

IOWA VETERINARY MEDICAL ASSOCIATION RESTATED ARTICLES OF INCORPORATION

~~As approved by the Executive Board on September 28, 2005~~

Article I

Corporate Name, Place of Business and Registered Agent

Section 1. The name of this Corporation shall be the "Iowa Veterinary Medical Association" with its principal place of business at 1605 North Ankeny Blvd., Suite 100, Ankeny, Polk County, Iowa.

Section 2. Its registered agent at such address is the Executive Director.

Article II

Objects, Purposes and Powers

Section 1. This corporation is formed to advance the science of veterinary medicine; to elevate the standards of veterinary education; to cultivate veterinary medical science and literature; to inform the public regarding problems of animal hygiene and the duties, responsibilities and requirements of the veterinarian; to elevate the standards of integrity, honor and courtesy in the veterinary profession; to contribute to the diffusion of scientific knowledge among its members and increase the efficiency of veterinary service to food producing and companion animals; to collectively report, have cognizance of and safeguard the common interest of its members, to promote sound public policy impacting veterinary medicine, and to foster and maintain among them high professional ideals of public service. Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code).

Section 2. This corporation shall have the power to purchase, lease or otherwise acquire, hold, sell or otherwise dispose of such real or personal property as may be necessary or convenient for carrying out the objects for which it is organized; it may take by gift, purchase, devise or bequest real and personal property for purposes appropriate to its creation.

Section 3. In addition to the express and implied powers herein before granted, this corporation assumes all other statutory powers granted to bodies corporate under and by virtue of the laws of the State of Iowa, applicable to corporations not for pecuniary profit; and shall have all the powers necessary or incident to the convenient carrying out of the purposes for which it is organized.

Article III

Duration

Section 1. This corporation shall have perpetual duration.

Article IV

Disbursement of Assets

Section 1. The corporation is organized and shall be operated exclusively and irrevocably as a non-profit organization, and, other than payment of the executive director salary, no part of the property, funds, or receipts of the corporation shall endure to the benefit of any member, officer or director.

Article V

Distribution at Dissolution

Section 1. In the event of corporate dissolution, the assets of this corporation shall be distributed to an organization of like purposes which qualifies as a non-profit organization. The corporation or organization which will be the recipient of these assets shall be determined by a majority of the members at a regular or special meeting. This Article cannot be amended.

Article VI

Private Property Exempt

Section 1. Private property of the members of this corporation shall at all times be exempt from any and all liability for the debts of this corporation. This Article cannot be amended.

Article VII

Membership

Section 1. Any graduate veterinarian or person closely associated with veterinary research, or a person employed by a company that manufactures or provides veterinary related products and/or services, or a registered veterinary technician, or a veterinary student enrolled at the College of Veterinary Medicine at Iowa State University is eligible for membership in this corporation on such terms and in the manner as may be provided in the By-Laws. The By-Laws may provide for classes and types of memberships. Each member of this corporation shall pay to the Executive Director annual membership dues as provided in the By-Laws.

Section 2. Membership in this corporation may be terminated in any of the following manners:

1. Any member may withdraw from this corporation at any time by forwarding a written notice thereof to the Executive Director.

2. Any member may be suspended or expelled from this corporation for professional misconduct or other cause as prescribed in the By-Laws, but only after written notice and reasonable opportunity to be heard as provided in the By-Laws.

3. By non-payment of dues as provided in the By-Laws.

Reinstatement to membership in this corporation after termination of membership shall be in accordance with the provisions of the By-Laws.

Article VIII **Officers**

Section 1. The officers of this corporation, who must be members of this corporation, shall be a President, President-Elect, Vice President, Immediate Past President and such other officers as may from time to time be provided for by the By-Laws. To be eligible for the office of President or President-Elect a member must be in good standing of this corporation for five (5) years immediately preceding election.

Section 2. The President, President-Elect, Vice President and Immediate Past President shall serve in their respective capacities from the adjournment of the annual corporation meeting until the adjournment of the next annual corporation meeting or until their respective successors shall be elected or appointed and qualified. During the annual corporation meeting, the current Immediate Past President shall relinquish his title and duties to the current President, the current President shall relinquish his title and duties to the current President-Elect and the current President-Elect shall relinquish his title and duties to the current Vice President. The current Vice President shall relinquish his title and duties to the newly elected Vice President. Nominations to office shall be made in such manner as may be provided in the By-Laws. The office of Executive Director shall be filled by appointment by the Executive Board in such manner as the By-Laws may provide.

Section 3. No member of this corporation shall hold more than one elective office at the same time, and no officer shall hold the same office for more than two years in succession.

Article IX **Executive Board**

Section 1. The business of this corporation shall be conducted by an Executive Board, the members of which must be members of this corporation. Members of the Executive Board shall be considered “directors” under the definitions contained in Iowa Code chapter 504.851 or any subsequent statute.

The official membership of the Executive Board shall consist of one (1) representative for each one hundred (100) members from each Executive Board district to be chosen from the members of the corporation in each district, in such manner as the members in each district may determine. In the event that there shall be more than one hundred (100) members in any Executive Board district, so that two (2) representatives shall be elected from said district, at least one (1) member of the Executive Board from said district shall be a person engaged in the practice of veterinary medicine. The members so chosen shall serve for two (2) years or until their successors have been duly chosen and qualified. The terms of those chosen from even numbered districts shall commence at the end of the annual corporation meetings held in even numbered years, and the terms of those chosen from odd numbered districts shall commence at the end of the annual corporation meetings in odd numbered years.

If a representative is unable to attend an Executive Board meeting, they should inform the chairperson or executive director of their absence and name an alternate if possible. This alternate will be a voting member of the Executive Board for that meeting.

Section 2. There shall be Executive Board districts by Iowa counties as follows:

District No. 1	Lyon, O'Brien, Osceola, Sioux
District No. 2	Clay, Dickinson, Emmet, Hancock, Kossuth, Palo Alto, Winnebago
District No. 3	Allamakee, Cerro Gordo, Chickasaw, Floyd, Howard, Mitchell, Winneshiek, Worth
District No. 4	Cherokee, Ida, Plymouth, Woodbury
District No. 5	Buena Vista, Calhoun, Humboldt, Pocahontas, Sac, Webster
District No. 6	Boone, Dallas, Hamilton, Wright
District No. 7	Bremer, Butler, Franklin, Grundy, Hardin
District No. 8	Black Hawk, Buchanan, Clayton, Fayette
District No. 9	Audubon, Carroll, Crawford, Greene, Guthrie, Harrison, Monona, Shelby
District No. 10	Story
District No. 11	Benton, Iowa, Marshall, Poweshiek, Tama
District No. 12	Delaware, Johnson, Linn
District No. 13	Clinton, Dubuque, Jackson, Jones
District No. 14	Polk
District No. 15	Cedar, Muscatine, Scott
District No. 16	Adams, Cass, Fremont, Mills, Montgomery, Page, Pottawattamie
District No. 17	Adair, Clarke, Decatur, Madison, Ringgold, Taylor, Union
District No. 18	Jasper, Lucas, Marion, Warren, Wayne
District No. 19	Appanoose, Davis, Jefferson, Keokuk, Mahaska, Monroe, Van Buren, Wapello
District No. 20	Des Moines, Henry, Lee, Louisa and Washington.

Section 3. An Emerging Leader Liaison (ELL) to the Administration Committee will be selected each year by the members of the Administration Committee from a pool of applicants derived from members in good standing of the association who are within seven years of graduation from an AVMA-approved veterinary medical program and who have completed and submitted an application for this position. The term of this position shall be two (2) years with the intent of having two (2) liaison positions, a senior position, and a junior position, serving as a liaison between recent graduates and the Administration Committee. In the event that there are no applications received, or a position becomes vacant during the term of the ELL, the position may be filled by nomination and majority approval by the Administration Committee.

Section 4. In addition to the members of the Executive Board elected from the various districts, the officers of the corporation shall also serve on the Executive Board. The Emerging Leader Liaisons, AVMA House of Delegates representatives, an IVMA Registered Veterinary Technician member representative, SAVMA President and SAVMA Vice President shall be ex-officio, non-voting, members of the Executive

Board. Terms on the Executive Board shall be in accordance with the respective terms of Emerging Leader Liaison, AVMA House of Delegates, SAVMA President and SAVMA Vice President. The term on the Executive Board for the IVMA Registered Veterinary Technician shall be two (2) years or until their successor has been duly chosen and qualified.

Article X

Standing ~~and Special~~ Committees and Task Forces

Section 1. Standing ~~and special~~ committees and task forces may be created in such manner as the By-Laws may provide.

Article XI

Special Sections

Section 1. This corporation shall include such special sections devoted to specific and particular fields of veterinary medicine as may, from time to time, seem necessary or desirable. Such special sections shall be composed of members of this corporation who are particularly interested in a given section. Membership in any special section shall in no way restrict or limit the rights or privileges of the members thereof in this corporation.

Section 2. The officers of any special section to be elected from the membership thereof shall be those provided in the By-Laws of such section. All business of any special section, including the election of officers and the appointment of all necessary committees, shall be conducted in accordance with such By-Laws as are adopted by annual meetings of the section; providing, however, that no By-Laws may be enacted by any section which shall be inconsistent with the Articles of Incorporation or By-Laws of this corporation.

Section 3. No special section shall have authority to incur any indebtedness against this corporation.

Article XII

Annual and Special Meetings

Section 1. The corporation shall hold an annual meeting each year at such time and place designated by the Executive Board in accordance with the By-Laws. The Executive Board may in its discretion call special meetings other than that clearly set out in the call.

Section 2. The number of members constituting a quorum for the transacting of all business of this corporation in any annual or special meeting of the corporation shall be twenty-five members, but in the event that a quorum shall not be present, then a less number may adjourn to a fixed time.

Article XIII

Voting and Transacting Official Business by Mail, Electronic Mail or Facsimile

Section 1. The officers, Executive Board, and committees of this corporation may consider and act by mail, electronic mail or facsimile upon any matter pertaining to the affairs of this corporation, and when a vote is so taken in writing and duly entered in the minutes of such officers, Executive Board or committees, it shall stand as their official action.

Article XIV

By-Laws

Section 1. This corporation shall have By-Laws not inconsistent with these Articles of Incorporation, for the government, control and direction of the business and deliberations of this corporation, its officers and committees. These By-Laws can be adopted, amended or repealed by a majority vote of the members of the corporation present and voting at any annual or special meeting.

Section 2. The Executive Board is hereby authorized and empowered to adopt By-Laws and to amend or repeal existing By-Laws but any action to this effect by the Executive Board shall be subject to review at the next annual meeting of the corporation. If a majority of the members present and voting disapprove of the changes instituted by the Executive Board, then those changes shall become null and void and of no effect. Adequate notice must be given to the membership prior to the next annual meeting of any changes made in the By-Laws by the Executive Board, together with a short statement explaining the reasons ~~therefore~~.

Article XV

Amendments

Section 1. These Articles of Incorporation, except Article VI hereof, may be amended by the vote of two-thirds (2/3) of the members of the corporation present and voting at any annual or special meeting called for that purpose, provided that notice of any meeting at which it is proposed to amend the Articles of Incorporation shall be given by mail, electronic mail or facsimile to each member at the last known post office address, electronic mail address or facsimile number at least ten days prior to such meeting. Said notice shall be signed by the executive director and set forth the proposed amendments in substance.

ARTICLE XVI

Any director or officer of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) the amount of a financial benefit received by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a

violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director or officer of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XVII

The Corporation shall indemnify a director or officer for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director or officer, except liability for any of the following: (1) receipt of a financial benefit by a director or officer to which the director or officer is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended and have been duly adopted as required by law.

Reviewed by Legal Counsel

Approved by Executive Board

Ratified by Corporation