Association of Exotic Mammal Veterinarians' Bylaws

Amended: August 3, 2023

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ARTICLE 1.
Name

The corporation shall be known as the Association of Exotic Mammal Veterinarians ("AEMV" or "Association").

ARTICLE 2.
Purposes and Restrictions

The general purposes of the Association are to engage in any lawful act or activity for which voluntary corporations and associations may be organized under New Hampshire law and Section 501(c)(6) of the U.S. Internal Revenue Code as amended. The specific and primary purposes for which the Association is formed include to advance the health and welfare of companion exotic mammals through information dissemination, scientific research, collaboration, and professional development.

All policies and activities of the Association shall be consistent with applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings may inure to the benefit of any private individual, and further bound by the requirements set forth in the Certificate of Incorporation. The purposes of the Association shall be strictly and at all times those set forth in its Certificate of Incorporation.

ARTICLE 3.
Parliamentary Authority

The parliamentary authority for AEMV is **Robert's Rules of Order** in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that AEMV may adopt.

ARTICLE 4.
Records and Property

All records and property, real, personal or mixed, entrusted to or in the hands of any Officer, Director, Representative, Agent, Committee Chair, Appointed Official, Special Advisor, employee or the like, acting for or on behalf of the Association shall be and remain Association property and, upon request by the President or the BOD, shall be surrendered to the President or as requested by the BOD.

The Association is not formed for pecuniary profit or gain, and any money or properties received by the Association shall not be paid to any member or any person during the life of the Association except as compensation for property purchased or services rendered.

ARTICLE 5.
Fiscal Year

The fiscal year of the AEMV shall begin on July 1st and end on June 30th of the following year or as may be determined by the BOD.

ARTICLE 6.
Board of Directors

6.1 Composition

The Board of Directors ("BOD" or "Board") is composed of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, three Directors-at-Large, and the Chairs of Standing Committees. The Executive Director (ED) will participate as an *ex-officio* non-voting member.

6.2 Duties and Powers

1. The BOD has the authority for and is responsible for the supervision, control, and direction of the Association.
2. It shall be the administrative body of the Association and conduct the affairs of the Association in a manner consistent with the bylaws.
3. It shall make an annual report to the Association membership at the annual business meeting taking place at the annual in-person conference and more often as appropriate. The report will also be posted on the association website. If an in-person conference is not held then the report will be sent to the membership electronically.
4. It shall create a Policies and Procedures Manual, to be reviewed and updated as needed to meet the needs of the Association.
5. It shall adopt a strategic plan no less than every three years to determine the immediate and long term needs and goals of the Association.
6. It shall propose bylaws amendments to the membership as needed.
7. It shall adopt an annual budget for the Association.

6.3 Meetings of the BOD

1. Frequency:
    a. It shall meet in-person once a year at the annual association conference or utilize another meeting platform if in-person is not possible;
    b. It shall meet via video conference / teleconference or other meeting platform at a frequency throughout the year as determined by the President and / or majority of the BOD;
    c. A Strategic Planning Summit will be held at a frequency as determined by the Board.
2. Quorum:
    a. An act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present is the act of the board;
    b. A majority of the number of voting members of the board constitutes a quorum for the transaction of business. A vacancy on the board does not change the number of directors

needed to make a quorum-the board needs a majority of the number *authorized* in the bylaws, not a majority of actual members of the BOD;

c. Loss of Quorum: A meeting at which a quorum is initially present may continue to conduct business notwithstanding the withdrawal of directors resulting in a loss of quorum.

3. Special Meetings:

   a. The President or any 25% of the BOD can call for a special meeting with at least seven days' notice.

4. Absentee or proxy voting is not permitted.

6.4 Compensation

Other than the ED, members of the BOD shall not receive any financial compensation in exchange for service to the AEMV. Reimbursement for attendance at required meetings and actual expenses incurred will be provided as stated in the Policies and Procedures Manual.

6.5 Term of Office

Board members who are Association officers serve terms as stated in Article 8. The chairs and co-chairs of all committees are endorsed annually by the BOD and changes are made as needed at that time or in between those times.

6.6 Resignation

Any member of the BOD may resign at any time by providing written notice to the President of the Association. Position(s) will be filled by appointment by the President with the approval of the BOD.

6.7 Removal

Any board member may be suspended or removed for just cause by the BOD, after at least 30 days' notice to such board member. A grievance must be filed and submitted to the President. An **ad hoc** committee will be formed of no more than three members of the BOD not involved in the grievance. The committee will review and determine what action(s), if any, should be taken. Inability to attend an inordinate number of regularly scheduled meetings or the Annual BOD meeting by any Board Member shall constitute grounds for consideration of removal as outlined in the Policies and Procedures manual.

ARTICLE 7.
Officers, Directors-at-Large, and Executive Director

7.1 Officers and Duties

The elected officers of the AEMV are the President, President-Elect, Vice-President, Immediate Past President, Secretary, and Treasurer. These officers will perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the AEMV.

7.1.1 President

1. The term of office is one year with the incumbent President-Elect becoming President at the end of the annual in-person conference.
2. The incumbent President shall become Immediate Past President at the end of their term.
3. Officially represents the Association and performs all other duties that properly fall upon the President.
4. Presides and, with the ED, prepares the agenda of all BOD and general membership meetings.
5. The President shall appoint all standing and *ad hoc* committee chairs, with the approval of the BOD by a formal vote.
6. Serves as an **ex-officio** member of all standing and **ad hoc** committees.
7. Shall perform such other duties as are necessarily incident to the office of President.
8. Shall turn over all records immediately to his / her successor.

7.1.2 President-Elect

1. The term of office is one year with the incumbent Vice President becoming President-Elect at the end of the annual in-person conference.
2. The incumbent President-Elect shall become President at the end of their term.
3. The President-Elect assists the President and will serve as acting President in the event the President is not able to fulfill the duties of that position.
4. Presides at meetings in the absence of, or when requested by, the President.
5. Serves as Chair of the Nominating Committee.
6. Shall perform such other duties as are necessarily incident to the office of President-Elect.
7. Shall turn over all records immediately to his / her successor.

7.1.3 Vice President

1. The term of office is one year with installation being at the annual business meeting of the AEMV and taking office at the close of the annual in-person conference.
2. The incumbent Vice President shall become President-Elect at the end of their term.
3. The Vice President will serve as acting president in the event the President and President-Elect are not able to fulfill the duties of the position.
4. Shall oversee all Committees and meets at least quarterly with the Chairs to monitor committee actions and progress on objectives.
5. Shall perform such other duties as are necessarily incident to the office of Vice President.
6. Shall turn over all records immediately to his / her successor.

7.1.4 Immediate Past President

1. The term of office is one year with the incumbent President becoming Immediate Past President at the close of the annual in-person conference.
2. The Immediate Past President will serve as acting president in the event the President, President-Elect, and Vice President are not able to fulfill the duties of that position.
3. The Immediate Past President shall serve as the Conference Chair occurring during their term of office.
4. Shall perform such other duties as are necessarily incident to the office of Immediate Past President.
5. Shall turn over all records immediately to his / her successor.

7.1.5 Secretary

1. The term of office is three years with installation being at the annual business meeting of the AEMV and taking office at the close of the annual in-person conference in the year they are elected.
2. The same individual may serve up to three consecutive terms, as for second and third terms, if there are no other nominees, the incumbent would still need to be nominated / be willing to serve.
3. The Secretary will be responsible for maintaining complete minutes of all meetings of the BOD.
4. This position shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the BOD.
5. Shall turn over all records immediately to his / her successor.

7.1.6 Treasurer

1. The term of office is three years with installation being at the annual business meeting of the AEMV and taking office at the close of the annual in person conference in the year they are elected. The same individual may serve up to three consecutive terms, as for the second and third terms, if there are no other nominees, the incumbent would still need to be nominated / be willing to serve.
2. The Treasurer is responsible for maintaining the finances and ensuring the financial stability of the association.
3. The Treasurer has a fiduciary obligation to protect the association.
4. The Treasurer is the financial liaison between the management company staff and the association.
5. The Treasurer works with the ED and / or the management company staff to prepare the annual operating budget. This work begins in December and the budget should be finalized in January to present to the BOD for approval.
6. Approve all expenditures / reimbursements.
7. Maintain travel / expense reports current to reflect industry standards.

8. Shall perform such other duties as are necessarily incident to the office of Treasurer.
9. Shall turn over all records immediately to his / her successor.

7.1.7 Director-at-Large

1. The term of office is three years with installation being at the annual business meeting of the AEMV and taking office at the close of the annual in person conference in the year they are elected.
2. There shall be three Directors-at-Large with one Director-at-Large being elected each year. Directors-at-Large may serve an additional three-year term if nominated and elected.
3. Shall perform such other duties as are necessarily incident to the office of Director-at-Large.

7.2 Executive Director

The BOD shall retain an ED for compensation and is charged with assigning a person(s) as the ED of the association. The ED is responsible for implementing and managing all day-to-day activities of the AEMV. The ED shall be authorized to sign all official documents, contracts and other such papers, except as directed otherwise by the BOD. The ED serves as an **ex-officio** member of all AEMV Standing Committees.

7.3 Resignation

Any officer or the ED may resign at any time by providing written notice to the President of the BOD. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. The President shall fill any vacancies occurring between elections by appointment with approval by the BOD.

7.4 Removal

Any officer or ED may be suspended or removed for just cause, after at least 30 days' notice to such officer / ED, and subject to any contract rights. A grievance must be filed and submitted to the BOD. An **ad hoc** committee will be formed of no more than three members of the BOD not involved in the grievance. The committee will review and determine what action(s), if any, should be taken. Inability to carry out the duties of the officer / ED, attend an inordinate number of regularly scheduled board meetings, or the Annual BOD meeting by any Officer / ED and other good cause shall constitute grounds for consideration of removal.

ARTICLE 8.
Nominations and Elections

8.1 Nomination Procedure

A call for nominations for upcoming vacant positions on the BOD must be presented to the membership by the Nominating Committee no less than eight weeks prior to the stated date of the election. Any active member of the association in good standing is eligible to hold office if they meet the qualifications as defined in their membership category.

8.2 Election Date

Elections shall be held prior to the annual AEMV in-person conference, but no later. The President shall set the election date before the end of the first quarter of the calendar year. The Nominating Committee presents a slate of nominees to the BOD no less than four weeks prior to the stated date of the election.

8.3 Voting

1. Ballots are done electronically.
2. Any active member of the association in good standing is eligible to vote as defined in their membership category.
3. A majority vote, where a quorum of at least 5% of AEMV members entitled to vote cast a ballot, will determine the winner.
4. Absentee or proxy voting is not permitted.
5. No more than one vote per person is permitted.
6. If no candidate received a majority or there is a tie vote, then a runoff election between the two candidates receiving the highest vote totals is held immediately with results being known no less than two weeks following the initial election.
7. If more than one seat is open for the same position, the candidates receiving the highest number of votes will be determined as the winners regardless of majority.

ARTICLE 9.
Membership

9.1 Eligibility

1. Membership in the AEMV is limited to veterinarians, veterinary technicians / nurses, veterinary medicine students, and veterinary technician / nurse students as defined in Section 2.
2. An affiliate membership may be offered to an individual or entity who is not otherwise eligible and must be approved by the board.
3. Veterinarians must be legally qualified to practice veterinary medicine in any state, province, territory, or possession of the United States, Canada, or other country, and shall be one of the following:
    a. Graduate~~s~~ of a College of Veterinary Medicine accredited by the American Veterinary Medical Association (AVMA) Council on Education (COE);
    b. Graduate of an accredited international veterinary college;
    c. Graduate of an accredited veterinary college no longer in existence;
    d. Graduates of international, non-accredited schools, must successfully complete an educational equivalency assessment certification program through the AVMA Educational Commission for Foreign Veterinary Graduates (DCFVB) if working in the USA.

4. Veterinary technicians / nurses must have the certification necessary for the practice of veterinary technology in a state, province, territory, or possession of the United States, Canada or other country.
5. Veterinary students must be currently enrolled in an accredited college of veterinary medicine to earn a DVM, VMD, or equivalent degree.
6. Veterinary technician / nurse students must be currently enrolled in an accredited veterinary technology / nursing program.
7. Individuals must demonstrate ethical professional behavior in alignment with the standards set forth in the AEMV Ethics and Code of Conduct Policy.

9.2 Classes and Privileges of Membership

9.2.1 Active

Active members are divided into separate membership types. Active members are current on all dues and in good standing with the association:

1. Veterinarian:
    a. Each active veterinarian shall have all the rights and privileges of membership and is entitled to one vote in all elections and bylaws revisions;
    b. Veterinarian members are allowed to hold officer positions and serve as Committee Chairs.
2. Veterinary Intern, Veterinary Resident:
    a. Each active veterinary intern or veterinary resident member shall have all the rights and privileges of membership and is entitled to one vote in all elections and bylaws revisions;
    b. Veterinary interns and residents are allowed to hold officer positions and serve as Committee Chairs.
3. Veterinary Technician / Nurse:
    a. Each active veterinary technician / nurse shall have all the rights and privileges of membership and is entitled to one vote in all elections and bylaws revisions;
    b. Veterinary Technicians / Veterinary nurses are not allowed to hold an officer position with the exception of Member At Large. They may also serve as Committee Chairs.
4. Veterinary Student:
    a. Each active veterinary student member shall have all the rights and privileges of membership but are not allowed to vote in elections and bylaws revisions;
    b. Veterinary students are not allowed to hold an officer position nor serve as a Committee Chair but may serve as a Committee member;
    c. Veterinary Students do not pay dues

5. Veterinary Technician / Nurse Student:

    a. Each active veterinary technician / veterinary nursing student member shall have all the rights and privileges of membership but are not allowed to vote in elections and bylaws revisions;

    b. Veterinary Technician / Veterinary nursing students are not allowed to hold an officer position nor serve as a Committee Chair but may serve as a Committee member;

    c. Veterinary Technician / Veterinary nursing students do not pay dues.

6. Retired Professional:

    a. Requests for retired status must be submitted to the ED and presented to the Board of Directors (BOD) and will be considered on a case-by-case basis. The BOD will discuss and vote on all requests for retired membership within 60 days of receipt. The BOD reserves the right to revoke retired status if a member's activities change;

    b. Retired members are required to pay retired membership dues;

    c. Each retired veterinarian shall have all the rights and privileges of membership and is entitled to one vote in all elections and bylaws revisions;

    d. Retired veterinarians are allowed to hold an officer position, serve as a Committee Chair, and serve as a Committee member.

7. Developing Country Limited Member (DCLM):

    a. AEMV offers reduced membership rates to veterinarians located in countries where the local purchasing power is significantly different when compared to the US dollar;

    b. Each DCLM veterinarian shall have all the rights and privileges of membership and is entitled to one vote in all elections and bylaws revisions;

    c. DCLM Veterinarian members are allowed to hold officer positions and serve as Committee Chairs.

9.2.2 Honorary

1. A person must be nominated by a minimum of two active members and sent to the ED.
2. A majority vote of the BOD is necessary to confer Honorary status.
3. Each honorary member shall have all the rights and privileges of membership but are not allowed to vote in elections and bylaws revisions.
4. Honorary members are not allowed to hold an officer position nor serve as a Committee Chair but may serve as a Committee member.
5. Honorary members do not pay membership fees.

9.2.3 Affiliate

1. A person or entity must submit their membership application to the ED.
2. A majority vote of the BOD is necessary to confer Affiliate member status.

3. Each Affiliate member shall have all the rights and privileges of membership but are not allowed to vote in elections and bylaws revisions.
4. Affiliate members are not allowed to hold an officer position nor serve as a Committee Chair but may serve as a Committee member.

9.3 Applications

1. Applications for membership shall be made via email, website, postal mail or fax and submitted to the ED on an Association Membership Application.
2. The ED shall review all applications and assess whether they meet membership eligibility requirements, with those requiring a determination by the BOD sent to the BOD for approval with recommendations or input from the ED.

9.4 Dues

1. Membership dues will be determined by the BOD and reported to the members at a regular meeting of the Association, newsletters, and / or social media.
2. Dues shall be paid annually, or as determined by the BOD, upon receipt of notice thereof.
3. Dues are not pro-rated.
4. Failure to pay dues within 30 days shall cause the member to automatically no longer be in good standing and all membership privileges suspended.

9.5 Length of Membership

Each member shall hold membership so long as the member is in good standing or until the member is removed, suspended, expelled, fails to pay dues, or becomes otherwise disqualified.

9.6 Resignation

Any member may resign at any time by providing written notice to the BOD. No resignation shall entitle any member a return of dues paid.

9.7 Removal

All members of the Association shall comply with the bylaws and policies as are adopted by the Association. Failure to do so or for other good cause may result in termination of membership as determined by the BOD. A grievance must be filed and submitted to the BOD. An ad hoc committee will be formed of no more than three members of the BOD not involved in the grievance. The committee will review and determine what action(s), if any, should be taken, up to and including removal from membership.

ARTICLE 10.
Meetings of the Members

10.1 General Membership Meeting

A general membership business meeting shall be held in conjunction with the annual AEMV in-person conference or online as determined by the BOD.

10.2 Special Meetings

The membership and the BOD may organize additional meetings as needed to meet the needs of the membership. A special meeting of the AEMV may be requested by no less than 20 active or retired professional members. This request shall be submitted to the President and the ED.

10.3 Notification

Notices shall be posted for the general membership meeting no less than 30 days prior to the meeting. Notices shall be posted for special meetings no less than 14 days prior to the meeting. Notices shall be sent to members at their address of record with the Association via postal mail or email, and shall also be posted to the AEMV website.

10.4 Eligibility and Voting

All active members of the AEMV are invited to attend and will have voting privileges if voting privileges are granted to their membership type. Each active member with voting rights shall only have one vote.

10.5 Quorum

A quorum for membership meetings of the AEMV shall consist of 5% of those members who are eligible to vote.

ARTICLE 11.
Committees

11.1 Standing Committees

The standing committees of the AEMV are constituted to perform specific functions as it relates to the business of the AEMV and as directed by the BOD. Unless otherwise stated, the chair of each committee is appointed by the President, with approval of the BOD by a formal vote. The Vice President oversees all Standing Committees. If a committee chair is unable to fulfill their responsibilities, a replacement shall be appointed by the President with approval of the BOD by a formal vote.

11.1.1 Nominating Committee

1. The Nominating Committee is composed of the President Elect, who serves as Chair, the Vice-President, and no less than one other active member of the association who is not a member of the BOD or serves as a Committee Chair.

2. The Nominating Committee meets at least once a year with no less than five days' notice to all members and may include electronic, telephone, in-person, and other types of meeting platforms.

3. The term of office is one year for all members.
4. The committee shall review the Call for Nominations form, Letter to Nominees, and Biographical Information Form prior to the call for nominations.
5. The call for nominations must be presented to the membership no less than eight weeks prior to the stated date of the election.
6. Presents a slate of nominees to the BOD no less than four weeks prior to the stated date of the election.
7. The chair works with the ED during the election process.

11.1.2 Conference Committee

1. The Conference Committee is composed of the President, Immediate Past President, who serves as Chair, Hands-On Workshop Coordinator and an Auction Coordinator. The Conference Chair may elect to have a Conference Co-Chair.
2. The committee develops, manages, and supervises all continuing education programs of the AEMV.
3. The Conference Committee meets as needed with no less than five days' notice to all members and may include electronic, telephone, in-person and other types of meeting platforms.
4. The coordinators each serve a term one year term, subject to approval by the BOD. Additional members may be appointed to the committee as needed by the chair of the committee.

11.1.3 Scientific Committee

1. The Scientific Committee is composed of its Chair and other members appointed by the Committee Chair.
2. The chair serves a term of three years and is appointed by the President, with approval of the BOD.
3. The committee develops, manages, and supervises all other scientific activities of the AEMV, including annual and other conference abstract submissions, student case report contest judging, and scientific documents produced by AEMV.
4. The committee shall review the Research Grants call for proposals, the Research Grants Submission Application and Checklist, the Research Grants Evaluation Form, and any other documents as related to research grants on an annual basis before the call for proposals is issued.
5. The Scientific Committee meets as needed to conduct business with no less than five days' notice to all members and may include electronic, telephone, in-person, and other types of meeting platforms.

11.1.4 Marketing and Communications Committee

1. The Marketing and Communications Committee is composed of its Chair, and other members appointed by the Committee Chair.

2. The chair serves a term of three years and is appointed by the President, with approval of the BOD.

3. The committee develops, manages, maintains, and executes all marketing and communications related programs of the AEMV including social media, the association website, newsletters, and merchandising.

4. The Marketing Committee meets as needed to conduct business with no less than five (5) days' notice to all members and may include electronic, telephone, in-person and other types of meeting platforms.

11.1.5 Membership Outreach Committee

1. The Membership Outreach Committee is composed of its Chair and other members appointed by the Committee Chair.

2. The chair serves a term of three years and is appointed by the President, with approval of the BOD.

3. The committee develops, manages, maintains, and executes all membership related programs of the AEMV.

4. The Membership Outreach Committee meets as needed to conduct business with no less than five days' notice to all members and may include electronic, telephone, in-person, and other types of meeting platforms.

11.1.6 International Committee

1. The International Committee is composed of its chair and other members appointed by the Chair.

2. The chair is appointed by the President, with approval of the BOD, and serves a term of one year.

3. The International Committee develops, manages, and supervises international activities and international promotion of AEMV.

4. The International Committee meets as needed to conduct business with no less than five days' notice to all members and may include electronic, telephone, in- person, and other types of meeting platforms.

11.1.7 Welfare, Ethics, and Legislative Committee

1. The Welfare, Ethics, and Legislative ("WEL") Committee is composed of its chair and other members appointed by the Chair.

2. The chair serves a term of one year and is appointed by the President, with approval of the BOD.

3. When requested by the BOD, the WEL Committee provides guidance on any welfare or ethics on questionable behaviors, posts, and comments on the Facebook AEMV members-only forum.

4. Reviews research grants or manuscript submissions when appealed by the Scientific Committee.

5. WEL must stay current with related issues and bring to the attention of the BOD.

6. Composes documents (such as position statements), distributes information as it pertains to the committee for BOD approval to disseminate to the membership.

7. The WEL Committee meets as needed to conduct business with no less than five days' notice to all members and may include electronic, telephone, in- person, and other types of meeting platforms.

11.1.8 Education Committee

1. The Education Committee is composed of its chair and other members appointed by the Chair.
2. The chair serves a term of three years and is appointed by the President, with approval of the BOD.
3. The Education Committee develops evidence-based resources for veterinarians, technicians, students, and pet owners.
4. The Education Committee meets as needed to conduct business with no less than five days' notice to all members and may include electronic, telephone, in- person, and other types of meeting platforms.

11.2 Additional Committees

The BOD may authorize **ad hoc**, special, and additional standing committees or subcommittees by a formal vote. The President will appoint the chair of each additional committee, with approval of the BOD by a formal vote.

ARTICLE 12.
Ethics and Misconduct

The AEMV, including its membership, is committed to the highest ethical and professional standards of conduct in pursuit of its mission and objectives. While the AEMV affirms each person's accountability for individual actions, it also recognizes that the shared mission and the shared enterprise of its membership requires a set of core values and ethical conduct to which each member of the AEMV must be held accountable.

Violation by a member of the AEMV Ethics and Code of Conduct Policy shall be considered unethical conduct. This Code applies to all membership categories in the Association.

12.1

Every member of the AEMV shall abide by the Ethics and Code of Conduct Policy. This policy shall be provided to new members and posted on the website of the Association. The Board may revise the Ethics and Code of Conduct Policy in accordance with this Article as needed. The AEMV Ethics and Code of Conduct Policy governs only conduct performed by an AEMV member.

12.2

Alleged violations of the AEMV Ethics and Code of Conduct Policy should be reported to the President and / or Executive Director who serve as AEMV Ethics Officers. Complaints will be investigated in accordance with the AEMV's policies and procedures, and if a violation of the Ethics and Code of Conduct Policy is found, may result in disciplinary action, including but not limited to a private letter of censure, suspension, or permanent termination of membership, and / or reporting to the relevant authorities. An accused member shall be afforded due process.

ARTICLE 13.
Amendment of Bylaws

13.1

Amendments to the bylaws may be proposed by petition of any ten voting members, or by the BOD.

13.2

The bylaws may be amended by a majority approval of the voting membership, where a quorum of at least 5% of those entitled to vote participates, through regular or electronic mail ballot. Written notice of the proposed changes must be sent to the entire membership no less than 30 days prior to the vote.

ARTICLE 14.
Notices

Wherever notice of any action is required to be given, such notice shall be deemed given if mailed in the US Mail, postage prepaid, addressed to the recipient at the address last known to the Association in its records, or sent via electronic email to the last known email address of each member.

ARTICLE 15.
Dissolution or Merger

Upon the dissolution or merger of the AEMV, and after paying or making provision for payment of all liabilities, the BOD shall dispose of all assets to one or more nonprofit 501(c)(3) or 501 (c)(6) association(s) with similar objectives as the AEMV.

ARTICLE 16.
Conflicts

In the event any section of these bylaws shall conflict with the Articles of Incorporation, then the provisions of the Articles of Incorporation shall govern. In the event any provisions of these bylaws shall conflict with any other provision of these bylaws, then the conflicting provision containing the stricter provision shall govern. In the event any provision of these bylaws shall conflict with the purposes of the Association, then such conflict shall be resolved in favor of the interpretation carrying forth the purposes of the Association. In the event any provisions of these bylaws might disqualify the Association from being an organization described in section 501(c)(6) of the Internal Revenue Code, then such provision shall be null, void and of no force and effect to the extent necessary so that the Association will be an organization described in section 501(c)(6).