Information about the Association

<table>
<thead>
<tr>
<th>Name of the Association</th>
<th>Pride Veterinary Medical Community (PrideVMC)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address of the Association</td>
<td>584 Castro Street, #492, San Francisco, CA 94114 USA</td>
</tr>
<tr>
<td>Email address of the Association</td>
<td><a href="mailto:ceo@pridevmc.org">ceo@pridevmc.org</a></td>
</tr>
<tr>
<td>Number of Members</td>
<td>415</td>
</tr>
<tr>
<td>Number or percentage of members involved with small animals</td>
<td>80%</td>
</tr>
</tbody>
</table>

Proposed Representative

<table>
<thead>
<tr>
<th>Name of proposed Representative</th>
<th>Mia Cary, DVM (It will however be another board member that attends the annual meetings)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address</td>
<td>409 Autumn Ridge Court Greensboro, NC 27455 USA</td>
</tr>
<tr>
<td>Phone number (including the country code)</td>
<td>+1 336-549-9231</td>
</tr>
</tbody>
</table>

Executive Board

<table>
<thead>
<tr>
<th>Names of Executive Board (Position)</th>
<th>President (EC)</th>
<th>Immediate Past President (EC)</th>
<th>President-Elect (EC)</th>
<th>Information Officer (EC)</th>
<th>Treasurer (EC)</th>
<th>CEO (EC)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Abby McElroy, DVM, MS</td>
<td><a href="mailto:president@pridevmc.org">president@pridevmc.org</a></td>
<td><a href="mailto:dane@drdane.com">dane@drdane.com</a></td>
<td><a href="mailto:preselect@pridevmc.org">preselect@pridevmc.org</a></td>
<td><a href="mailto:InfoOfficer@pridevmc.org">InfoOfficer@pridevmc.org</a></td>
<td><a href="mailto:treasurer@pridevmc.org">treasurer@pridevmc.org</a></td>
<td><a href="mailto:ceo@pridevmc.org">ceo@pridevmc.org</a></td>
</tr>
<tr>
<td>Dane Whitaker, DVM. MPVM</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Omar Farías, VMD</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Rachel Dufour</td>
<td></td>
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<tr>
<td>Erin Spencer, M.Ed, CVT, VTS</td>
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<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Mia Cary, DVM</td>
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<td></td>
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</tr>
</tbody>
</table>

(e.g. Ellen van Nierop (President) ellen.vannierop@wsava.org)

Background information

<table>
<thead>
<tr>
<th>Has your association been in formal/official, active existence for 3 years or more?</th>
<th>Yes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Is your association an international association?</td>
<td>Yes</td>
</tr>
</tbody>
</table>

If yes: please answer
Is your association the only such small animal association in the world? No

if no: please provide

<table>
<thead>
<tr>
<th>Name of other national associations</th>
<th>British Veterinary LGBT+, Australian Rainbow Veterinarians and Allies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Estimated number of shared members</td>
<td>Very few if any.</td>
</tr>
<tr>
<td>Rationalization or explanation why dual representation would be complementary and/or synergistic</td>
<td>If either of these organizations desired to also be members of WSAVA we would encourage it.</td>
</tr>
</tbody>
</table>

Please provide a brief history of your association:

PrideVMC is celebrating our 30th anniversary in 2023. Please accept this short video narrated by PrideVMC Immediate Past President, Dr. Dane Whitaker, as our brief history submission. If more details would be helpful they can be found at https://pridevmc.org/history/

PrideVMC Historical Overview: https://www.youtube.com/watch?v=23lgLPKYixE

Required Documents
Please provide the documents below and tick the box if you have included them in your email.

<table>
<thead>
<tr>
<th>Included?</th>
<th>Document Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>☒</td>
<td>Official documentation of Association’s existence, registered in country of residence</td>
</tr>
<tr>
<td>☒</td>
<td>Association constitution, charter, and/or by-laws</td>
</tr>
<tr>
<td>☒</td>
<td>Copy of most recent annual general meeting minutes</td>
</tr>
<tr>
<td>☒</td>
<td>Information on vision, mission, goals, and what the association provides for its members (i.e., its raison d’etre)</td>
</tr>
<tr>
<td>☒</td>
<td>Letter of intent addressing the following issues:</td>
</tr>
<tr>
<td></td>
<td>Reason why your association wants to be a WSAVA affiliate member</td>
</tr>
<tr>
<td></td>
<td>How your association will use your WSAVA affiliate membership to further the needs of your members and overall needs of your national small animal veterinarians</td>
</tr>
<tr>
<td></td>
<td>What will your association bring to your partnership with the WSAVA that will benefit the WSAVA and its members</td>
</tr>
</tbody>
</table>
At the time of the Assembly Meeting
Please be aware that if your application is successful adopted by a majority vote of the WSAVA member representatives, your association representative will be required to sign a letter of commitment to the defined responsibilities implied in association member (see below) in front of the Assembly before your membership becomes official.

Obligations as a WSAVA Member

Your obligations as a WSAVA member would principally be carried out by your WSAVA representative and include:

- Ensure that the **annual membership dues** are paid in a timely manner (for full and affiliate members)
- Provide and keep current your **association information**, including contact details, membership numbers, and activities, as posted on your association page on the WSAVA website
- Provide an **annual report** to the Assembly members
- Attend the annual **Assembly meeting**, where the business of the WSAVA is conducted, or make alternative arrangements for voting through either proxy assignment or pre-Assembly vote submission
- Distribute the **WSAVA monthly news and any additional WSAVA information** to your membership in a timely manner

Application Signature:

<table>
<thead>
<tr>
<th>Signature</th>
<th>Mia Cary, DVM</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Mia Cary, DVM</td>
</tr>
<tr>
<td>Position</td>
<td>CEO</td>
</tr>
<tr>
<td>Date</td>
<td>27 February 2023</td>
</tr>
</tbody>
</table>

Please send this completed application, including all required documents to the WSAVA Secretariat at **admin@wsava.org**.
Greetings,

The purpose of this letter of intent is to address the questions raised in the WSAVA affiliate membership application.

Why PrideVMC wishes to join WSAVA as an affiliate member
PrideVMC is proud to have WSAVA as a signatory on the Global Gender Identity Bill or Rights (GIBOR). During a meeting with PrideVMC and WSAVA leadership to discuss the GIBOR, we were encouraged to consider joining WSAVA. Our board of directors discussed this as part of our 2023 planning and voted unanimously to apply for WSAVA membership. We support the WSAVA mission of advancing the health and welfare of companion animals worldwide through an educated, committed, and collaborative global community of veterinary peers.

How PrideVMC will use our WSAVA affiliate membership to further the needs of our members and the overall needs of small animal veterinarians
If approved as an affiliate member, we will leverage our membership to inform and educate our members on the topics and issues discussed at WSAVA events and via online communication channels. Knowledge is power and our community is a global one so having our members connected to WSAVA via this affiliate membership would be a win for all.

What PrideVMC brings to the partnership with WSAVA that will benefit the WSAVA and its members
The mission of PrideVMC is to create a better world for the LGBTQ+ veterinary community and our vision is an empowered LGBTQ+ veterinary community that embraces wellbeing by being their authentic selves. With PrideVMC serving as a voice for the LGBTQ+ veterinary community, inclusivity at WSAVA will likely be positively impacted. We also know that representation matters and that some of the countries represented by WSAVA members have a long way to go on LGBTQ+ rights. We will gladly serve as a source of tools, resources, collaboration, and community for all.

Thank you for considering our application.

Regards,

Mia Cary, DVM
PrideVMC CEO
cEO@pridevmc.org
336-549-9231
PrideVMC Board Meeting Minutes
Tuesday, January 10, 2023
2:00-3:00pm CT

Attendees
(P = Present, A = Absent)

Executive Committee (EC)                      At-Large Directors
P - Dr. Abby McElroy (President)               A- Dr. Ewan Wolff (Industry Chair Liaison)
P - Dr. Dane Whitaker (Immediate PP)           A- Dr. Mo Miller (PrideSVMC Liaison)
P - Dr. Omar Farias (President-Elect)          A- Ms. Sydney Johnson (Student Liaison)
P - Ms. Rachel Dufour (Info Officer)           P- Dr. Deborah Kochevar (Director At-Large)
A - Ms. Erin Spencer (Treasurer)               P - Dr. Mia Cary (CEO, non-voting)
P - Dr. Deborah Kochevar (Director At-Large)  

5 voting members needed for quorum.

Special Guest:
Annie Trout, PrideVMC Tactical Specialist - P

Agenda & Notes
1. President Abby McElroy called the meeting to order at 2:08pm CT and conducted roll call as above.
2. The following items on the Consent Agenda were adopted.
   a. Nov 8 and Dec 12 Meeting Minutes
   b. Nov and Dec 2022 CEO Reports
3. President’s Update - Abby
   a. PrideVMC Annual Leadership Award
      i. Agreement to keep as is for 2023 and do everything possible to make the nomination process inclusive
         1. Send nomination form to the Academic Affairs office of all veterinary schools
      ii. Dr. Tracy Witte was discussed as a possible candidate
   b. The 2022 Annual Impact Report was reviewed
      i. AI - ALL contact board buddies
      ii. AI - ALL do Pawsibilities training - https://www.pawsibilitiesvetmed.com/
   c. New Witte et al paper
      i. PrideVMC will not be promoting, although we are very supportive of Dr. Witte
4. Treasurer’s Report - Mia on behalf of Erin
   a. The 2022 End-of-year P&L Report was reviewed - AI all send any questions that you have
5. PrideSVMC Update
   a. SAVMA Symposium - AI-Rachel will reach out to Mo and Sydney re SAVMA Symposium and VOICE national conference
i. Hill’s sponsoring the PrideSVMC booth
b. Sydney is attending the VOICE national conference on behalf of PrideVMC and welcomes ideas regarding tables or programming

6. Partners - Mia on behalf of Ewan
   a. MedVet and Rarebreed new Emerald partners
   b. IDEXX on hold until sign GIBOR

7. Success Metrics - Abby
   a. 2022 Results - Discussed results
   b. 2023 Metrics - Reviewed as a reminder of what we have committed to
      i. Bring in someone from outside of vet med for fresh perspectives and broad based ideas re antiracism training
         1. AI - Dane share provider ideas he is aware of outside of vet med,
         2. AI ALL- shared suggested antiracist training provider suggestions for discussion at next board meeting
   ii. Faculty Advisors
      1. Outreach to current faculty advisors -AI Abby, will connect with PrideSVMC chapter coordinator, Mo, and Sydney first
      2. Need to also make sure folks are moving from Broad Spectrum, LGVMA, etc to PrideSVMC
   iii. AI - Omar will reach out to Lisa Greenhill re meeting with AAVMC Assoc of Deans
   iv. Dane - has recontacted advisory board prospects, after VMX will send doodle poll to group of 7 to schedule Q1 virtual meeting. Advisory Board vs JEDI Council as name (Justice, Equity, Diversity, Inclusion) will be discussed at inaugural meeting along with meet and greet, and 2023 virtual panel event

8. AVMA COE accreditation standards on DEI - Debbie
   a. Distributed across all the standards
   b. AI - ALL review as prep for next board meeting

   a. PrideVMC does not currently have a plan in place that would be activated if issues arise at a conference where we are speaking or Pride event where we are marching
   b. Draft framework with initial resources HERE
   c. Very event specific
   d. Could be as simple as those who are speaking/attending meet prior to each event
   e. Document that reinforces responsibilities of participants, inform re liability insurance
   f. AI ALL- review MCVMA security protocol
   g. AI ALL - keep noodling, research what other organizations such as HRC do
   h. AI - ALL board members send Mia emergency contact name and cell # for roster

10. Upcoming Events
    a. VMX, WVC, AVMA Convention
    b. 30th Anniversary Planning
       i. Input from students - AI Rachel
1. Nothing so far, will outreach again
   ii. Reviewed San Francisco Pride 2023 interest survey results to date
11. President Abby adjourned the meeting at 3:05pm CT.

Next meeting: Monday, February 13 @ 8:00-9:00pm CT

Resources
Action Items and Board Motions
Board Roster
Event Master
Motion History
Partners & Sponsors
Planning & Budget Process and Timeline
PrideVMC Strategic POA
Root Folder
Working Groups

PrideVMC Mission
To create a better world for the LGBTQ+ veterinary community.

PrideVMC Vision
An empowered LGBTQ+ veterinary community that is embraced by society as their authentic selves.

Strategic Pillars
1. Education and advocacy for LGBTQ+ diversity, equity, and inclusion through the lens of antiracism and intersectionality.
2. Student empowerment through leadership development and mentorship.
3. Member recruitment, engagement, and outreach.
4. Strategic partnerships.
Dear Applicant:

We’re pleased to tell you we determined you’re exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You’re also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you’re a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you’re required to file Form 990/990-EZ/990-N, our records show you’re required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don’t file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter “4221-PC” in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

[Signature]

Director, Exempt Organizations
Rulings and Agreements
Mission and Purpose
The mission of PrideVMC is to create a better world for the LGBTQ+ veterinary community. The purpose of our annual report is to inform our membership of progress against our strategic priorities.

PrideVMC Vision
An empowered LGBTQ+ veterinary community that embraces wellbeing by being their authentic selves.

Strategic Pillars (SP)
During the 2022 strategic planning sessions the strategic priorities were evolved to become the following strategic pillars.

- SP 1: Education and advocacy for LGBTQ+ diversity, equity, and inclusion through the lens of antiracism and intersectionality.
- SP 2: Student empowerment through leadership development and mentorship.
- SP 3: Member recruitment, engagement, and outreach.
- SP 4: Strategic partnerships.

2022 Year-Round Partners
Diamond Partners: Boehringer Ingelheim, Zoetis
Gold Partners: Banfield, BluePearl Specialty and Emergency Pet Hospital, Covetrus, Ethos Veterinary Health, Hill’s Pet Nutrition, Merck Animal Health, NVA, VCA, VEG
Silver Partners: Nationwide Pet Insurance, Simply Done Tech Solutions
Sapphire Partner: Relief Rover, The Social DVM

2022 Board of Directors - As of the July 30, 2022 Annual Meeting
President - Dr. Abby McElroy (she, her, hers)
Immediate Past-President - Dr. Dane Whitaker (he, him, his)
President Elect - Dr. Omar Farias (he, him, his)
Treasurer - Erin Spencer, M.ED, CVT, VTS (she, her, hers)
Information Officer - Rachel Defour (she, her, hers)
CEO - Dr. Mia Cary (she, her, hers)
Industry Liaison - Dr. Ewan Wolff (they, them, theirs)
Student Liaison - Sydney Johnson (she, her, hers)
PrideSVMC Advisor - Dr. Morgan Miller (she, her, hers)
Director-at-large - Dr. Deborah Kochevar (she, her, hers)

2022 Success Metrics - Targets and Results

SP 1 Target: Implement a LGBTQ+ friendly veterinarian and veterinary technician directory on PrideVMC.org by October 1, 2022
Result: **Achieved.** Directory launched in Q3 2022. We will continue to promote to members for inclusion and via all of our social media channels. [https://pridevmc.org/directory/](https://pridevmc.org/directory/)

SP 1 Target: Host at least 1 PrideVMC educational event each quarter in 2022.
Result: **Exceeded.** This target was surpassed with an average of 9 events per quarter.

SP 1 Target: Implement the DEI WG 2022 plan of action.
Result: **Achieved.** The Gender Diversity Guide (GDG) is targeted for completion by the end of Q1 2023.

SP 2 Target: Create and cultivate connections through PrideVMC and PrideSVMC board member buddy pairs with the expectation that the PrideVMC board member will reach out to their student buddies at least once per quarter.
Result: **Work in Progress.**

SP 2 Target: All board members complete the Pawsibilities training by 6.1.2022.
All Mentoring WG members
1. complete the training and
2. attend at least 2 Pawsibilities hosted events during 2022.
Result: **Work in Progress.**

SP 3 Target: Increase number of paid members by 5%.
Paid members as of 1.1.2022 = 342.
5% increase of 17 = **359** members.
Results: **Exceeded.** 14% growth, 12.31.2022 = 392 paid members.

SP 3 Target: Host quarterly virtual member Town Halls.
Result: **Achieved.**
Q1 Town Hall: Feb 8, 2022 - complete
Q2 Town Hall: May 23, 2022 - complete
Q3 Town Hall: At Annual Meeting July 30, 2022 - complete
Q4 Town Hall: November 9, 2022 - complete

SP 3 Target: Member survey launched by March 31, 2022. Discuss results at the April Board meeting and integrate member recommendations into our planning.
Result: **Achieved.**

FP/SP 4: Target: Manage partner relationships and benefit fulfillment so that a minimum of 13 partner organizations commit to 2023 partnership.
Result: **Achieved.**

Thank you to our members, partners, and volunteer leaders!
ARTICLES OF INCORPORATION
of
PRIDE VETERINARY MEDICAL COMMUNITY

I. The name of this corporation is: PRIDE VETERINARY MEDICAL COMMUNITY

II. A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for:
   ( ) Public Purposes, ( ) Charitable purposes, (x) Public and Charitable Purposes

   The specific purpose for which this corporation is formed is:
   To foster acceptance and inclusivity for people of all sexual orientation and gender identities within the veterinary medical profession.

III. The name and address in the State of California of this corporation’s initial agent for service of process is:

   Dr. Dane Whitaker
   152 Precita St
   San Francisco ca 94110

IV. The principal office of the corporation for the transaction of its business is:

   584 Castro Street #492
   San Francisco, CA 94114

V. A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

   B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

   C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the
publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

VI. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: 4/18/18

Thomas S. Wrobel, Incorporator

I declare that I am the person who executed the foregoing Articles of Incorporation which execution is my act and deed.

Date: 4/18/18

Thomas S. Wrobel, Incorporator
ACTION BY INCORPORATOR APPOINTING BOARD OF DIRECTORS

of

PRIDE VETERINARY MEDICAL COMMUNITY

Effective upon the filed incorporation date of the above named corporation, I, Thomas S. Wrobel, sole Incorporator of PRIDE VETERINARY MEDICAL COMMUNITY, hereby appoint the individuals listed in the below or attached list as the initial members of the Board of Directors for PRIDE VETERINARY MEDICAL COMMUNITY.

Upon the filed incorporation date and appointment of the Board of Directors, the incorporator resigns all duties, responsibilities, and privileges as incorporator.

Date: 4/18/18

[Signature]
Thomas S. Wrobel, Incorporator

Board Members:
MELINDA MERCK, Board Member
ABBY MCELROY, Board Member
KARA BURNS, Board Member
ARTICLE I - TITLE

The Association shall be known as Pride Veterinary Medical Community (PrideVMC) Inc. hereafter referred to as the Association.

ARTICLE II - PURPOSE/OBJECTIVE

To foster acceptance and inclusivity for people of all sexual orientation, gender expression, and gender identities within the veterinary medical profession.

ARTICLE III - ASSOCIATION OFFICE

SECTION I - PRINCIPAL OFFICE: The principal office of the Association shall be located in the vicinity of the city of San Francisco, County of San Francisco, State of California.

SECTION II - OTHER OFFICES: The Association may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

SECTION III – CHANGE OF ADDRESS: The county of the Association’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county, and such changes of address shall not be deemed an amendment of these Bylaws.

ARTICLE IV

PURPOSES AND LIMITATIONS

SECTION I – NOT-FOR-PROFIT: The Association is organized and shall be operated exclusively as a not for-profit association within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder, as they now exist or as they may hereafter be amended (collectively referred to as “the Code”). Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
SECTION II – INUREMENT: No part of the net earnings of the Association shall inure to the benefit of any Member, Director or Officer of the Association, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Association. No Member, Director or Officer of the Association, or any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. The property of this Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. On the dissolution or winding up of the Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Association, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V
MEMBERS

SECTION I – MEMBERS: The Association shall have non-voting Members. Any action which would otherwise require approval by a majority of all Members shall require only approval by the Board. All rights which would otherwise vest in the Members shall vest in the Directors.

SECTION II – TERMINATION OR SUSPENSION OF MEMBERSHIP:

A. Cause for Termination or Suspension: Any violation of the PrideVMC Code of Ethics

B. Procedure for Termination or Suspension: Upon the occurrence of any of the events described in paragraph (A) of this Section II, the Board may initiate proceedings for suspension or termination of membership by adopting a resolution of intention to take such action against the affected Member. The resolution must be adopted by a majority vote of the Board. A written notice shall thereupon be given to the affected Member stating the action proposed to be taken by the Board (i.e. suspension or revocation of membership) and the facts and circumstances relied upon by the Board as the justification for such intended action. The notice shall also specify the date on which the Board proposes to take such action, which shall be not less than thirty (30) days from the date of the notice. The notice shall further advise the affected Member that the Member is entitled to an opportunity to be heard, either orally or in writing, prior to the date of the intended action. Upon request by the Member, the Board shall schedule a meeting for the purpose of hearing any evidence the Member desires to present to the Board in person or through a representative selected by the Member. The decision by the Board concerning suspension or revocation of membership shall be final and binding.

C. Loss of Membership Rights: A Member whose membership is revoked or suspended for any reason shall forfeit any dues or special assessments paid during membership. A suspended Member shall not be considered a Member in good standing during the period of suspension and shall take no
part in any of the activities, funds, property, rights, and interests belonging to the Corporation until such time as such Member complies with the requirements for the removal of the suspension and the return to good standing.

ARTICLE VI

BOARD OF DIRECTORS

SECTION I - GENERAL POWERS: Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the activities, affairs, and long-range planning of the Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION II - DUTIES: It shall be the duty of the Directors to:

A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these Bylaws;

B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Association;

C. Supervise all officers, agents, and employees of the Association to assure that their duties are performed properly;

D. Meet at such times and places as required by these Bylaws;

E. Register their addresses, phone numbers, and email addresses with the Information Officer of the Association, and notices of meetings mailed, or emailed to them at such addresses shall be valid notices thereof.

SECTION III – NUMBERS AND QUALIFICATIONS: The Association shall have five to ten (5-10) directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

A. Candidates for consideration by the Board of Directors may be any individual who is a member of the veterinary health care team.

B. The Board of Directors must include a minimum of one (1) credentialed veterinary technician/nurse.

C. There shall be one (1) member who is a veterinary student representative. This individual must come from the Pride Student Veterinary Community (PrideSVMC).

SECTION IV – BOARD MEMBERS TERMS: A Director shall be elected by the balloted simple majority vote
of the Board of Directors. Election is to a three (3) year term, which may be followed by an election to
one additional three (3) year term. New Directors will be added to the Board of Directors each year
based upon Board of Directors action and assessed needs. A Director may also serve as an Elected
Officer of the Association. The Board of Directors can elect to adjust the terms of the Directors to allow
for proper rotation. The Student Representative term shall be one (1) year term with a two (1) year
renewal option.

SECTION V - THE OFFICERS OF THE ASSOCIATION: The elected Officers of the Association are the
President, Immediate Past-President, President-Elect, Information Officer, and Treasurer. These
Officers, and the Executive Director or CEO serving as an ex-officio Non-Voting Board Member, shall
comprise the Executive Committee.

SECTION VI - ELECTION OF BOARD MEMBERS:

A. Eligibility: Officers should serve at least one year as a Board Member before being elected as an
Officer. If no candidate meets this criteria it can be waived.

B. Nominations and Election: The Board of Directors will serve as the Board Member Nominating
Committee. The Immediate Past-President will serve as a Chair of the Nominating Committee. If the
Immediate Past-President is unable to serve, the President will serve as the Chair of the Nominating
Committee. The committee will consist of two additional Board Members appointed by the President.
Within ninety (90) days prior to the Annual Meeting, the Nominating Committee Chair will seek
nominations for the election of Officers. The Chair will present those nominations to the Nominating
Committee no later than fifteen (15) days prior to the Annual Meeting and the Board will hold the
election at the Board meeting prior to the Annual meeting, the Chair will be responsible for presenting
these nominations.

C. Installation of Officers: Officers newly elected will be installed at the Annual Membership
Meeting. Terms of Office shall begin at the close of that meeting.

D. Terms of Officers: The Terms for each Officer are as follows:

1. President: Two-Year Term

2. President Elect: Two-Year Term

3. Information Officer: Two-Year Term with two (2) one-term renewal options

4. Treasurer: Two-Year Term with two (2) one-term renewal options

5. Immediate Past-President: Two-Year Term

6. Should an Officer’s term as a Member of the Board of Directors exceed the time of
   the Officer’s currently elected term, the term of the Officer shall automatically be
E. Automatic Succession to Higher Office: The Office of President-Elect is an elective Office; at the end of the two-year term of Office, the President-Elect will automatically succeed to the Office of President without the formality of election. In like manner, the Office of President shall undertake the Office of Immediate Past-President of the Association.

F. Vacancies: The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Directors may be removed without cause by a majority of the directors then in office. Any director may resign effective upon giving written notice to the President, the Information Officer, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

G. Removal from Office: Any officer may resign at any time by giving written notice to the Information Officer. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

H. Vacancy Procedures: Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

In the event of a vacancy in the Office of:

1. Immediate Past-President: The President may appoint a person to fill this Office for the remainder of the term as long as the appointed person was a previous President of the Association. If no such individual is capable or willing to accept the position, the position will remain vacant until the current President automatically becomes the Immediate Past-President.

2. President: The President-Elect shall assume the duties and responsibilities of this Office in addition to the duties of the Office of President-Elect. At the next Annual Meeting, the President-Elect shall assume the Office of President.

3. President-Elect: The Executive Committee shall designate one (1) of the Members of
the Board of Directors to assume the duties and responsibilities of this Office until such a time as the Nominating Committee makes arrangements for a special election for the Office of President-Elect.

4. Information Officer: The Executive Committee shall designate one (1) of the Members of the Board of Directors to assume the duties and responsibilities of this Office until such a time as the Nominating Committee makes arrangements for a special election for the Office of the Information Officer.

5. Treasurer: The Executive Committee shall designate one (1) of the Members of the Board of Directors to assume the duties and responsibilities of this Office until such a time as the Nominating Committee makes arrangements for a special election for the Office of the Treasurer.

I. Resignation Procedures:

1. Any Member of the Board of Directors who wishes to resign his/her position must notify the Executive Committee via the Executive Director, in writing, within 30 days of his/her intention to resign. The remaining Members of the Board of Directors shall also be informed of the resignation.

SECTION VII - DUTIES OF THE OFFICERS:

A. Immediate Past-President:

1. Serve as the Chair of the Officer Nominating Committee and Director Nominating Committee

B. President: The President shall be the volunteer leader of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. They shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

1. Preside at all meetings of the Board of Directors and Executive Committee;

2. Either be the contact person (liaison) or identify a contact person (liaison) for all current or prospective Association members;

3. Promote the interest and relationships of the Association as directed by the Board of Directors;
4. Appoint Chairpersons, committee assignments or other positions as needed. C.

President-Elect:

1. Serve as President in the temporary absence of the President;
2. Cooperate in the promotional activities of the Association under the direction of the Board of Directors;
3. Serve on the Finance Committee and chairs the Audit Committee.

D. Information Officer:

1. Reviews, and if necessary records, the minutes of all meetings of the Board of Directors and Executive Committee, obtain President approval, and submit for board vote at next scheduled meeting;
2. Certify and keep at the principal office of the Association the original, or a copy of these Bylaws as amended or otherwise altered to date;
3. Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
4. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
5. Be custodian of the records;
6. Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the Association;
7. In general, perform all duties incident to the office of Information Officer and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

E. Treasurer: Subject to the provision of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:
1. Serve as the Chair of the Finance Committee;
2. Oversee the collection and distribution of all financial transactions of the
3. Oversee all aspects of the yearly budget, forecasts and audits (either internal or external);

4. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

5. Receive, and give receipt for, monies due and payable to the Association from any source whatsoever;

6. Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

7. Keep and maintain adequate and correct accounts of the Association’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

8. Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefore;

9. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association;

10. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

11. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

F. Executive Director/CEO:

1. Hiring: The Executive Director/CEO may be a volunteer, a paid employee of the Association, or Association Management Company with a contract and subject to an annual review process.
   i. When hiring an Executive Director/CEO, a task force will be responsible for advertising the position, receiving and reviewing resumes, interviewing, and recommending a final candidate to the Board of Directors on the hiring of the appropriate individual.

   ii. If the Association desires to retain an Association Management Company
(AMC), a task force will be responsible for developing and distributing a Request for Proposal, collecting and reviewing proposals, and recommending a final candidate to the Board of Directors on the hiring of the appropriate AMC.

2. Continuity of Leadership: The Executive Director/CEO shall provide:

   i. Continuity when elected leadership changes;

   ii. A focal point for the association’s energies;

   iii. An understanding of goals and missions of the association;

   iv. Provide stability for all dealing with the association;

   v. The Executive Director/CEO shall be empowered to work through the details of administering and bringing association objectives to fruition.

3. Duties: The duties of the Executive Director/CEO shall include, but not be limited to:

   i. Being an ex-officio Member of the Executive Committee;

   ii. All aspects involved in the management of the office including communication, financial transactions, sponsorship, marketing, event/meeting planning, etc.;

   iii. Liaison to appropriate groups;

   iv. Coordination between the Executive Committee, Committees, and other interest groups;

   v. The Executive Director/CEO will be the head of the office staff, with the authority to hire and fire staff within the approved budget and be responsible for the implementation of plans established by the Executive Committee.

SECTION VIII. COMPENSATION:

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses occurred in attending meetings of the Board of Directors, and notwithstanding the provisions of these Bylaws which state, in part, that no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Association. In addition, Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws. Directors may not be compensated for rendering services to the Association in any capacity other than director unless such other compensation is
reasonable and is allowable under the provisions of these Bylaws.

Notwithstanding directors who also serve as officers, directors shall serve without compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Association. In all cases, any salaries received by officers of this Association shall be reasonable and given in return for services actually rendered the Association which relate to the performance of the charitable or public purposes of this Association.

SECTION IX- RESTRICTION REGARDING INTERESTED DIRECTORS: Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For the purposes of this Section, "interested persons " means either:

A. Any person currently being compensated by the Association for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION X – NON-LIABILITY OF DIRECTORS: The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION XI - INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS: To the extent that a person who is, or was, a director, officer, employee or other agent of the Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Association but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION XII- INSURANCE FOR CORPORATE AGENTS: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee or other agent of the Association) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit
SECTION XIII – CONFIDENTIALITY; PROFESSIONAL CONDUCT – The Board of Directors will sign a Confidentiality Policy and a Code of Ethics Policy. Violation of these policies will be grounds for action, including suspension or removal, by a majority vote of the Board of Directors.

ARTICLE VII

BOARDS, COMMITTEES, TASK FORCES

SECTION I - EXECUTIVE COMMITTEE: The Officers shall comprise the Executive Committee of the Board. The Executive Director/CEO is an Ex-officio, Non-Voting Member of the Executive Committee. The Executive Committee shall have and exercise the authority of the board in the management of the Association between meetings of the Board, unless limited by these Bylaws.

The Board of Directors may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Association, except with respect to:

A. The filling of vacancies on the Board or any committee which has the authority of the Board; B. The fixing of compensation of the directors for serving on the Board or on any committee; C. The amendment or repeal of Bylaws or the adoption of new Bylaws;

D. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

E. The appointment of committees of the Board;

F. The approval of any transaction to which this Association is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION II – ADDITIONAL COMMITTEES: In addition to the Executive Committee, there shall be the following standing Committees. The Chair and Members of each such Committee shall be constituted as hereinafter provided. Any Members of such Committees who are to be appointed shall be appointed by the President with the advice and consent of the Board of Directors, except as otherwise provided in these Bylaws. The President serves on all Committees. The Executive Director serves as an Ex-officio Member on all Committees except as stated in these Bylaws. Additional Ex-officio Members of the
Committees will be invited to communicate and to participate at the discretion of each Committee Chair.

A. Finance Committee

1. The Finance Committee shall consist of the Treasurer, President-Elect and two (2) Directors. The Treasurer serves as the Chair. The Executive Director/CEO serves as an Ex-officio, Non-Voting Member.

2. The Finance Committee shall examine, or shall cause an independent auditor (who shall be a licensed Certified Public Accountant) to examine, the books and records of the Association, and shall report, with the participation of the auditor, to the Board of Directors at the Board of Directors meeting as to the financial condition of the Association at the close of the last fiscal year. The Finance Committee shall present and recommend to the Board of Directors a budget for the Association at the October or November Board meeting, which, as enacted by the Board of Directors, will allow the Association to conduct its business.

B. Audit Committee

1. The Members of the Finance Committee will also serve as the Audit Committee. The President-Elect will be the Chair of the Audit Committee. The Treasurer will be an Ex-officio, Non-Voting, Member of the Audit Committee. The Executive Director/CEO will not participate in the Audit Committee.

2. The Audit Committee shall review the audit process, including the recommendations of the independent audit firm.

3. The Audit Committee shall make inquiries to the auditor that insures that the Association follows approved policies and that the association’s financial statements are presented fairly.

4. The Audit Committee shall coordinate the presentation of the audit report to the Board for approval, such presentation to be made by the Chair of the Audit Committee and/or by the auditor with the expectation that the auditor is present at the Board meeting where the audit is presented.

C. Board Member Nominating Committee

1. The Board Member Nominating Committee will consist of Immediate Past President and two (2) Directors appointed by the President. The Immediate Past President serves as Chair. The Committee shall nominate for consideration by the Board of Directors one or more nominees for election to the Board of Directors.

D. Bylaws Committee
1. The Bylaws Committee will consist of one or more Board Members appointed by the President.

2. The mission of the Committee is to review the Bylaws and Policy and Procedures on a regular basis, minimum annually, and update them in accordance with the activities of the Association.

E. Executive Committee

1. The Executive Committee shall consist of the President, President Elect, Immediate Past-President, Information Officer, Treasurer and the Executive Director. The Executive Director is an ex-officio, Non-Voting Member of the Executive Committee.

2. The Executive Committee shall, between meetings of the Board of Directors, in accordance with the policies of the Board of Directors, oversee and direct all operations of the Association.

3. Executive Committee authorization, by majority vote, is required for any budget changes or capital expenditures that arise between meetings of the Board of Directors.

4. The Executive Committee shall call a special meeting of the Board of Directors if any such request merits consideration by the Board of Directors.

SECTION III - AD HOC COMMITTEES AND WORKING GROUPS:

A. The Board of Directors may create such Ad Hoc Committees or Working Groups, as it deems necessary to promote the efficient operation of the Association. Each such Ad Hoc Committee or Working Group shall consist of at least one (1) Director who shall be appointed by the President of the Association. The Executive Director/CEO is an Ex-officio, Non-Voting Member of all Ad Hoc Committees and Working Groups.

SECTION IV – PRIDE STUDENT VETERINARY MEDICAL COMMUNITY (PrideSVMC) COMMITTEE: The Pride Student Veterinary Medical Community is a division of Pride Veterinary Medical Community. PrideSVMC shares a common mission with Pride VMC and works with the support of Pride VMC to reach the veterinary student community. PrideSVMC is governed by its own constitution which is revisited by the student leaders and the PrideVMC Executive Committee on an annual basis.

ARTICLE VIII

ASSOCIATION MEETINGS
SECTION I - ANNUAL BOARD MEETING: The Association shall hold the Annual Board Meeting at the
AVMA Annual Conference or at such times and places as determined by the Executive Committee.
Minutes of those meetings will be taken by the Information Officer. The minutes of each meeting
will be approved at the beginning of the next regularly scheduled meeting.

SECTION II - EXECUTIVE COMMITTEE MEETINGS: Executive Committee meetings shall be held at the
discretion of the President or may be called at the request of the Board Members. The Executive
Committee will be notified in a reasonable amount of time prior to the meeting.

SECTION III - STANDING AND AD HOC COMMITTEE MEETINGS: Committee meetings shall be held at the
discretion of the Committee Chair.

SECTION IV - NOTIFICATION OF MEETINGS: All appropriate parties shall be notified in a reasonable
amount of time prior to the meeting. Notification shall include: date, time and place of the meeting, in
addition to the business to be transacted at that time. Each Member of the Executive Committee shall
inform the President and the Executive Director of his or her intent to attend the meeting as notified.

SECTION V – VIRTUAL MEETINGS: The Full Board of Directors shall meet on a recurring basis no less than
quarterly, with an annual calendar being published in the fourth quarter of each year. Outside of the
annual meeting, the remaining meetings will be virtual meetings and shall follow the same format as
the annual meetings. Virtual meetings will be conducted via a conference call with the option of screen
sharing software. Such attendance by any or all Directors shall constitute presence by each such Director
in person at such meeting and such meeting shall constitute a valid meeting of the Board of Directors for
all purposes of the law and these Bylaws. Any action taken by the Board of Directors at such meeting
shall constitute a valid action of the Board of Directors for all purposes of the law and these Bylaws and
be reflected as such in the minutes of the meeting. Minutes of virtual meetings will be taken by the
Information Officer.

SECTION V - SPECIAL MEETINGS:

A. If the Executive Committee or President decides that an issue needs a vote by the Board of
Directors, a special vote may be conducted by conference call or by electronic voting. All board
members must participate in the electronic vote and a majority vote will be required to determine the
action on the issue presented. Results of the vote will be published in the minutes of the next Board
meeting.

SECTION VI - QUORUM:

A. Annual and Special Meetings: A simple majority of the Voting Members of the Board of Directors
shall constitute a quorum for the transaction of business, with a majority vote of the Members present
required to approve any action.

B. Executive Committee Meetings: A simple majority of the Officers shall constitute a quorum, and a
quorum shall always be presumed to be present at the regular meetings unless an actual count is called
for. The majority vote of the Board Members present shall be required to approve any action.

SECTION VII – DECISION BY THE BOARD OF DIRECTORS: Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Association, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board. Each Director shall have one vote in all decisions brought before the Board of Directors. The President shall not vote unless it is to break a tie. Voting by proxy may be allowed, according to state law.

SECTION VIII – ELECTRONIC VOTING BY THE BOARD OF DIRECTORS: The Board of Directors and the Executive Committee may conduct business by electronic means including telephone, fax, computer or other appropriate means provided that all members have access to the information and/or debate through one of the means listed. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.

For the purposes of this Section only, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Association authorize the directors to so act, and such statement shall be prima facie evidence of such authority. Any decisions made in this manner shall be recorded and ratified in the minutes of the next Regular Meeting of the Board of Directors in compliance with state law.

SECTION IX - CONDUCT OF MEETINGS: Meetings of the Board of Directors shall be presided over by the President of the Association or, in her or his absence, by the President-Elect of the Association or, in the absence of each of these persons, by a Director chosen by a majority of the directors present at the meeting.

The Information Officer of the Association shall act as Information Officer of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Information Officer of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association, or with provisions of law.

ARTICLE IX
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION I - EXECUTION OF INSTRUMENTS: The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION II - CHECKS AND NOTES: Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer or by the President of the Association.

SECTION III – DEPOSITS: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION IV – GIFTS: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the charitable or public purposes of this Association.

ARTICLE X

CORPORATE RECORDS, REPORTS AND SEAL

SECTION I - DIRECTORS’ INSPECTION RIGHTS: Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

SECTION II - RIGHT TO COPY AND MAKE EXTRACTS: Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION III - ANNUAL REPORT: The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Association’s fiscal year to all directors of the Association, which report shall contain the following information in appropriate detail:

A. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;

B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;

C. The revenue or receipts of the Association, both unrestricted and restricted to particular
purposes, for the fiscal year;

D. The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

SECTION IV- ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS: This Association shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

A. Any transaction in which the Association, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

1. Any director or officer of the Association, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

2. Any holder of more than ten percent (10%) of the voting power of the Association, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS ($50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS ($10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the directors pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person’s relationship to the Association, the nature of such person’s interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XII
INSPECTION OF RECORDS

All books and records of the Association shall be kept at the principal office of the Association and shall be available for inspection by all Officers or Directors of the Association at all reasonable times.

ARTICLE XIII

REVISION OF BYLAWS

Revision may be made to these Bylaws by proper action of the Board of Directors. A proposed change to the Bylaws may be presented to the Board, in writing, at any regular or special meeting of the Board Directors.

A majority affirmative vote of the Voting Members of the Board of Directors shall be required for making any change.

ARTICLE XIV

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION I- PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS: No director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association.

ARTICLE XV

CONFLICTS OF INTEREST POLICY

SECTION I – PURPOSE: The purpose of the conflict of interest policy is to protect this tax-exempt corporation’s (Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION II – DEFINITIONS:

A. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
B. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,

2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION III – PROCEDURES:

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest
   
   1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

   2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

   3. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION IV - RECORDS OF PROCEEDINGS: The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION V – COMPENSATION:

A. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member’s compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member’s compensation.

C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
SECTION VI - ANNUAL STATEMENTS: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest policy,

B. Has read and understands the policy,

C. Has agreed to comply with the policy, and

D. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION VII - PERIODIC REVIEWS: To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION VIII - USE OF OUTSIDE EXPERTS: When conducting the periodic reviews as provided for in Section 7, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Association named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Association on the date set forth below.

Revision Date: ___12.13.2021______ ___

Dr. Abby McElroy

ABBY MCELROY, DVM, Information

Officer
PrideVMC Board Meeting Minutes  
Tuesday, January 10, 2023  
2:00-3:00pm CT

Attendees  
(P = Present, A = Absent)  

Executive Committee (EC)  
P - Dr. Abby McElroy (President)  
P - Dr. Dane Whitaker (Immediate PP)  
P - Dr. Omar Farias (President-Elect)  
P - Ms. Rachel Dufour (Info Officer)  
A - Ms. Erin Spencer (Treasurer)  
P - Dr. Mia Cary (CEO, non-voting)  

At-Large Directors  
A- Dr. Ewan Wolff (Industry Chair Liaison)  
A- Dr. Mo Miller (PrideSVMC Liaison)  
A- Ms. Sydney Johnson (Student Liaison)  
P- Dr. Deborah Kochevar (Director At-Large)  

5 voting members needed for quorum.

Special Guest:  
Annie Trout, PrideVMC Tactical Specialist - P

Agenda & Notes  
1. President Abby McElroy called the meeting to order at 2:08pm CT and conducted roll call as above.  
2. The following items on the Consent Agenda were adopted.  
   a. Nov 8 and Dec 12 Meeting Minutes  
   b. Nov and Dec 2022 CEO Reports  
3. President’s Update - Abby  
   a. PrideVMC Annual Leadership Award  
      i. Agreement to keep as is for 2023 and do everything possible to make the nomination process inclusive  
         1. Send nomination form to the Academic Affairs office of all veterinary schools  
      ii. Dr. Tracy Witte was discussed as a possible candidate  
   b. The 2022 Annual Impact Report was reviewed  
      i. AI - ALL contact board buddies  
      ii. AI - ALL do Pawsibilities training - https://www.pawsibilitiesvetmed.com/  
   c. New Witte et al paper  
      i. PrideVMC will not be promoting, although we are very supportive of Dr. Witte  
4. Treasurer’s Report - Mia on behalf of Erin  
   a. The 2022 End-of-year P&L Report was reviewed - AI all send any questions that you have  
5. PrideSVMC Update  
   a. SAVMA Symposium - AI -Rachel will reach out to Mo and Sydney re SAVMA Symposium and VOICE national conference
6. Partners - Mia on behalf of Ewan
   a. MedVet and Rarebreed new Emerald partners
   b. IDEXX on hold until sign GIBOR

7. Success Metrics - Abby
   a. 2022 Results - Discussed results
   b. 2023 Metrics - Reviewed as a reminder of what we have committed to
      i. Bring in someone from outside of vet med for fresh perspectives and broad based ideas re antiracism training
         1. AI - Dane share provider ideas he is aware of outside of vet med,
         2. AI ALL- shared suggested antiracist training provider suggestions for discussion at next board meeting
   ii. Faculty Advisors
       1. Outreach to current faculty advisors - AI Abby, will connect with PrideSVMC chapter coordinator, Mo, and Sydney first
       2. Need to also make sure folks are moving from Broad Spectrum, LGVMA, etc to PrideSVMC
   iii. AI - Omar will reach out to Lisa Greenhill re meeting with AAVMC Assoc of Deans
   iv. Dane - has recontacted advisory board prospects, after VMX will send doodle poll to group of 7 to schedule Q1 virtual meeting. Advisory Board vs JEDI Council as name (Justice, Equity, Diversity, Inclusion) will be discussed at inaugural meeting along with meet and greet, and 2023 virtual panel event

8. AVMA COE accreditation standards on DEI - Debbie
   a. Distributed across all the standards
   b. AI - ALL review as prep for next board meeting

   a. PrideVMC does not currently have a plan in place that would be activated if issues arise at a conference where we are speaking or Pride event where we are marching
   b. Draft framework with initial resources HERE
   c. Very event specific
   d. Could be as simple as those who are speaking/attending meet prior to each event
   e. Document that reinforces responsibilities of participants, inform re liability insurance
   f. AI ALL- review MCVMA security protocol
   g. AI ALL - keep noodling, research what other organizations such as HRC do
   h. AI - ALL board members send Mia emergency contact name and cell # for roster

10. Upcoming Events
    a. VMX, WVC, AVMA Convention
    b. 30th Anniversary Planning
        i. Input from students - AI Rachel
1. Nothing so far, will outreach again
   ii. Reviewed San Francisco Pride 2023 interest survey results to date
11. President Abby adjourned the meeting at 3:05pm CT.

Next meeting: Monday, February 13 @ 8:00-9:00pm CT

Resources
Action Items and Board Motions
Board Roster
Event Master
Motion History
Partners & Sponsors
Planning & Budget Process and Timeline
PrideVMC Strategic POA
Root Folder
Working Groups

PrideVMC Mission
To create a better world for the LGBTQ+ veterinary community.

PrideVMC Vision
An empowered LGBTQ+ veterinary community that is embraced by society as their authentic selves.

Strategic Pillars
1. Education and advocacy for LGBTQ+ diversity, equity, and inclusion through the lens of antiracism and intersectionality.
2. Student empowerment through leadership development and mentorship.
3. Member recruitment, engagement, and outreach.
4. Strategic partnerships.