The Texas Veterinary Medical Association has two (2) governing documents. The Bylaws set out the purposes and general organizational structure for TVMA. The Policies Manual details how TVMA operates in order to meet the purposes stated in the Bylaws.

ARTICLE I. NAME AND LOCATION
The name of this organization shall be the TEXAS VETERINARY MEDICAL ASSOCIATION, a non-profit corporation, incorporated in the State of Texas, hereinafter referred to as TVMA.

ARTICLE II. PURPOSES AND MISSION
The purposes of TVMA shall be:
A. To create a community of veterinary practice in Texas;
B. To build a better profession;
C. To serve society.

The mission of the Texas Veterinary Medical Association is to promote, advocate for and protect the veterinary medical profession and to advance animal health for the well-being of animals and humans.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications
Membership in TVMA shall consist of veterinarians (except for Special Membership classes as specified by Policies) who:
A. Have graduated from a college of veterinary medicine.
B. Have duly applied and been accepted to Membership as prescribed by Policies.
C. Agree to comply with TVMA Bylaws, Policies and the AVMA Principles of Veterinary Medical Ethics.

Section 2. Tenure
Members of TVMA may be disciplined for failing to comply with the provisions of TVMA Bylaws, Policies and the Principles of Veterinary Medical Ethics of the AVMA, or for other conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of TVMA as defined in Article I of these Bylaws. Discipline may include, but not be limited to, censure, suspension, probation and expulsion. Disciplinary action may be taken on recommendation of the Executive Committee and with a three-quarter (3/4) majority vote of the Board of Directors.
Section 3. Classes of Membership
The Board of Directors shall create various classes of voting, non-voting and special membership established in the same manner as required to amend these Bylaws as stated in Article XVII.

ARTICLE IV. DUES

Section 1. Dues Structure
Annual dues shall be payable on July 1 of each fiscal year. The amount of annual dues shall be set by the Executive Committee upon recommendation of the Budget and Finance Committee and shall be ratified by a majority vote of the Board of Directors. Members of TVMA shall be notified in a TVMA publication of general circulation sixty (60) days in advance of any action by the Board of Directors to change the amount of dues. The payment schedule for annual dues shall be set by the Executive Committee.

Section 2. Delinquency
Non-payment of dues within ninety (90) days of the date payable shall result in the suspension of the member's benefits. Membership benefits may be reinstated by payment of dues. No member shall be permitted to exercise any privilege of membership while dues are delinquent.

ARTICLE V. CORPORATE STRUCTURE
The members of the Executive Committee and Board of Directors as described and established by these Bylaws shall constitute the membership of TVMA in its corporate capacity.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Composition
The Executive Committee shall consist of the President, President-elect, Immediate Past President, Chairman of the Board of Directors, Treasurer and four (4) Council Chairs.

Section 2. Duties
The Executive Committee shall:

A. Be the administrative body of TVMA and shall have complete charge of its property and financial affairs

B. Be charged with carrying out the provisions of TVMA Bylaws and Policies

C. Be charged with the appointment, employment and termination of an Executive Director

D. Report at each regular session of the Board of Directors

E. Meet at least twice annually, having one (1) meeting in conjunction with the TVMA Annual Conference, and one (1) meeting held approximately six (6) months before or after the Annual Conference. It shall also meet in additional sessions as deemed necessary and called by the President or any three (3) members of the Executive Committee
F. Have closed meetings. However, the Executive Committee shall have the right to call in any other persons as deemed necessary by the President

G. Advise or instruct the AVMA Delegate or Alternate Delegate

H. Act on membership categories as needed

I. Act with the Executive Director as the Building Oversight Committee to oversee the building use policy

J. Serve as members of the Government Relations Committee

**Section 3. Quorum**

Five (5) members of the Executive Committee shall constitute a quorum.

**Section 4. Qualifications**

A. To qualify for the office of President-elect, the candidate must have been a TVMA member for at least five (5) years immediately preceding the date of candidacy and must have met one of the following qualifications: (1) either one year of service in the office of Chairman of the Board, or (2) receive nomination to the office of President-elect as prescribed in Section 5 (A) (2), below.

B. To qualify for the office of Chairman of the Board, the candidate must have served at least one year as Council Chair and must currently be serving as Council Chair or as District Director.

C. To qualify for the office of Council Chair, the candidate must have served at least two years as a District Director and currently serve on a committee under one of the four Councils.

**Section 5. Nominations and Elections**

A. The offices of President and Immediate Past-President are non-elected positions due to succession privileges. The other officers are nominated and elected as follows:

   (1) The Chairman of the Board of Directors is automatically nominated to the office of President-elect upon the completion of one year of service in the office of Chairman.

   (2) Any veterinarian who is a member in good standing of the Texas Veterinary Medical Association may seek election to the office of President-elect by submitting written nominations from at least 25 voting members of TVMA with the requirement that those individuals making the nominations must have residence in at least thirteen (13) of the twenty-one (21) TVMA districts.

   (3) Nominations shall be submitted to the TVMA office address and must be received by the TVMA office no later than September 30 of the calendar year in which the election is held.

   (4) In the event there are no nominations submitted by the voting membership for the office of President-elect, and the person who has just completed a term as Chairman of the Board refuses to serve or is otherwise disqualified from seeking the office of President-elect, the Executive Committee and/or the Board of Directors shall name one or more nominees for that office as prescribed by these Bylaws.

   (5) All nominees to the office of President-elect must furnish their acceptance of the nomination in writing to the Executive Director in order for their names to be placed on the
ballot. In the event an individual is nominated for more than one office, only one nomination may be accepted. The nominee's acceptance will determine for which office the nominee is a candidate.

(6) If no one is nominated for the office of President-elect as prescribed by Section 5 (A) (2), above, the member who has just completed a term of office as Chairman of the Board of Directors shall be seated as President-elect without election.

(7) If required, election ballots, so constituted, shall be mailed or sent via electronic means to all voting members in November.

(8) Voting shall be accomplished by marking the ballot according to voting instructions printed on the ballot. In order to be valid, ballots must be received by the TVMA office postmarked no later than twenty one (21) days after the date they were mailed by TVMA to the member. The ballot must be received in the official ballot envelope, and the envelope must be signed by the voting member.

(9) Ballots will be tabulated within twenty (20) days after the deadline by an Election Committee composed of two (2) voting members of TVMA, appointed by the TVMA President and assisted by TVMA staff.

(10) The incumbent Executive Committee shall certify the election results and the propriety of the nominating and election procedures.

(11) The nominee receiving the highest number of votes for each office shall be certified to that office.

(12) Following certification, all nominees shall be notified of the election results as soon as possible, and the election results shall be published in the next issue of a TVMA publication of general circulation.

B. The Treasurer shall be nominated by the President-elect and ratified by the Board of Directors at the annual meeting of the Board of Directors.

C. The Chairman of the Board of Directors shall be nominated and elected by and from the Board of Directors at its annual meeting.

D. The Council Chairs shall be nominated, elected and ratified by the process described in Article XII, Section 4.

Section 6. Installation, Term of Office
Officers shall be installed at the annual meeting of the Association, except for Council Chairs with staggered terms of office (see Article XII, Section 4). All officers shall serve until their successors are installed at the annual meeting of the Association.

Section 7. Re-election
Council Chairs serve two (2) year terms of office; all other officers serve one (1) year terms in accordance with these Bylaws and are not eligible for re-election to the same office until at least one (1) year has elapsed after the term of office.

Section 8. Removal
The Board of Directors, by a three-quarter (3/4) vote of all its members, may remove any officer
from office with or without cause.

**Section 9. Filling Vacancies**

If vacancies should occur on the Executive Committee for any reason, the vacancies shall be filled by a special election called by the President, using the election method prescribed in these Bylaws for filling the vacant position.

**ARTICLE VII. DUTIES OF OFFICERS**

**Section 1. President**

The President shall be the chief elected executive officer of TVMA and shall:

A. Be the Chairman of the Executive Committee, but is empowered with the authority to yield the chair to the President-elect or another officer available for the performance of these duties

B. Serve with the Treasurer as Co-Chair of the Budget & Finance Committee

C. Promptly fill vacancies in the membership of committees created by any cause

D. Appoint, in consultation with the Dean of the TAMU College of Veterinary Medicine and Biomedical Sciences, a TVMA member from the faculty to serve as TVMA Liaison to the Student Chapter

E. Deliver a report at the regular sessions of the Board of Directors describing all actions and decisions considered by the Executive Committee since the most recent meeting of the Board of Directors

F. Be considered a member of all committees with full power to supervise and direct their work. The President shall, however, not be empowered with authority to suppress committee reports, that authority being delegated to the Board of Directors

G. Serve as a member of the Government Relations Committee

H. Appoint Task Forces as described in Article XIII, Section 4G

I. Represent TVMA at relevant national, regional and local meetings.

**Section 2. President-elect**

The President-elect shall succeed to the office of President and shall:

A. Perform the duties of the President in the absence of the President

B. Chair the Government Relations Committee (See Article XIII, Section 4A)

C. Be a voting member of the Budget & Finance Committee

D. Nominate the Treasurer for ratification by the Board of Directors

E. Appoint a representative to serve on the Budget & Finance Committee

F. Maintain Council Structure and continuity of Board representation

G. Approve the appointment of all committee chairs and vice-chairs according to Article XIII, Section 2A
H. Represent TVMA at relevant national, regional and local meetings
I. Report to the Board of Directors on current activities and upcoming plans
J. In general, perform such other duties as may be prescribed by the President

Section 3. Council Chairs
The Council Chairs shall perform the following duties:
A. Serve as an officer of the Association and voting member of the Executive Committee
B. Serve as presiding officer over any meetings of his/her Council
C. In collaboration with committee chairs, make all committee appointments
D. Serve as members of the Government Relations Committee and Budget & Finance Committee
E. Perform any other duty assigned by the President

Section 4. Treasurer
The Treasurer shall:
A. Be custodian of all funds of TVMA, responsible for the proper accounting of all receipts and disbursements and the maintenance of a file of all vouchers and invoices accompanying them for a period of not less than five (5) years
B. Review the financial records of TVMA monthly and make detailed reports of the financial status of TVMA at every regular session of the Executive Committee and Board of Directors and at other times as the President may request
C. Annually have the fiscal records of TVMA audited by a certified public accountant and provide a report on said audit to the Executive Committee at the annual business meeting
D. Co-sign checks with either the President or the Executive Director for legitimate expenses
E. Turn over all funds, property and records to his/her duly appointed successor
F. Serve as Co-Chair of the Budget and Finance Committee
G. Serve as chair of the Investment Board
H. Serve as member of the Government Relations Committee
I. Serve as a non-voting member of the Audit Committee

Section 5. Chairman of the Board of Directors
The Chairman of the Board of Directors shall:
A. Preside at all meetings of the Board of Directors, but has the authority to yield the chair to a Council Chair of his/her choice
B. Develop agendas to guide each meeting of the Board of Directors
C. Serve as a member of the Government Relations Committee and Budget & Finance
Committee

D. Oversee the committee function of TVMA governance. This includes working with other officers and TVMA staff to facilitate committee chairs, assisting the TVMA President-elect in formulating annual charges to each committee, communicating with committee chairs to ensure that committees are fully responsive to the duties and responsibilities outlined in their annual committee charges

E. Inform the Board of Directors on TVMA issues and initiatives

F. Represent TVMA at relevant national, regional and local meetings

Section 6. Immediate Past-President

The Immediate Past-President shall:

A. Provide leadership to any task forces which he/she appointed as President in order to complete any unfinished business remaining from the previous year

B. Serve as member of the Government Relations Committee and Budget & Finance Committee

C. Perform such other duties as may be prescribed by the President

C. Serve as a member of the Audit Committee

ARTICLE VIII. EXECUTIVE DIRECTOR DUTIES

The Executive Director shall:

A. Be the chief administrative officer of TVMA responsible for all management functions

B. Manage and direct all activities of TVMA as prescribed by the Executive Committee and shall be responsible to the Executive Committee

C. Employ or terminate members of the staff necessary to carry on the work of TVMA and fix their compensation within the approved budget

D. Define the duties of staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall be in the best interest of TVMA

E. Present a written status report concerning TVMA activities and affairs at each regular session of the Executive Committee and Board of Directors or at any other times as directed by the President

F. Present a report to the Executive Committee monthly, or more often as needed, on the financial and operational status of TVMA

G. Act as Executive Editor of the TVMA publications of general circulation

H. Receive the cash resources of TVMA and deposit all monies in the name of TVMA, in a depository approved by the Executive Committee

I. Furnish the Treasurer with records providing full details on all TVMA income and expenditures at least monthly

J. Turn over all funds, property and records to his/her successor
K. Be responsible for the maintenance of membership records which shall be kept as needed to fulfill the requirements of these Bylaws. Financial records shall be maintained for a period of time designated by state and/or federal guidelines or the TVMA Record Retention Schedule, whichever is longer.

L. Serve as a non-voting member of the Budget and Finance Committee and the Government Relations Committee.

M. Serve as a non-voting member of the Audit Committee.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Composition

A. The voting members of the Board of Directors shall include twenty-eight (28) Directors, one duly elected by and from each of the twenty-six (26) TVMA Districts as prescribed by these Bylaws, the TVMA Student Chapter Representative who shall serve as a voting member of the Board of Directors with one (1) vote and the Licensed Veterinary Technician Representative who shall serve as a voting member of the Board of Directors with one (1) vote. The Licensed Veterinary Technician Representative shall be nominated and elected by Licensed Veterinary Technician members of TVMA.

B. The nine (9) officers of the Texas Veterinary Medical Association, including the President, President-elect, Chairman of the Board, four (4) Council Chairs, the Treasurer and the Immediate Past-President, shall serve as non-voting members of the Board of Directors.

C. Liaisons to the Board of Directors may include representatives from academic, regulatory and other veterinary related agencies as listed in Policies.

Section 2. Duties of the Board

The Board of Directors shall be the legislative body of TVMA and shall, in principle, be the voice of the active members. The Board of Directors shall:

A. Elect the Chairman of the Board of Directors

B. Elect the TVMA Delegate and Alternate Delegate to the AVMA. (See also Article X)

C. Ratify the appointment of the TVMA Treasurer

D. Ratify nominees to special memberships as prescribed by Policies

E. Act on proposed Bylaws and Policy amendments as prescribed by these Bylaws

F. Act on matters referred by committees or the Executive Committee

G. Perform such functions as may be directed by the Chairman of the Board

H. Remove any officer from office with or without cause, as prescribed in these Bylaws

I. Select the sites of the TVMA annual meetings and continuing education seminars, as prescribed in these Bylaws

J. Meet at least twice annually, having one (1) meeting in conjunction with the TVMA Annual
Conference, and one (1) meeting held approximately six (6) months before or after the Annual Conference, or meet in special meetings as called by the Chairman of the Board

K. Create various membership classes of voting, non-voting and special memberships established by a three-quarter (¾) majority vote of the Board of Directors

Section 3. Duties of the District Directors

TVMA District Directors shall:

A. Fully inform their constituents regarding actions pending and actions taken by the Executive Committee and Board of Directors

B. Contact non-members in their respective districts, encourage their membership, and report to the Board of Directors on the causes or reasons for non-membership of eligible veterinarians

C. Contact delinquent members, determine the reason for their delinquency and encourage their renewal

D. Contact legislators as needed and requested by the Chairman of the TVMA Government Relations Committee

E. Chair a standing committee or other committee when selected to do so

F. Within thirty (30) days of election, file with the TVMA Executive Director the name of an alternate to serve in their absence from any regular or called meeting of the Board of Directors before the Director’s term of office begins

G. Maintain a current and active email address.

Section 4. Representation

A. Geographical areas shall be designated and named by the Board of Directors as official TVMA Districts. District names and/or boundaries shall be changed only by a three-quarter (3/4) majority vote of the Board of Directors.

B. Non-geographical districts shall be designated as follows:

   1. one district shall consist of all members in good standing of TVMA who have designated their employment type as industrial medicine, regulatory medicine, public health, or military service;

   2. one district shall consist of all members in good standing of TVMA who have designated their employment type as diagnostic laboratory, laboratory animal, or teaching and research;

   3. one district shall consist of all members in good standing of TVMA who have designated their practice type as equine exclusive or equine predominant;

   4. one district shall consist of all members in good standing of TVMA who have designated their practice type as large animal; and

   5. one district shall consist of all members in good standing of TVMA who have designated their practice type as shelter medicine.
C. There shall be two At-Large districts representing all voting TVMA members, whose directors will be elected by a statewide vote of TVMA voting members.

D. Each TVMA District shall be represented by one (1) Director.

1. For all motions, actions, resolutions and elections held within a Board Council, the voting strength of all Directors shall be equal, following the one-person, one-vote rule.

2. For all motions, actions, resolutions and elections held when the directors are meeting as the full Board of Directors, each of the nineteen (19) geographic district shall have a weighted vote, equal to one vote for each thirty (30), or portion thereof, TVMA voting members in the district. The total number of votes to which each district is entitled shall be determined annually in October based on the number of TVMA members in good standing having a business address in the district. Each non-geographic district, including the two At-Large districts, shall not have a weighted vote but will instead receive one (1) vote per district.

E. Any action required or permitted to be taken by the board of directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation, and these bylaws may be taken without a meeting if a majority of directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the board.

Section 5. Quorum
A representation consisting of two-third (2/3) of the Board's total number of elected directors shall constitute a quorum for the transaction of business.

Section 6. Qualifications
With the exception of the TVMA Student Chapter Representative, to qualify for the position of District Director, the candidate must have been a voting member of TVMA in good standing for at least three (3) years immediately preceding the date of nomination and reside or work within the geographic boundaries of the district or be a representative of a non-geographic district, including the two At-Large districts, as listed in Article IX, Sections 4B and 4C. No member of the Executive Committee shall be elected to serve concurrently as a Director or be designated to serve as an Alternate Director.

Section 7. Nomination and Election
A. Nominations for District Director shall be submitted in writing on a form prescribed by the Policies to the TVMA office, with two (2) signatures, from two (2) voting members of the respective district. In the case of the At-Large district, nominations must come from two (2) voting members from two (2) different geographic districts. Nominations must be received by the TVMA office no later than September 30 of the calendar year in which the election is held.

B. All nominees must furnish their acceptance of the nomination in writing to the Executive Director in order for their names to be placed on the ballot.

C. In the event that there is only one nominee for any vacancy on the Board of Directors
following the deadline for receipt of nominations, a non-contested election shall occur and printed election ballots shall not be mailed to the voting membership.

D. For all contested elections for District Director, election ballots, so constituted, shall be mailed and/or distributed electronically to all voting members within the district in November.

E. Voting shall be accomplished by marking the ballot according to voting instructions included on the ballot. In order to be valid, ballots must be received by the TVMA office postmarked or electronically submitted, if ballots were distributed electronically, no later than twenty one (21) days after the date they were originally provided to the member. If mailed, the ballot must be received in the official ballot envelope.

F. Ballots will be tabulated within twenty (20) days after the deadline by an Election Committee composed of two (2) voting members of TVMA, appointed by the TVMA President and assisted by TVMA staff.

G. The nominee receiving the highest number of votes for the district shall be declared District Director. All nominees shall be notified of the election results as soon as possible.

Section 8. Tenure
District Directors shall serve for a period of three (3) years with the terms beginning at the next TVMA annual meeting following their election. Directors shall be eligible for re-election at the end of their first term. After two (2) complete consecutive terms, the director is not eligible for re-election until one year has lapsed.

Section 9. Removal
A. Any Director who is absent and not represented by a designated alternate at two (2) consecutive meetings of the Board shall be automatically removed.

B. Any Director who otherwise fails to perform the duties of Director prescribed in these Bylaws may be removed from the Board by a petition signed by twenty-five (25) percent of the voting members in the District, and approved by a majority vote of the Board of Directors.

C. Any Director who no longer resides or works in the district where they were elected shall no longer be eligible to represent that district. Any Director representing a non-geographic district who no longer works in the designated employment type or practice type that they were elected to represent shall no longer be eligible to represent that district.

Section 10. Filling Vacancies
A. A special election shall be conducted in the District to fill the unexpired term of the Director when a vacancy occurs for any reason.

B. Special elections to fill a vacancy in any elected position occurring between September 1 and October 31 shall be conducted in conjunction with the regular election for that year.

Section 11. Indemnification
TVMA shall indemnify its directors to the fullest extent permitted by the Texas Non-Profit Corporation Act as now in effect and as hereafter amended and may, in and to the extent
authorized by the Board of Directors, so indemnify its officers and other persons whom it has the power to indemnify against liability, reasonable expense or other matter whatsoever.

ARTICLE X. TVMA DELEGATE AND ALTERNATE DELEGATE TO THE AMERICAN VETERINARY MEDICAL ASSOCIATION (AVMA)

Section 1. Election, Tenure
The TVMA Delegate and Alternate Delegate to the AVMA shall be elected by the Board of Directors for a four-year (4) term, effective immediately upon election. Any member of the Board of Directors or any active TVMA member in good standing who is a member of AVMA is eligible for election as Delegate or Alternate Delegate.

Section 2. Duties
The Delegate to AVMA (or Alternate Delegate) shall:
A. Receive advice or instruction from the TVMA Executive Committee, and represent TVMA accordingly, at all meetings of the AVMA House of Delegates
B. Attend all meetings of the TVMA Board of Directors
C. Inform the Board of Directors on matters to be considered by the AVMA House of Delegates
D. Report on actions of the AVMA House of Delegates at the next meeting of the Board of Directors or sooner if deemed necessary
E. Inform the Executive Committee sufficiently prior to deadlines on AVMA nominations and other matters to allow appropriate action

ARTICLE XI. ANNUAL MEETING

Section 1. Time
An annual meeting shall be held in each calendar year, the exact date of which shall be fixed at least one (1) year in advance by the Executive Director with approval of the Executive Committee.

Section 2. Site
The site of the annual meeting shall be selected by the Board of Directors. In order to be eligible for consideration by the Board, the proposed city must have met the basic criteria established by the Executive Committee from recommendations of the Executive Director based on physical and economic requirements of the TVMA annual meeting.

Section 3. Duration
The duration of the annual meeting and other TVMA seminars shall be fixed by the Executive Committee.
ARTICLE XII. BOARD COUNCILS

Section 1. Composition
The District Directors of TVMA shall be organized into four (4) Councils reflecting the needs of the Association and the interests of the Directors. Effort shall be made to evenly distribute the Directors among the Councils.

Section 2. Name and Purpose of the Councils
The Councils shall be designated and shall have the purposes described below:

A. Council on External Affairs. Has primary responsibility for Association activities that interface with external agencies, groups and the general public. It shall work to improve the relationship of the profession to all external audiences and to make the legislative, regulatory and business climates better for veterinary medicine.

B. Council on Association Affairs. Has primary responsibility for activities that focus on the internal Association function. It shall strive to improve the efficiency and effectiveness of Association operations and to give TVMA members better value for their membership commitments.

C. Council on Professional Advancement. Has primary responsibility for activities that focus on the profession of veterinary medicine. Its goal is to seek continuous improvements in the practice of veterinary medicine, including business management and veterinary economics.

D. Council on Veterinary Practice. Has primary responsibility for activities that focus on the art and science of veterinary medicine as practiced in various subspecialty areas. Its goal is to provide a forum where veterinarians with common interests can meet for discussion, education and collective action to address common needs.

Section 3. Assignment of Directors to Council Service
The President-elect shall assign each Director to a committee within one of the four Councils annually. Whenever possible, the President-elect shall honor the Director’s service interest in making these assignments. Directors must serve one (1) year on the Council to which assigned and may be assigned to the same or a different Council in the subsequent year. All Council assignments are effective beginning with the annual meeting of the Association and continuing for a calendar year from that date.

Section 4. Council Chairs
A. A Council Chair shall preside over all meetings of the Council.
B. The term of office for the Council Chair is two (2) years. The Council Chair may serve for any number of terms; however, he/she may serve consecutively a maximum of two (2) terms in office. The terms of office of the four (4) Councils shall be staggered. The terms of the Council Chairs of the Council on External Affairs and the Council on Professional Advancement shall begin and end on odd-numbered years, while the terms of the other two Council Chairs shall begin and end on even-numbered years.
C. Nominations for Council Chairs shall be submitted in writing to the TVMA office by two (2) voting members of the Council. Nominations must be received by the TVMA office no later than January 30 of the calendar year in which the election is held. Voting veterinarian members of all committees assigned to that Council as well as members of the Board of Directors and
Executive Committee, may vote in the Council Chair election either in person at the Annual Meeting of the Association or by absentee ballot as specified in Policies.  
D.  The election of said Council Chair shall be ratified by majority vote of the Board of Directors.  
A candidate for Council Chair must possess the qualifications for office listed in Article VI, Section 4C of these Bylaws. Vacancies of any Council Chair will be filled by the nomination, election and ratification process described above.  

Section 5. Responsibilities  
Councils shall conduct their business and meet their responsibilities through committees. The TVMA Board of Directors is authorized to create committees at the recommendation of Council Chairs.  

ARTICLE XIII. COMMITTEES  

Section 1. Composition  
A. The Board of Directors is authorized to create committees at the recommendation of Council Chairs.  
B. Except as otherwise provided herein, the Committee Chairs and Council Chairs shall appoint the members of all committees. The Leadership Development Committee shall submit names of potential committee members to the Committee Chairs and Council Chairs for consideration.  
C. The President and President-elect shall be members of all committees unless otherwise specified in these Bylaws or Policies.  
D. The President shall act in accordance with Article VII, Section 1, parts (C) and (F) of these Bylaws.  
E. Unless otherwise provided in these Bylaws or Policies, each committee should have a minimum of nine (9) members and a maximum of fifty (50) members. Should more than fifty (50) members express interest in serving on a particular committee, term limits of three (3) years shall be enforced for that committee at the direction of the Executive Committee and Council Chairs to ensure that total committee membership does not exceed fifty (50) members. The numbers of members making up certain committees are specified in these Bylaws and Policies.  

Section 2. Chair and Vice-Chair  
A. Unless otherwise provided herein, each committee will elect a Chair and Vice-Chair. The committees will submit the names of the Chair and Vice-Chair elected to the President-elect for approval. Should the President-elect disapprove a selection, the committee shall hold another election and submit the new name to the President-elect for approval.  
B. Unless otherwise provided herein, each committee shall have a chair and vice-Chair who are members retained from the previous year and who shall each serve a two (2) year term. Chairs and Vice-Chairs may be elected to one additional two (2) year term. Chairs and Vice-Chairs are not eligible for re-election to the same position until at least two (2) years have elapsed after the term of service.
Section 3. Tenure
All committee appointments shall be for one (1) year terms, with no term limits, unless otherwise specified in these Bylaws or Policies, and shall become effective immediately prior to the annual meeting.

Section 4. Committees that Report Directly to the Executive Committee
A. Government Relations Committee should meet as needed to discuss and make recommendations on proposed legislation in state and municipal legislative bodies that may impact the aims and goals of TVMA. An additional duty shall be to select the Trustees of the Texas Veterinary Medical Association Political Action Committee (VPAC) as described in the VPAC Bylaws. The Committee shall be chaired by the President-elect.

B. Budget and Finance Committee (12 members, 11 specified): shall be composed of the President, the President-elect, Council Chairs (4), Immediate Past President, Treasurer, Chairman of the Board of Directors, one (1) voting member appointed by the Texas Veterinary Medical Foundation (TVMF), Executive Director (Ex-Officio member), and one (1) voting member of TVMA appointed by the President-elect upon his/her installation in that office (see also Article VII, Section 2E). Its members shall:
   (1) Study the financial affairs of TVMA
   (2) Propose means of increasing the income
   (3) Recommend methods for reducing the expenses
   (4) Approve a budget for each coming fiscal year, to be submitted to the Executive Committee not later than June 1 of the calendar year.

C. TVMA Investment Board shall have responsibility for supervising and monitoring the investments of TVMA and for setting the policies, objectives, and guidelines for investing TVMA assets. The TVMA Investment Board shall consist of the following members: TVMA Treasurer; TVMA President; TVMA President-elect; TVMA Immediate Past President; one member of TVMA selected on the basis of investment experience and appointed by the TVMA President, after ratification of the Executive Committee, to serve a term of three (3) years; and the Executive Director of TVMA shall serve as an ex-officio member of the TVMA Investment Board. The chairman of the TVMA Investment Board shall be the TVMA Treasurer. The TVMA Investment Board shall have the authority to adopt such operating rules or procedures as it determines necessary for efficient and effective oversight of TVMA investments.

D. The Business Alliance Committee shall develop, investigate and evaluate business opportunities to generate non-dues income for TVMA, serve under the Council on Association Affairs and report its recommendations directly to the Executive Committee for timely consideration and action.

E. The Leadership Development Committee shall be responsible for attracting, developing, and maintaining effective association leadership and shall have the responsibilities and composition prescribed by the Policies.

F. The Building Oversight Committee shall consist of the Executive Committee and the Executive Director

G. The Audit Committee shall be composed of the Immediate Past-President serving a one-
year term, a member of the Executive Committee elected by the Executive Committee to serve one three-year term, and one at-large member who shall be an Active TVMA member with some expertise in accounting and financial matters and will be elected by the Executive Committee to serve a three-year term. The at-large member shall be eligible for re-election at the end of the first term. After two (2) complete, consecutive terms, the at-large member is not eligible for re-election until three years have passed. The Treasurer and Executive Director shall serve as non-voting members of the committee. The Audit Committee shall have responsibility for ensuring that TVMA prepares accurate financial statements, exercises responsible financial management, maintains compliance with financial laws and regulations, and manages operating risks effectively. The committee shall also be responsible for selecting a certified public accountant firm to conduct an annual audit, as well as any other responsibilities prescribed in the Policies.

H. Task Forces may be appointed by the President to accomplish specific objectives of his/her administration which may be beyond the scope and purpose of any of the standing committees of TVMA. All task forces will terminate with the completion of their assigned work or within twelve (12) months of their initial appointment. The president may reappoint a task force for an additional year to accomplish important work that could not be completed during the first year. Under no circumstances will a task force remain in existence beyond the second twelve-month appointment.

Section 5. Committees With Specific Formation

A. Ethics and Grievance Committee (20 members: Chairman, three (3) veterinary students, sixteen (16) members-at-large) shall review cases reported to it in writing concerning ethics or grievances and notify the parties involved of the decision of the committee. All information gathered by this committee shall be confidential and original documents shall be kept in the custody of the Executive Director for not less than five (5) years. This committee may, if asked, reveal specifics of grievances to the Executive Committee, but shall not be required to reveal specifics to the Board of Directors nor any other entities or persons, except as may be required by law.

Terms of Office: A member of the committee may serve a maximum term of four (4) years, but may be replaced at any time at the discretion of the TVMA President-elect. The terms of office shall be staggered so that one-fourth of the committee member terms shall expire each year. A committee member who fills a partial term shall be entitled to serve a full term at the completion of the partial term.

Section 6. All Other Committees

All other committees not specified in these bylaws shall be listed in the Policies.

Section 7. Sunset Review

All committees shall periodically undergo sunset review in the manner specified in the Policies.

ARTICLE XIV. STUDENT CHAPTER

Section 1. Affiliation

A Student Chapter of AVMA at the TAMU College of Veterinary Medicine and Biomedical Sciences
shall be granted affiliation with TVMA provided it has the endorsement of the Dean of the College of Veterinary Medicine.

Section 2. Objectives
The Student Chapter shall determine its own objectives and Bylaws provided they are not contradictory to TVMA objectives, Bylaws or Policies.

Section 3. TVMA Liaison to the Student Chapter
The TVMA President, in consultation with the Dean of the TAMU College of Veterinary Medicine and Biomedical Sciences, shall appoint a voting TVMA member from the faculty to serve as TVMA Liaison to the Student Chapter. The TVMA Liaison to the Student Chapter shall assist the Student Chapter in accomplishing its objectives and provide information to them on the programs and policies of TVMA.

ARTICLE XV. FISCAL PROCEDURES

Section 1. Fiscal Year
The TVMA fiscal year shall begin July 1 and end June 30.

Section 2. Audit
As soon as practical after the conclusion of each fiscal year, an audit shall be conducted by a certified public accountant firm selected by the Audit Committee. The official audit report shall be presented to the Executive Committee at its next meeting.

Section 3. Protection from Fraud and Malfeasance
The TVMA Treasurer shall ensure that all recommendations of the Association’s certified public accountant for the safekeeping of assets and reporting of financial activities are carried out and placed into immediate effect, pending the approval of the Executive Committee. In addition, the Treasurer shall be responsible for maintaining appropriate insurance coverage to mitigate against loss of Association assets due to employee or officer fraud or malfeasance.

Section 4. Revenues
All TVMA revenues shall be received by the Executive Director and deposited in the name of TVMA.

Section 5. Annual Budget
A budget for the ensuing fiscal year shall be approved annually by the Executive Committee prior to June 30. The approved budget shall not be overspent without written approval of the Executive Committee. Funds allocated for one function shall not be transferred to another function without written approval of the Executive Committee. Prior authorization by the Treasurer shall be required for purchases in excess of an amount established by the Executive Committee in the approved budget.

Section 6. Financial Transactions
The President, Treasurer and Executive Director shall be authorized to co-sign financial
transactions within the confines of the approved budget.

ARTICLE XVI. CORPORATE SEAL
The emblem as depicted on the first page of these Bylaws shall be the corporate seal of TVMA. TVMA shall have exclusive rights to use of the seal.

ARTICLE XVII. AMENDMENTS
These Bylaws may be amended or repealed by a two-third (2/3) majority vote of the TVMA Board of Directors provided the proposed amendment has been:

A. Presented by the Executive Committee for review and opinion and presentation to the Board of Directors.

B. Published in a TVMA publication of general circulation at least two (2) months before the Board of Directors meeting at which a vote is to be taken on the proposed change. Upon passage by a two-third (2/3) majority vote of the Board of Directors, the amendment shall be valid and effective immediately.

ARTICLE XVIII. ORDER OF BUSINESS
The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern TVMA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order TVMA may adopt. If the question is not covered by the above, the Constitution and Bylaws of the AVMA shall be the authority.

ARTICLE XIX. SUNSET REVIEW
The President of TVMA shall appoint a Bylaws task force to make a complete and comprehensive review and revision of these Bylaws every ten years.