

**BYLAWS  
OF THE  
UNITED STATES ANIMAL HEALTH ASSOCIATION  
APPROVED 2020**

**ARTICLE I – NAME**

The name of this Association shall be “The United States Animal Health Association.”

**ARTICLE II – PURPOSE**

The United States Animal Health Association is a forum for communication and coordination among state and federal governments, universities, industry, and other concerned groups for consideration of issues of animal health and disease control, animal welfare, food safety and public health. It is a clearinghouse for new information and methods, which may be incorporated into laws, regulations, policy, and programs. It develops solutions of animal health-related issues based on science, new information and methods, public policy, risk/benefit analysis and the ability to develop a consensus for changing laws, regulations, policies, and programs.

**ARTICLE III – MEMBERS**

**3.1. Classes of Members.** The classes of members are: Official Agency Members; Allied Organization Members; Individual Members; Student Members; Elected Regional Delegate Members; International Members; Life Members; and, Honorary Members.

**a. Official Agency Member.** The animal health department or agency of each state, U. S. territory or commonwealth, and the District of Columbia; the animal health department of the United States of America; and such other governmental departments or agencies as the Board of Directors may, by a two-thirds majority vote, approve.

**b. Allied Organization Member.** Any national non-profit organization that is actively and directly concerned with and supportive of the interests and objectives of the Association as outlined in Article II may become a member upon approval of the Board of Directors by a two-thirds majority vote.

**c. Individual Member.** Any person engaged in work related to animal production, animal health, food safety, public health, veterinary medicine or animal research and who supports the interests and objectives of the Association as outlined in Article II may become a member upon approval of the Executive Committee by a majority vote.

**d. Elected Regional Delegate Member.** Such elected regional delegates as provided for in Article VI shall by virtue of such election automatically become members of the Association and shall serve from the close of the Annual Meeting following their election to the close of the following Annual Meeting and shall pay dues as the Board of Directors may determine.

**e. Student Member.** Any person enrolled in an AVMA-accredited or an [AVMA-listed veterinary college](#) or engaged in the formal study of a discipline outlined in Article II, and who supports the interests and objectives of the Association as outlined in Article II, is eligible to become a member of the Association. Student applicants may be asked to provide proof of student status, including a letter from the registrar or transcript. Student members shall not hold voting privileges as provided in 3.2.

**f. International Member.** The chief official agency member from any foreign federal animal health, food safety, public health or animal health research agency or department, and any foreign national animal industry organization or person who supports the interests and objectives of the Association as outlined in Article II, or said person’s designee, is eligible to become a member of the Association upon approval of

the Board of Directors by a two-thirds majority. International Members shall not hold voting privileges as provided in 3.2. However, the Association recognizes that Australia, Canada, Mexico and New Zealand are voting members and shall maintain that status unless membership or voting privileges are revoked by a two-thirds vote of the Board of Directors. Failure to pay dues results in an automatic loss of voting privileges. New International Members shall obtain voting rights only by amendment of the bylaws.

**g. Life Member.** Any Individual Member who has maintained membership in the Association for 35 years, or if such member is at the point of retirement, for 25 years, is eligible to be a Life Member. Past-Presidents of the Association are deemed to be Life Members. Life Members shall have all the privileges of regular membership and shall be exempted from payment of all Individual Member dues. Election to Life Membership of Individual Members shall be by a majority vote of the Board of Directors. Life Members shall be exempt from the payment of one-half of Annual Meeting registration fees; provided that retired past-presidents who receive no remuneration for expenses incurred while in attendance are fully exempt from the payment of Annual Meeting registration fees.

**h. Honorary Member.** Any person not otherwise a member of the Association who has contributed materially to the advancement of animal science, food safety, public health, veterinary medicine, animal research, or the purposes of the Association, may be nominated by the Executive Committee for Honorary Membership. Honorary Membership shall be conferred by a majority vote of the Board of Directors. Honorary Members shall be exempt from the payment of all dues and shall not have voting privileges as provided in 3.2.

**3.2. Voting.** Each member shall have one vote, unless otherwise provided in these bylaws.

**a. By State and Federal Official Agency Members and Allied Organization Members.** The director or chief executive officer of each Official Agency Member and Allied Organization Member shall appoint and certify in writing to the Executive Director of the Association a person to represent, vote, and act for each of these member classifications in all the affairs of the USAHA, until further notification.

**3.3. Dues.** The Board of Directors at any Annual Meeting shall have the power to determine the amount of dues.

**a. Non-payment of Dues.** Subject to any policy the Board of Directors may establish for reinstatement, failure to pay dues within 90 days of notice of delinquency may result in automatic termination of membership.

**b. Voluntary Withdrawal of Membership.** A member may voluntarily terminate membership effective upon submission of written notice of withdrawal to the Association but shall not be entitled to a refund of any dues paid.

**3.4. Effective Date of Membership.** Membership shall become effective upon submission of written application in the form required, satisfaction of eligibility requirements, election to membership by an appropriate vote as described in Article III, and payment of annual dues.

**3.5. Suspension or Expulsion.** Any member may be suspended or terminated for cause, and upon reasonable notice. Sufficient cause for such suspension or termination of membership shall be violation of these bylaws or any lawful rule or practice duly adopted by this Association, or any other conduct prejudicial to its interests. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors.

## ARTICLE IV – MEETINGS

**4.1. Annual.** There shall be an Annual Meeting between September 15 and November 15 for receiving annual reports and the transaction of official business of the Association.

**a. Notice Requirements.** Written notice setting forth the agenda and location of the Annual Meeting shall be made publicly available or noticed electronically to all members at least 60 days prior to the first day of the meeting.

**b. Annual Meeting Location.** The location of the Annual Meeting shall be selected by the regional districts on the following rotational basis: North Central, Northeast, Western, and Southern; and with the concurrence of the state animal health official of the state in which the meeting is to be held. The location and site shall be finally selected in accordance with guidelines proposed by the Executive Director and approved by the Executive Committee. The Board of Directors shall be advised of the selected meeting location at least three years in advance of the meeting. If any Annual Meeting location becomes unavailable and/or unacceptable the Executive Committee is authorized to select an alternate location.

**c. Closure.** The Annual Meeting shall be considered officially closed upon the completion of the Board of Directors' meeting held on the last day.

**4.2. Special Meetings.** Special meetings may be called by the President, in consultation with the Executive Committee, or by a majority of the Board of Directors. The membership shall be electronically notified of any special meeting at least 30 days in advance. Notification shall include the time, location and subject(s) to be considered. Emergency meetings shall be noticed by the Executive Director with the approval of the Executive Committee with as much notice to the Board of Directors as may be practical under the circumstances.

**4.3. Committee and General Membership Meetings.** Unless otherwise specifically set forth in these bylaws, all committee and general membership actions require a majority vote provided a quorum of the voting membership is present.

**4.4. Quorum.** A quorum of the Executive Committee shall consist of two-thirds of its membership. A quorum of the Board of Directors shall consist of thirty (30) or more members, providing that Official Agency Members comprise a majority of those in attendance. A quorum of all other committees shall be ten (10) voting members or thirty percent (30%) of the committee membership, whichever is less. A quorum of the general membership shall consist of thirty (30) or more members.

**4.5. Proxy Voting.** Proxy voting (the power of attorney given by one person to another to vote in his or her stead) is not permitted in any meeting.

## ARTICLE V – OFFICERS AND EMPLOYEES

**5.1. Elected Officers.** The elected officers of the Association are: President; President-Elect; First Vice-President; Second Vice-President; Third Vice-President; and Treasurer. They shall be voting members in good standing of the Association.

**a. President.** The President is the chief officer of the Association and shall preside at the Annual Meeting and all meetings of the Executive Committee and perform other duties as customarily belong to that office or which the Board of Directors or Executive Committee may assign. The President is an ex-officio member of all committees and may designate a qualified member to attend committee meetings in his or her place.

**b. President-Elect.** The President-Elect shall act in place of the President in the event of his/her absence, death, or inability to act. When so acting, the President-Elect shall have all the powers of and be

subject to all restrictions upon the President. The President-Elect shall chair all meetings of the Board of Directors. The President-Elect shall perform other duties as the President, Board of Directors or Executive Committee may assign. The President-Elect shall automatically become President upon election at the close of the Annual Meeting.

**c. First Vice-President.** The First Vice-President shall act in place of the President-Elect in the event of his/her absence, death or inability to act and shall perform other duties as the President, Board of Directors or Executive Committee may assign.

**d. Second Vice-President.** The Second Vice-President shall act in place of the First Vice-President in the event of his/her absence, death or inability to act and shall perform other duties as the President, Board of Directors or Executive Committee may assign.

**e. Third Vice-President.** The Third Vice-President shall act in place of the Second Vice-President in the event of his/her absence, death, or inability to act and shall perform duties as the President, Board of Directors or Executive Committee may assign.

**f. Treasurer.** The Treasurer shall be the chief financial officer of the Association, shall be chairperson of the Audit Committee and shall perform those duties that are delegated to the office by the Board of Directors and the Executive Committee. The Treasurer shall not be responsible for the day-to-day financial transactions of the Association, which will be assumed by the Executive Director.

**g. Election.**

1) The Committee on Nominations and Resolutions shall annually report its recommendations for the offices of President, President-Elect, First Vice-President, Second Vice-President, Third Vice-President, Treasurer and Regional Delegates to the Association membership at the first business session of the Annual Meeting and again during the second business session at a time certain specified in the program for "Report of Action of the Committee on Nominations and Resolutions." The report shall be read at a time that minimizes conflict with other proceedings, with adjustments as needed at the President's discretion.

2) The District from which the President originated shall submit a nominee for the office of Third Vice-President.

3) Should vacancy(ies) coincide with the Annual Meeting, the District(s) from which the officer(s) vacated shall submit a nominee for the office of Second Vice-President (if two vacancies occur a First Vice-President will also need to be nominated).

4) Nominees for Regional Delegates from the Districts shall be selected by the individual districts and supplied in a timely fashion to the Committee on Nominations and Resolutions for inclusion in its report.

5) The report or amendments approved by a majority vote of the membership is forwarded to the Board of Directors. The acceptance of the report by a majority vote of the Board of Directors shall constitute election of the nominees to office.

**h. Resignation.** An elected officer may resign his or her position before term maturation by submitting notice in writing to the Executive Director of the Association.

**i. Succession.**

1) If vacancy(ies) occur between Annual Meetings, the District(s) from which the officer(s) vacated shall submit nominee(s) in writing and within a reasonable time frame to the Executive Director for those office(s).

- 2) At the discretion of the Executive Committee, the nominee(s) may serve as interim-elected officer(s) until the next Annual Meeting. While serving in an interim capacity, the nominee(s) may fulfill all responsibilities, including voting, and complete all tasks normally associated with the office(s) or which the Board of Directors or Executive Committee may assign.
- 3) The interim-elected officer(s) may fulfill the District's nomination to be elected as described in section 5.1.g of this Article during the Annual Meeting that immediately follows the vacancy announcement(s).

**j. Term.** The officers shall serve for one year or until their successors are elected and qualify. The Treasurer may serve for up to six years. The Treasurer's term may be extended by the Committee on Nominations.

**5.2. Executive Director.** The Executive Director shall be employed by and serve at the pleasure of the Executive Committee, manage the Association's day-to-day affairs and perform other duties as customarily belong to that office or as the Board of Directors or Executive Committee may assign. The Executive Committee shall prepare and negotiate a contract with the Executive Director for a period of not more than five (5) years which shall be subject to approval by a majority of the Board of Directors. If the Association does not have an Executive Director, the Board of Directors shall elect a Secretary.

## **ARTICLE VI – BOARD OF DIRECTORS**

**6.1. Board of Directors.** The Board of Directors shall have authority over all matters of the Association within the limits of the bylaws.

**6.2 Composition.** The Board of Directors shall be composed of the following:

- a. The Official Agency Members or their designees
- b. One representative selected by each of the Allied Organization Members
- c. Two delegates-at-large from each of the four regional districts
- d. Past-Presidents of the Association
- e. The International Member who is the chief animal health executive officer representing the principal federal animal health departments of Canada, Mexico, Australia and New Zealand, or said person's designee.
- f. Members of the Executive Committee

**6.3. Meetings.** The Board of Directors shall have a regular meeting at the time and place of the Annual Meeting, and shall meet at such other times and places selected by the President or by request of a majority of the directors, in which latter event, the President shall promptly set the time and place of the meeting. Notice of all meetings of the Board of Directors shall be made publicly available and/or transmitted electronically to the membership at least thirty days in advance of such meetings. The President, on such reasonable notice as may be practicable under the circumstances, may call emergency meetings of the Board of Directors. At any meeting of the Board of Directors, the President-Elect (Chairman of the Board of Directors), with a majority vote of the Board of Directors, may call for an Executive Session limiting attendance.

**6.4. Duties.** The Board of Directors shall receive all committee reports and accept or reject all or part of them; review and approve or disapprove with comment the actions of the Executive Committee; and perform other functions set forth in the bylaws of the Association.

## ARTICLE VII – EXECUTIVE COMMITTEE

**7.1. Executive Committee.** The Association shall have an Executive Committee composed of the elected officers and the immediate Past-President of the Association. The Executive Director shall serve as an ex officio, non-voting member of the Executive Committee and shall not be counted for the purpose of determining a quorum.

**7.2. Duties.** The Executive Committee shall manage the financial, administrative and internal affairs of the Association when the Board of Directors is not in session. To exercise the authority of the Board of Directors, the Executive Committee must act as a whole and must submit its action for approval at the next meeting of the Board of Directors.

**7.3. Meetings.** The Executive Committee shall meet at least four times each fiscal year at time(s) and place(s) determined by the President. The Executive Committee is authorized to take action upon the concurring votes of a majority of its total membership, provided that a quorum is present.

**7.4. Emergency Meetings.** Should the President determine that an emergency situation exists, he or she may convene a telephone or other type of electronic conference meeting of the Executive Committee, which may then act provided a quorum participates. The Executive Committee may also conduct voting electronically if circumstances require and convening is not reasonable.

## ARTICLE VIII – ORGANIZATIONAL DISTRICTS

**8.1. Districts.** The Association is composed of five districts including the Northeast Regional District, the North Central Regional District, the Southern Regional District, the Western Regional District and the District-At-Large.

- a. The Northeast Regional District consists of Association members of the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and the District of Columbia.
- b. The North Central Regional District consists of Association members of the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.
- c. The Southern Regional District consists of Association members of the states of Alabama, Arkansas, Georgia, Florida, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia; and the Virgin Islands and Puerto Rico.
- d. The Western Regional District consists of Association members of the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.
- e. The District-At-Large comprises the Allied Organization Members, Elected Regional Delegate Members and Past-Presidents of the Association.

## ARTICLE IX – STANDING AND SPECIAL COMMITTEES

**9.1. General.** The President shall annually appoint from the members of the Association standing or special committees or subcommittees and their chairpersons as required by the bylaws or as he or she finds necessary. Each committee shall meet during the Annual Meeting and at other times deemed necessary by the President of the Association and committee chairperson to accomplish the work of the committee. Only members of the Association permitted by these bylaws are permitted to vote on the work of the committee.

**9.2. Program Committee.** A Program Committee comprising the chairpersons of all standing committees and subcommittees and the elected officers of the Association shall be appointed by the President to develop the programs for the annual and any special meetings of the Association with the goal of furthering the purposes of the Association. The Program Committee shall be chaired by the President-Elect and co-chaired by the First Vice-President.

**9.3. Committee on Nominations and Resolutions.** The Committee on Nominations and Resolutions comprises the past-presidents of the Association, the presidents of the Northeast, North Central, Southern and Western Regional Districts, and the president of the District-At-Large.

**a. Chairperson.** The immediate Past-President of the Association shall chair this committee.

**b. Nomination of Elected Officers.** This Committee shall receive, consider and recommend to the Association's membership at the Annual Meeting nominations for the elected officers specified in 5.1 and delegates from each district as specified in 6.2.c. The recommendation of elected officers and delegates from each district shall be submitted at least one month prior to the first membership meeting convened at the Annual Meeting.

**c. Resolutions.** This committee shall review all resolutions of the standing and special committees (the Executive Committee and Board of Directors are standing Committees) for ambiguities and redundancy but shall not alter their intent. After this review, this committee shall present the resolutions to the general membership for approval, which shall require a majority vote.

**9.4. Audit Committee.** The Audit Committee shall receive the annual audit report and confirm that all financial affairs of the Association are in order and make recommendations to the Board of Directors necessary to ensure the proper management of the finances of the Association.

**9.5. Special Committees.** The President with the advice of the Executive Committee shall appoint the chairperson(s) and members of such other committees as are necessary to accomplish the purposes of the Association.

## ARTICLE X – MISCELLANEOUS

### 10.1. Amendments.

- a.** Proposed amendment(s) to these bylaws may be submitted in writing to the Executive Committee by Association members in good standing. The Executive Committee shall provide its recommendations on the proposed amendment(s) to the Board of Directors for deliberation and action. If approved by majority vote of the Board of Directors, the proposed amendment(s) shall be communicated to the general membership by electronic transmission and by posting on the Association website. The proposed amendment(s) shall then be presented to the Association membership at the next Annual Meeting.
- b.** Amendments to bylaws shall be presented section-by-section at a meeting of the members and shall be approved only upon an affirmative vote of two-thirds of the voting members, provided a quorum is present.
- c.** In the event the proposed amendment(s) are not approved by the Board of Directors as set forth in 10.1.a, they may be considered by the general membership as described in 10.1.a as prompted by a petition signed by at least thirty members.

**10.2. Fiscal Year.** The Executive Committee shall establish the Association's fiscal year.

**10.3. Parliamentary Procedure.** All questions of order not specially provided for in applicable federal or state statute or rule, or Association articles of incorporation, bylaws or policies shall be decided by the usual parliamentary rules, Roberts' Rules of Order Newly Revised being taken as the guide and standard.

**10.4. Confidential Information.** Information of the Association, including personal information of members, shall be maintained in confidence and not used for any other than Association purposes nor disclosed to others, except as permitted or required by law, these bylaws or written consent of the Association, by Association members, directors, officers, employees and agents.

**10.5. Liability of Officers and Directors.** The officers and directors of the Association shall not be personally liable for the debts or actions of the Association.

**10.6. Annual Audit.** The Association shall cause an independent certified public accountant, selected by the Executive Committee, to make an annual examination of its financial accounts and shall submit the report of examination to Audit Committee.

**10.7. Compensation/Reimbursement.** No member of the Board of Directors, committee member or elected officer of the Association shall receive any compensation for his or her services as such. The Association shall develop policies providing for reimbursement of expenses reasonably incurred in attending meetings and performing special assignments of the Association by the elected officers.

**10.8. Dissolution.** In the event of dissolution, the Association shall distribute its assets as required by the laws and statutes of the State of Delaware; and distribute its remaining net assets in a manner permitted an entity to maintain its status as exempt from taxation under Section 501 (c) (5) of the Internal Revenue Code of 1986, as amended, or any successor provision.

**10.9. Electronic Communication.** Any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means, and any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.



## **USAHA ADMINISTRATIVE POLICIES**

### **ESTABLISHMENT AND OPERATION OF STANDING COMMITTEES**

*2012*

1. All members of standing committees must be official members of USAHA in good standing in accordance with Section 3.4 of the bylaws.
2. The Chair, Vice Chair, and all members of USAHA Committees shall be appointed by the President. It is expected that member appointments will be made in consultation with Committee Chair.
3. Efforts should be made to keep committee size to a manageable number of members, and to maintain a geographical balance, as well as an appropriate balance of State, federal, industry and technical members.
4. Committee Chairs shall be appointed for term of not more than five years, and should not be reappointed Chair for at least one year.
5. All USAHA members present at committee meetings may enter into discussions. Only committee members may introduce resolutions or vote on items of business.
6. Committees shall submit reports only to the Board of Directors and Resolutions only to the Committee on Nominations and Resolution. Committee reports are not considered official actions until approved by the Board of Directors. Committee resolutions are not considered official actions of USAHA until approved by the general membership.
7. Committee Chairs may appoint subcommittees as necessary. Subcommittee members must be members of the parent committee. Subcommittees shall deliberate only the subject matter(s) delegated to them by the parent committee and shall report only to the parent committee.
8. Committee rosters for the current year should be finalized no later than 30 days prior to the start of the Annual Meeting.

### **COMMITTEE LEADERSHIP CONFLICT OF INTEREST**

*2018*

Individuals interested in, nominated for or currently serving in committee leadership positions (Chair, Vice Chair, Subcommittees, Working Groups) will disclose any possible conflict of interest prior to appointment, or during service whereas a change in circumstance presents a possible conflict. A conflict of interest exists if there is any matter of jurisdiction for the committee's purpose that the individual knows would inure to his or her special private gain or loss. Special private gain or loss' means an economic benefit or harm that would inure to the individual, his or her relative, business associate, employer, or principal, unless the measure affects a class that includes the officer, his or her relative, business associate, or principal."

If a conflict is present, the individual shall not be appointed to such a position under given circumstances, and similarly if a conflict arises during a term of service, the individual will be relieved of the leadership position. Further, if the individual fails to disclose with the intent of special private gain or loss, the Executive Committee will review and determine necessary recourse.

### **PARTICIPATION IN USAHA OF FEDERAL AGENCIES AND FEDERAL EMPLOYEES**

*2009*

Federal agencies and personnel have long been an integral and valuable part of USAHA. Agencies have taken part in the organization through official membership and representation on the Board of Directors. This provides the opportunity for presenting agency positions and concerns to the Association. Individual membership and participation of numerous animal health, food safety, and research professionals from a variety of federal agencies is critical to the committees' success.

A major function of USAHA is development of policies and procedures of national disease control and eradication programs. This means that many committee findings and resolutions constitute recommendations to the appropriate federal agency which is responsible for the area of concern. Some of these recommendations are contrary to agency policy or position. For this reason, federal employees should actively share their expertise and opinions as committee members, but should not serve as chairs where they would be making recommendations to their employer.

A number of committees have used federal employees as assistant chairs to good advantage. Also, committees which do not deal with federal agency policy may be chaired by federally-employed USAHA members where appropriate.

The Executive Committee is responsible for the daily activities of the Association, and represents the Association on a year-round basis. To avoid conflict of interest, federal employees should not serve in elected officer positions of the Association. Individuals that serve as an officer that become employed by the federal government should resign their officer position, and a replacement should be sought in accordance with the bylaws.

## **FINANCIAL AND INVESTMENT POLICY**

*Rev. 2017*

The following policy outlines the administrative principles of the United States Animal Health Association reserve funds.

### **Goals**

1. Build and maintain two year's operation expenses in reserves.
2. Maintain adequate liquidity in the instance funds must be called for use.
3. Earn reasonable interest on reserves to maintain principle and exceed economic inflation rates.

### **Delegation of Authority**

Both Treasurer and Executive Director should be designated as signors on any USAHA accounts.

### **Responsibilities**

- Treasurer: Primary authority for investment decisions, acting within parameters of investment policy. Responsible for monthly review of financials and chairing audit committee.
- Executive Director: Manager of investments, to act under direction of Treasurer. Provide research, recommendations to Treasurer for decisions. Responsibility for day-to-day bookkeeping and reporting (to Treasurer/Executive Committee) of financial information. Compile and distribute quarterly investment reports to EC.
- Executive Committee: Provide regular review of investments from quarterly reports. Provide oversight of Treasurer and Executive Director decisions.
- Board of Directors: Provide approval and/or amendments to investment policy for execution.

### **Investment Constraints**

At all times the account will have at a minimum of \$900,000 in marketable CD's. Investments that require Committee approval before being placed in the portfolio include individual derivatives, such as options and futures, collectibles, currencies, tangible real estate, mineral exploration and non-covered options, unless part of a commingled fund. No securities shall be purchased on margin. Additional guidelines are as follows:

#### **Equity**

- *Single security concentrations:* No single security (excluding pooled funds) shall represent more than 10% of the equity portfolio unless approved by the Committee.
- *Liquidity:* No stock security shall exceed 5% of the outstanding voting shares of a company. Investments in illiquid private equity must be approved by the Committee.

#### **Fixed Income**

- *Quality:* Unless specifically designated for a high-yield portfolio, the average weighted credit rating of individual bonds shall be no lower than "A" (or comparable rating) as measured by Moody's, Standard & Poor's. High-yield securities are permissible as long as overall quality standards are maintained.
- *Duration:* Unless approved otherwise by the Committee, duration of individual CD's shall be no longer than 36 months with a maximum of \$50,000 in each CD.
- *Issuer Concentration:* No issuer (except for the U.S. government) shall exceed 10% of the fixed income portfolio. At all times the account will have at a minimum of \$900,000 in marketable CD's.

#### **Alternative Investments**

- *Concentrations:* Aggregated hedge funds should be diversified, whether by asset class, strategy, manager, geography, sector, or other factors. Likewise, aggregated real estate investments should represent a broad array of properties or securities. Commodities in aggregate should represent a broad basket of commodities.

- *Liquidity*: Investments with liquidity and pricing that are less frequent than daily shall be approved by the Committee. Investments involving private placements shall be approved by the Committee.

## **YEAR-ROUND ACTIVITIES**

2008

USAHA is a year-round organization, and is often asked to comment on specific issues related to its mission. USAHA should first refer to its resolutions to address a given issue.

USAHA staff will act upon all resolutions as directed by the membership and Board of Directors, involving necessary correspondence. For issues that arise, that pertain to resolutions, can have direct action taken as deemed necessary. No additional voting is necessary, though the input of the executive committee is encouraged.

Should an issue be presented that no resolution has been approved, the Executive Director/Secretary will coordinate with President and First Vice President (Chair of Government Relations) to determine if USAHA should address the specific issue, with consensus from the Executive Committee.

## **SPECIAL FUNDS POLICY**

2009

USAHA will manage special funds for Committees and closely related organizations to house finances and bookkeeping services. Special funds will be held separate of the general USAHA fund, and USAHA will record transactions accordingly. USAHA will enter into a written agreement for each account with the primary representative of the group or Committee and a designated treasurer for that account. The designated account treasurer holds authority for all transactions. Special fund oversight is held by the USAHA Treasurer with support of the Secretary/Executive Director.

## **JOB POSTINGS FOR NEWS ALERTS AND WEB SITE**

2010

USAHA has available opportunities for distributing position announcements through its daily News Alert Summaries, currently on a weekly basis. The following policy sets forth guidelines for use of this service.

USAHA Job Postings are available to any member of the association at no fee. The association will post positions to its web site in addition to the distribution among members.

Non-member groups may also submit positions, however, are subject to review and approval for distribution. The following criteria will be considered:

- 1) Animal health or animal agriculture related
- 2) Fields of veterinary medicine, research, diagnostics, regulatory, technical services, non-profit, and/or other related supporting disciplines
- 3) Align with the mission of USAHA

USAHA reserves the right to refuse posting of any position.

## **OFFICIAL AGENCY, ALLIED ORGANIZATION MEMBER SUBSTITUTIONS**

2011

Official Agency and Allied Organization Members have a designated representative to serve on the board of directors and receive the member benefits for that organization. Occasionally, the designated representative is unable to attend all or some of the annual meeting. In these instances, the representative can designate a substitution to fulfill their obligations on behalf of their agency/organization. This includes:

- Board of Directors Meetings
- Membership Meetings
- Committee Meetings (of which the original representative is an appointed member)

While the USAHA Bylaws state that proxy voting is not allowed, the substitution is treated differently as a transfer of the representative duties.

## **STUDENT MEMBERSHIP POLICY**

2012

Students must be a full-time student in an accredited college or university, in a field of study outlined in the bylaws, part 3.1, E in order to be eligible as a student member and to receive student meeting registration rates.

### **TREASURER LIFE MEMBERSHIP**

2016

The organization's Treasurer shall become eligible for Life Membership upon completion of at least a six-year term in the office. This aligns with other executive committee officers' commitment through the chain of officers. Organizational dues, however, are not waived if the individual continues to represent an official agency or allied organization member, as is true with any past president.

## POLICIES REGARDING USAHA ANNUAL MEETING

### **ANNUAL MEETING SPEAKER REGISTRATION/COMPLIMENTARY REGISTRATION**

*Revised 2011*

USAHA will not provide complimentary registration to any member or regular attendee of USAHA annual meetings that is speaking on a committee agenda.

USAHA will provide a complimentary registration to non-member, invited speakers by request for committees for the purpose of presenting to a committee or general session. Requests must be submitted to the USAHA office.

USAHA will consider providing for travel expenses for general session and committee speakers on a limited basis. Requests must be submitted to the Executive Committee in advance, with consideration being given to a proposed speaker's expertise, timeliness of subject matter, likelihood of attending the meeting otherwise, and budgetary capabilities.

### **VIDEO & AUDIO RECORDING OF COMMITTEE PROCEEDINGS**

2008

USAHA prohibits third-party video and audio recording of committee meetings at the Annual Meeting.

### **THIRD PARTY MEETINGS**

2008

USAHA will permit related organizations, with missions consistent with those of USAHA, to partner in its Annual Meeting to provide a venue for their gatherings. Agreements are arranged on a case-by-case basis, with input from the Program Chair and approval by the Executive Committee. In general, these organizations are expected to cover related expenses to USAHA for their event. Attendees are also expected to pay registration fees for the Annual Meeting.

### **AAVLD PARTNERSHIP**

2008

USAHA will maintain a Memorandum of Understanding with AAVLD regarding all issues surrounding the Annual Meeting execution. The MOU will serve as a basis for coordination between the two organizations, and be reviewed annually.

### **ANNUAL MEETING HOST STATE BENEFITS POLICY**

2010

As the State hosting the Annual Meeting is often requested to provide support to the organization in terms of staff, supplies and time commitments, USAHA will provide reciprocal in-kind benefits to the hosting State to help offset those costs. USAHA will provide one complimentary registration for every three (3) paid registrations for host state employees. The state animal health official is responsible for communicating the complimentary registration designees to USAHA by the pre-registration deadline. Exceptions to this guideline are subject to review and approval by the Executive Committee.

## DIRECTOR, OFFICER AND STAFF RELATED POLICIES

## **REIMBURSEMENT AND EXPENSES**

2008

In accordance with the Bylaws, Section 10.7, USAHA may provide reimbursement or stipend to its officers, board of directors or committee leadership for reasonable expenses incurred while performing specific assignments of the Association. Requests must be submitted to the Executive Committee for approval in advance of the assignment. The Executive Committee will remain judicious in granting requests and mindful of budgetary limitations when considering requests.

USAHA will reimburse staff for all reasonable expenses incurred while performing duties of the Association. Each individual will furnish full documentation of expenses for audit purposes, subject to review of the Treasurer.

Mileage will be reimbursed at the federal Internal Revenue Service rate.

## **CONFLICT OF INTEREST POLICY**

2008

Due to increased scrutiny of non-profit organizations, by the IRS and requirements for increased transparency, USAHA should have in place a conflict of interest policy for its Board of Directors, Officers and Employees.

Policy:

Any member or employee involved in a business transaction of the United States Animal Health Association in which a conflict of interest may be present, shall notify the Executive Committee promptly. Said individual shall refrain from voting on such transactions, and exclude themselves from deliberations. The individual will refrain from any personal influence on the transaction. A transaction that involves a conflict of interest should be reviewed against relative competitive bids or proposals. Decisions to pursue a transaction with a potential conflict of interest should first uphold the best interests of USAHA, and include terms that are reasonable to USAHA within the given marketplace.

Approvals will be made by the Executive Committee. A written disclosure summarizing any possible conflict of interest shall be kept on file at the USAHA office. Discussion and resolution shall be indicated in the minutes of the USAHA Executive Committee session.

Conflict of interest should be disclosed if: a transaction of USAHA involves any close relative of a Director or Employee as the direct vendor/provider, or the Director/Employee stands material gain through a transaction. A Director or Employee holds financial interest if holdings are of 5% or greater of the potential vendor, or holds position of influence with an organization that seeks to do business with USAHA.

A close relative is defined as any parent, spouse, sibling, child, grandchild, or spouse of the aforementioned. Also to be included would be any individual residing in the same household that would resemble a parental or marital relationship.

## **WHISTLEBLOWER POLICY**

2008

Employees and members of USAHA should report illegal or unethical activities, directly relating to the business of USAHA, to the President. The President, in consultation with the Executive Committee, will then determine appropriate actions for investigation, reporting to proper authorities, and reconciliation as necessary.

Employees and members will be provided full confidentiality for reporting such activities, and the President and Executive Committee will ensure due diligence in protecting against retaliation by the organization, its members or other employees and supervisors.

## **DOCUMENT RETENTION AND DESTRUCTION POLICY**

2008

USAHA will maintain all financial records for seven years. They will then be disposed of by either cross-shredding or incineration.

Meeting registrations and membership renewals will be kept for three years.

## **USAHA PROFESSIONAL DEVELOPMENT SUPPORT**

2011

USAHA sees the importance of continuing education for its employees. USAHA may support the opportunities sought by its employees to enhance his/her skill sets. The following is an outline of benefit for employees.

USAHA may provide support as follows:

**General**

Support for professional development must be pre-approved by the employee's supervisor prior to commitment in order to receive benefits. Any opportunity should be directly beneficial to current job functions or can be justified as direct future benefit to the Association.

**Flexible Scheduling:**

USAHA may work with employee to accommodate scheduling of work hours to allow for professional development. This can include:

- University/College courses during normal work hours
- Conferences/seminars for professional development
- Other events with pre-approval of supervisor

Employees should strive to maintain a full work week (40 hours) by making up any lost time at hours mutually agreed upon by employee and supervisor.

**Academic Courses**

USAHA may support tuition for courses directly beneficial to the employee's job duties, up to \$1000 per fiscal year. Tuition will be reimbursed upon completion of the course by the employee, with a minimum of a C grade or relative "passing" status when grading is not applicable. Courses will be considered regardless of degree/non-degree track.

(\*Reimbursements are a taxable benefit.)

**Conference/Seminar registration**

USAHA may support registration costs for conferences, seminars or other related courses (self-directed, web-based, etc.) Such programs should enhance the employee's ability to do current job functions, or expand skill sets to take on additional duties. USAHA may support up to 3 conferences per year to a maximum of \$1000, unless employee is taking academic courses.

**Travel**

Travel, lodging and meals are reimbursable at federal per diem rates for development opportunities outside of local meetings, such as the St. Joseph or Kansas City areas.