

BY-LAWS OF
HUMAN ANIMAL-BOND ASSOCIATION

ARTICLE I

NAME INCORPORATION

This organization shall be known as the Human Animal-Bond Association (hereinafter referred to as the "HABA" or "organization"). HABA shall be incorporated under the laws governing the state of Illinois as a not-for-profit organization for the purposes set forth herein, and in the Certificate of Incorporation.

HABA is organized exclusively for charitable, 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 or corresponding section of any future federal code.

ARTICLE II

OBJECTIVES

SECTION 1. To further veterinary awareness of the human-animal bond

SECTION 2. To further scientific progress in the area of the human-animal bond

SECTION 3. To further educational opportunities in the human-animal bond by:

Encouraging training programs and curriculum development in veterinary colleges and schools of veterinary technology

Encouraging the development of continuing education programs on the human-animal bond for veterinarians, veterinary technicians and veterinary staff through local, state, regional and national veterinary medical organizations

SECTION 4. To publish a newsletter about related activities

SECTION 5. To encourage veterinary participation in human-animal bond activities with related organizations and disciplines

SECTION 6. To explore the potential for establishing a veterinary specialty in the area of the human-animal bond.

ARTICLE III

MEMBERSHIP

SECTION 1. Application for membership shall be made to the Secretary upon the official membership application provided. This completed application will be reviewed by the Board of Directors, and membership will be granted provided all qualifications for membership are met.

SECTION 2. Members of the organization shall retain their membership only so long as they comply with the provisions of the Bylaws and Principles of Ethics of the American Veterinary Medical Association.

SECTION 3. All persons interested in advancement of the human-animal bond shall be eligible for membership subject to the approval of the Board of Directors. Applicants must be willing to abide by the By-Laws, and the Principals of Ethics of the American Veterinary Medical Association, and must maintain an interest in the activities of the HABA.

The types of membership shall be:

- a. Charter Member
- b. Full Member
- c. Student Member
- d. Licensed Technician Member
- e. Allied Professional Member

SECTION 4. Qualifications for membership:

- a. Charter membership shall be for those veterinarians and veterinary students who are members during the inaugural one and one-half years of the organization (July 1, 1993 through December 31, 1994). Charter members may vote and hold office.
- b. Full membership shall be open to all graduates of colleges and schools of veterinary medicine who meet the qualifications specified in the Bylaws of the American Veterinary Medical Association, are interested in the human-animal bond and pay their annual dues. Full members may vote and hold office.
- c. Student membership shall be open to any student currently enrolled in the professional program leading to the DVM or its equivalent. Student members may vote and hold office.
- d. Licensed Technician membership shall be open to any licensed veterinary technician. Licensed technicians may vote and hold office.

e. Allied Professional membership shall be open to any non-veterinarians who are interested in the human-animal bond and pay their annual dues. Allied Professional members may vote and hold office.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the organization shall consist of President, President-elect, Immediate Past President, Secretary and Treasurer. All officers must be a qualified member of HABA.

SECTION 2. The term of office shall be as follows:

President – two year term

President-elect – two year term

Immediate Past-President – one year term

Secretary – one year term

Treasurer – one year term

One member of the Board of Directors may simultaneously serve as both the Secretary and the Treasurer.

SECTION 3. The President-elect shall become acting President. If for any reason, the President shall be unable to fulfill the duties of the office.

SECTION 4. Other vacancies of officers which might occur shall be filled by a majority vote of the Board of Directors members present and voting.

SECTION 5. The Executive Committee shall be composed of the officers of this organization.

SECTION 6. The President-elect and President must be licensed or previously licensed Veterinarians. Subject to the restrictions outlined in Article XI, non-veterinarians, including Student Members, Licensed Technician Members, and Allied Professional Members, may serve in any officer role other than President and President-Elect.

ARTICLE V

DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings, serve as chairperson of the Executive Committee, Board of Directors, and at the conclusion of his/her term shall serve for one year as a member of the Board of Directors. The President shall appoint any and all committees as needed to conduct organization business.

SECTION 2. The President-elect shall become acting President to fill out the unexpired term if for any reason the President shall be unable to fulfill the duties of his/her office, and shall assume the duties of the President in his/her absence or at his/her request. The President-elect shall serve as program chairperson for the scientific portion of the annual meeting.

SECTION 3. The Secretary shall be responsible for maintaining complete minutes of meetings of the members and of the Board of Directors. He/she shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

SECTION 4. The Treasurer shall be the custodian of all funds of the organization and be responsible for the proper accounting for said funds, will present at each annual business meeting a financial report of the organization and shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. The number of directors shall be fixed from time-to-time by the Board of Directors but shall consist of no less than eight (8) nor more than twelve (12). The Board of Directors shall be composed of the Executive Committee and additional directors-at-large elected from the general membership.

SECTION 2. This board shall be the governing body of the organization and shall have the responsibility for administering organization affairs.

SECTION 3. The term of the directors-at-large shall be three years and terms shall be staggered

SECTION 4. Vacancies occurring from the directors-at-large before the three year term is completed will be filled from the general membership by a majority vote of the Board of Directors. A member of the Board of Directors elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 5. The members of the Board of Directors serving may include one (1), but no more than one (1) member from the following membership types: (1) Student Member; (2) Licensed Technician Member; and (3) Allied Professional Member. The

remaining members of the Board of Directors must be licensed or previously licensed veterinarians.

SECTION 6. Board members may not serve more than two consecutive terms. After serving two consecutive terms, members of the Board of Directors may be re-nominated for service on the Board of Directors following a one-year absence from the Board of Directors.

SECTION 7. The Board of Directors will serve without compensation.

ARTICLE VII

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors will serve as the governing body of this organization, will give majority approval to the payment of all bills, and will meet to conduct business as requested by the President.

SECTION 2. The act of a majority of the members of the board of directors, represented in person or by proxy, at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of member of the board of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 3. Members of the Board of Directors shall not discuss or disclose information about the organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporations' purposes, or can reasonably be expected to benefit the organization. Members of the Board of Directors shall use discretion and good business judgment in discussing the affairs of the organization with third parties. Without limiting the foregoing, members of the Board of Directors may discuss upcoming fundraisers and the purposes and functions of the organization, including but not limited to accounts on deposit in financial institutions.

ARTICLE VIII

BOARD OF DIRECTOR MEETINGS

SECTION 1. The annual meeting of the Board of Directions shall be held at the same time and place as the annual American Veterinary Medical Association meeting or the annual Western Veterinary Conference. Any other regular meeting of the Board of Directions shall be held at some time and place as set by the Board of Directors. The

Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution.

SECTION 2. Special meetings may be called by the Board of Directors at their own discretion.

SECTION 3. Notice of any special meeting shall be given at least five (5) days previous thereto by written notice to each member of the Board of Directors at his or her business address as shown by the records of the corporation except that no special meeting of the Board of Directors may remove a member of the Board of Directors unless written notice of the proposed removal is delivered to all members of the board of directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is electronically transmitted. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 4. The presence, whether represented in person or by proxy, of a majority of current members of the Board of Directors, represented in person or by proxy, of a majority of the current members of the Board of Directors shall be necessary at any meeting of the Board of Directors to constitute quorum to transact business, but a lesser number shall be necessary to have the power to adjourn to a specified later date without notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of member of the board of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 5. Each member of the Board of Directors may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 6. Unless specifically prohibited by the Articles of Incorporation, members of the Board of Directors, may participate in and act at any meeting of such board through the use of a conference telephone, interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which

all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Any such meeting may be recorded provided that all members of the Board of Directors are notified of such recording and such recording is in fact made and becomes a part of the official corporate records.

ARTICLE IX

ELECTIONS

SECTION 1. The officers and Board of Directors shall be elected at the annual business meeting of this organization by a majority of members present and voting.

SECTION 2. A nominating committee shall be appointed by the President two months prior to election and shall recommend at least one qualified member for each position. Nominations may also be made from the floor.

SECTION 3. Newly elected officers shall take over their duties at the conclusion of the annual meeting at which the election takes place.

ARTICLE X

HABA MEMBERSHIP MEETINGS

SECTION 1. An annual meeting of the organization shall be held as determined by the Board of Directors.

SECTION 2. Each member of HABA may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 3. Unless specifically prohibited by the Articles of Incorporation, members of HABA, may participate in and act at any meeting of HABA through the use of a conference telephone, interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Any such meeting may be recorded provided that all members of HABA are notified of such recording and such recording is in fact made and becomes a part of the official corporate records.

SECTION 4. The presence, whether represented in person, by proxy, virtually or otherwise, 10 % of the current members of the organization shall be necessary at any meeting of the organization to constitute quorum to transact business, but a lesser number shall be necessary to have the power to adjust to a specified later date without

notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of member of the organization from any meeting shall not cause failure of a duly constituted quorum at that meeting.

ARTICLE XI

ELECTRONIC VOTING

The Board of Directors and membership may conduct votes on issues before those bodies electronically. A forum for such voting will be established for the voting group so that a complete and transparent record is listed in the discussion thread. When using electronic communication to solicit votes on any issue, the following guidelines must be followed: For issues presented to members of Board of Directors or membership for an electronic vote, members must be provided with at least 15 days in which to respond. The President acts as moderator of the vote, or designates another member of the voting group to act as moderator of the vote.

ARTICLE XII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness is issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the organization.

SECTION 3. DEPOSITS. All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization.

ARTICLE XIII

BOOKS AND RECORDS

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year ending on December 31st of each year.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of the General Not For Profit Business Corporation Act of 1986 of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XVI

CONFLICTS POLICY

The Board of Directors shall adopt a conflict of interest policy for the directors and officers and distribute the same to each director and officer.

ARTICLE XVII

DUES

The annual dues shall be remitted to the Secretary or Treasurer or their agent. Dues amounts shall be adjusted periodically as deemed necessary by the Board of Directors in keeping with the fiscal needs of the organization.

ARTICLE XVIII

INDEMNIFICATION

To the full extent permitted by law, the indemnify any member of the Board of Directors, officer, employee, or agent, or former member of the board of directors, officer, employee, or agent of the request as a director or officer of another (each of the foregoing members of the Board of Directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member of the board of directors, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the board of directors, or otherwise.

ARTICLE XIX

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for the purpose of advancing studies towards the understanding of the human and animal bond, a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located,

exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XX

AMENDMENTS

Proposed amendments to the by-laws shall be signed by at least 3 members qualified to vote and in good standing, and submitted to the Board of Directors for its consideration. An affirmative vote of at least two-thirds of the Board membership present will be required for the adoption of any amendment.

Last amended & approved November __, 2017