

Association for Veterinary Informatics

Bylaws

1. **Article:** Name

Sections:

- 1.1. The name of this organization shall be the Association for Veterinary Informatics (AVI).
- 1.2. The organization shall be incorporated under the laws of the State of Mississippi as a corporation operated for one of the purposes specified in the Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision future United States Internal Revenue Law). More specifically, the AVI is organized exclusively for charitable, educational, and scientific purposes.
- 1.3. The term for which it is organized shall be perpetual; however, in the event of the dissolution of the corporation, its property shall become the property of the American Veterinary Medical Foundation.

2. **Article:** Purpose

Sections:

- 2.1. The Association for Veterinary Informatics (AVI) is a non-profit international and interdisciplinary organization comprised of individuals involved in biomedical informatics, which includes research, design, implementation, education and advocacy within the domain of veterinary medicine. This includes the foundational components of biomedical informatics (knowledge engineering, computer science and information science) as it is applied to clinical research informatics, clinical informatics, bioinformatics, translational medicine and public health.
- 2.2. Our mission is to guide and transform the veterinary profession in understanding, using and extending the practice of informatics.

3. **Article:** Members and Membership

Sections:

- 3.1. Membership in the AVI shall be by submission of an application and payment of the first year dues. Members shall be considered ineligible to vote until their dues are paid and shall be dropped from the active membership roster after 30 days of nonpayment. Membership year begins when dues are paid and expires in one year.
- 3.2. Membership shall be open to anyone regardless of race, color, religion, sex, national origin, age, sexual orientation, gender identity and/or gender expression, marital status, veteran status or disability.

- 3.3.** The charter members shall be those veterinarians and professional staff of colleges of veterinary medicine and veterinary diagnostic laboratories on the newsletter mailing list at the time the Original Constitution and Bylaws are adopted.
- 3.4.** Additional members shall be admitted to appropriate membership upon submission of an application form and payment of the first year dues.
- 3.5.** Membership in the organization may be withdrawn should any member use the AVI in advertising, including, but not limited to, the use of the organization name or logos on letterheads, business forms, business cards, and advertising copy without the express written permission of the organization.
- 3.6.** The classes, qualifications, and rights of members shall be:
- Class: Contact
 - Qualifications: Individuals interested in staying informed of AVI activities
 - Rights: Non dues paying; no voting rights; receipt of newsletter; not eligible for any derived group or leadership of that group including committees, task forces, and any other such authorized groups by the Executive Board
 - Class: Individual
 - Qualifications: Individuals interested in the field of veterinary informatics
 - Rights: Dues paying; full voting rights; receipt of newsletter; eligible for membership on committees
 - Class: Organization
 - Qualifications: Organizations that support the goals of the Association
 - Rights: Dues paying; full voting rights (one per organization); receipt of newsletter; one person per organization eligible for membership on committees
 - Class: Student
 - Qualifications: Students enrolled in any academic program who are interested in the field of veterinary informatics.
 - Rights: Non-dues paying; no voting rights; receipt of newsletter; eligible for committees (not eligible for Chair)
 - Class: Emeritus

- Qualifications: Member in continuous good standing that has dedicated time, effort, and resources to AVI. They may be granted this status by unanimous vote of the Executive Board including the president.
- Rights: Non-dues paying, all rights of the individual except ability run for an executive position.

4. Article: Fiscal Year and Dues

Sections:

4.1. The fiscal year of the organization shall begin August 1 and end on July 31 of each calendar year. Fees for individual or organizational membership are due yearly on the date membership started. If a member has a lapse in membership and later renews by meeting all requirements, a new membership begins on that date.

4.2. All dues and fees shall be determined by the Executive Board.

5. Article: Officers

Sections:

5.1. The Officers of the organization shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer.

5.2. Officers shall be elected from among the voting membership.

5.3. Frank disclosure of all interests which might be interpreted as conflicts must be presented to the Ethics and Standards committee or to the Executive Board in cases when the committee is not available for authorization, approval or ratification by any officer or committee member prior to eligibility and voting for office or committee.

5.4. A simple majority of members voting shall be required to elect. In the case of a tie, an additional election will take place with the tied members only appearing on the ballot.

6. Article: Election of Officers

Sections:

6.1. A call for nominations from the membership shall be electronically posted on the website to all members by the Secretary at least forty-five (45) days prior to the beginning of the actual meeting.

6.2. Nominations will close at midnight, thirty (30) days prior to the beginning of the annual meeting.

6.3. No nominee shall be accepted for nomination to an officer position on the Executive Board who is a third employee of the same principal employer with which two existing board members also are affiliated.

- 6.4. Ballots shall be made available electronically by the Secretary at least fifteen (15) days prior to the beginning of the annual meeting, and all electronic votes must be registered by the Secretary at least five (5) days prior to the annual meeting.
- 6.5. The nominee receiving the most votes shall be considered elected. Tie votes will be resolved at the annual meeting.
- 6.6. The terms of the President and President-Elect shall be two years, with elections in odd years, and until succeeded in office. The terms of the Secretary and Treasurer shall be two years, with elections in even numbered years, and until succeeded in office.
- 6.7. Officers shall take office at the conclusion of the annual business meeting.
- 6.8. In the case of the death, written resignation submitted to the Executive Board, or dismissal of an officer, the Executive Board shall appoint an interim officer until an election is held to replace the officer, at the Executive Board's earliest convenience.

7. **Article:** Duties of Officers

Sections:

7.1. The President shall:

- 7.1.1. Preside over all meetings of the membership and the Executive Board.
- 7.1.2. Set the agenda and work with the secretary to ensure the agenda is presented at least 2 business days prior to a meeting.
- 7.1.3. Be the chief representative of the organization.
- 7.1.4. Appoint Chairs to committees or task forces, seeking the advice of the Executive Board as needed.
 - 7.1.4.1. The Executive Board can black or remove an appointment by the president through unanimous vote of the remainder of the Executive Board.

7.2. The President-Elect shall:

- 7.2.1. Have duties as they are assigned to him or her by the President of the Executive Board.
- 7.2.2. Automatically become President at the termination of the President's term of office.
- 7.2.3. Accept duties of the President if that person is unable to perform the duties of his or her office. The President-Elect shall continue performing the duties of the President through the term of the President and assume the office of the President officially at the end of the current term.

- 7.2.3.1. At any time, while the President-Elect is performing the duties of the President, he or she will be required to relinquish those Presidential duties to the original officer once he or she is able to resume the normal role.

7.3. The Secretary shall:

- 7.3.1. Work closely with the Treasurer to ensure duties of both offices are completed in a timely manner.
- 7.3.2. Maintain the general records of the organization and file all required reports pertaining thereto.
- 7.3.3. Attend all meetings of the Executive Board.
- 7.3.4. Keep all original notes and records of all official meetings and sessions until the Executive Board approves of their disposal.
- 7.3.5. Present notes from previous meeting to be reviewed by the Board.
- 7.3.6. Conduct balloting as required.
- 7.3.7. Present an agenda, in consultation with the president, at least 2 business days prior to a meeting.
- 7.3.8. Perform and oversee Customer Relationship Management service functions, including assisting members with level changes, renewals, sign-ups, and duplicate profiles.

7.4. The Treasurer shall:

- 7.4.1. Work closely with the Secretary to ensure duties of both offices are completed in a timely manner.
- 7.4.2. Maintain the financial records of the organization.
- 7.4.3. Be the custodian of the assets of the organization.
- 7.4.4. Pay all expenses of the organization instructed by the Executive Board.
- 7.4.5. Maintain a file of all vouchers and invoices accompanying them for a period of not less than five (5) years.
- 7.4.6. Deposit all monies in the name of the organization in a federally insured bank approved by the Executive Board.
- 7.4.7. Turn over all funds, properties and records to his or her successor.

7.4.8. Present a report of the activities of his or her office and of the financial status of the organization at each annual meeting of the Executive Board and membership and at such other times as the Executive Board may request.

7.5. The Immediate Past President shall:

7.5.1. Have duties as assigned by the President and the Executive Board.

7.5.2. Remain actively involved as an advisor and mentor.

8. **Article:** Executive Board

Sections:

8.1. The business and affairs of the organization shall be managed by an Executive Board consisting of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

8.2. The President shall vote only in the instance of a tie.

8.3. The Executive Board shall report on its activities at the annual meeting of the organization.

8.4. A meeting of the Executive Board shall be held just prior to the time and at the place designated for the annual meeting of the membership.

8.5. Special meetings of the Executive Board may be called at any time by the President and shall be called by him or her at the written request of no fewer than 2 (two) Executive Board members.

8.6. Not less than five (5) business days' notice of the time and place of the meeting of the Executive Board shall be given by electronic mail. Three (3) members on the Executive Board shall constitute a quorum. The majority vote of the quorum shall be necessary for the adoption of any matter voted upon by the Executive Board, unless a greater proportion is required by statute, the articles of incorporation, or these bylaws.

8.7. Without limiting the generality of its powers and duties, the Executive Board shall have the following powers and duties:

8.7.1. It shall receive and consider for approval all applications for voting membership and make recommendations on such to the membership prior to voting on it at the annual meeting.

8.7.2. It shall select the time and place and make any necessary arrangements for the annual meeting.

8.7.3. It shall direct the management of funds held by the organization.

8.8. Members of the Executive Board may not chair, co-chair, or be head of any committee or task-force without approval of the president and the majority of the Board due to the

number of responsibilities of each member of the Executive Board. They are free to participate, organize, and be members of any of the aforementioned.

- 8.9.** If a member of the Executive Board changes employment during their time of service to a different principal employer and they become in conflict with section 6.3, they shall update their Conflict of Interest disclosure and the conflict shall be evaluated, with the member recusing themselves from the discussion.

9. Article: Committees

Sections:

- 9.1.** The organization shall have the following standing committees: Talbot Education Committee, Outreach Committee, and Ethics and Standards Committee.

9.1.1. The Talbot Education Committee is tasked with the curating, managing, and running of the annual Talbot Symposium along with any associated educational tasks, sessions, or conferences. They are responsible for development of the symposia and any extensions of the symposia. The Chair will submit the results for final approval of the Executive Board. Any concerns with conflicts of interest or content of presentations may be referred to the Ethics and standards committee as defined in 9.1.3.

9.1.2. The Outreach Committee is responsible for growing the Association membership recruitment, and sponsorship, associated with the organization. This includes marketing, campaigns, and any other activities. The results of any of the activities shall be presented to the Executive Board for review. They should work closely with the secretary for access to tools as those specified under that position.

9.1.3. The Ethics and Standards committee is charged with upholding the spirit of AVI and maintaining overall quality of the activities. Any member may be referred to the committee for failure to follow the guidelines and procedures laid out in this document. Any referral by nature is confidential and no discussion of the case shall be had outside of the specific members of the committee. At the conclusion of the discussion, if any action is to be taken, a recommendation to do so must be presented to the Executive Board.

9.1.3.1. The committee shall have 3 members at all times, and all three members must be present for a meeting, discussion, or vote. The ethics committee shall be exempt from 8.8 in that no member of the Executive Board may participate on this committee while in office. If one of the members is unable or unwilling to participate on the committee, they should submit their resignation to the chair. If any member has a conflict of interest with regard to a specific issue they should disclose their conflict to the chair and abstain from discussion or votes related to that issue. The chair must notify the Executive Board of the conflict and appoint a temporary

replacement, with approval from the Board, from the active membership in accordance with 9.4.

9.1.3.2. If the chair chooses to remove a member of the committee, the chair must submit their request in writing, stating the reasons to remove that member, to the Executive Board. The Executive Board by majority vote may choose to accept the recommendations or not and the chair shall abide by those decisions.

9.1.3.3. In either case above, the chair shall recommend a replacement for that member in accordance with 9.4.

9.1.3.4. If a member of the Executive Board is the subject of recommended action by the Ethics and Standards committee, they shall recuse themselves from the discussion and vote by the Executive Board as this will present a conflict of interest.

9.1.3.5. The Ethics and Standards committee can recommend any action including, but not limited to but including private or public censure, revoking of some or all of member privileges, prevention from representing or speaking at AVI events, or expulsion from the group.

9.1.3.6. In order for the recommendation of the committee to be accepted, the majority of the Executive Board must accept the recommendation.

9.1.3.6.1. If the Executive Board rejects the committee recommendation, the Executive Board may send the matter back to the Ethics and Standards Committee for further review with comments and recommendations.

9.2. The President may create a non-standing committee or task force. The president may appoint a chair of that committee or task force consistent with 7.1.4 pending validity of the member selected.

9.2.1. The Executive Board has the right to advise the president in the creation of the committee and appointment of chair, but may only override the president through a unanimous vote of the Executive Board excluding the president.

9.3. The President, with the advice of the Executive Board, shall annually appoint from the membership a Chair to each committee.

9.4. The Chair of each committee or head of a task force shall populate the committee in persons and numbers from active members of the Association with the approval of the President.

9.5. The scope and powers of a committee or task force may be increased or modified as determined by the Executive Board.

10. Article: Conflict of Interest

Sections:

- 10.1.** AVI members, serving in a leadership role (officers or committee members), have an obligation to make decisions and conduct affairs of the organization based upon the desire to promote AVI and its mission. AVI's Conflict of Interest Policy aims: to educate members on what constitutes a conflict of interest or the appearance of a conflict of interest; to set standards for full disclosure of professional and relevant personal activities and relationships that created a conflict of interest or the appearance of a conflict of interest; to remedy and resolve conflicts of interest per AVI's conflict of management options; and to encourage leaders to remain aware of and take initiative to manage, disclose, and resolve conflicts of interest appropriately.

11. Article: Annual Meeting

Sections:

- 11.1.** The "annual meeting" shall denote the convening of the members to conduct business in accordance with the provisions of the Bylaws of the organization.
- 11.2.** The Executive Board shall report on its activities in the prior year, and the Chair of each committee shall submit a brief report on the committee activity in the prior year.

12. Article: Meetings

Sections:

- 12.1.** The annual meeting shall be conducted at a time, date and place (in person or electronic) designated at the preceding annual meeting (or, in the case of the first meeting at a time, place and date designated by those elected to form this corporation) for the purpose of installing Officers and for the transaction of such other business as may come before the meeting.
- 12.2.** Special meetings of the membership may be called by the President, Majority of the Executive Board, or by the written request of ten percent or more of the voting members.
- 12.3.** Meetings of the membership may be held at such place either within or without the State of Mississippi as may be designated by the Officers or members calling such meetings.
- 12.4.** Written or electronic notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered to each member not less than thirty (30) days before the date of the meeting by electronic mail. Such notice shall be deemed to be delivered when the message is sent by the representative of the organization.
- 12.5.** A quorum shall consist of the voting members present. A simple majority of the votes entitled to be cast by members present shall be required for the determination of any

issue properly brought before the meeting, unless a greater proportion is required by statute, the articles of incorporation or these bylaws.

12.6. At any meeting of members, no member shall be allowed to vote by proxy.

12.7. Any member may invite a person or persons interested in the organization to a meeting of the members.

13. Article: Procedure

Sections:

13.1. Robert's Rules of Order (revised) shall be the parliamentary authority of this organization. Should Robert's Rules of Order conflict with these Bylaws, these Bylaws take priority.

14. Article: Amendments

Sections:

14.1. The voting membership may amend these Bylaws by a two-thirds majority of the votes cast at a regular or special meeting of the organization, provided that the proposed amendment or amendments have been submitted to the voting membership by electronic mail at least 30 days prior to such meeting. Voting shall take place by electronic ballot.

Conflict of Interest Policy

Board members, committee Chairs, task force Chairs, and members of these groups must live up to their public trust, by exercising reasonable care in their oversight of the organization. The organization's legal standing depends on the actions of its individual members. Its members need to meet standards of personal conduct on behalf of their organization known as the duty of care, the duty of obedience, and the duty of loyalty. The board and agents have an obligation to understand and implement this conflict of interest policy and adopt procedures in accordance with it.

A real or apparent conflict of interest (COI) may arise when a leader has some other interest that might suggest divided loyalty on the part of the leader between obligations to AVI, on one hand, and to some other organization or cause, on the other. There is no monetary threshold for a COI. The AVI COI policies extend to relationships held by a close business partner, spouse, domestic partner, parent or child of each AVI leader.

While financial conflicts of interest often receive the greatest attention, other kinds of conflicts pose equally serious risks to objectivity. Conflicts of commitment are usually not financial and do not generally involve gifts or other tangible benefits. A leader has a conflict of commitment if s/he has or believes one has duties or obligations to more than one entity, goal, or outcome; or has personal, social, political, or professional hopes for a particular outcome or result. The proper response to conflicts of commitment is similar to or the same as that for conflicts of interest-management of the conflict by disclosure, recusal, or elimination of the conflict.

In order to proactively address any potential conflicts of interest, each leader is required to annually complete and submit a disclosure form. The leader also must update the disclosure form if any material changes or additions to the submitted information arise during the course of the year. The leader is encouraged to disclose a relationship if there is any uncertainty as to whether the relationship should be disclosed.

Leaders must indicate how disclosed conflicts will be managed. Disclosure are published in the members-only section of the AVI website, allowing all AVI members to review the COI disclosures of all leaders.