

Association of Veterinary Medical Data Program Participants

CONSTITUTION

Article I: Name

- Section 1 The name of this organization shall be the ASSOCIATION OF VETERINARY MEDICAL DATA PROGRAM PARTICIPANTS, INC. (A-VMDB-P) doing business as the Veterinary Medical DataBases (VMDB).
- Section 2 The VMDB is a non-profit organization whose purpose is to manage and promote veterinary medical databases and relevant standards.
- Section 3 VMDB is incorporated under the laws of the State of Illinois as a nonprofit corporation operated exclusively for one of the purposes specified in the Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- Section 4 The term for which VMDB is organized shall be perpetual; however, in the event of the dissolution of the corporation, its assets shall become the property of the American Veterinary Medical Association Foundation

Article II: Definitions

The Association of Veterinary Medical Data Program Participants, Inc., (A-VMDB-P) shall hereinafter be referred to as the Veterinary Medical DataBases (VMDB) in this document.

“Partners” are the institutions who presently make up VMDB or will be part of VMDB in the future.

“Members” are the representatives of the partners to VMDB.

Article III: Objectives

- Section 1 To establish, maintain and operate various repositories of veterinary medical data according to the concepts and operating procedures determined by the Executive Board, with the advice and guidance of the partners.
- Section 2 To set and maintain standards for submission of veterinary medical data to the various repositories.
- Section 3 To accept and store data from participating partners.
- Section 4 To establish appropriate operating procedures so that errors are minimized, standards are propagated and published in accordance with current “best practice” regarding data management and that the data are searched and disseminated to authorized partners and others in accordance with the direction of the Executive Board.

Article IV: Membership

- Section 1 Member institutions of VMDB (hereinafter called "partners") shall be the original institutional founders of A-VMDB-P and any veterinary college or university, other institute of higher learning, a private veterinary medical facility or animal healthcare related organization that will contribute to the purpose of VMDB.
- Section 2 Each partner may designate no more than two representatives (hereinafter called "members"). One representative from each of the partners shall be eligible to vote.

Article V: Officers

- Section 1 The officers of the organization shall be a President, President-elect, Immediate Past President, Secretary and Treasurer.
- Section 2 Officers shall be elected by the voting members.

Article VI: Executive Board

- Section 1 The business and affairs of the VMDB shall be managed by an Executive Board consisting of the President, Immediate past president, President-elect, Secretary, Treasurer, At-Large representative, and one representative of the American Veterinary Health Information Management Association (AVHIMA). The program director shall be a non-voting *ex officio* member of the Executive Board.
- Section 2 The Executive Board shall report on its activities at the annual meeting of the VMDB.

Article VII: Annual Meeting

The annual meeting shall denote the convening of the partners to conduct business in accordance with the provisions of the Bylaws of the organization. The Executive Board shall set the date, time and place.

Article VIII: Amendments

The voting membership may amend this Constitution by at least two-thirds majority of the votes cast at a regular or special meeting of the organization, provided that the proposed amendment(s) have been distributed to the membership at least 30 days prior to such meeting. Those members unable to attend the meeting may cast their ballots by mail or electronic means, provided the Secretary receives the ballot no later than ten days prior to the meeting at which the amendments are considered.

Association of Veterinary Medical Data Program Participants

BYLAWS

Article I: Meetings

- Section 1 The annual meeting shall be conducted at a date, time, and place designated by the Executive Board, for the purpose of electing the Executive Board and for the transaction of such other business as may come before the annual meeting.
- Section 2 A special meeting of the members may be called by the president, secretary, treasurer or by the written request of five or more members.
- Section 3 Meetings of the members will usually be held during the annual meeting of the American Veterinary Medical Association.
- Section 4 Advance notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered by mail or electronic means to the members at least 10 days prior.
- Section 5 A quorum shall consist of the voting members present at each meeting. The vote of a simple majority of the voting members present shall be required for the determination of any issue properly brought before the meeting.
- Section 6 Any member may invite a person or persons interested in the organization to a meeting of the members.

Article II: Election of the Executive Board

- Section 1 The President shall appoint a nominating committee and call for nominations from the membership at least 30 days prior to the annual meeting held in even numbered years.
- Section 2 Additional nominations may be made by voting members at the annual meeting.
- Section 3 Ballots shall be distributed to the voting members and collected by the Secretary at the annual meeting. Ballots shall be tallied by a non-voting member who has not been nominated for any elected position.
- Section 4 The nominee for each elected position receiving the most votes shall be considered elected. Tie votes will be resolved by a second vote. Additional tie votes shall be decided by a coin toss.
- Section 5 Except as otherwise provided herein, the terms of office for each elected position shall be two (2) years or until he/she is succeeded in office. Any elected person may succeed themselves in the same position.

Article III: Duties of Officers

- Section 1 The President shall preside over all meetings of the members and the Executive Board. He/she shall be the chief representative of the organization.
- Section 2 The President-elect shall have such duties as are assigned to him/her by the president or the Executive Board. He/she automatically becomes President at the termination of the President's term of office. In case the President is unable to perform the duties of his/her office, those duties shall devolve upon the President-elect.
- Section 3 The Secretary shall:
- a) Maintain the general records of the VMDB and file all required reports pertaining thereto;
 - b) Attend all meetings of the Executive Board;
 - c) Keep all original notes and records of all official meetings and sessions until the Executive Board approves of their disposal.
 - d) Conduct balloting as required.
- Section 4 The Treasurer shall:
- a) Maintain the financial records of the organization;
 - b) Be the custodian of all the financial assets of the organization;
 - c) Pay all expenses of the organization as directed by the Executive Board;
 - d) Maintain a file of all vouchers and invoices accompanying them for a period of not less than five (5) years;
 - e) Deposit all monies in the name of the organization in a financial institution approved by the Executive Board;
 - f) Turn over all funds, properties and records to his/her successor;
 - g) Present a report of the activities of his/her office and of the financial status of the organization at each annual meeting and to the Executive Board at such times as they may request financial information.
- Section 5 The Immediate past president shall Have such duties as assigned by the President and/or Executive Board.

Article IV: Executive Board

- Section 1 A meeting of the Executive Board shall be held just prior to the time and the place designated for the annual meeting of the representatives.
- Section 2 Special meetings of the Executive Board may be called at any time by the president, and shall be called by him/her at the written request of not less than three (3) Executive Board members.
- Section 3 Four (4) voting members of the Executive Board shall constitute a quorum. The vote of a simple majority of the Executive Board members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Executive Board.
- Section 4 Without limiting the generality of its powers and duties, the Executive Board shall have the following powers and duties:
- a) It shall adopt the criteria and process to evaluate any applications for new partnerships within VMDB. It will make recommendations on such partnerships to the members prior to voting on it at the annual meeting.
 - b) It shall interview and hire and direct the work of a program director.
 - c) It shall select the time and place and make the necessary arrangements for the annual meeting.
 - d) It shall direct the management of funds held by the organization.
 - e) It shall adopt the criteria and process for the evaluation and revocation of an existing partnership. It will make recommendations on the revocation of a partnership by vote of the membership.

Article V: Committees

The organization shall have such committees as may be specified by the Executive Board.

Article VI: Program Director

The Program Director shall administer the repositories within the policies and guidelines set forth by the Executive Board.

Article VII: Fiscal Year and Dues

- Section 1 The fiscal year of the organization shall begin on January 1 and end on December 31 of each calendar year.

Section 2 The Executive Board shall determine all dues and fees.

Article VIII: Procedures

Section 1 “Robert’s Rules of Order, Revised” (current edition) shall govern the conduct of all meetings of members and of the Executive Board

Section 2 These bylaws may be altered or amended by a majority vote of those present at any annual meeting at which a quorum exists, provided that a detailed description of the alterations or amendments shall have been submitted to the secretary at least 30 days prior to the meeting of the Executive Board preceding such meeting of the members. The Executive Board shall submit the proposed alterations or amendments, with their recommendations, to the annual meeting, which next follows the meeting of the Board.

As last Amended August 7, 2012