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Part A  Interpretation

1. In these Bylaws:

   a. the "Act" shall mean the Society Act of British Columbia as amended from time to time or any Act that may hereafter be substituted therefore;

   b. the "Board" means the directors of the Society for the time being;

   c. the “Articles of Incorporation” shall include any amendments thereto;

   d. a “Constituent Regional Veterinary Group" (hereinafter referred to as CRVG) shall be any regional organization of Veterinarians in British Columbia as recognized by the Board.

   e. A “Veterinarian” shall be a person holding the degree of Doctor of Veterinary Medicine, or an equivalent degree from a university and who is, or has been engaged in active veterinary service.

   f. “Veterinary Service" shall include private practice, public practice, education, research, or commerce directly related to veterinary medicine, or surgery.

2. Words imparting the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine and neutral genders.

Part B  Membership

3. Membership in the Society shall be limited to any person who meets the specific criteria for membership as outlined in Sections 5a to 5h hereto and remits the prescribed dues.

4. Every member must uphold the Constitution and comply with these Bylaws.

5. Categories of Membership

   a. Active Member

      i. Must be a veterinarian engaged in active veterinary service.

      ii. Must be a resident in the Province of British Columbia.
iii. Shall be given notice of General Meetings and have the right to speak at such meetings.
iv. May vote at the general meetings, hold office, and participate in the business, programs and activities of the Society.

b. Retired Member
   i. Must be retired from active veterinary service.
   ii. Must be a resident of the Province of British Columbia.
   iii. Shall be given notice of General Meetings and have the right to speak at such meetings.
   iv. May vote at the general meetings, hold office, and participate in the business, programs and activities of the Society.

c. Life Member
   i. Must have been an Active Member of the Society and be retired from active veterinary service.
   ii. Must have served the profession of Veterinary Medicine in an extraordinary manner.
   iii. A Life Membership will be awarded by the Board if the applicant has been nominated in writing by two Active Members and has been approved by the Board.
   iv. A Life Member shall not pay dues but shall retain all other privileges of active members

d. Associate Member
   i. Must be a veterinarian.
   ii. Reside outside British Columbia, or be enrolled in post-DVM studies at a University.
   iii. Shall be given notice of General Meetings of the Society and may speak at such meetings.
   iv. Shall not be entitled to vote at any such Meeting, nor to hold office in the Society.
   v. May participate in the business, programs and activities of the Society.
e. Honourary Member
   i. May be any person who has contributed to the advancement of veterinary medicine, or has served the interests of the veterinary profession.
   ii. Must be nominated in writing by at least two Active Members.
   iii. Must be approved by the Board.
   iv. May be terminated by the Board.
   v. Shall not pay dues.
   vi. Shall be given notice of General Meeting of the Society and may speak at such meetings.
   vii. Shall not be entitled to vote at any such meeting, nor to hold office in the Society.
   viii. May participate in the business, programs and activities of the Society.
   ix. May choose at any time, if he is otherwise eligible, to be an Active Member, or Retired Member and pay the appropriate membership dues.

f. Student Member
   i. May be granted by the Board to a person currently enrolled in an AVMA/CVMA CoE accredited veterinary college.
   ii. Membership will be granted to all BC students admitted to and attending the Western College of Veterinary Medicine in Saskatoon.
   iii. Shall not pay membership dues.
   iv. Shall be given notice of General Meetings and may speak at such meetings.
   v. Shall not be entitled to vote at any such meeting, nor to hold office in the Society.
   vi. May participate in the business, programs and activities of the Society, except may not serve as Committee Chairs.
   vii. Committee participation by student members is at the discretion of the committee chair, and each student serving on a committee will have one vote at meetings of that committee.

 g. Veterinary Technician Member
   i. Membership may be granted by the Board to a Certified Technician as defined in the BC Veterinarians Act 2010.
   ii. Must be a resident of British Columbia.
   iii. Shall be given notice of General Meetings and may speak at such meetings.
iv. Shall not be entitled to vote at any such meetings, nor to hold office in the Society.

v. May participate in the business, programs and activities of the Society.

h. Affiliate Membership
   i. May be granted by the Board of directors to any partnership, corporation, institution or other entity who is not otherwise eligible for membership in the Society, and whose interest and/or business involves or affects the veterinary profession and who desires to support the purpose of the Society.
   ii. An Affiliate Member shall receive as a membership privilege any magazine or publication to which other classes of membership are entitled.
   iii. Affiliate Members shall receive advance notice of exhibit booth and sponsorship opportunities, and shall be given a preferred time period in which to apply for such opportunities, before the opportunities are extended to nonmembers.
   iv. Affiliate members shall receive such other benefits as are from time to time recommended and approved by the Board.

6. Membership Dues
   a. Annual membership dues to be paid by members shall be determined by the Board by resolution from time to time.
   b. Such resolutions may also determine the date for payment of such dues, the nature of any sanction to be imposed on a member failing to pay such dues within the prescribed time, and may provide for the pro ration of dues for part of a membership year.
   c. Annual membership dues shall include annual membership in the Canadian Veterinary Medical Association.

7. Membership Register
   a. A register shall be maintained by the Society, or its designate, and will include:
      i. the full name of every member
      ii. the contact information designated by the member
      iii. a record of the dues paid and payable by the member
      iv. other information that from time to time the Board determines to be necessary
8. Resignations and Suspensions

a. A member may resign his membership by submitting his resignation in writing to the Board and his membership is thereupon cancelled.
b. A member choosing to resign in the first half of a membership year may make application to the Membership Committee for the return of a pro-rated portion of his membership dues in the Society.
c. An Active member who, for disciplinary reasons, ceases to be a member in good standing of a provincial licensing organization shall thereupon cease to be a member of the Society and shall not be reinstated until he again becomes a member in good standing of his provincial licensing organization.
d. An Active member who has his membership cancelled for disciplinary reasons may apply to the Board for reinstatement as an Associate Member.
e. Membership may be cancelled by the Board for:
   i. Failure to pay dues in accordance with the By-laws of the Society or the resolution of the Board with respect to same.
   ii. Misconduct of a nature that the Board finds contrary to the interests of the Society and decides that such person should not hold membership.
   iii. Before any such finding of misconduct is made, the Board shall:
        a. advise the member of the review of their conduct.
        b. meet to review the matter at which time the member may attend and make representation to the Board.
f. A member who has his membership terminated due to either of the provisions outlined in 8c or 8e will not be entitled to a refund of dues.
g. Any former Society member may be eligible for reinstatement upon application to the Board.

Part C Directors and Officers

9. Directors

a. The property, business, and affairs of the Society shall be managed by a Board of up to thirteen (13) Directors elected or appointed in the manner hereinafter set forth.
b. A Director and the Immediate Past President must be an Active, Retired or Life Member of the Society.
c. A Director must not be a member of the Council of the College of Veterinarians of British Columbia, or an employee of the College.
d. Directors will serve for a term of three years.
e. Directors shall be eligible for re-election or re-appointment for up to two consecutive terms.
f. The first directors of the Society shall be elected at the first General meeting following incorporation.
g. One third of the original directors will hold office for a term of one year, one third for a term of two years and one third for a term of three years.
h. If a successor is not elected or appointed, a previously elected Director may continue to hold office for up to one additional year.
i. The Society shall recognize as its Directors the following:
   i. Up to six Directors elected from the members at large, with up to two being elected in any one year in the manner hereafter provided in 12a to 12i;
   ii. Up to six Directors appointed, one each, from the members of each CRVG whose appointments shall be made by notice in writing to the Society.
   iii. The immediate Past-President who shall remain a Director by virtue of his position.
j. The Directors may establish the time, manner and procedure for the election of a Registered Veterinary Technician, or a Certified Veterinary Technician to the Board.
k. Notwithstanding the provisions of paragraph 9.i.(ii), a Constituent Regional Veterinary Group, at any time, may remove its appointed Director and replace him with a newly appointed Director by filing with the Society written notice signed by the President and Secretary of such Constituent Regional Veterinary Group. The change will be effective immediately upon filing the notice.
l. Should a Director who is an Officer of the Society, other than the Past President, cease to be a CRVG appointee to the Board, he shall resign his position as an Officer of the Society.
m. Should a Director who is Past-President cease to be a Director, he shall remain a member of the Board by virtue of his position.
n. In the event of a vacancy on the Board the remaining Directors may continue to act until such vacancy has been filled in the manner provided herein.
o. The Board may at any time, and from time to time, appoint a member as a Director to fill a vacancy on the Board. A Director
so appointed holds office until the expiration of the term of the person he is replacing.

p. The members may, by special resolution, remove a Director, before the expiration of his term of office, and may elect a successor to complete the term of office.

q. A Director may not be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

10. Proceedings of Directors

a. The Directors may meet as they see fit, providing there is a quorum.

b. The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.

c. The President or his designate will serve as the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the President-Elect must act as Chair, but if neither is present, the Directors present may choose one of their members to be the Chair at that meeting.

d. Questions arising at meetings of the Directors must be decided by a simple majority of votes excluding the Chair.

e. In the case of a tie vote, the chair may cast the deciding vote.

f. A resolution proposed at a meeting of the Directors need not be seconded, and the Chair of the meeting may move or propose a resolution.

g. A rule made by the Society at a General Meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

h. A resolution passed by a majority of Directors and recorded in the minutes of the Board, is a valid resolution of the Board.

i. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointments.

j. The remuneration of all agents and employees shall be fixed by the Board by resolution.
11. Election of Directors

a. Every year the Society shall send by ordinary mail or email to all its Active and Life Members forms requesting nominations for up to two Director-at-Large positions.

b. Nomination forms shall be mailed or emailed at least one hundred and twenty (120) days prior to each Annual Meeting.

c. Two Active, Retired or Life Members of the Society may nominate any other Active, Retired or Life Member as a Director-at-Large by completing a nomination form and returning it to the Secretary at least ninety (90) days prior to the Annual Meeting.

d. An election may be by acclamation otherwise it must be by ballot.

e. All nomination forms received by the Society at least ninety (90) days prior to each Annual Meeting shall be given effect to and ballots shall be prepared by the Society and sent by ordinary mail or email to all Active, Retired and Life Members on or before sixty (60) days prior to each Annual Meeting.

f. The ballots shall list the names of those persons nominated for Director-at-Large, and shall indicate the number of vacancies to be filled by election and that the Members voting may cast votes in favour of up to the number of vacancies to be filled in the election.

g. Only those ballots received by the Society at least thirty (30) days prior to each Annual Meeting shall be counted for purposes of the election.

h. The vacancies for the two Director-at-Large positions shall be filled by the two persons receiving the greatest number of votes. Those persons shall be declared elected as Directors-at-Large and take office as Directors at the next Annual Meeting of the Society.

i. Any person nominated for the post of Director-at-Large may, at least seventy-five days prior to each Annual Meeting, file with the Secretary-Treasurer of the Society, a withdrawal of his name as a nominee.

12. Officers

a. The Officers of the Society shall be a President, Vice President, Secretary, Treasurer and Past-President and such other Officers as the Board of Directors may determine.

b. The President-Elect, the Secretary and the Treasurer shall be elected at the first Meeting of Directors following the Annual General Meeting, from among their Membership.
c. The Secretary and Treasurer must retire from office at the first Directors meeting following the Annual General Meeting when their successors are elected.
d. Officers may hold the position for no longer than six consecutive terms.
e. If a successor is not elected, the person previously elected or appointed continues to hold office.
f. Upon the election of the President-Elect, the existing President-Elect shall automatically become the President provided that he is still an elected Director of the Society, or the official appointee from a Constituent Regional Veterinary Group.
g. If the President-Elect is not an elected Director of the Society or the official appointee from a Constituent Regional Veterinary Group, the President shall be elected from among the members of the Board of Directors at the first Meeting of the Directors following the Annual General Meeting.
h. The existing President shall automatically become the Past President once the new President assumes the office.
i. The Past President must retire from office at the Annual General when his successor assumes the office.

13. Duties of Officers

a. The President, or his designate, shall:
   i. Preside at all Meetings of the Society and of the Board;
   ii. have general control over the affairs of the Society;
   iii. see that all orders and resolutions of the Board are carried into effect;
   iv. oversee the other Officers in the execution of their duties, and
   v. sign all By-laws and other documents jointly with any other Officer appointed by the Board that require the signatures of Officers of the Society.

b. The Past-President shall perform duties as shall from time to time be assigned to him by the Board.

c. The President-Elect must, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be assigned to him by the Board.

d. The Secretary shall:
   i. Record all votes, minutes and proceedings at Meetings of the Board and of the Members;
ii. notify Members and Directors of meetings;
iii. maintain a register of members; and
iv. perform such other duties as shall from time to time be assigned to him by the Board.

e. The Treasurer shall:
   i. Serve as custodian of the Society funds and securities;
   ii. keep complete and accurate accounts of receipts and disbursements and books;
   iii. prepare the financial statements and the budget and present these to the Directors for consideration before presenting them to the Annual Meeting for approval;
   iv. deposit all monies and other securities in the name and to the credit of the Society in accounts designated by the Board;
   v. disburse funds as directed by the Board, keeping receipts for all disbursements;
   vi. be aware of the financial position of the Society at all times, and present that financial position upon request of the Board; and
   vii. perform such other duties as shall from time to time be assigned to him by the Board.

Part D Committees

14. Committees

   a. The Board may establish Committees and delegate some of their powers to Committees as they see fit.
   b. A committee established by the Board must uphold any rules imposed upon it.
   c. The Board may either appoint the Chair of a Committee, or delegate that power to the Committee.
   d. The Chair of a Committee shall ensure that meeting minutes are kept and available to the Board, and shall report fully to the Board upon request.
   e. All members of Committees must be Active, Retired or Life Members of the Society, unless otherwise designated by the Board.
   f. The Board may establish or dissolve Committees, and appoint or remove Committee members, at its sole discretion.
   g. Committees are to conduct business according to the same rules outlined above for the Board, with the Chairman having discretion to adjust for practical reasons.
15. Advisory Committee

a. Must be members of the Society
b. Shall consist of no less than 15 members and no more than 20 members.
c. Shall consist of the founding members of the Society and replacement and recruitment of members shall be at the discretion of the Advisory Committee.
d. Will function to provide guidance to the Board, to serve as liaison between Members and the Board and to function as a Task Force to the Board.

Part E Meetings of Members and Notices

16. Meetings

a. A General Meeting of Members shall be held at least annually at a time determined by the Board.
b. Other General Meetings of the Members may be called by the President, by a resolution of the Board, or on written request from members carrying not less than 4% of the total number of the voting rights in the Society at that time.
c. The place of any General Meeting of the Members shall be determined by the Board.
d. The lesser of a simple majority of members, or thirty five Voting Members, attending in person (and not by proxy) shall constitute a quorum for the transaction of business at any Meeting of the Members.
e. Each Active, Retired or Life Member shall be entitled to one vote by attendance, by proxy, or through electronic means.
f. The Chair of the Meeting may only vote to break a tie.
g. Voting at a meeting will be by a show of hands and any Voting Member in attendance may request a count.
h. A secret ballot shall be held if such motion is passed by a majority of the Voting Members present.
i. The Chairman shall adjourn the Meeting upon a motion from the majority of the Voting Members present.
j. A resolution proposed at a Meeting of Members must be duly moved and seconded before it can be considered at the meeting.
k. Each motion shall be passed or defeated by a simple majority of votes unless otherwise specifically provided.
l. All Meetings of Members of the Society shall be conducted in accordance with Roberts Rules of Order, or otherwise as determined by a majority of Voting Members present.
17. Notice of General Meetings

a. A notice may be given to a member in person, by mail or by email to the member’s registered address.
b. A notice by mail is deemed to have been given on the fifth business day following mailing, providing it was properly addressed and delivered.
c. A notice or document sent electronically is deemed to have been received if sent in compliance with the provisions in these Bylaws.
d. Notice of a General Meeting and the Agenda for the Meeting must be given to every Member on the Register, except for Affiliate Members, at least thirty days before the date fixed for such Meeting.
e. The Auditor must receive a notice of the Annual General Meeting.
f. The accidental omission to give notice to any Member does not invalidate any action from any Meeting held pursuant to such notice.

Part F Voting

18. Proxy Voting

a. Any Active, Retired or Life Member may appoint another Active, Retired or Life Member as his proxy to attend and vote on his behalf.
b. No member shall carry a proxy for more than five other members.
c. Appointment of a proxy shall be in writing on a form provided by the Society and must contain an original signature.
d. The Board may, at its discretion, require proxies to be appointed and filed with the Society up to 48 hours prior to Meetings.
e. Proxies must be filed with the Society prior to the commencement of any meeting, and expire at the conclusion of that meeting.

19. Electronic Voting

a. Unless otherwise specifically provided by the Act, each Active, Retired, or Life Member may vote electronically on Motions presented at a General Meeting.
b. The Board shall establish guidelines for electronic voting at General Meetings.
c. The Board may, at its discretion, require electronic votes to be cast up to 48 hours prior to a Meeting.
Part G  Constitution and Bylaws

20. The Society shall establish Bylaws and rules in accordance with the Societies Act and the laws of the land in order to conduct its business.
21. The Constitution and By-laws of the Society shall be enacted, repealed or amended only by a Special Resolution as defined in the BC Societies Act (75% majority vote at a duly called General Meeting of the Members as heretofore outlined).
22. Recommendations for changes to the Constitution and Bylaws can be made by:
   a. A motion passed by majority of the Directors at a meeting of the Board of Directors provided the notice of recommendation complies with the rules of notification for the agenda of a General Meeting of the members heretofore outlined.
   b. Notice made by at least ten members of the Society to the Board of Directors at least 90 days prior to the meeting. The Board shall consider the recommendation and report on its recommendation to the members at the same time as sending out notification for the agenda of a General Meeting of the members as heretofore outlined.
23. On admission to membership, each member must be provided with, or directed to a copy of the Constitution and Bylaws of the Society. Such copy may be on paper or electronic, at the discretion of the Society.

Part H  Auditor

24. An Auditor shall be appointed at each Annual General Meeting of the Members to verify the financial records of the Society.
   a. The first Auditor shall be appointed by the first Directors.
   b. The Auditor shall hold office until the next Annual Meeting.
   c. An Auditor may be removed by ordinary resolution at a General Meeting called for this purpose.
   d. The Directors may fill any casual vacancy in the office of the Auditor that may occur between Annual Meetings.
   e. A Director, or employee of the Society or a member of the family of a Director or employee of the Society, as stipulated in the Act, may not be the Auditor.
   f. The Auditor may attend the Annual General Meeting.
   g. The remuneration of the Auditor shall be fixed by the Board of Directors.

Part I  Borrowing
25. Directors may, on behalf of the Society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures.
   a. A debenture must not be issued without a resolution of the members.
   b. The members may, by resolution, restrict the borrowing powers of the Directors for a fixed or indeterminate period.

Part J  Constituent Regional Veterinary Groups

26. A Constituent Regional Veterinary Group (CRVG) shall be any regional organization of Veterinarians in British Columbia recognized by the Board of Directors.

27. The Society will consider representation from the following six regions:
   a. Fraser Valley
   b. Greater Vancouver
   c. Kootenay
   d. Northern British Columbia
   e. Thompson Okanagan
   f. Vancouver Island

Part K  Signature and Certification of Documents

28. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two of the Officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

29. The Directors shall have power from time to time to appoint an Officer or Officers on behalf of the Society, or an employee of the Society, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

30. The seal of the Society when required may be affixed to contracts, documents, and instruments.

Part L  Indemnity

31. Subject to the provisions of the Act, the Society shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Officer of the Society or who has otherwise been granted authority to act on behalf of the Society. This indemnity shall extend to the person’s estate and shall be for all losses or expenses incurred,
including legal costs on a solicitor and client basis, and any amounts paid to settle an action or satisfy a judgment as a result of acting on behalf of the Society.

32. The indemnity shall not extend to any loss or expense incurred as a result of criminal behavior, dishonesty, bad faith or gross negligence.

33. The Society will provide insurance for this indemnity and for the benefit of any person serving as a Director, Officer or otherwise granted authority by the Society to act on its behalf.

**Part M  Dissolution**

35. The Society may be dissolved by a three-quarters majority vote of its membership at a General Meeting. The Society shall fall into abeyance should it fail to validly elect a Board of Directors for three successive years. On dissolution of the Society, any remaining assets shall become the property of a Veterinary Medical Association chosen at that time by the last presiding Board of Directors.