

## AMERICAN COLLEGE OF VETERINARY NUTRITION

### BYLAWS (Last amended June 2020)

#### Article I

##### **Election of Officers and Board Members**

Section 1: The Officers and additional Members of the Board of Regents ("the Board") of the College, as specified in Article VI, Sections 1 and 2, of the Constitution shall be Diplomates elected by a majority of voting members.

- a. A biennial election shall be held for the Past-President, President, Vice-President, Secretary, Treasurer, and open position for Members-at-Large. An election for the Veterinary Specialty Organizations Committee (VSOC) Representative shall occur on a four-year cycle.
- b. It is expected, but not required, that continuity of leadership within the Board will be attained by the President moving to Past-President, and the Vice-President to President in succeeding terms.
- c. Term of office for the Past-President, President, and Vice President shall be two years.
- d. The term of office for the Secretary and Treasurer shall be two years. Re-election to the positions of Secretary and Treasurer shall be allowed.
- e. The term of office for the VSOC Representative shall be four years. Re-election to this position shall be allowed.
- f. Three Members-at-Large also shall serve on the Board for a term of two years each.
- g. A Board Member who has completed a term shall not be eligible for re-election until he or she has been off the Board for at least one year, with the exception of the Secretary, Treasurer, and the VSOC Representative, who may be re-elected to the same position in consecutive years.

Section 2: Sequence of election events.

- a. A slate of candidates for each available position shall be submitted by the Nominating Committee to the Secretary no later than 90 calendar days before the annual meeting of the College. To be eligible for candidacy as Past-President, the Diplomate shall have previously served as President at least one year. To be eligible for candidacy as President or Vice President, the Diplomate shall have

- been Chair of at least one committee of the College or served as a Member-at-Large, Secretary, or Treasurer for two years, or at least one term (four years) as VSOC Representative. Candidates for election to any office, or to the Board, must provide written confirmation via surface or electronic mail to the Secretary of their willingness to serve before they can be included on the slate.
- b. The slate developed by the Nominating Committee shall be distributed by the Secretary to the membership no later than 90 calendar days before the annual meeting.
  - c. Additional nominations from the membership must be received by the Secretary no later than 45 calendar days before the annual meeting.
  - d. A final ballot shall be distributed to all eligible Diplomates no later than 30 calendar days before the annual meeting. Diplomates who have paid membership dues for the fiscal year shall be eligible to vote.
  - e. Appropriately identified ballots must be returned to the Secretary so that they are received no later than 15 calendar days before the annual meeting. The Secretary shall tally the vote and announce the results at the annual meeting.
  - f. If a majority of the vote for a position is not received by one candidate, the candidate receiving the most votes shall be declared elected. In the event of a tie, an additional ballot containing the names of the two candidates with the highest number of votes for that position shall be distributed by the Secretary to the membership no later than 30 calendar days after the annual meeting. Appropriately identified ballots must be returned to the Secretary so that they are received no later than 15 calendar days after distribution of the ballots. The Secretary shall tally the vote and announce the results no later than 15 calendar days after the closing day for receipt of the ballots.
  - g. Newly elected officers shall take office at the conclusion of the annual meeting at which their election is announced, or as soon as their election is declared in the event of an additional ballot.

Section 3: Unforeseen vacancies of any offices or on the Board, occurring between biennial elections, shall be filled as stipulated under Article I section 2, Article II, Sections 2, 3, and 4, of these Bylaws, or if not stipulated by these Bylaws, then by appointment of the Board. The Diplomat filling a vacancy shall serve until the next annual meeting at which time the vacancy shall be filled by election as specified in Article I, Section 2, of these Bylaws.

## **Article II**

### **Duties of Officers**

Section 1: President. The President shall preside over all meetings of the Board, call meetings of the Board, act as the spokesman for the Board and perform the usual duties of a President.

Section 2: Vice President. The Vice President shall succeed to the office of President should that office be vacated between elections, preside over all meetings of the College in the absence of the President, call the meetings of the College with the approval of the Board, serve on the Board, serve as Chair of the Nominating Committee, and perform the usual duties of a Vice President. The Vice President shall be responsible for day-to-day communications with the Executive Director (if one has been retained by the College).

Section 3: Past-President. The Past-President shall serve on the Board and serve as Chair of the Strategic Planning Committee.

Section 4: Secretary. The Secretary shall ensure that minutes of all meetings of the College and the Board are kept, serve on the Board, conduct the correspondence of the College with the approval of the Board, arrange secure and safekeeping of all records, and perform the usual duties of a secretary. He or she shall also ensure the preparation and submission of all documents required by state or federal authorities. Any monies or invoices received by the Secretary related to the business of the College shall be forwarded to the Treasurer.

Section 5: Treasurer. The Treasurer shall oversee the collection of dues, issue receipts, draw vouchers, pay necessary expenses of the College, arrange the safekeeping of all funds, submit a financial statement at the annual meeting, and perform the usual duties of a treasurer.

Section 6: Veterinary Specialty Organizations Committee (VSOC) Representative.

- a. The VSOC Representative must be a member of the American Veterinary Medical Association (AVMA).
- b. The duties of the VSOC Representative include, but are not limited to, the following:
  1. Attend all regular and special meetings of the VSOC as the official Representative of the College;
  2. Inform the Board and membership of all actions of the VSOC, especially those having a direct impact on the College;
  3. Assist as needed in the preparation of annual and other reports of the College to the VSOC; and
  4. Provide a summary of all VSOC meetings within 30 days to the Secretary.

- b. If the elected VSOC Representative is unable to attend a VSOC meeting, the Alternate Representative to VSOC shall attend.

Section 7: Member-at-Large. The Member-at-Large shall serve on the Board, serve as a liaison between the membership and the Board, and perform other duties as directed by the Board.

Section 8: Executive Director.

- a. At the discretion of the Board, an Executive Director may be retained as a contracted employee of the College.
- b. If retained, the Executive Director shall facilitate the function of the College as directed by the Board.
- c. If retained, duties of the Executive Director shall include, but shall not necessarily be limited to:
  - 1. Oversight of the day-to-day operations of the College;
  - 2. Receipt of correspondence to the College and distribution to appropriate Diplomates;
  - 3. Assistance to the Secretary and Treasurer in the performance of their duties;
  - 4. Assistance to the Past-President in performance as Development Officer;
  - 5. Attendance at ~~of~~ all meetings of the Board and College;
  - 6. Service as an ex-officio member of the Strategic Planning Committee; and
  - 7. Performance of other duties as directed by the Board.

### **Article III**

#### **Duties and Powers of the Board of Regents**

Section 1: The Board shall have the duties and powers ordinarily delegated to the governing body of a corporation and granted by the Constitution. These shall include but shall not necessarily be limited to:

- a. Development and administration of a procedure for certifying specialists in veterinary nutrition;
- b. Publication of the requirements for certification as Diplomates;

- c. Review and approval of Standard and Alternate Training Programs upon consideration of the recommendation of the Training Program Evaluation Committee;
- d. Determination of eligibility of candidates to the Diplomate Certification Examination upon consideration of the recommendation of the Credentials Committee;
- e. Review and approval of examinations prepared by the Examination Committee;
- f. Establishment of minimum standards of performance that examinees must demonstrate to pass the Diplomate Certification Examination;
- g. Review of recommendations of the Examination Committee as to the qualifications of candidates for certification as Diplomates;
- h. Formal acceptance of candidates as Diplomates and issuance of certificates; and
- i. Approval or disapproval of committee recommendations.

Section 2: The Board shall direct the duties of the Executive Director, if one is retained by the College.

#### **Article IV**

##### **Meetings**

Section 1: The College shall hold or participate in an open scientific/educational meeting annually. This meeting may be held in conjunction with the American Academy of Veterinary Nutrition (AAVN) or another organization.

Section 2: The annual business meeting of the College and Board shall be held in conjunction with the annual scientific meeting of the College.

Section 3: The entire membership of the College, including all classes of Diplomates in good standing, shall be informed of the time and place of the annual business meeting of the College.

Section 4: In addition to its annual meeting, the Board shall conduct at least three quarterly meetings per year.

#### **Article V**

##### **Committees**

Section 1: Nominating Committee

- a. The Nominating Committee shall consist of three members: the Vice President, who shall serve as Committee Chair, and two Diplomates selected to provide a balance of expertise on the Committee shall be appointed by the Board.
- b. Members of the Nominating Committee, other than the Vice President, shall serve for staggered terms of three years each. The Vice President shall serve a two-year term as Chair. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.
- c. The Nominating Committee shall prepare a slate of at least one candidate for election to each official vacancy for Officers and other Members of the Board, as specified in the Constitution and Bylaws, including Past-President, President, Vice-President, Secretary, Treasurer, VSOC Representative and Member(s)-at-Large, and submit it to the Secretary as stipulated in Article I, Section 2 of these Bylaws. In addition, the Nominating Committee shall recommend to the Board a slate of candidates for appointment to open committee positions. The Committee shall obtain an indication from all candidates for election or appointment of their willingness to serve before they are included on the slates.

Section 2: Training and Credentials Committee

- a. The Training and Credentials Committee shall consist of nine members to provide a balance of expertise on the Committee: All nine, including a designated Committee Chair, shall be recommended by the Nominating Committee and appointed by the Board. The Chair of the Credentials Committee shall have served at least one year as a member of the Committee prior to appointment as Chair.
- b. Members of the Training and Credentials Committee shall serve staggered terms of three years each. Upon appointment, the Chair shall serve the remainder of his or her three-year term as Chair. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.
- c. The Training and Credentials Committee shall be responsible for:
  1. Establishing the minimum criteria for all Training Programs and maintaining that information in the ACVN Certification Manual.
  2. Establishing the documentation required for the Credentials application and maintaining that information in the ACVN Certification Manual.
  3. Reviewing and acceptance of all training and credential applications received by the College.

- d. The Training and Credentials Committee shall be divided into two working groups: Training Programs and Credentials.
  1. The Training Program working group shall evaluate Training Program applications and documentation provided by mentoring Diplomates of all ACVN training programs in accordance with the requirements specified in the ACVN Certification Manual, Constitution, and Bylaws, and make a recommendation to the Training and Credentials Committee Chair on each program application.
  2. The Credentials working group shall evaluate Credential applications and documentation provided by residents wishing to sit for the Diplomat Certification Examination in accordance with the requirements specified in the ACVN Certification Manual, Constitution, and Bylaws, and make recommendations to the Training and Credentials Committee Chair on each resident application.
  3. The Training and Credentials Committee shall be responsible for deliberation and acceptance of all training and credential applications received by the College. The Committee Chair shall call for an entire committee vote on each Training Program application and each Credential application, and any changes to be made in the Certification Manual. The committee meeting will be conducted according to Roberts' Rules of Order Newly Revised. The minutes and the vote will be recorded and the majority of the 9 members will rule. The Committee Chair is responsible for communicating the decision to the applicant. The Committee Chair will apprise the Board regarding program and resident applications regularly through routine committee reports.

### Section 3: Examination Committee

- a. The Examination Committee shall consist of seven members, selected to provide a balance of expertise on the Committee, including one permanent position, serving as the point person for the electronic examination license. All seven, including a designated Committee Chair, shall be recommended by the Nominating Committee and appointed by the Board. The Chair of the Examination Committee shall have served at least one year as a member of the Committee prior to appointment as Chair.
- b. Members of the Examination Committee shall serve staggered terms of three years each. Upon appointment, the Chair shall serve the remainder of his or her three year-term as Chair. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.

- c. The Examination Committee shall be responsible for:
  1. Preparation, validation, administration, and grading of all Diplomate Certification Examinations;
  2. Appropriate supervision and monitoring of the Diplomate Certification Examinations; and
  3. Recommendations to the Board regarding competence of applicants based on their performance in the Diplomate Certification Examination.

#### Section 4: Strategic Planning Committee

- a. The Strategic Planning Committee shall consist of up to seven members: the Past-President, who shall serve as Committee Chair, the Treasurer, at least one and up to four Diplomates to provide a balance of expertise on the Committee as recommended by the Nominating Committee and appointed by the Board, and the Executive Director (if one is retained by the College), who shall serve as an ex-officio non-voting member if not a Diplomate.
- b. The appointed members of the Strategic Planning Committee shall serve for staggered terms of three years each. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.
- c. The Committee shall be responsible for the financial development and strategic planning for the College.

#### Section 5: Education Committee

- a. The Education Committee shall consist of five members appointed so as to provide a balance of expertise as needed on the committee, plus an American College of Veterinary Internal Medicine (ACVIM) Liaison, and the American Academy of Veterinary Nutrition (AAVN) Representative (as appointed by the AAVN), who both shall serve as ex-officio non-voting members if not Diplomates. All members, including a designated Committee Chair, shall be recommended by the Nominating Committee and appointed by the Board. The Chair of the Education Committee shall have served at least one year as a member of the Committee prior to appointment as Chair.
- b. Members of the Education Committee shall serve staggered terms of three years each. Upon appointment, the Chair shall serve the remainder of his or her three-year term as Chair. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.

- c. The committee shall be responsible for the development, maintenance and distribution of educational information to veterinary colleges and practicing veterinarians, and shall address any other requests for educational information concerning veterinary nutrition.
- d. The Education Committee shall be responsible for developing and administering the Maintenance of Certification program for the College as outlined in Article VI Section 4d. Recommendations for any minimum requirements, needed documentation from Diplomates to demonstrate continued professional activity, and reissuance of certificates will be subject to Board approval.
- e. The Education Committee shall plan the scientific/educational meetings of the College.
- f. The ACVIM Liaison shall be recommended by the Nominating Committee and appointed by the Board. His or her duties shall include serving as a liaison between the ACVIM and the College for issues surrounding the ACVIM Forum and for other issues that might arise between the two Colleges.

#### Section 6: Marketing Committee

- a. The Marketing Committee shall consist of five members so as to provide a balance of expertise as need on the Committee. All five, including a designated Committee Chair, shall be recommended by the Nominating Committee and appointed by the Board. The Chair of the Marketing Committee shall have served at least one year as a member prior to appointment as Chair.
- b. Members of the Marketing Committee shall serve staggered terms of three years each. Upon appointment, the Chair shall serve the remainder of his or her three-year term as Chair. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.
- c. The Marketing Committee shall be responsible for marketing activities and public relations, with the goal of increasing visibility of the College and engaging animal owners and veterinarians.

The Marketing Committee Chair will also work with the Administrative Assistant to edit the website, with the objective of maximizing its value.

#### Section 7: Appeals Committee

- a. The Appeals Committee shall consist of three members and two alternates so as to provide a balance of expertise and impartiality as needed on the Committee; however, a committee member may not also be a current member of the Board, Credentials, Education, Training or Examination Committees. All

- five, including a designated Committee Chair, shall be recommended by the Nominating Committee and appointed by the Board. The Chair shall serve at least one year as a member prior to appointment as Chair.
- b. Members of the Appeals Committee shall serve staggered terms of three years each. Upon appointment, the Chair shall serve the remainder of his/her three-year term. A committee member who has completed two consecutive terms will not be eligible for re-appointment until he or she has been off the committee for at least one term.
  - c. The Appeals Committee shall be responsible for deliberation and the final decision on all appeals received by the College under Article VI, Section 5 of these Bylaws. The Appeals Committee Chair is responsible for establishing and maintaining a standard operating procedure document for the committee and avoiding all appearances of a conflict of interest or lack of impartiality.

## **Article VI**

### **Membership, Residency Program and Examinations**

Section 1: Qualifications for the various categories of membership are described in the Constitution.

Section 2: The requirements and all information to attain and maintain Diplomate status are published in the ACVN Certification Manual which may be found on the ACVN website and is available through the ACVN Secretary.

Section 3: The specific requirements, timelines, deadlines, and other details associated with the training, examination, certification and maintenance of certification shall be reviewed, revised, and published annually in the ACVN Certification Manual. The annual review process is described in the ACVN Certification Manual.

## **Article VII**

### **Fees and Fiscal Matters**

Section 1: An applicant for the Diplomate Certification Examination shall pay a prescribed fee to the College when the application is made. No portion of this fee shall be refunded under any circumstances. A candidate who does not pass the Diplomate Certification Examination shall be required to pay the prescribed fee for subsequent examinations.

Section 2: Annual dues for Diplomates shall be decided by a vote of the membership at the annual meeting and are due and payable as of January 1 each year. Dues shall be collected by the Treasurer.

Section 3: The annual operating budget of the College shall be developed by the Board and approved by the membership at the annual business meeting.

Section 4: The fiscal year of the College shall be from May 1 to April 30.

Section 5: All checks or orders for the payment of money, issued in the name of the Board, shall be signed by such Officer or Officers, employee or employees, as may be so authorized by the Board.

Section 6: No loans shall be contracted on behalf of the organization ~~corporation~~ and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

Section 7: All funds of the College shall be deposited within 14 days to the credit of the College in such bank or banks as the Board may select or be otherwise invested as the Board may direct.

Section 8: The Board may authorize any Officer or Officers, employee or employees, agent or agents, to enter into any contract or execute and deliver any instrument in the name or on behalf of the Board (and, therefore, the College), and such authority may be general or confined to specific instances.

Section 9: Committee chairs shall submit a proposed budget to the Board at the annual meeting

## **Article VIII**

### **Discipline**

Section 1: Certificates of Diplomate status remain the property of the College in perpetuity and shall be subject to repossession by the College when the issuance of such a certificate or its receipt by the Diplomate is found to be contrary to, or in violation of, any provisions of the Constitution and Bylaws of the College

Section 2: It is the duty of any Diplomate, and especially any Officer, (hereinafter called the "complainant") who becomes aware that any other Diplomate (hereinafter called the "respondent") has brought discredit or risk of discredit upon the College through unethical conduct, incompetence, fraud, or any other reason(s), to submit a written complaint of such actions to the Board. If the Board is satisfied with the validity of the complaint, it shall appoint an ad hoc Hearing Committee of three Diplomates and name its convener to investigate the matter. The Hearing Committee shall hold a review and hearing of the matter under the direction of legal counsel retained by the Board. At such a hearing, the complainant and the respondent shall have full opportunity to state their respective positions in writing and/or in person. The Hearing Committee shall submit a report and recommendation(s) to the Board. Upon consideration of the report and

recommendation(s) of the Hearing Committee, the Board may submit a motion on the matter at the annual meeting of the College. Approval of any motion shall require a two-thirds majority of those Diplomates present at the meeting.

## **Article IX**

### **Conduct of Business**

Section 1: Diplomates who have paid dues for the fiscal year shall be eligible to attend, have a voice, and vote in business meetings.

Section 2: A quorum of the Board shall consist of two thirds of the Board. A simple majority of the full Board shall be required to pass a motion.

Section 3: The Bylaws may be suspended at any meeting by unanimous consent of all Diplomates present and eligible to vote.

Section 4: Roberts' Rules of Order, Revised, shall govern the conduct of all meetings except as described above.

## **Article X**

### **Liability**

In the event that any person is made a party to or threatened with any civil, criminal or administrative action suit, or proceeding by reason of the fact that he or she is or was a member, emeritus member, officer, or employee of the Board, the Board shall indemnify that person against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with such matter, or in connection with any appeal therein, except as to matters as to which such person is guilty of negligence or misconduct in the performance of his or her duties.

## **Article XI**

### **Dissolution**

In case of dissolution, the assets of the College shall be transferred to the AVMA.

## **Article XII**

### **Amendments**

Section 1: Proposed amendments to the Bylaws shall be submitted to the Board no later than 90 calendar days before a scheduled meeting of the College or the distribution of a written or electronic ballot to the voting membership.

Section 2: Proposed amendments shall be distributed to the entire voting membership, with the recommendation of the Board, no later than 30 calendar days before a scheduled meeting of the College or the distribution of a written or electronic ballot.

Section 3: An affirmative vote on an amendment shall require that no less than two-thirds of the eligible membership vote, and that no less than three-fourths of those voting approve the proposed amendment.