

# **BYLAWS OF THE ARKANSAS VETERINARY MEDICAL ASSOCIATION, INC.**

Arkansas Veterinary Medical Association's mission is to improve animal and human health, and the environment, by protecting and advancing the veterinary medical profession.

## **ARTICLE I – NAME**

### **SECTION 1: Name**

The name of this not-for-profit corporation is the ARKANSAS VETERINARY MEDICAL ASSOCIATION, INC., organized and existing under the laws of the State of Arkansas. The use of the word "Association" in these Bylaws shall mean the ARKANSAS VETERINARY MEDICAL ASSOCIATION, INC.

## **ARTICLE II – LOCATION**

### **SECTION 1: Location**

The Headquarters of the Association may change from time to time as determined by the Executive Board. The Association shall always maintain an office in the State of Arkansas.

## **ARTICLE III – PURPOSES AND POWERS**

The purpose(s) of the Association is to:

1. Advance the veterinary medical profession, promote animal health, and protect public health as stated in the Association's Mission Statement
2. Promote good fellowship and the highest ethical standards in the profession of veterinary medicine
3. Evaluate and foster the highest standards of veterinary education
4. Further the education and knowledge of its members
5. Further the humane treatment of animals by members and by the general public
6. Promote and obtain the enactment of laws, rules, and regulations governing the practice of veterinary medicine and the control of diseases in animals
7. Protect the public health related to animals and animal diseases
8. Carry out all lawful activities in furtherance of the mission of the Association
9. Operate in any manner for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code or under any corresponding provisions of any subsequent federal tax laws regarding organizations qualified as tax-exempt

## **ARTICLE IV – FISCAL RESPONSIBILITIES**

### **SECTION 1. Not-For-Profit**

The Association shall be operated without profit to any of its members.

### **SECTION 2. Fiscal Year**

The fiscal year of the Association shall run from October 1st to September 31st of each year.

### **SECTION 3. Compensation**

No Board Member shall draw any compensation; however, any Board Member may be reimbursed for actual out-of-pocket expenses, provided their expenses are approved by the Executive Board.

## **ARTICLE V – MEMBERSHIP**

### **SECTION 1. Overview**

Membership of the Association shall be limited to people who qualify for any class of membership as defined in these Bylaws. All members shall abide by the Principles of Veterinary Medical Ethics (PVME) as described in the code of ethical conduct by the American Veterinary Medical Association (AVMA).

## **SECTION 2. Definition**

Membership shall be construed to mean only one (1) person for each member, of which dues are paid to the Association in accordance with rates and schedules.

## **SECTION 3. Types**

The classes of membership of the Association that shall have the right to vote during Elections are Full Membership; Associate Membership; New Graduate Membership; Retired Membership; and Honor Roll and Life Membership. Classes without the right to vote are: Student Membership; Alterations to membership types may take place from time to time by a 2/3 majority vote of the Executive Board.

### **Voting Membership Types**

#### **Subsection A. Full Membership**

Veterinarians residing in the State of Arkansas that are either graduates of an AVMA- accredited College of Veterinary Medicine or have successfully met the requirements of the Educational Commission of Foreign Veterinary Graduates (ECFVG). This membership type is applicable to all veterinary practice owners, full-time employed veterinarians, industry-employed veterinarians, or any government-employed veterinarians, including university, state/federal, or military.

#### **Subsection B. Associate Membership**

Veterinarians who hold an Arkansas License but are legal residents of another state.

#### **Subsection C. New Graduate Membership**

Newly licensed veterinarians that have graduated from an AVMA-accredited College of Veterinary Medicine or have successfully met the requirements of the Educational Commission of Foreign Veterinary Graduates (ECFVG) within the last two (2) years.

#### **Subsection D. Retired Membership**

Any veterinarian who has reached the age of 65 and who is engaged in the practice of veterinary medicine on an average of less than a total of ten (10) hours per week.

#### **Subsection E. Honor Roll and Life Membership**

A veterinarian who has reached the age of 65 years and has maintained continuous membership in this Association for 35 years or maintained continuous membership since graduation from veterinary school, shall be added to the Honor Roll of the Association, be excused from payment of dues, assessments, and winter and summer meeting registration fees, and continue to receive rights and privileges of membership.

### **Non-Voting Membership Types**

#### **Subsection F. Student Membership**

All veterinary students at an accredited College of Veterinary Medicine, whose primary residence is in the state of Arkansas, or students at a College of Veterinary Medicine located in the state of Arkansas, may obtain this membership type of the Association.

## **SECTION 4. Admittance**

Completed form for all classes of membership must be accompanied by the appropriate dues and shall be forwarded to the Executive Director, or a designee. All applicants who meet all the requirements for their membership type shall be immediately admitted into membership of the organization. Any applicant denied membership shall have their accompanying dues refunded.

## **SECTION 5. Revocation**

Membership in the Association may be revoked for any reason detrimental to the ideals of veterinary medicine or for any reason not consistent with the objectives and principles of the Association by a 2/3 majority vote of

the Executive Board. An appeals process will be available.

### **SECTION 6. Demographic Data**

The Executive Director, or designee, shall maintain the current mailing address, email address, education information, and preferred contact number for each member, as well as any relevant business information, including name, address, and contact number. The Association shall keep a database containing the information of each member. The Association shall also keep records in accordance with Arkansas and other applicable laws. The records of the Association shall be kept within the State of Arkansas at such places as may be designated, from time to time, by the Executive Board.

## **ARTICLE VI – GOVERNANCE-MANAGEMENT MODEL**

### **SECTION 1. Explanation**

The ArVMA has adopted a model of governance and management to ensure that the Officers, Executive Board and the Executive Director effectively advance all aspects of the Association. The Executive Board will focus on governance in accordance with the laws and governing documents. The elected officers will direct efforts to advance the mission, vision, and strategic goals, serve and grow the membership, protect and build resources, and set a visionary direction.

They are not responsible for the direction, management, or administration of staff. The Executive Director, as authorized in these Bylaws and through contract, is responsible for the direction, management, and administration details, including staffing, protection of assets, and other responsibilities associated with an Association Executive. While the Executive Board shall govern, the Executive Director shall manage. They will work together, in partnership, to best position and serve the ArVMA and the membership.

### **SECTION 2. Duties**

The Officers shall operate as the group that oversees the Association's business as a fair representation of the membership demographics. The Officers will consist of the following positions: President, Immediate Past President, President-Elect, Vice-President and Secretary/Treasurer, with the Executive Director serving in an Ex-Officio capacity. The duties of the Officers, in addition to those assigned by the Executive Board or prescribed from time to time by these Bylaws, shall be to work with the Executive Director to review the current budget, and monitor the financial affairs of the Association.

### **SECTION 3. President of the Executive Board**

#### **Subsection A: Duties**

It shall be the duty of the President to ensure the Executive Board acts consistently with Association policies and procedures. They will plan for leadership perpetuation and may represent the Association or the Executive Board to outside parties. The President shall appoint, with approval by the Executive Board, all committees, task forces, and its members as deemed necessary for the conduct and welfare of the Association's business and shall serve on all committees and task forces as an Ex-Officio member. Familiarize themselves with all elements of the strategic plan of the Association.

#### **Subsection B: Attendance and Vote**

The President is required to attend all meetings of the Officers and Executive Board whenever and wherever deemed necessary. The President shall be responsible for presiding as Chair at the Officers and Executive Board meetings. At meetings of the Executive Board, the President shall cast a ballot only when the votes are equally divided. At meetings of the Officers, the President has the ability to cast one (1) vote.

#### **Subsection C: Service**

The President shall serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of President, the individual will immediately assume the position of Past President.

**Subsection D: Good Standing**

The President shall be a resident of the State of Arkansas and a member of the Association in good standing.

**SECTION 4. Immediate Past President**

**Subsection A: Duties**

The Immediate Past President may be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

**Subsection B: Attendance and Vote**

The Immediate Past President is required to attend all meetings of the Officers, Executive Board, whenever and wherever deemed necessary. At meetings of the Officers and Executive Board, the Immediate Past President has the ability to cast one (1) vote.

**Subsection C: Service**

The Immediate Past President shall serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of the Immediate Past President, the individual will retire from the Executive Board of the Association.

**Subsection D: Good Standing**

The Immediate Past President must be a resident of the State of Arkansas and a member of the Association in good standing.

**SECTION 5. President-Elect to the Executive Board**

**Subsection A: Duties**

The President-Elect shall be responsible for assuming the duties of the President during meetings themselves with all elements of the strategic plan of the Association. They shall be responsible to the Executive Board for all Association-sponsored meetings to include planning, education, social events and other related activities. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

**Subsection B: Attendance and Vote**

The President-Elect is required to attend all meetings of the Officers and Executive Board whenever and wherever deemed necessary. At meetings of the Officers and Executive Board the President-Elect has the ability to cast one (1) vote.

**Subsection C: Service**

The President-Elect shall be elected to serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of President-Elect, the individual will immediately assume the position of President to the Board.

**Subsection D: Eligibility**

To be eligible for nomination as the President-Elect, a member must have served as an Executive Board member for at least three (3) years, consecutively and shall have been a member of the Association for at least the past five (5) years, with no lapses, preceding nomination.

**Subsection E: Good Standing**

The President-Elect must be a resident of the State of Arkansas and a member of the Association in good standing.

**SECTION 6. Vice-President to the Executive Board****Subsection A: Duties**

The Vice-President shall be responsible for assuming the duties of the President Elect during meetings in case of the latter's absence. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

**Subsection B: Attendance and Vote**

The Vice-President is required to attend all meetings of the Officers and Executive Board whenever and wherever deemed necessary. At meetings of the Officers and Executive Board the Vice-President has the ability to cast one (1) vote.

**Subsection C: Service**

The Vice-President shall be elected to serve in the position for one (1) year unless extreme circumstances require otherwise. Upon the completion of the term of Vice-President, the individual will immediately assume the position of President-Elect to the Board.

**Subsection D: Eligibility**

To be eligible for nomination as Vice-President, a member must have served as an Executive Board member for at least three (3) years, consecutively or unless otherwise decided by the Executive Board, and shall have been a member of the Association for at least the past five (5) years, with no lapses, preceding nomination.

**Subsection E: Good Standing**

The Vice-President must be a resident of the State of Arkansas and a member of the Association in good standing.

**SECTION 7. Secretary/Treasurer to the Executive Board****Subsection A: Duties**

It shall be the duty of the Secretary/Treasurer to establish policies and procedures which ensure proper accounting of all Association receipts and disbursements. The Secretary/Treasurer shall ensure that an independent review audit is performed at the end of each fiscal year. A full audit may be requested at any time by a 2/3 vote of the Executive Board.

At each Executive Board meeting, the Secretary/Treasurer shall present a year-to-date financial summary. A fiscal review for the previous fiscal year shall be reported to the Executive Board no later than 150 days after the close of the fiscal year. At each Annual Meeting of the Association, the Secretary/Treasurer shall present to the membership an Interim Financial Report for the current year. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

**Subsection B: Attendance and Vote**

The Secretary/Treasurer is required to attend all meetings of the Officers and Executive Board whenever and wherever deemed necessary. At meetings of the Officers and Executive Board the Treasurer has the ability to cast one (1) vote.

**Subsection C: Service**

The Secretary/Treasurer shall be elected to serve in the position for a four (4) year term and may be re-elected to serve one additional four (4) year term for a total of eight (8) years of consecutive service.

**Subsection D: Eligibility**

To be eligible for nomination as Secretary/Treasurer, a member must have served as an Executive Board member for at least three (3) years, consecutively, or unless otherwise decided by the Officers and shall have been a member of the Association for at least the past five (5) years, with no lapses, preceding nomination.

**Subsection E: Good Standing**

The Secretary/Treasurer must be a resident of the State of Arkansas and a member of the Association in good standing.

**SECTION 8. Executive Director of the Association**

**Subsection A: Duties**

It shall be the duty of the Executive Director to act as the Administrative Officer of the Association. The Executive Director shall be responsible to the Executive Board for conducting the affairs of the Association as directed by the Executive Board, the membership, and as specified by these Bylaws. They shall serve on all committees and task forces as an Ex-Officio member.

The Executive Director is required to attend all meetings of the Officers and Executive Board whenever and wherever deemed necessary. They are not to cast any vote.

The Executive Director shall have direct supervision and management of all Association employees. They shall be responsible for overseeing the execution of the Association’s policies and procedures, organizing and managing fundraising efforts, aligning personnel with Association goals and objectives, and assessing and managing the budget. Familiarize themselves with all elements of the strategic plan of the Association.

**Subsection B: Compensation**

The Executive Director shall be a resident of the State of Arkansas and receive compensation as determined by the Executive Board.

**ARTICLE VII – THE EXECUTIVE BOARD**

**SECTION 1. Duties**

The Executive Board shall oversee activities related to strategic planning and decision-making on behalf of the Association. They shall serve as a fair representation of the membership demographics. The Executive Board shall decide the date and place of the Annual Meeting of the Association, appoint other committees and task forces necessary to advance the Association, and set policies and schedules to maintain the integrity of the dues process. Familiarize themselves with all elements of the strategic plan of the Association.

**SECTION 2. Construction**

The Executive Board shall consist of the President, Immediate Past President, President-Elect, Vice- President, Secretary/Treasurer, ArVMA Legislative Liaison, the State Veterinarian, the Public Health Veterinarian, the AVMA Delegate and Alternate Delegate, one (1) elected representative from each of the Association’s districts. The Executive Director will serve on the Executive Board as an Ex- Officio member. An Executive Board member can only cast one vote, per issue, at a time.

### **SECTION 3. Installation**

The installation of the President-Elect as President and other elected members of the Association shall be during the Annual Meeting of the Association. The newly installed President and other elected members shall assume their duties immediately following the conclusion of the Annual Meeting.

### **SECTION 4. Meetings of the Board**

The Executive Board shall meet four (4) times a year, either virtually or in person or unless otherwise deemed necessary by the current President. Notice of such meeting shall be given to all Board Members at least seven (7) days in advance of the date of said meeting. In order to constitute a quorum at any meetings of the Executive Board, the majority (51%) of the total number of elected Board Members must be present. Robert's Rules of Order shall be the final authority to govern all meetings of the Executive Board when not in conflict with these Bylaws. A special meeting may be called by 3 members of the Executive Board or 5 members at large.

### **SECTION 5. Annual Meeting of the Association**

The Executive Board shall decide and approve the date and time of the Annual Meeting of the Association, and the current President is responsible for ensuring the members are notified by electronic or other means, at least thirty (30) days prior to the holding of such a meeting. Only members of the Association in good standing shall be admitted to the Meeting of the Association. Members present at the Meeting of the Association shall constitute a quorum for the transaction of business. Robert's Rules of Order shall be the final authority to govern all meetings of the Association when not in conflict with these Bylaws.

### **SECTION 6. AVMA Delegate and Alternate Delegate**

#### **Subsection A: Duties**

It shall be the duty of the AVMA Delegate and Alternate Delegate to serve on the AVMA House of Delegates as a representative of the ArVMA and to serve on the ArVMA Executive Board as a representative of the AVMA. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

#### **Subsection B: Attendance and Vote**

The AVMA Delegate and Alternate Delegate are required to attend all meetings of the Executive Board as well as any and all meetings of the AVMA House of Delegates, whenever and wherever deemed necessary. At meetings of the Executive Board the AVMA Delegate and Alternate Delegate have the ability to cast one (1) vote each.

#### **Subsection C: Service**

The AVMA Delegate and Alternate Delegate shall be elected to serve in the positions for a term of four (4) years. In the event the Delegate or Alternate Delegate are elected to a position within the AVMA, their position is extended by the new elected term. Only an Alternate Delegate may serve as a Delegate unless otherwise voted upon by the Executive Board. Upon the completion of the Delegate's four (4) year term, or extended term, the Alternate Delegate shall assume that office, and an Alternate Delegate shall be elected. In the event the Delegate leaves office prior to the completion of the four (4) year term, or extended term, the Alternate Delegate shall immediately assume the office of the Delegate and serve their remaining term and then serve their full four (4) year term. An Alternate Delegate shall be appointed by the Executive Board to serve until the next general election of the Association, at which time an Alternate Delegate will be elected to serve a term concurrent with that of the Delegate.

#### **Subsection D: Eligibility**

To be eligible for AVMA Delegate, you must have served as Alternate Delegate. To be eligible for the position of AVMA Alternate Delegate, the nominee must be a member of the ArVMA for three consecutive years and be in alignment with the AVMA's Bylaws.

### **Subsection E: Good Standing**

The AVMA Delegate and Alternate Delegate must be residents of the State of Arkansas and members in good standing in both the Association and the AVMA.

## **SECTION 7. District Trustees**

### **Subsection A: Duties**

It shall be the duty of the District Trustees to represent and communicate on any district activity and report on any items submitted by the local veterinary medical associations in their districts. They shall also report, either in person or electronically, to each association within the district with updates on the affairs of the Executive Board. The District Trustees are to act in the best interest of the Association when attending district meetings. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

### **Subsection B: Attendance and Vote**

The District Trustees are required to attend all meetings of the Executive Board whenever and wherever deemed necessary. At meetings of the Executive Board each District Trustee has the ability to cast one (1) vote.

### **Subsection C: Service**

Each District Trustee shall be elected for a three (3) year term after being nominated by and voted on within their corresponding districts. District Trustees may be elected for one (1) additional three (3) year term for a total of six (6) consecutive years.

### **Subsection D: Vacancy**

The seat of a District Trustee shall be declared vacant by the Executive Board if the member no longer resides in the given district, resigns or is unable to fulfill their duties. In the event that a district vacancy occurs on the Executive Board, the Alternate Trustee shall assume the duties as Trustee until the next district election of the Association to complete the remaining term of the vacancy. The trustees from the odd-numbered districts will take office in odd-numbered years; the trustees from even-numbered districts will take office in even-numbered years.

### **Subsection E: Good Standing**

Each District Trustee must be a resident of the State of Arkansas and a member of the Association in good standing.

### **Subsection F: Districts Trustees**

The District Trustee shall be known as follows:

1. District I, Northwest, including the counties of Benton and Washington.
2. District II, North-Central, including the counties of Baxter, Boone, Carroll, Fulton, Izard, Madison, Marion, Newton, Searcy and Stone.
3. District III, Northeast, including the counties of Clay, Craighead, Crittenden, Cross, Green, Independence, Jackson, Lawrence, Lee, Mississippi, Monroe, Phillips, Poinsett, Randolph, Sharp, St. Francis and Woodruff.
4. District IV, West-Central, including the counties of Crawford, Franklin, Johnson, Logan, Polk, Scott, Sebastian and Yell.
5. District V, Central, including the counties of Pulaski and Saline.
6. District VI, Southwest, including the counties of Calhoun, Clark, Columbia, Garland, Hempstead, Hot Springs, Howard, LaFayette, Little River, Miller, Montgomery, Nevada, Ouachita, Pike, Sevier and Union.
7. District VII, Southeast, including the counties of Arkansas, Ashley, Bradley, Chicot, Cleveland, Dallas, Desha, Drew, Grant, Jefferson and Lincoln.
8. District VIII, Mid Central including the counties of Clebourne, Conway, Faulkner, Lonoke, Perry, Pope, Prairie, Van Buren and White.



## **SECTION 8. Alternate District Trustee**

### **Subsection A: Duties**

It shall be the duty of the Alternate District Trustee to represent and communicate on any district activity and report on any items submitted by the local veterinary medical associations in their districts in the absence of the District Trustee. The Alternate District Trustees are to act in the best interest of the Association when attending district meetings. They may also be assigned to committees or task forces as directed by the current President or for which they volunteer. Familiarize themselves with all elements of the strategic plan of the Association.

### **Subsection B: Attendance and Vote**

The Alternate District Trustees are required to attend all meetings of the Executive Board in the absence of the District Trustee whenever and wherever deemed necessary. At meetings of the Executive Board, each Alternate District Trustee has the ability to cast one (1) vote only in the absence of the District Representative.

### **Subsection C: Service**

Each Alternate District Trustee shall be elected for a three (3) year term after being nominated by and voted on within their corresponding districts. Alternate District Trustee may be elected for one (1) additional three (3) year term for a total of six (6) consecutive years.

### **Subsection D: Vacancy**

In the event that a district vacancy occurs on the Executive Board, the Executive Board shall appoint a member from the specific district to fill that vacancy until the next general election of the Association to complete the remaining term of the vacancy.

### **Subsection E: Good Standing**

Each Alternate District Trustee must be a resident of the State of Arkansas and be a member of the Association in good standing.

## **SECTION 9. Legislative Liaison**

### **Subsection A: Duties**

The Legislative Liaison will work with the Lobbyist and Legislative Committee to monitor governmental affairs affecting the profession. Familiarize themselves with all elements of the strategic plan of the Association.

### **Subsection B: Attendance and Vote**

The Legislative Liaison is required to attend all meetings of the Executive Board whenever and wherever deemed necessary. At meetings of the Executive Board the Legislative Liaison has the ability to cast one (1) vote

### **Subsection C: Service**

The Legislative Liaison shall be elected by the Executive Board to serve in the position for two (2) years unless extreme circumstances require otherwise.

### **Subsection D: Eligibility**

To be eligible for nomination as Legislative Liaison a member must have served as an Executive Board member for at least three (3) years, consecutively or unless otherwise decided by the Executive Board, and shall have been a member of the Association for at least the past five (5) years, with no lapses, preceding nomination.

### **Subsection E: Good Standing**

The Legislative Liaison must be a resident of the State of Arkansas and a member of the Association in good standing.

## **SECTION 10. Voting**

### **Subsection A: Amending By-Laws**

All actions requiring the vote of the Executive Board to amend these Bylaws, shall require at least a 2/3 affirmation vote of the total votes cast by members of the Executive Board, then ratified by the majority vote of the members at the next general meeting.

### **Subsection B: General Business**

All other votes taken by the Executive Board shall be by majority vote at a regular or special meeting.

## **SECTION 11. Resignations**

Any Board Member may resign at any time by giving written notice to the Executive Board or the current President. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLES VIII – ELECTIONS**

### **SECTION 1. Elections**

The Vice-President, Secretary/Treasurer, AVMA Alternate Delegate, or any other role as may be specified by these Bylaws shall be elected by ballot by a majority of the members voting. District Trustees shall be elected after being nominated by and voted on within their corresponding districts. The results will be announced during the Annual Meeting of the Association. Any other matters as determined necessary by these Bylaws or upon the request of the Executive Board that require the Association membership to vote upon may also be included in the ballot. The current President has the ability to call a Special Election of the Association should the matter be rendered necessary.

### **SECTION 2. Nominations**

Nominations for Vice-President, Secretary/Treasurer, AVMA Alternate Delegate, and any other role, as may be specified by these Bylaws, shall be submitted by the nominating committee to the membership at the Annual Meeting. Additional nominations may be made from the floor at the time of the nominating committee report.

### **SECTION 3. Ballots District Trustees**

The Association shall prepare a ballot listing all District Trustee candidates for each position in alphabetical order. The ballot shall be distributed to all voting members of the districts at least forty-five (45) days before the date of the Annual Meeting. The announcement of the election and a short resume of each candidate shall be included with the ballot. In the event there is only one nominee for a specific position, that nominee shall be elected by acclamation and a ballot for that position shall not be sent to the district membership.

### **SECTION 4: Voting**

Each individual member shall be entitled to one vote on each matter submitted for a vote of the Association members. Voting will occur by procedures approved by the Executive Board and in compliance with these Bylaws.

### **SECTION 5. Vacancies**

In the event that there is a vacancy in an elected position, the Executive Board may direct that a Special Election be held to fill that vacancy.

## **ARTICLE IX – DIRECTOR’S AND OFFICER’S INSURANCE AND ENTITY LIABILITY POLICY**

### **SECTION 1. Liability**

The Association shall carry a Directors and Officers Insurance and Entity Liability Policy at all times. The Directors and Officers Insurance and Entity Liability Policy of the Association shall not be personally liable for its debts, liabilities, or other obligations.

### **SECTION 2. Indemnification**

The Association hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any Directors and Officers or Entities made party to or threatened to be made party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the Association to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Directors, and Officers or Entities of the Association or any other corporation, partnership, joint venture, trust, or enterprise in which they served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Association, and in criminal actions or proceedings, without reasonable ground, for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create a presumption that any such Directors and Officers or Entities did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Association. This person shall not be entitled to indemnification in relation to matters as to which such person has been judged to have been guilty of gross negligence or willful misconduct in the performance of their duties to the Association.

### **SECTION 3. Good Faith**

Any indemnification under this Article shall be made by the Association only as authorized in the specific case upon a determination that amounts for which a Directors and Officers or Entities seeks indemnification were properly incurred and that such Directors and Officers or Entities acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Association, and that, with respect to any criminal action or proceeding, they had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Executive Board by a majority vote of a quorum consisting of positions who were not parties to such action, suit, or proceeding.

### **SECTION 4. Defense**

The Association shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of this Article upon a preliminary determination by the board that such person has met the applicable standards of conduct set forth in this Article, and upon receipt of an undertaking by such person to repay all amounts expended by the Association in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article. If the Association elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Association elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by them unless there are conflicting interests between or among such person and other parties represented in the same action, suit, or proceeding by the counsel retained by the Association, and representation by counsel retained by the corporation is objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

### **SECTION 5. No Limitation**

The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Association to indemnify under any applicable law.

**ARTICLE X - AMENDMENT OF BYLAWS**

Proposed amendments to the Bylaws shall be approved by a 2/3 vote of the Executive Board, then ratified by the majority of the membership at the next general meeting.

**ARTICLE XI – LIMITATIONS ON LIABILITIES**

No individual, Member, or organization, including committees, districts, and ArVMA corporate entities, may obligate the Association except when authorized through the action of the Executive Board. The Executive Board shall not be obligated to any member for any official act of the Association except that such action is one of actual malfeasance and intentionally committed without a warrant and beyond the purposes enumerated herein. Each Member voluntarily submits their acts in the conduct of their business to the criticism of other Members and to the Executive Board acting as the Association to improve the conduct of the Association in Arkansas.

**Adopted February 8, 2025**