

## **BYLAWS OF THE AMERICAN COLLEGE OF VETERINARY OPHTHALMOLOGISTS**

### **VISION FOR ANIMALS FOUNDATION**

#### **ARTICLE I - NAME**

1.1 The name of the organization is the American College of Veterinary Ophthalmologists Vision for Animals Foundation hereafter known as the VAF. VAF is a nonprofit organization incorporated under the laws of the State of Illinois in 2002 as a not for profit corporation. VAF has no members.

#### **ARTICLE II OFFICES**

2.1 The principal office of the VAF shall be located in the State of Illinois, unless otherwise designated by the Board of Directors. The VAF may have such other offices at such suitable places, within or without the State of Illinois, as may be designated by the VAF

#### **ARTICLE III PURPOSE AND MISSION**

##### **3.1 Mission**

The mission of the VAF is to improve the quality of life of animals by preserving and restoring vision through education and science.

3.2 Specific goals of the VAF shall include the following:

3.2.1 Improve animal eye health through scientific advancement.

3.2.2 Disseminate scientific information to veterinarians and the public about animal eye disease.

3.2.3 Maintain financial viability and leadership for a healthy foundation.

#### **ARTICLE IV LIMITATIONS**

4.1 No part of the net earnings of the VAF shall inure to the benefit of, or be distributable to, the directors or officers, or other private persons, except that the VAF shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws

4.2 The VAF shall not, as a substantial part of its activities, attempt to influence legislation, shall not participate or engage in any activities relating to election campaigns for candidates seeking political office, nor shall any agent, representative, officer, director, or employee engage in such activities on behalf of the Foundation

## ARTICLE V BOARD OF DIRECTORS

### 5.1 General Authority

The Board of Directors (Board) shall manage, control and supervise the business, activities, property, and other affairs of the VAF. It is the duty of the Board to carry out the purposes and objectives of the not-for-profit corporation. The Board shall be vested with the powers possessed by the not-for-profit corporation itself, including the powers and authority: to determine the policies of the organization and prosecute its purposes; to appoint and remunerate agents and employees; to disburse funds of the VAF; and to adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with and not repugnant to the Certificate of Incorporation or Bylaws of the VAF (in their present form or as amended), or to any applicable law.

### 5.2 Functions

The Board of Directors shall have full authority to establish policies, rules, regulations, and requirements in furtherance of VAF programs and purposes. Among other functions, the Board shall direct the establishment and implementation of policy and procedure, rules, manuals, and other lawful activities deemed necessary to further the objectives of the VAF

### 5.3 Composition

The Board shall consist of three officers (President, Vice-President, and Secretary-Treasurer), and at least three additional members.

### 5.4 Election of Board Members

Board members shall be individuals with a vested interest in and knowledge of veterinary ophthalmology. The ACVO nominations committee will nominate two qualified individuals to fill each open position on the Board. Election of Board members will be made by combination

of current VAF board by secret ballot from the nominations submitted by the ACVO nominations committee

#### 5.5 Terms of Office

Board members serve three-year staggered terms with a maximum of two consecutive terms. Officers serve as board members for the duration of their terms as Officers.

#### 5.6 Vacancies

If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by the Board.

#### 5.7 Resignation or Removal

A Board member may resign at any time by providing written notice to the VAF President. A Board member may be removed for any reason by a two-thirds (2/3) vote by secret ballot of the Board at a meeting where a quorum is present.

#### 5.8 Regular meetings

The Board meets annually, in connection with the ACVO Annual Meeting as well as additional meetings, at whatever time and place it selects. Notice is given at least thirty (30) days prior to the meeting and agendas distributed at least fourteen (14) days prior to the meeting.

#### 5.9 Quorum and voting

A quorum to conduct business at a Board meeting is a majority of voting Board members. Unless provided otherwise by Illinois law or by these Bylaws, a majority of votes cast at a meeting where a quorum is present is required to approve an action of the Board. Meetings may be held electronically if each Board member can communicate with the others. Proxy voting is not permitted. The Board may take action without a meeting if all voting Board members consent to the action in writing. Writing will include electronic transmissions.

#### 5.10 Committees

The Board may appoint whatever committees it deems necessary or desirable to assist in governing ACVO

### ARTICLE VI - OFFICERS

#### 6.1 Officers

Officers of VAF are the President, Vice-President, and Secretary-Treasurer. No individual may hold more than one officer position at a time

## 6.2 Terms

The Officers may serve up to three years.

## 6.3 President

The President is the chief elected officer of VAF and presides at meetings of the Board.

## 6.4 Vice-President

The Vice-President serves as Parliamentarian at all Board meetings. The Vice President serves in place of the President when (s)he is unavailable to serve and until (s)he resumes serving.

## 6.5 Secretary-Treasurer

The Secretary-Treasurer is the chief elected financial officer for the VAF and is responsible for overseeing the maintenance the VAF books and records, for assuring proper financial records and accounting by the VAF, as well as legal and tax exemption compliance. Additionally the Secretary-Treasurer is responsible for submitting an annual budget to the Board for approval.

## 6.6 Election of Officers

Board officers are elected within the Board from those currently serving. Officers are elected by secret ballot at an annual meeting of the Board.

## 6.7 Resignation and Removal

An Officer may resign at any time by providing written notice to the Board. An Officer may be removed for any reason by a two-thirds (2/3) vote by secret ballot of the Board at any meeting where a quorum is present.

## 6.8 Vacancies

In the event that the office of President becomes vacant, the Vice President assumes that office for the remainder of the term. In the event that any other Officer position becomes vacant, the President appoints an interim officer to fill the vacant office until a new Officer is elected by the Board at its next scheduled meeting to fill the unexpired term.

## ARTICLE VII - EXECUTIVE DIRECTOR

### 7.1 Engagement and Authority

VAF employs an Executive Director, at the discretion of the Board, who is the chief employed executive of VAF. The Executive Director reports to the Board when it is in session, and otherwise reports to the President. The Executive Director is responsible and accountable for the administration of VAF; for supervision, control, and management of all other VAF employees or agents; and for binding VAF to legal contracts and obligations to the extent authorized by the Board.

## ARTICLE VIII – COMMITTEES AND TASK FORCES

8.1 VAF maintains the Standing Committees described in this Article and other committees or task forces authorized by the Board. The Board appoints members to serve on those committees or task forces. Qualified individuals may be appointed to serve as committee or task force Chairmen. The terms of committee or task force members and Chairmen are as determined by the Board. Each VAF committee or task force reports on its activities at least annually to the Board.

### 8.2 Standing Committees

8.2.1 Revenue Enhancement - Revenue enhancement committee will consist of two Board members and at least three members who are not Board members or serve on

another VAF committee. The committee will develop programs promoting the VAF and enhancing financial resources of the organization.

8.2.2 Grants – The Grants committee will consist of a Board member and at least four members. The Grants committee develops standards and formats for individuals applying for VAF research grants. Following review of annual grant applications the Grants committee will notify the Board of their selection(s).

8.2.3 Audit - The Audit Committee consists of the Secretary-Treasurer, who serves as the Chairman of the Committee, and at least two (2) additional members who do not serve on another VAF standing committee. The Audit Committee has exclusive responsibility for selecting and evaluating the financial auditors of VAF; the Committee assists in the presentation of the annual financial audit to the Board. The Committee is also responsible to develop and maintain VAF policies for conflicts of interest, whistleblower protection, document retention and destruction, executive compensation, and joint ventures with taxable entities, if any, with all of these policies subject to approval by the Board.

8.2.4 Ad hoc committees may be appointed as needed by the VAF board

## ARTICLE IX - INDEMNIFICATION AND INSURANCE

### 9.1 Indemnification

VAF will indemnify and defend Board, Officers, committee and task force members and Chairmen, volunteers, employees, and agents to the full extent permitted by Illinois law against claims arising in whole or in part from the performance of their duties on behalf of VAF, or alleged failure to perform, provided that those indemnified are not found to have engaged in gross negligence or fraud.

### 9.2 Insurance

VAF will maintain liability insurance for itself as an entity and for its Board, Officers, committee and task force members and Chairmen, volunteers, employees, and agents sufficient, in the determination of the Board, to satisfy Illinois law and to provide adequate protection

## ARTICLE X DISSOLUTION

10.1 Requirements - Upon the dissolution of the VAF, and after paying or making provisions for the payment of all liabilities and obligations, the Board shall dispose of all assets of the VAF for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, in a manner consistent with any relevant legal requirements concerning the Foundation's tax exempt and not-for-profit status, and exclusively to one or more of the following categories of recipients as the Board of Directors shall determine:

10.1.1 A non-profit organization or organizations having substantially similar aims, exempt purposes, or objects as the VAF, and which may be selected as an appropriate recipient(s) of certain assets, as long as the organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or other controlling law; and/or

10.1.1 2 A non-profit organization or organizations which may be or may have been created to succeed the VAF, as long as such organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or other controlling law; and/or,

10.1.3 A non-profit organization or organizations as shall at the time qualify as an organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or other controlling law

## ARTICLE XI - AMENDMENTS

These By-Laws may be amended by a two-third vote of the VAF Board and ACVO Board of Regents by secret ballot where a quorum is present at their respective meetings. By-Laws may

not be modified or amended in any way that puts them in conflict with the VAF articles of incorporation.

APPROVED:

Vision for Animals Foundation, Inc

By: \_\_\_\_\_

President

Attest:

\_\_\_\_\_

Secretary-Treasurer

American College of Veterinary Ophthalmologists

By: \_\_\_\_\_

President

Attest:

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Secretary-Treasurer