

**BYLAWS  
OF THE  
ASSOCIATION OF REPTILE AND AMPHIBIAN VETERINARIANS  
(2020)**

**ARTICLE I**

**NAME, PURPOSE, PRINCIPAL OFFICE,  
CORPORATE SEAL AND FISCAL YEAR**

**SECTION 1. Name and Purpose**

The Association shall be known as the Association of Reptile and Amphibian Veterinarians (ARAV). The purpose of the Association shall be: 1) to advance programs for medicine, husbandry, conservation and scientific research in the field of veterinary medicine dealing with reptiles and amphibians; 2) to distribute scientific information relating to the field of husbandry, veterinary medicine and surgery of reptiles and amphibians through the Journal of Herpetological Medicine and Surgery, the official publication of the Association, and the Annual Conference of the Association; and 3) to promote the conservation and humane treatment of all reptilian and amphibian species through education, and preservation of reptilian and amphibian habitats.

**SECTION 2. Principal Office**

ARAV shall be incorporated under the laws of the General Not for Profit Corporation Act of the State of Washington or such states as the Board may determine. If the Association has no principal place of business within the State of Incorporation, it shall appoint a Resident Agent.

The principal office of the Association is in Gainesville, Florida. The Association may have such other offices as may from time to time be designated by the Board of Directors.

**SECTION 3. Corporate Seal**

The Board of Directors shall have the power to adopt and alter the seal of the Association. In the absence of the President or the Secretary, the Executive Director may affix the corporate seal where required unless the Board of Directors shall specify to the contrary.

**SECTION 4. Fiscal Year**

The fiscal year of the ARAV shall begin on January 1 and end on December 31 of the same year or as may be determined by the Board.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1. Classes**

**Full Member:** Full members shall have full access to the materials and resources of the Association, may attend annual meetings and conferences, may hold elected officer positions of the Association, and shall have the right to vote for such elected positions.

To be a Full Member, one must fall under one of the following categories:

- Active Veterinarian (Print | Print & Online)
- New Graduate Veterinarian (Print | Print & Online)

**Associate Member:** Associate members shall have full access to the materials and resources of the Association, may attend annual meetings and conferences, and shall have the right to vote for elected officer positions. An Associate Member, however, is not eligible to hold the office of President, President-Elect, Vice President, Secretary, or Treasurer.

To be an Associate Member, one must fall under one of the following categories:

- Associate (non-veterinary professional) (Print | Print & Online)
- Veterinarian/Technician Student (Print | Print & Online)
- Individual Technician (Print | Print & Online)
- Retired Veterinarian (Online)
- Life Member (Print & Online)

**Limited Member:** Limited members shall have full access to the materials and resources of the Association and may attend annual meetings and conferences. A Limited Member, however, is not eligible to hold an elected officer position of the Association and shall not have the right to vote for elected officer positions.

To be a Limited Member, one must fall under one of the following categories:

- Emerging Country Veterinarian (Online)
- Emerging Country Student (Online)
- Honorary Member (Print & Online)
- North American Subscription Only
- International Subscription Only

## **SECTION 2. Student Chapters**

A Student Chapter may be formed by a group of five (5) or more students at a veterinary School, club or organization who are interested in reptilian and amphibian medicine and surgery.

The point of contact can be designated as a specific student, a faculty representative or a designated officer in a club.

A Student Chapter receives access to the Membership Directory, the ARAV Externship/Speaker database and one (1) complimentary student registration to the Annual Conference.

## **SECTION 3. Applications**

Applications for membership shall be made electronically via e-mail or other electronic means, in writing and submitted to the Executive Director on an Association Membership Application. The Executive Director shall review all applications and make a determination as to the eligibility and appropriate membership or affiliation classification of each applicant.

## **SECTION 4. Dues**

Membership dues will be determined by the Board of Directors and reported to the members at a regular meeting of the Association or in the Journal. Dues shall be paid annually, or as determined by the Board of Directors, upon receipt of notice thereof. Failure to pay dues within 60 days shall cause the member to automatically no longer be in good standing and all membership privileges suspended.

## **SECTION 5. Resignation**

A member may resign by written communication to the Secretary of the Association at any time.

## **SECTION 6. Termination of Membership**

All members of the Association shall comply with the bylaws and policies as may be adopted by the Association. Failure to do so or for other good cause may result in termination of membership as determined by the Board of Directors.

# **ARTICLE III**

## **MEETING OF MEMBERS**

### **SECTION 1. Annual Meetings**

The Association membership shall meet at least once per calendar year. The site of such meeting(s) is to be determined, to the extent possible, a minimum of one year in advance, at the annual Directors meeting by a majority of the Board of Directors.

## **SECTION 2. Other Meetings**

The membership and the board of directors may organize additional meetings as needed to meet the needs of the membership.

## **SECTION 3. Notice of Meetings**

Notice of meetings of the membership will be made in the Journal of Herpetological Medicine and Surgery, the ARAV e newsletter, membership emails and on the Association website as soon as possible but at least 3 months prior.

## **SECTION 4. Quorum**

A general membership meeting requires ten percent (10%) of the membership to constitute a quorum.

## **SECTION 5. Voting**

All voting shall take place by electronic ballot or by other means as determined by the Executive Committee.

# **ARTICLE IV**

## **OFFICERS**

### **SECTION 1. Number and Qualifications**

Officers must be selected from the full and associate membership classes and be in good standing. There shall be a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and four Members-at-Large.

### **SECTION 2. Term of Office**

All officers' terms will begin at the end of the annual conference and end when occupied by their elected successor, typically at the end of the annual conference. All officers' terms will be for one year, with the exception of the treasurer who shall serve a 3-year term and the Members-at-Large who shall serve a 2-year term.

### **SECTION 3. Election**

Officers shall be elected by majority vote of the participating members by electronic ballot or by other means preceding the annual meeting. Multiple nominations will be accepted for each office if more than one is submitted. Write in candidates will also be accepted on the election ballot.

### **SECTION 4. President**

- a.** Presides and, with the Executive Director, prepares the agenda of all meetings
- b.** Serves as the Chairperson of the Board of Directors and Executive Committee
- c.** Officially represents the Association and performs all other duties that properly fall upon the President
- d.** Shall confer at least biannually with all committee chairpersons to oversee committee actions and progress on objectives to implement Association policy
- e.** Shall perform such other duties as are necessarily incident to the office of President
- f.** Shall be an ex-officio member of all committees except the Leadership Development Committee
- g.** Shall turn over all records immediately to his/her successor

### **SECTION 5. President-Elect**

- a.** Presides at meetings in the absence of, or when requested by, the President
- b.** Serves as Chairperson of the Trilateral Committee for the annual conference occurring during his/her term of office
- c.** Serves as Scientific Program Chairperson for the annual conference of the Association
- d.** Assumes the office of President at the close of the annual conference following the conference at which he/she was installed as President-elect

- e. Shall turn over all records immediately to his/her successor

#### **SECTION 6. Vice President**

- a. Serves on the Trilateral Committee for the annual conference of the Association occurring during his/her term of office
- b. Serves as Workshop Coordinator for the annual conference of the Association
- c. Shall be nominated for President-elect after satisfactorily completing his/her term
- d. Shall turn over all records immediately to his/her successor

#### **SECTION 7. Secretary**

- a. Keeps a record of the proceedings of all meetings of the Association, the Board of Directors and the Executive Committee
- b. Retains copies of all letters written by him/her on behalf of the Association and preserves and files all letters and communications received by him /her in an official capacity, with the Executive Director
- c. Shall be nominated for Vice President after satisfactorily completing his/her term
- d. Records minutes of the Board of Directors or Executive Committee meetings and distributes to the Board or Executive Committee within 14 days of the meeting
- e. Maintains a list of all Special Committees (active and inactive) with the date of creation, the goal of the committee, committee chairperson, and date of dissolution
- f. Shall turn over all records immediately to his/her successor
- g. Will assist the Vice President in coordinating the workshops at the annual conference of the Association.

#### **SECTION 8. Treasurer**

- a. Reviews all proposed budgets and quarterly financial reports
- b. Assists the Executive Director in the preparation of an annual budget
- c. Shall present a report of the current financial status of the organization at the annual session of the Board of Directors
- d. Shall turn over all records immediately to his/her successor

#### **SECTION 9. Immediate Past President**

- a. Serves the organization for one year after his/her term as President has expired
- b. Serves as Chairperson of the Leadership Development Committee

#### **SECTION 10. Members-at-Large**

- a. Members-at-Large shall serve staggered terms, such that two (2) elections shall be held each year
- b. Shall act as liaisons between the general membership and the Executive Committee
- c. Shall endeavor to represent the best interests of the membership
- d. Other tasks as determined by the BOD

#### **SECTION 11. Vacancy/Delegation of Power**

An officer may resign by providing his/her written resignation to the Secretary of the Association, or at any official meeting of the members, Executive Committee, or of the Board of Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. The Board of Directors shall fill any vacancies in office, occurring between elections by appointment.

#### **SECTION 12. Removal**

Any officer may be removed for cause, after at least 30 days' notice to such officer, and after an opportunity to be heard at an official or a specially convened meeting. The Board of Directors can remove an officer before an annual election, with a two-thirds vote in favor of removal by the Board. Such meeting can be by telephone conference call. Inability to attend an inordinate number of teleconferences or the Annual Board of Director's meeting by any Board Member and other good cause shall constitute grounds for consideration of removal.

## ARTICLE V

### Executive Director

The Board of Directors shall retain an Executive Director for compensation. The specific role of the Executive Director shall be defined in the annually issued Board of Directors Policy Directive and may vary from year to year. The Executive Director shall be authorized to sign all official documents, contracts and other such papers, except as directed otherwise by the Board of Directors.

## ARTICLE VI

### BOARD OF DIRECTORS

#### SECTION 1. Members

The Board of Directors will be composed of the President, President-Elect, Vice President, Secretary, Treasurer, Members-at-Large, the Immediate Past President, and the Chairs of all Standing Committees. The Executive Director will participate as an ex-officio non-voting member.

#### SECTION 2. Duties

- a. The Board of Directors have the authority for and responsible for the supervision, control, and direction of the association.
- b. It shall be the administrative body of the Association. It shall administer the affairs of the Association in a manner consistent with the bylaws.
- c. It shall meet at least once per calendar year.
- d. It shall make reports to the Association of Board of Director actions at the annual membership meeting and more often as appropriate.
- e. It shall take any emergency action that needs to be taken by the Association when it is not possible to obtain action by the membership.
- f. Shall create a Board of Director's Policy, to be revised annually to meet the needs of the Association.
- g. Shall adopt a Strategic Plan at least every 5 years to determine the immediate and long term needs and direction of the Association.
- h. May propose Bylaws amendments to the membership as needed.
- i. Shall adopt a budget for the Association.

#### SECTION 3. Meetings

##### a. Frequency

The Board of Directors shall meet during the annual meeting of the Association and at such other times and place as the President and/or the majority of the Board may determine.

##### b. Other Meetings

The membership and the Board of Directors will organize additional regular meetings as needed to meet the needs of the membership.

##### c. Special Meetings

The President or any twenty-five percent of the Board can call for a Special Meeting with at least 7 days written notice.

##### d. Quorum of Directors

All Board and committee meetings require a majority of those then in office to constitute a quorum

##### e. Manner of Participation

Board of Directors may meet via telephone conference calls or other means as determined appropriate by the Board. All members of the Board of Directors are expected to attend the meeting prior to the annual conference.

##### f. Compensation

Other than the Executive Director, members of the Board of Directors shall not receive any compensation for their services. The members may, however, be reimbursed for expenses incurred in their official capacity, as determined by the Board of Directors. The Executive Director will receive compensation in an amount determined by the Board of

Directors. The level of the Executive Director's compensation will be reviewed annually.

**g. Term of Office**

The chairs and co-chairs of all committees are Endorsed annually by the Board of Directors and changes are made as needed at that time or in between those times.

**h. Resignation**

A Committee Chair may resign by providing his/her written resignation to the Secretary of the Association, or at any official meeting of the members, Executive Committee, or of the Board of Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and formal acceptance thereof shall not be necessary to make it effective unless it so states.

**i. Vacancy**

The Board of Directors shall fill any vacancies in office, occurring between elections by appointment

**j. Removal**

Any board member may be suspended or removed for cause, after at least 30 days' notice to such board member, and after an opportunity to be heard at an official or a specially convened meeting. The Board of Directors can remove an officer before an annual election, with a two-thirds vote in favor of removal by the Board. Such meeting can be by telephone conference call. Inability to attend an inordinate number of teleconferences or the Annual Board of Director's meeting by any Board Member shall constitute grounds for consideration of removal.

**ARTICLE VII**

**COMMITTEES**

**SECTION 1. Executive Committee**

- a. The Executive Committee is composed of the President, President-elect, Vice President, Secretary, Treasurer, Members-at-Large, and the Immediate Past-president. The Executive Director will participate in all Executive Committee meetings as an ex-officio non-voting member.
- b. Shall transact the general business of the Association between the meetings of the Board of Directors
- c. All transactions of this Committee shall be reported to the Board at the next meeting of the Board.
- d. Shall hold teleconferences at least quarterly.

**SECTION 2. Standing Committees**

The Board of Directors may establish standing and/or ad hoc committees as it deems beneficial to the Corporation. Committees shall be formed via a written charter by the Board of Directors specifying its purpose, composition, duties and responsibilities, limitations on authority, reporting requirements, and term (if applicable).

**ARTICLE VIII**

**PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, current edition, shall govern meetings of the Association to the extent that they are consistent with these Bylaws or special rules of order.

**ARTICLE IX**

**BYLAW AMENDMENTS**

The Bylaws may be amended when presented by any voting member and approved by two thirds (2/3) vote by participating members. Any proposed amendment shall be mailed (either via postal courier and/or electronic mail) to the voting member at least fourteen (14) days prior to the date at which it is voted upon.

**ARTICLE X**

## **PROPERTY**

### **SECTION 1.**

The Association is not formed for pecuniary profit or gain, and any moneys or properties received by the Association shall not be paid to any member or any person during the life of the Association except as compensation for property purchased or services rendered.

### **SECTION 2.**

In the event that the Association should dissolve, all properties will belong to the Society for the Study of Amphibians and Reptiles (SSAR). However, if the named recipient is not then in existence, is no longer a qualified distributee, or is unwilling/unable to accept the distribution, then the assets of the ARAV shall be distributed to the American Association of Zoo Veterinarians, or other organization (as determined by the Board of Directors) which operates under the specified purpose in section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XI**

### **THE LIFETIME ACHIEVEMENT AWARD**

The Lifetime Achievement Award is the highest honor bestowed by the ARAV on an individual or group that has consistently excelled in herpetological education, husbandry, medicine, surgery, conservation and/or welfare. The award is made on an irregular basis by the Executive Committee of the ARAV, on behalf of the organization, in recognition of the recipient's outstanding contributions to the field of herpetology during their professional life. Recipients of the Lifetime Achievement Award will also be awarded Honorary membership or Life membership as appropriate.

## **ARTICLE XII**

### **ETHICS AND MISCONDUCT**

The ARAV, including its membership, is committed to the highest ethical and professional standards of conduct in pursuit of its mission and objectives. While the ARAV affirms each person's accountability for individual actions, it also recognizes that the shared mission and the shared enterprise of its membership requires a shared set of core values and ethical conduct to which each member of the ARAV must be held accountable. Members shall abide by the Ethics Policy of the Association, and shall release the Association, its Executive Board, and its employees from all liability for both content and enforcement of the Ethics Policy.

### **SECTION 1.**

Every member of the ARAV shall abide by the Ethics Policy that was adopted by the Board of Directors at the 2011 Annual Meeting and as may be amended thereafter. This policy shall be provided to new members and posted on the website of the Association. The Board may revise the Ethics Policy in accordance with this Article as needed. The ARAV Ethics Policy governs only conduct performed by an ARAV member.

### **SECTION 2.**

Alleged violations of the ARAV Ethics Policy should be reported to the Ethics and Professional Practices Committee. Complaints that are reasonably proven to violate the Ethics Policy may result in disciplinary action, including a private letter of censure, suspension, or permanent termination of membership, and/or reporting to the relevant authorities. An accused member shall be afforded with due process.

## **ARTICLE XIII**

### **AUDIT OF BOOKS**

Provisions shall be made by the Board of Directors for a bi annual audit of the accounts of the Treasurer and the Executive Director either by a committee of at least three members appointed by the Board or an accountant retained by the Board for the purpose of such audit. Such audit shall be presented to the Board of Directors immediately following completion

## **ARTICLE XIV**

### **NOTICES**

Wherever notice of any action is required to be given, such notice shall be deemed given if mailed in the US Mail, postage prepaid, addressed to the recipient at the address last known to the Association in its records, or sent via electronic e-mail to the last known email address of each member. Such notice shall be deemed properly given if so mailed no later than fourteen (14) days prior to the action to be taken as specified in such notice or such longer period if specifically provided in these By-laws. Official notices may also be made through the Journal of Herpetological Medicine and Surgery.

## **ARTICLE XV**

### **RULE MAKING**

The Board may, from time to time, promulgate rules, standing or otherwise, and policies to supplement these bylaws for the operation of the association.

## **ARTICLE XVI**

### **RECORDS AND PROPERTY**

All records and property, real, personal or mixed, entrusted to or in the hands of any Officer, Director, Representative, Agent, Committee Chair, Appointed Official, Special Advisor, employee or the like, acting for or on behalf of the Association shall be and remain Association property and, upon request by the President or the Board of Directors, shall be surrendered to the President or as requested by the Board of Directors.

## **ARTICLE XVII**

### **MISCELLANEOUS**

#### **Section 1. Gender.**

All pronouns herein contained of the masculine, feminine, or non-descriptive gender shall, as and when appropriate, mean either masculine or feminine and shall be non-discriminatory.

#### **Section 2. Captions.**

All captions contained in these By-laws shall be for convenience only and shall not be determinative of the nature or effect of any of the provisions herein.

#### **Section 3. Conflicts.**

In the event any section of these By-laws shall conflict with the Articles of Incorporation, then the provisions of the Articles of Incorporation shall govern. In the event any provisions of these By-laws shall conflict with any other provision of these By-laws, then the conflicting provision containing the stricter provision shall govern. In the event any provision of these By-laws shall conflict with the purposes of the Association, then such conflict shall be resolved in favor of the interpretation carrying forth the purposes of the Association. In the event any provisions of these By-laws might disqualify the Association from being an organization described in section 501(c)(3) of the Internal Revenue Code, then such provision shall be null, void and of no force and effect to the extent necessary so that the Association will be an organization described in section 501(c)(3).