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Articles of Incorporation

- ARTICLE 1** The name by which this corporation shall be known is PORTLAND VETERINARY MEDICAL ASSOCIATION, and its duration shall be unlimited.
- ARTICLE 2** Registered agent.....
- ARTICLE 3** Address of Registered agent.....
- ARTICLE 4** Mailing address of registered agent.....
- ARTICLE 5** Address for mailing notices (PVMA mailing address).....
- ARTICLE 6** Attached and incorporated by this reference are additional provisions.
- ARTICLE 7** Pursuant to ORS 65.047 (1) (B), this corporation is a mutual benefit corporation.
- ARTICLE 8** This corporation shall be a membership corporation.
- ARTICLE 9** In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to such non-profit charitable corporation(s) as may be selected by the Board of Directors of this corporation, so that the business, property, and assets of this corporation shall in that event be used for and devoted to charitable purposes and, in no event, shall any of the assets or property of this corporation, or the proceeds of any of said assets or property, in the event of dissolution thereof, go or be distributed to the members.

ADDITIONAL PROVISIONS

1. The personal liability of each member of the Board of Directors, each uncompensated Officer, and each member of the corporation, for monetary or other damages, for conduct as a Director, Officer, or member shall be eliminated to the fullest extent permitted by current or future Law.
2. The affairs of the corporation shall be managed by the Board of Directors.
3. The Articles can be amended at any Regular or Special Meeting by two-thirds (2/3) total affirmative vote of the members present and ballots cast by members unable to attend, provided the proposed amendment or amendments shall have been:
 - a) Presented to the Board of Directors in writing for its recommendation.
 - b) Introduced to the voting membership at the preceding Regular Meeting.
 - c) Mailed to the voting members thirty (30) days prior to the Regular Meeting at which the final vote is to be taken.
4. The Bylaws may be amended at any Regular Meeting by a majority vote of the members present and ballots cast by members unable to attend, provided the proposed amendment or amendments shall have been:
 - a) Presented to the Board of Directors in writing for its recommendation.
 - b) Introduced to the voting membership at the preceding Regular Meeting.
 - c) Presented to membership in writing thirty (30) days prior to the Regular Meeting at which the final vote is to be taken.
5. Members of the Board of Directors may be removed from office by the membership if the membership can show cause for such removal. Removal shall be by a combined two-thirds (2/3) majority vote of the members present and ballots cast by members unable to attend, and such vote shall be taken at a Regular or Special meeting.

Bylaws

ARTICLE I - NAME

This association shall be incorporated and known as the Portland Veterinary Medical Association and shall remain a non-profit organization hereafter referred to as “the corporation”.

ARTICLE II - PURPOSE

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions). This corporation’s primary purpose shall be to improve the education and well-being of veterinary professionals and in turn, the animals and people they care for.

ARTICLE III – MEMBERSHIP

Section 1 Members

There shall be Active and Emeritus members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by the Law, the Articles of Incorporation, or the Bylaws of this Corporation.

Section 2 Active members

- a) Qualification: graduates of veterinary schools accredited by the American Veterinary Medical Association or having a veterinary education equal thereto. Members must hold a veterinary license active or inactive OR be employed in industry, academia, or research.
- b) Election: candidates for Active membership shall submit their application for membership to the Board of Directors. The Board of Directors shall approve or disapprove of the application by majority vote.
- c) Active members shall pay annual membership dues.

Section 3 Emeritus members

- a) Qualification: Active paid membership for 35 consecutive years, followed by retirement from active veterinary practice
- b) Election: candidates for emeritus membership shall submit their application for emeritus membership status to the Board. The Board of Directors shall approve or disapprove of the application by majority vote.
- c) Emeritus members shall not be required to pay annual membership dues.

Section 4 Termination of Membership

- a) A member’s membership is automatically terminated if he/she fails to pay dues within the period prescribed by the Bylaws.
- b) Any member who shall be found by the Board of Directors to have violated or engaged in any of the following shall be subject to admonishment, censure, suspension, or termination by the Board:
 - 1) The Articles or Bylaws of the Corporation:
 - 2) The code of ethics of the American Veterinary Medical Association
 - 3) The PVMA general member code of conduct
 - 4) Or having his/her license to practice revoked by any State or Provincial Veterinary Medical Examining Board.
- c) Membership may be terminated or suspended by the Board of Directors after giving the member at least thirty (30) days prior written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of termination. The decision of the Board of Directors can be challenged for up to 1 year.
- d) A member that has not been admonished, censured, or suspended within the prior 12 months may resign by submitting a written resignation to the Board.

Section 5 Reinstatement

- a) The procedure for membership election, as provided for in the Bylaws, shall apply to all former members except those whose membership has been terminated for reasons presented in Article IV Section 4b of the Bylaws.
- b) Reinstatement of a membership that has been terminated for reasons presented in Article IV Section 4b requires a two-thirds (2/3) affirmative vote by written ballot of the Active members present at a Regular Meeting.

ARTICLE IV – DUES AND SPECIAL ASSESSEMENTS

Annual dues of the corporation shall be determined by the Board of Directors and are payable on or before September 30th. Notice to renew, reminder to renew, and failure to renew notice will be sent to members. Failure to pay dues by November 15th shall automatically terminate membership and member benefits will be suspended.

ARTICLE V - MISCELLANEOUS

- Section 1** Voting
- a) Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless the Articles, Bylaws or the Law provide differently.
 - b) Members unable to attend a meeting may provide the corporation's Executive Director with their ballot prior to the meeting at which the vote will be held.
- Section 2** Quorum
Unless otherwise stated, the members present shall constitute a quorum at Regular and Special Meetings.
- Section 3** Indemnification of Officers and Directors
This corporation will indemnify its Officers and Directors to the fullest extent allowed by Oregon Law.
- Section 4** Salaries and Compensation of Board Directors
Board Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.
- Section 5** Registered Agent
The Registered Agent of the corporation will be a member of the Board.

ARTICLE VI - MEETINGS

- Section 1** Annual Meeting
Shall be held in conjunction with the Regular Meeting scheduled in May, at which time, the new Officers and Directors will be elected.
- Section 2** Regular Meetings
Shall be held on the 2nd Thursday of each month except June, July, August and December (summer break, annual party in lieu of a December meeting). The President may change the Regular Meeting time when special reasons make this change in the best interest of the membership corporation. Notice of the time and place of all Regular Meetings shall be communicated to the membership no less than thirty (30) days in advance of the meeting.
- Section 3** Special Meetings
Shall be called by the President when he/she considers it necessary or by a demand of three (3) members in good standing signed, dated and delivered to the corporation's Executive Director. The demand by the members shall describe the purpose for the meeting. Notification of the time and place of the meeting as designated by the Board shall be communicated to the membership no less than 10 days prior to said meeting.
- Section 4** Board of Directors Meetings
- 1) Shall be held on the 1st Tuesday of each month, at the time and place designated by the President.
 - 2) A quorum shall consist of a majority of the voting Directors of the Boards. The definition of a quorum is: the minimum number of members that must be present at any of meetings to make the proceedings of that meeting valid. A minimum of 4 members must be present.
 - 3) Directors may vote by verbal or written form provided they give written notification to the Executive Director.

ARTICLE VII – BOARD OF DIRECTORS

- Section 1** The Board of Directors shall consist of 7 members: three (3) Officers (President, President-elect, Treasurer), and four (4) general directors. The Directors of the Board shall be elected by the general membership by way of written ballot. The three Officers shall then be determined by the Board of Directors, as deemed appropriate. If eligible to serve a second term, the past President and Treasurer may be considered and approved to serve another term by majority vote of the other board members. If a term limit has been met or if preferred, the immediate past President and immediate past Treasurer may serve as ex-officio (observer/nonvoting) members.
- Section 2** Elections of the Board of Directors.
- a) Regular elections are to be held during the Regular May Meeting.
 - b) The Board of Directors shall present a list of candidates for the vacant seats in a ballot mailed/emailed or otherwise sent to the membership 30 days or more prior to the Regular May Meeting. Votes for additional nominees may be cast in a write-in space on the ballot.
 - c) Nominees who receive the largest number of votes shall be declared elected.
 - d) The President shall call Special elections as needed. Ballots for Special elections will be mailed and/or emailed fourteen (14) days prior to a Regular or Special Meeting at which said vote is to take place.
- Section 3** A report of business transacted at each Board of Directors Meeting shall be available to members upon request and updates may also be provided in the newsletter.
- Section 4** The duties and authority of the Board of Directors shall be as follows:
- a) Carry on the business of the corporation between Regular Meetings
 - b) Fulfill duties described elsewhere in the Articles and Bylaws and Resolutions
 - c) Represent the interests of the collective membership
- Section 5** Cause for removal of a Board Director, shall be found if:
- a) Said Director fails to fulfill the duties of the position as set forth in the Bylaws
 - b) Said Director fails to adhere to the PVMA Board of Directors Code of Conduct
 - c) Said Director has been absent from three (3) or more Board of Directors' Meetings in one twelve (12) month period
 - d) Membership is terminated as provided for in the Bylaws
 - e) Fitness for board service by said Director is determined to be inadequate by a two-third ($\frac{2}{3}$) majority vote by ballot of the Board Directors not the subject of a removal proceeding

ARTICLE VIII - BOARD RESOLUTIONS

- Section 1** The Board shall adopt Resolutions by simple majority vote.
- Section 2** Resolutions shall be presented during a Board Meeting by a member in good standing or a Director/Officer.

ARTICLES IX – OFFICERS & DIRECTORS

- Section 1** President
- a) The President shall assume office for a term of one year at the May meeting. The President may serve a second term if duly appointed, but may not serve more than two consecutive terms.
 - b) In the event the President cannot fulfill his/her term, the President-elect shall assume the office of President.
 - c) The duties of the President shall be as follows:
 - 1) Preside at the Annual, Regular, Special, and Board of Directors Meetings.
 - 2) Sign all checks of the corporation when the Treasurer is not available.
 - 3) Call Special elections as required to replace any Officer/Director who has resigned, been removed for cause, or is otherwise unable to serve her or his full term.
 - 4) Call other Special elections as provided for in the Bylaws.
 - 5) Serve as an ex-officio Board Director for one (1) year immediately following his/her term to serve in an advisory capacity.

Section 2

President-elect

- a) President-elect shall be appointed by the Board of Directors by a majority vote.
- b) In the event the President-elect cannot fulfill his/her term, the vacancy shall be filled by an appointment by the Board of Directors.
- c) The duties of the President-elect shall be as follows:
 - 1) Perform the duties of the President in his/her absence.
 - 2) Assist the President in his/her duties when requested.
 - 3) Serve as needed on committees as a chair or member.
 - 4) Attend Board of Directors Meetings.

Section 3

Treasurer

- a) The Treasurer shall be appointed by the Board of Directors and assume office for a term of two (2) years.
- b) In the event the Treasurer cannot fulfill his/her term, the vacancy shall be filled by the majority decision of the Board of Directors
- c) The Treasurer shall be bonded.
- d) The duties of the Treasurer shall be as follows:
 - 1) Account for all monies received and disbursed
 - 2) Make reports as to the financial condition of the corporation to the Board
 - 3) Sign all checks of the corporation over \$500. In the absence of the Treasurer, the President shall sign the checks
 - 4) Disburse funds when proper to do so
 - 5) Keep full and accurate accounts of all financial records of the corporation, with the assistance of the Executive Director
 - 6) Submit all tax reports to government agencies in a timely manner with the assistance of the Executive Director
 - 7) Prepare the annual budget with the Executive Director and make the annual budget available to the general membership upon request
 - 8) Serve as an ex-officio Board Director for one (1) year immediately following his/her term to serve in an advisory capacity to the Treasurer and as co-chair of the nominating committee
 - 9) Attend Board of Directors Meetings

Section 4

Directors

- a) The Directors shall be four (4) in number. Directors shall be elected and assume office for a term of three (3) years at the May Meeting.
- b) If a Director is appointed to the position of President, President-elect or Treasurer, the remainder of his/her term will be controlled by Sections 1, 2, or 3 of Article IV above as appropriate.
- c) In the event a Director cannot fulfill his/her term, the vacancy shall be filled by Special election.
- d) The duties of the Directors shall be as follows:
 - 1) Serve as a representative and voting member of the Board of Directors
 - 2) Serve as needed on committees as a chairperson or member
 - 3) Attend Board of Directors Meetings
- e) A Director may serve two consecutive 3 year terms. After serving two three year terms, a Director may not serve again as a Director for a three year period following the last date of his/her second consecutive three year term.

ARTICLE X - EXECUTIVE DIRECTOR

Section 1 The Corporation shall employ an Executive Director.

Section 2 The Executive Director(s) shall be bonded.

Section 4 The Executive Director(s) shall report to the Board of Directors and work under the guidance of the Board of Directors.

Section 5 The duties of the Executive Director shall include, but are not limited to:

- a) Office/Administrative Responsibilities
- b) Representation of the organization and its members
- c) Acting as a liaison between the veterinary animal welfare communities and the general public
- d) All aspects of bookkeeping and financial management
- e) Planning and attending PVMA meetings, events
- f) Provision for notice of all meetings to the Board of Directors and members
- g) Oversee the recording of the minutes of all proceedings of the Board of Directors and members' Meetings and actions
- h) Monthly newsletter production and additional materials and publication
- i) Maintaining current and accurate membership databases.
- j) Public relation/media relation
- k) Authentication of the records of the corporation
- l) Other duties as assigned and directed by the Board

ARTICLE XI - COMMITTEES

Section 1 The Board may establish committees as it deems necessary and desirable.

Section 2 All committees shall be chaired by an Officer/Director of the Board.

Section 3 No committee may exercise any Board of Directors function unless the committee submits a recommendation to the Board of Directors and it is approved by majority vote.

Section 4 No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors/Officers; nor may it approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets.

Section 5 No committee may elect, appoint, or remove a Director/Officer or fill vacancies on the Board or on any of its committees; nor may it adopt, amend, or repeal the Articles, Bylaws, or any Resolutions by the Board.

Section 6 Standing committees of the Corporation shall be as follows. Additional committees may be established by the board of directors and will be updated in the Resolutions as needed:

- a) Continuing Education – Shall provide programs for all Regular Meetings and Special Meetings when necessary.
- b) Membership – Shall encourage attendance, enlist candidates for membership and attempt to reinstate former members.

ARTICLE XII - PVMA LIAISON

A PVMA liaison shall be a member or non-member that is appointed by the President and approved by the Board by a majority vote. PVMA liaison shall be appointed as deemed necessary by the Board of Directors.