



DoveLewis BYLAWS  
Adopted February 2006

## BYLAWS OF DOVE LEWIS EMERGENCY ANIMAL HOSPITAL, INC.

### 1. MEMBERSHIP

1.1 Qualifications of Members. All active and emeritus veterinary members of the Portland Veterinary Medical Association in good standing shall be members of the Corporation.

1.2 Status of Membership. Membership in the Corporation is personal, shall not survive the death of the member, and may not be transferred by any means.

1.3 Termination of Membership. Membership in the Corporation shall terminate upon any of the following events:

(a) Failure to continue as a member in good standing of the Portland Veterinary Medical Association.

(b) Death of a member.

1.4 Honorary Membership. The Board of Directors may establish an honorary nonvoting membership classification and establish qualifications for such membership.

1.5 Dues of Members. No dues shall be assessed against the members of this Corporation. However, by resolution, the Board of Directors may set membership dues for any classification of honorary membership established by it.

### 2. MEMBER MEETINGS

2.1 Annual Meeting. The annual meeting of the members of the Corporation shall be held during the month of January of each year at the scheduled meeting of the Portland Veterinary Medical Association, or at such other time and place as shall be designated by the Board of Directors. Written notice of the annual meeting shall be given by first class mail to the members of the Corporation at least seven days prior to such meeting.

2.2 Special Meetings. Special meetings of the members of the Corporation may be called at any time by the President or by any director. A meeting shall be called by the President or other director upon the written request of five or more members of the Corporation, such request being filed with the President or the Board of Directors. The special meeting shall be called within thirty days after receipt of such request. Written notice of special meetings to the members of the Corporation stating the place, date and hour of the meeting, and the general purpose or purposes of the meeting, shall be given by the Secretary to each member entitled to vote, at his address as the same appears on the records of the Corporation, by first class mail at least seven days prior to the date of the special meeting.

2.3 Quorum of Members. At any meeting of the members of the Corporation, the members present or represented at the meeting shall constitute a quorum for any and all purposes, including the election of directors.

2.4 Proxy and Voting. At all meetings of the members, each member shall have the right to one vote in person or by proxy. All proxies must be in writing, executed by the member and filed with the Secretary of the Corporation at the time of, or prior to, the meeting. The affirmative vote of a majority of the members represented and voting is the act of the members, except where a super majority is required by a provision of these Bylaws or the Corporation's Articles of Incorporation.

### 3. DIRECTORS

3.1 Board of Directors. The business and affairs of the Corporation shall be exercised, conducted and controlled by a board of no less than nine and no more than fifteen directors. A majority of the directors serving at any given time shall be active or emeritus veterinary members in good standing of Portland Veterinary Medical Association. All such directors are referred to in these Bylaws as "Veterinary Directors," although the terms "director" or "directors" as used in these Bylaws shall also include Veterinary Directors.

3.2 Term of Directors. Directors shall be eligible to serve two consecutive full terms, if reelected for a second term. After two full terms, an individual may not be reelected until one additional year has lapsed. Each full term shall be three years. However, the term of a director serving at the adoption of these Bylaws shall remain the same as the term for which the director was elected and such director shall be limited to one term. In addition, the term of the initial directors who are elected subsequent to adoption of these Bylaws and who are not active or emeritus members of Portland Veterinary Medical Association shall be one, two or three years, as determined by the Board of Directors, to the end that no more than one-third of the terms of all directors expire in any given year.

3.3 Expiration of Term. The term of office expires for one-third of the directors annually. The Board of Directors shall, at the annual or any meeting of members of the Corporation, present a slate of nominees to replace those directors whose terms have expired. A director shall be elected by a majority of the members present or represented at the meeting. This election and presentation of the slate may be satisfied in a mail vote.

3.4 Vacancies. A vacancy created by the death, resignation, or removal of any director may be filled by majority vote of the remaining directors, and a majority vote of the Veterinary Directors, at any meeting. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

3.4 continued: A vacancy created by an increase in the number of directors shall be filled by the members of the corporation at their next annual meeting or at a special meeting called for this purpose. At such meeting, the remaining directors shall present to the members a slate of nominees to fill such vacancies. Each director, so elected, shall hold office for the term designated by the Board of Directors, taking into account the provisions of Section 3.2.

3.5 Ex-Officio Board Members. The Board of Directors, by resolution, may appoint up to two employees of the Corporation as nonvoting members of the Board of Directors. In addition, one member of the Board of Directors of the Portland Veterinary Medical Association who is appointed by the Board of Directors of the Portland Veterinarian Medical Association to be the PVMA Representative to the Dove Lewis Emergency Animal Hospital, Inc. Board shall be a voting member of the Board of Directors. Nonvoting members of the Board of Directors will not be counted in determining whether a quorum exists or a majority has approved an action.

#### 4. BOARD MEETINGS

4.1 Meetings. Meetings of the Board of Directors shall be held at such time and place as the Board, by resolution, may designate.

4.2 Special Meetings. The President or any one of the directors may call a special meeting of the Board of Directors at any time.

4.3 Notice of Meetings. Notice of meetings of the Directors shall be given in such manner as the Board of Directors, by resolution, may provide. If not otherwise provided, notice shall be given in writing and mailed, electronically delivered or otherwise delivered to the directors at least two days prior to the meeting.

4.4 Quorum and Voting. A quorum for the transaction of business shall consist of a majority of the elected directors and a majority of the Veterinary Directors. Every act or decision of a majority of the directors and a majority of the Veterinary Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.5 Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing, including by email, to the action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. An action by written consent shall have the same force and effect as a unanimous vote of directors.

4.6 Parliamentary Authority. The rules contained in the current edition of Roberts Rules of Order: Newly Revised shall govern the Board of Directors meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

## 5. BOARD POWERS AND DUTIES

5.1 Powers of Board. The Board of Directors shall have full power and authority:

- (a) To appoint and remove the Executive Director of the corporation, and to prescribe its duties and fix its compensation;
- (b) To remove a Director by vote of two-thirds of the Directors then in office for fraud, dishonest conduct, abuse of authority or neglect of duty; and
- (c) To manage and conduct the affairs and business of the Corporation and generally to do and perform or cause to do and perform any and every act which the Corporation may lawfully do and perform.
- (d) To ratify/approve any appointment made to the Dove Lewis Board of Directors.

5.2 Nominating Committee. The Board of Directors shall establish a Nominating Committee, chaired by the Vice President, whose duty it shall be to present annually to the Board of Directors a slate of candidates for election as directors and to present to the Board of Directors annually its recommendation for a slate of officers. The Nominating Committee shall consist of the Vice President and two other directors, one of whom is a Veterinary Director.

5.3 Other Committees. The Board of Directors may establish one or more other committees of the Board of Directors and appoint directors to serve on them or designate the method of selecting committee members. Each such committee shall consist of at least one director and other individuals who serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken.

5.4 Committee Powers. Unless the Board of Directors specifically grants a committee power to act on its behalf, committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

## 6. OFFICERS

6.1 Offices. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may create additional corporate offices, prescribe the duties of each such office and appoint such officers as the Board may deem necessary. The officers shall be elected by majority vote of the Board, and hold office for a term of one year. The immediate past President may serve one additional year as a voting member after his/her term as President. If necessary, this provision supersedes any term limits and/or limitations on number of Board members otherwise set forth in these Bylaws.

6.2 President. The President shall be the chair of the Board of Directors and, when present, shall preside at all meetings of the Board of Directors. The President shall be a Veterinary Director. The President shall perform all of the duties commonly incident to his office, and shall perform such other duties as the Board of Directors shall designate. The current seated President can be elected for an additional one-year term if so desired and approved by the Board of Directors.

6.3 Vice President. The Vice President shall preside at all meetings of the Board of Directors at which the President is not present. The Vice President shall be a Veterinary Director. If the President shall leave office, the Vice President shall assume the duties of the President.

6.4 Secretary. The Secretary shall maintain, or cause to be maintained, the following: the minutes of all proceedings of the members and of the Board of Directors, the book of Bylaws, and the roster of members. The Secretary shall be responsible for the giving and serving of notice of all meetings of the members and of the Board of Directors. If the Secretary shall be absent, disabled, refuse to act or neglect to act, the duties of the Secretary may be performed by any person authorized by the President, or by the Board of Directors.

6.5 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation.

6.6 Compensation. The officers and directors of the Corporation shall receive no salary or other compensation for their services. Directors, officers and members may be reimbursed for actual out of pocket expenses incurred in the performance of their duties of and for the Corporation, subject to the approval of such expenditure by the Board of Directors.

## 7. RIGHTS IN CORPORATION PROPERTY

No member of the Corporation shall have any right, title or interest in or to the whole or any part of the property or assets of the Corporation, and no member shall be entitled to either the whole or any part thereof in the event of the termination of his membership in the Corporation. In the event the Corporation is dissolved, the property and assets of the Corporation shall be distributed as provided in the Articles of Incorporation.

## 8. SEAL

The seal of the Corporation shall be that seal affixed in the margin.

## 9. NOTICE OF AMENDMENT OF BYLAWS

Notice of a meeting of the Board of Directors or the members at which proposed amended Bylaws shall be presented for vote (a) shall be given no fewer than ten days prior to the meeting, (b) shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment, and (c) shall contain or be accompanied by a copy or summary of the amendment. Such notice shall supersede the notice otherwise required for the meeting pursuant to paragraph 2.1, 2.2 or 4.3.

## 10. ADVISORY COUNCIL

The Board of Directors may appoint to an Advisory Council one or more community, regional or national leaders who support the work of the Corporation by lending their support for the corporation's programs. The Advisory council shall have no governing role in the Corporation.