



**MEMORANDUM
NOTICE TO THE MEMBERSHIP OF USAHA**

TO: USAHA MEMBERS
FROM: Ben Richey, USAHA Executive Director
RE: PROPOSED AMENDMENTS TO THE BYLAWS
DATE: August 21, 2020

In 2019, the USAHA Executive Committee performed a thorough review of the USAHA Bylaws under the direction of then president, Dr. Kristin Haas. The review produced to clarify language and update information and procedures to better reflect the current environment of USAHA.

At the 2019 Annual Meeting in Providence, RI, the Board of Directors approved amendments to the bylaws. In this memorandum, we are providing an executive summary of proposed amendments, followed by the complete bylaws with amendments noted.

In accordance with the Bylaws, the amendments are now subject to membership approval by 2/3 majority vote, on a section by section basis. The vote will take place at the **2020 Annual Membership Meeting on Wednesday, October 21, 2020.**

Questions or comments may be directed to Ben Richey – brichey@usaha.org.

Executive Summary of Proposed Amendments to the USAHA Bylaws

This document provides context and justification for the proposed amendments to the USAHA bylaws. Please note that proposed grammatical and syntax amendments that do not change the meaning of the bylaws are not “tracked”. They may be viewed by comparing the current USAHA bylaws with the proposed copy provided with this document.

The substantive proposed amendments are needed to address operational deficiencies within the organization and modernize communication options within USAHA. A summary of proposed amendments follows.

Article III

- Replaced “and” with “or” in 3.1.c and 3.1.f to clarify that individual and international members are eligible for membership if they are engaged in at least one of the stated categories of work rather than all of them.
- Modernized and clarified the requirements for student membership to better define those members who are eligible for this category.
- Added language specifying the supporting document that may be necessary for students to become USAHA members.
- Updated language in 3.1.f pertaining to specific international members.
- Changed language in 3.3.a to acknowledge that some international members have not paid dues for an extended period and remain USAHA members, albeit in a non-voting status. The replacement of “shall” with “may” allows decision making in this regard to be flexible.

Article IV

- Modernized language to comport with the electronic means of communication utilized by USAHA.
- Reduced the number of years needed for notice of Annual Meeting location from the Executive Committee to the Board of Directors from five to three.

Article V

- Simplified language in 5.1.g regarding the timing of reports presented by the Committee on Nominations and Resolutions.
- Added section 5.1.h specifying the means by which elected USAHA officers may resign.
- Added section 5.1.i outlining a process by which vacated officer positions may be filled if vacancies occur between annual meetings. Executive Committee positions have been vacated multiple times in recent years. We must allow a mechanism for filling these vacancies with officers who can be immediately functional in their roles, even if only on an interim basis.
- In 5.1.j, added a Treasurer term limit of 6 years to be equivalent to the time commitment of other Executive Committee members and make it more likely that successors will be willing to fill this important position.

Article VI

- Modernized language to comport with the electronic means of communication utilized by USAHA.

Article VII

- In section 7.2, deleted the word “forthwith” to reflect the fact that the referenced submission(s) are occurring immediately.
- In section 7.4, added language that allows the Executive Committee to vote electronically in emergency circumstances.

Article IX

- Simplified language in section 9.3.b re. the deadline for submission of officer nominations from USAHA districts.

Article X

- Added language in section 10.1.a that specifies the method by which amendments to the bylaws must be submitted and by whom. Added additional language that references the modernized communication pathways that USAHA currently utilizes.
- Simplified the language in section 10.3 without changing intent.
- Added language in section 10.4 that specifies that USAHA members' personal information is confidential and will not be disclosed or sold by USAHA.
- Added section 10.9 to allow electronic communication and action.

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

**PROPOSED AMENDMENTS 2020
Approved by the Board of Directors, 2019.**

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 study of animal production, animal health, food safety, public health, veterinary medicine, and animal health research who supports the interests and objectives of the Association as outlined in Article II. ~~– Purpose~~ 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 ~~may take part in the open proceedings and meetings of the Association but~~ 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~~continue to remain full voting members after the adoption of these bylaws.~~ 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~~shall~~ 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~~mailed 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~~five 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. If a paper is being presented at the specified time, the presentation will be completed and, immediately after, the report shall be read. If the program is ahead of schedule, a recess will be taken until the time specified in the program for the amendments to the slate presented by the Committee.~~

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 Committee on Nominations report will be presented during the first business session. The committee report shall be posted on the registration bulletin board immediately following its presentation at the first business session. The report shall be read 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." If a paper is being presented at the specified time, the presentation will be completed and, immediately after, the report shall be read. If the program is ahead of schedule, a recess will be taken until the time specified in the program for the amendments to the slate presented by the Committee.~~

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.

1)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 posted on the Association website and/mailed, published in the Association newsletter 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, no later than the third day of September next preceding the Annual Meeting at which the election will be held.

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. T; by publication in the next Annual Meeting proceedings 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.