I: Dissolution of the Society for Theriogenology shall use its funds only to accomplish the objectives and purposes specified in the By-laws and no part of said funds shall inure or be distributed to the members of the Society. In the dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable education, scientific, or philanthropic organizations to be selected by the Board of Directors.