

BYLAWS OF
AMERICAN ASSOCIATION OF VETERINARY IMMUNOLOGISTS

(a nonprofit corporation)

Adopted March 15, 2025

ARTICLE I: ORGANIZATION

- SECTION 1: NAME. The name of this Association shall be the AMERICAN ASSOCIATION OF VETERINARY IMMUNOLOGISTS (the “*Association*”). The Association shall adopt the trade name based on the acronym AAVI.
- SECTION 2: INCORPORATION. The Association has been incorporated under the laws of the State of South Dakota as a nonprofit corporation.
- SECTION 3: PRINCIPAL OFFICE. The Association's principal office shall be its Treasurer's office but may be changed from time to time by Board approval.
- SECTION 4: FISCAL YEAR. The fiscal year of the Association shall be January 1st through December 31st. The Board can change the Association's Fiscal Year by a two-thirds vote.

ARTICLE II: PURPOSES

- SECTION 1: ARTICLES OF INCORPORATION. The purposes of the Association shall be as provided in the Articles of Incorporation.
- SECTION 2: SPECIFIC PURPOSES. In addition to the general purposes referenced in the Articles of Incorporation, the specific purposes of the Association include, but are not limited to, the following:
- A. Expanding scientific knowledge in the specialty of veterinary immunology by strengthening education in immunology at all levels of veterinary education;
 - B. Improving and standardizing laboratory methods and clinical diagnosis of diseases associated with the immune system;
 - C. Improving communications with immunologists in the biomedical community;
 - D. Furthering the recognition of the specialty of veterinary immunology;
 - E. Promoting research in the immunology of domestic animals.
 - F. Enhancing understanding and goodwill among its members;
 - G. Cooperating with other veterinary, biomedical, and agricultural organizations and regulatory agencies;
 - H. Establishing the Association as a 501(c)(3) organization and maintaining the said organization so as to comply with all of the requirements of Section 501(c)(3) of the Internal Revenue Code.
- SECTION 3: ALL POWER. In carrying out the purposes described in the Articles of Incorporation and these Bylaws, the Association shall have all power to do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes.

ARTICLE III: MEMBERS

- SECTION 1: CLASSES. There shall be four classes of Members in the Association: Active, Lifetime, Associate, and Student. Voting members shall include all Active, Lifetime, and Associate members. Non-voting members shall include all Student members.

- A. ACTIVE MEMBERS shall be any person who (1) is interested in the objectives of the Association; (2) holds a doctoral (e.g., DVM or Ph.D.) degree or equivalent; (3) has a specific demonstrated interest in veterinary immunology; and (4) pays the current dues to the Treasurer. Active Members shall be entitled to all rights and privileges of the Association.
- B. LIFETIME MEMBERS shall be those who have been Active Members of the Association for no less than 10 years, have retired from regular employment, have requested a member class change to Lifetime, and the Board has approved such request. Lifetime Members will be excused from paying dues, assessments, or other financial obligations of the Association. They shall continue to receive the same rights and privileges as Active Members.
- C. ASSOCIATE MEMBERS shall be any person who meets some, but not all, criteria to be an Active Member. Applications to become an Associate Member shall be endorsed by at least one Active or Lifetime Member. Dues for Associate Members shall be payable to the Association, as described below. This membership class shall have the same rights and privileges as Active Members, except they shall not be entitled to be a Board member or serve on the Nomination Committee.
- D. STUDENT MEMBERS shall be graduate students enrolled in an official postgraduate program related to veterinary immunology at an accredited institution of higher education under the mentorship of an Active Member. Dues for Student Members shall be payable to the Association, as described below. This membership class shall have the same rights and privileges as Active Members, except they shall not be entitled to vote, be a Board member, or serve on the Nomination Committee.

SECTION 2: MEMBERSHIP. Admission to the Association may be denied for any reason deemed sufficient by the Board, even if the applicant meets the stated criteria for membership.

SECTION 3: TENURE. Members of the Association shall retain their Membership only so long as they comply with these Bylaws and are not delinquent in paying their dues. Student and Postdoc members must update their membership class the year after completing the position that qualified them for membership. The Association, at the sole discretion of the Board, reserves the right to revoke membership from any person whose conduct is deemed disruptive or contrary to the mission of the Association.

SECTION 4: DUES AND ASSESSMENTS. Dues and assessments of the Association shall be established by the affirmative vote of not less than two-thirds of the Board. Dues will be approved for each Member Class. Changes in the dues will be announced to the Membership within a reasonable time following the vote. The dues shall be payable to the Association and will be due on the first day of each fiscal year. A Member required to pay dues shall be delinquent if his/her dues are not received by sixty (60) days after they are payable. Delinquent members are removed from the membership roster the day they become delinquent but are entitled to re-apply for membership at any time.

ARTICLE IV: BOARD

SECTION 1: GENERAL POWERS AND DUTIES. The affairs of the Association shall be managed by the Board. The Board is responsible for the major administrative policies governing the affairs of the Association and shall devise the measures for the Association's growth and development. It shall fill vacancies in office as are essential to the conduct of the affairs of the Association when such vacancies occur between elections. The Board is also responsible for selecting the Distinguished Veterinary Immunologist Award recipient from the candidates proposed annually by the Nominations Committee. The Board has discretion not to give this award each year.

SECTION 2: COMPOSITION. The Board shall consist of the President, Past President, President-Elect, Treasurer, Secretary, Nominations Committee Chair, and three (3) members-at-large. With the consent of the voting Membership, the Board may increase its size.

SECTION 3: QUALIFICATIONS.

- A. A Board candidate must be an Active or Lifetime Member of the Association for at least one year prior to his/her nomination. Time as a Student or Associate Member counts toward this one-year membership requirement.
- B. If a Board member is absent from two consecutive regularly scheduled Board meetings without Board approval, the position shall be declared vacant.
 - . Officer positions will be filled according to Article V.3.
 - a. When a vacancy in a member-at-large position occurs, the Executive Committee, with Board approval, shall appoint an interim member-at-large from the Membership to complete the remainder of the vacant term. This interim appointment will not count towards the number of terms the appointed person can serve in the member-at-large role.

SECTION 4: TERM OF OFFICE.

- A. No Member will be allowed to serve more than two consecutive full terms in the same role.
- B. Time serving a role in an interim capacity while filling a vacancy shall not count towards term limits.
- C. Officers shall serve in their role for as long as the term of their appointed role.
- D. Members-at-large shall serve staggered three (3) year terms, with one member-at-large being replaced each year.

SECTION 5: EXECUTIVE COMMITTEE.

- A. The Association shall have an Executive Committee, which shall have all of the powers of the Board to transact business between Board meetings.
- B. The Executive Committee shall be composed of the President, Past President, President-Elect, Secretary, and Treasurer.
- C. The Executive Committee shall hold meetings at such times and places as the President of the Association may direct.
- D. All transactions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board.

ARTICLE V: OFFICERS

SECTION 1: OFFICERS. The officers of the Association shall be the President, Past President, President-Elect, Secretary, Treasurer, and Nominations Committee Chair:

- A. The PRESIDENT must be an Active or Lifetime Member of the Association. The President shall:
 - 1. Preside all meetings and have all such powers as may be reasonably construed as belonging to the Association's chief executive.
 - 2. Automatically assume the office of Past-President on January 1st following his/her term.

- B. The PAST PRESIDENT must be an Active or Lifetime Member of the Association. The Past President shall:
1. Assist the officers in the administration of the Association.
 2. Preside at meetings in the absence of the President.
 3. Fill any vacancy in the office of President or President-Elect, and perform the duties of that office for only one year or less in addition to those of the Past President.
 4. Be a member of the Board, Executive Committee, Constitution/Bylaws Committee, and Audit Committee.
 5. Be responsible for maintaining and updating the Association's website.
- C. The PRESIDENT-ELECT must be an Active or Lifetime Member of the Association. The President-Elect shall:
1. Prepare him/herself to accept the duties and responsibilities of the President. The President-Elect will automatically assume the office of President on January 1st of the year following his term as President-Elect.
 2. Coordinate the organization of the Association's symposium for the following year's conference with the Distinguished Veterinary Immunologist Awardee and the administration of the conference hosting the symposium.
 3. Coordinate the selection of graduate student awardees at the annual conference. For this, the President-Elect shall:
 - a. be responsible for filing funding requests and reports in support of graduate students' awards;
 - b. develop clear evaluation criteria for judging the awards;
 - c. enlist other Members to assist in the selection of awardees;
 - d. present the Association's awards at the award ceremony of the annual conference or delegate this activity to another Board Member.
 4. Preside at meetings in the absence of the President and the Past President.
 5. Prepare and distribute (or cause to be prepared and distributed) the Association's electronic publications, including, but not limited to the Association's electronic newsletter (fall and spring editions).
 6. Be a member of the Board and Executive Committee.
 7. Serve the Membership in an acceptable manner.
- D. The SECRETARY must be an Active or Lifetime Member of the Association, shall be elected for a three(3)-year term, and is eligible for an additional, full three(3)-year term by re-election. The Secretary shall:
1. Maintain the roster of members, classified by member class, that includes the member's contact email addresses.
 2. Take and maintain (or cause to be taken and maintained) minutes of all meetings of the Board.
 3. Give (or cause to be given) notice of all meetings of the Board as required by these Bylaws, unless otherwise provided herein.
 4. Maintain (or cause to be maintained):
 - a. the Association's Seal (if any);
 - b. all other books, records, and other documents of the Association; and
 - c. a register of the Members of the Association.
 - i. The register shall classify Members according to their Membership Class and contain their contact email address.
 - ii. The Secretary shall provide the Treasurer with the list of members for renewal of dues at least thirty (30) days before the start of the fiscal year so invoices for dues can be issued timely.

- iii. After March 1st of each year, the Secretary shall consult with the Treasurer regarding members that have become delinquent in their dues payments and will remove these from the membership list.
 5. Serve as Chief Electoral Officer for elections.
 6. Maintain a complete list of policies and procedures that the Board has approved.
 7. Assist the Association's committees in communicating with the Members.
 8. Perform all duties incident to the office and such other duties and responsibilities as the Board periodically requires.
- E. The TREASURER must be an Active or Lifetime Member of the Association, shall be elected for a three(3)-year term, and is eligible for an additional, full three(3)-year term by re-election. The Treasurer shall:
 1. Be the Association's custodial officer and custodian of the assets.
 2. Perform the duties required or authorized by these Bylaws and the resolutions of the Board, and is subject to direction of the Board.
 3. Administer the financial affairs of the Association in accordance with described fiscal procedures and accountability.
 4. Be responsible for:
 - a. Disbursing moneys from the general fund.
 - b. Paying all authorized expenses of the Association subject to the direction of the Board.
 - c. Maintaining a file, either in electronic or physical form (or a combination thereof), of all vouchers and invoices accompanying them for a period of not less than five years.
 - d. Depositing all moneys in the name of the Association in a federally insured bank(s) approved by the Board.
 - e. Investing reserve funds following policy established by the Board.
 - f. Issuing and tracking Association dues invoices to Members following the dues and assessments approved by the Board.
 5. Prepare an annual budget for Board approval at least 1 month before the start of the fiscal year.
 6. Turn over all properties and records in his/her custodianship to his/her successor.
 7. Ensure appropriate changes in bank account access and signatory authority according to changes in Board membership and the Board's financial policy.
 8. Organize (or cause to be organized) any function or event approved by the Board.
 9. Maintaining the status of the Association as a 501(c)(3) organization.
 10. Make a detailed report of the Association's financial status at each Annual Business Meeting and at other times as the Board requests.
 11. Be a member of the Board, Executive Committee, and Audit Committee.
- F. The NOMINATIONS COMMITTEE CHAIR must be an Active or Lifetime Member of the Association, shall be elected for a three(3)-year term, and is eligible for an additional, full three(3)-year term by re-election. The Nomination Committee Chair shall:
 1. Chair the Nominations Committee and ensure that all the committee's tasks outlined in these Bylaws are completed in a timely manner.
 2. Liaise with the Secretary to contact the Membership to seek nominations for open elected positions and the Distinguished Veterinary Immunologist Award.
 3. Be a member of the Board and serve as the liaison between the Board and the Nominations Committee.

SECTION 2: QUALIFICATIONS. Officers shall meet the qualifications for Board Members outlined in Article IV, Section 3.

SECTION 3: VACANCIES.

- A. Any vacancy in the office of PRESIDENT or PRESIDENT-ELECT shall be filled by the Past President for the remainder of the term. If the PAST PRESIDENT office becomes vacant, the previous Past President shall assume the office for the remaining term.
- B. At the end of his/her term of office, the President-Elect immediately and automatically shall succeed to the office of and become President. Likewise, the President immediately and automatically shall succeed to the office of Past President.
- C. SECRETARY. The Executive Committee, with Board approval, shall appoint an interim Secretary from the Membership to complete the remainder of the Secretary's term. This interim appointment will not count towards the number of terms the appointed person can serve in the Secretary's role.
- D. TREASURER. The Executive Committee, with Board approval, shall appoint an interim Treasurer from the Membership to complete the remainder of the Treasurer's term. This interim appointment will not count towards the number of terms the appointed person can serve in the Treasurer's role.
- E. NOMINATIONS COMMITTEE CHAIR. The Executive Committee, with Board approval, shall appoint an interim Nominations Committee Chair from the members of the Nominations Committee to complete the remainder of the Chair's term. This interim appointment will not count towards the number of terms the appointed person can serve in the Nomination Committee Chair's role.

SECTION 4: TERM.

- A. The terms of the Board Officers shall commence on January 1st of the year following their election.
- B. The President-Elect, President, and Past President succeed automatically to such office on January 1st and their term shall terminate on December 31st, except in cases of an unexpected vacancy.

SECTION 6: COMPENSATION. No Board Member shall be compensated by the Association, except for reimbursement for expenses paid on behalf of the Association, when the Board has approved those expenses.

ARTICLE VI: COMMITTEES

SECTION 1: FORMATION. The number and titles of standing committees will be established by the Board. There will be no limit to the number of such committees, but they must meet at least annually and report to the Board. The names of these committees and their functions must be listed on the Association's website.

SECTION 3: AD HOC COMMITTEES. In addition to any standing committees, the Board may appoint ad hoc committees or task forces with the approval of two-thirds of the Board. An Active or Lifetime Member must be appointed as chairperson of these ad hoc committees by the Board.

SECTION 4: APPROVAL OF ACTIONS. The Board must approve all Committee activities and resolutions.

SECTION 5: STANDING COMMITTEES. The Association shall maintain the following standing committees:

A. AUDIT COMMITTEE

1. The Audit Committee shall consist of the Past President and one or more committee members selected by the Board from the Membership (i.e., shall not be Board Members). The current Past President shall serve as Chairperson during his/her term. The one or more committee members are approved by the Board for one-year terms with eligibility for reappointment for an unlimited number of terms. The Treasurer will serve as a non-voting *ex-officio* member.
2. The Audit Committee shall review all financial transactions conducted in the previous fiscal year within the first 30 days of the following fiscal year of the association. The Audit Committee may request further explanations or documentation from the Treasurer. The Audit Committee shall provide a written report to the Board summarizing their findings. The report may include recommendations for improving financial management for future fiscal years. A summary of the Audit Committee report shall be provided to the Membership.

B. NOMINATIONS COMMITTEE

1. This committee shall consist of three (3) Active or Lifetime members elected by the membership and the Nominations Committee Chair. Members of the committee will serve a three (3) year term and are eligible for re-election for a second three (3) year term.
2. When a vacancy in a Nominations Committee member position occurs, the Executive Committee, with Board approval, shall appoint an interim member from the Membership to complete the remainder of the vacant term. This interim appointment will not count towards the number of terms the appointed person can serve in the role.
3. The Chairperson of the Nominations Committee is an Officer of the Association elected for the position directly by the Membership.
4. The Nominations Committee must present one or more qualified candidates to the Board for each open position (i.e., officer, member-at-large, or nominations committee member) at least sixty (60) days before the start of the fiscal year. The Board must approve the Nominations Committee recommendations.
 - i. The Nominations Committee shall invite nominations from the Membership for positions open the following year at least 4 months before the start of the fiscal year.
5. The Nominations Committee will present annually to the Board the names and vitae of up to three (3) individuals to be considered for the Association's Distinguished Veterinary Immunologist Award at least thirty (30) days before the start of the fiscal year.
 - i. The Nominations Committee shall invite nominations from the Members for the Distinguished Veterinary Immunologist Award at least sixty (60) days before the start of the fiscal year.

C. CONSTITUTION/BYLAWS COMMITTEE

1. This committee shall consist of the Past President and two or more committee members approved by the Board. Constitution/Bylaws Committee members must be current or past Officers of the Association. The current Past President shall serve as Chairperson during his/her term. The two or more committee members are approved by the Board for one-year terms with eligibility for reappointment for an unlimited number of terms.
2. The Constitution/Bylaws Committee shall review the Constitution and Bylaws annually and recommend changes to the Board.

ARTICLE VII: ELECTIONS AND VOTES

SECTION 1: ELECTIONS.

- A. The Membership elected positions (i.e., Officers, Members-at-Large, and Nominations Committee members) shall be filled by an election conducted by electronic voting.
 1. The electronic voting must ensure that only members eligible to vote are able to cast their votes and to ensure the anonymity of the vote.

- B. The duration of each voting period shall be established for each election by the Chief Electoral Officer but shall last a minimum of five (5) and a maximum of ten (10) federal working days.
 - 1. Votes cast outside of the established voting period shall not be counted.
- C. Ballots shall contain the names of one or more nominees provided by the Nominations Committee. Ballots will be provided to the voting Membership at least 30 days prior to the start of the fiscal year.
 - 1. In the case of only one nominee per open position, that nominee will be declared the election winner by acclamation, and no vote will be held for that position.
 - 2. The candidate receiving the highest number of votes will be declared the winner. In the case of a tie, a second ballot will be distributed to the membership at least fifteen (15) days before the start of the fiscal year. The second ballot will only contain the names of the candidates that were tied in the first ballot.
- D. The Chief Electoral Officer is the Secretary. If the Secretary stands for election, the Treasurer will act as the Chief Electoral Officer. If the Treasurer also stands for election, the President will appoint a Board Member not standing for election as the Chief Electoral Officer. The Chief Electoral Officer shall run the election according to these Bylaws and announce the election's winner to the Members at the conclusion of the voting period.

SECTION 2: MEMBERSHIP VOTES.

- A. Actions that require a vote by the Membership (e.g., Bylaw amendments) or other motions that the Board chooses to refer to a Membership vote shall be conducted by electronic voting.
 - 1. The Secretary shall run the electronic vote and, when applicable, provide the relevant information on the motion(s) under consideration to the Membership.
 - 2. The electronic voting must ensure that only members eligible to vote are able to cast their votes and to ensure the anonymity of the vote.
- B. The duration of each voting period shall be established for each election by the Secretary but shall last a minimum of five (5) and a maximum of ten (10) federal working days.
 - 1. Votes cast outside of the established voting period shall not be counted.
- C. The Secretary shall announce the vote results to the Members at the conclusion of the voting period.
 - 1. Unless otherwise stated in these Bylaws, a simple majority of votes cast will pass a motion.

ARTICLE VIII: MEETINGS

SECTION 1: MEMBERS

A. *ANNUAL BUSINESS MEETING.*

- 1. An Annual Business Meeting of this Association shall be held at a time and place to be designated by the Board.
- 2. The President shall set an agenda for the Annual Business Meeting.

B. *SPECIAL MEETINGS* may be called by the President and shall be called by him/her upon the recommendation of a majority of the Board. Such meetings shall be announced by electronic means to the membership not less than thirty (30) days prior to the stated time of the meeting.

C. A *QUORUM* for the transaction of business at a duly called Annual Business Meeting shall be at least 15 members eligible to vote being present.

D. RESOLUTIONS

1. Resolutions may be received from the Board or individual Members when accompanied by the signatures of 20 Active Members of the Association.
2. No resolution from the membership proposed for the Annual Business Meeting will be considered unless it has been delivered to the Secretary no later than sixty (60) days prior to the Annual Business Meeting at which it is proposed for consideration. Resolutions so received will be provided to the Membership electronic means no less than thirty (30) days prior to the Annual Business Meeting.

SECTION 2: BOARD

A. FREQUENCY. The Board of this Association shall meet at least twice per year.

B. NOTICE.

1. Notice of each Board meeting stating the date, time, and place thereof shall be given by the Secretary or the person or persons calling the meeting by electronic mail to each Board Member entitled to notice of the meeting, nor less than five (5) days before any such meeting.
2. Except as otherwise provided in these Bylaws, the notice need not specify the purposes of the meeting.
3. The giving of notice shall be deemed to be waived by any Board Member who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice and may be waived, in writing, by any Board Member either before or after such meeting.

C. A QUORUM of the Board shall consist of a majority of its members being present.

D. VOTING.

1. For purposes of any vote, each Board Member shall have one vote.
2. Any Board Member may be represented and considered present at any Board Meeting or vote thereat and exercise any other rights by proxy or proxies appointed by a writing signed by such Member.
3. Unless otherwise provided in these Bylaws or by law, the Board shall act by a majority vote of the members present at a duly constituted meeting or through a written document signed by a majority of members.

E. ACTION WITHOUT A MEETING.

1. Any action that might be taken at any meeting of the Board may be taken without such meeting by writing or writings signed by all of the Members.
2. For purposes of this Paragraph, "all" the Members shall mean all the Board Members who are capable of casting a vote on the matter.
3. If a Board Member is unable to cast a vote on any particular issue due to disability, extraordinary travel that makes the Board Member temporarily unreachable, or any other valid reason as determined by the President, then such Board Member shall be treated as abstaining from the vote. Such abstention shall not prevent the Board from acting without a meeting pursuant to this Paragraph (subject to subparagraph 4 below).
4. If three or more Board Members abstain from a given vote under the terms of this Paragraph, then such proposed action shall not be approved until considered by the Board at a validly-called meeting thereof or pursuant to this Paragraph when there are fewer than three abstentions.
5. The writing or writings evidencing such action without a meeting shall be filed with the Secretary of the Association and inserted in the permanent records relating to Board Meetings.

SECTION 3: EXECUTIVE COMMITTEE. The Executive Committee of this Association shall meet as required to conduct Association business between Board meetings.

SECTION 4: ELECTRONIC MEETINGS

- A. Any meeting of the Board, a committee, or task force may be conducted through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously.
- B. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.
- C. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.
- D. Any decisions made by the Board shall be recorded in the meeting's minutes by the Secretary.

SECTION 5: USE OF ELECTRONIC COMMUNICATION. Unless otherwise prohibited by law of these Bylaws:

- A. any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and
- B. any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE IX: PARLIAMENTARY AUTHORITY

SECTION 1: ROBERT'S RULES OF ORDER. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association 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 Association may adopt.

SECTION 2: RULE OF PROCEDURE. A rule of procedure may be suspended by a majority vote of those Active Members present and voting at the meeting.

ARTICLE X: REIMBURSEMENT

SECTION 1: INDEMNIFICATION. The Association shall not indemnify any person who is or was an officer or agent of the Association.

SECTION 2: TRAVEL ALLOWANCE. The Board shall maintain a Travel Reimbursement Policy that shall include the requirements for Officers or other individuals to be reimbursed by the Association.

ARTICLE XI: AMENDMENT

SECTION 1: BYLAWS.

- A. Bylaw amendments will be voted on by all voting Members. A simple majority of all Members permitted to vote (i.e., > 50% of all votes possible) is needed to amend the Bylaws.
- B. Proposed amendments to these Bylaws shall be submitted by any Active and Lifetime Member to the Board for inclusion on the agenda of the next Board meeting. Favorable action at the Board meeting shall be the decision to submit the proposed amendment to all voting members by electronic ballot within thirty (30) days of the Board meeting.
- C. Proposed amendments to these Bylaws supported in writing by at least thirty (30) voting Members will be directly submitted for consideration to all voting members by electronic ballot within thirty (30) days of the Secretary receiving the proposal.

- D. The Secretary shall conduct the electronic voting for proposed Bylaw changes. The voting period shall last a minimum of five (5) and a maximum of ten (10) federal working days. The proposed amendment(s) shall be communicated to the Membership at least fifteen (15) days prior to the end of the voting period.

SECTION 2: ARTICLES OF INCORPORATION.

- A. The Articles of Incorporation may be amended by a simple majority of Members permitted to vote, conducted through an electronic ballot.
- B. Changes to the Articles of Incorporation can be proposed by Board action or by at least thirty (30) Members permitted to vote.
- C. The Secretary shall conduct the electronic voting for proposed Articles of Incorporation changes within thirty (30) days of ratification of the proposed changes by the Board or receipt of a validly supported change request. The voting period shall last a minimum of five (5) and a maximum of ten (10) federal working days. The proposed amendment(s) shall be communicated to the Membership at least fifteen (15) days prior to the end of the voting period.

ARTICLE XII: DISSOLUTION

SECTION 1: VOTE. The Association may be dissolved on thirty (30) days' notice by a majority vote of Board Members at a Board meeting.

SECTION 2: EFFECTIVE DATE. Such dissolution shall be effective ninety (90) days after such vote is taken, provided all outstanding obligations of the Association have been satisfied.

SECTION 3: DISTRIBUTION. In case of dissolution of the Association, its assets shall be distributed as provided in the Articles of Incorporation.

ARTICLE XIII: ADOPTION

SECTION 1: TRANSITION. Upon adoption of these Bylaws, the Board will approve a plan for transitioning the structure and roles of the current Board and committees to the new Bylaws.

SECTION 2: ADOPTION. The undersigned Secretary certifies that these Bylaws were adopted by the Association on March 15, 2025, following an electronic Membership vote.

Signed: Heather W. Wilson
AAVI Secretary