



International Veterinary Academy of Pain Management (IVAPM) Bylaws

ARTICLE I

Organization

Section 1: Name of the Organization

The name of this organization shall be the **“International Veterinary Academy of Pain Management (IVAPM)”** (hereinafter referred to as the “Academy”).

Section 2: Incorporation

2.1 The Academy shall be incorporated under the laws governing the state of Texas as a not-for-profit educational organization. The Academy is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

2.2 No substantial part of the activities of the Academy shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the Academy shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Academy shall not carry on any other activities not permitted to be carried on (a) by an organization corresponding section of any future federal income tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3: Dissolution

In the event of dissolution of the Academy, its assets shall be sent to an identified similarly active organization(s) of the Board’s choosing to be used for advancing the understanding and treatment of animal pain at the time of dissolution of the Academy. The assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or the state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. These assets are to be used to foster and encourage education, research and scientific progress in non-human pain management.

ARTICLE II

Purpose

The International Veterinary Academy of Pain Management is a multi-disciplinary organization that seeks to be the leading forum and educational resource, promoting pain management, treatment and prevention in animals, among veterinary professionals.

ARTICLE III

Membership

Section 1: Classes

Membership classes shall consist of two (2) types of members; Active and Honorary. Each member of the Academy shall have the same rights and obligations as all other members subject to the Bylaws.

1.1 Active members: Active members shall be veterinarians, veterinary technicians, veterinary students, as well as other medical industry professionals, including but not limited to physicians, nurses, dentists, physical therapists, pharmacists, and practice managers in addition to healthcare academicians, who are interested in the biology and clinical treatment of animal pain and comply with the requirements for membership dues.

1.2 Honorary members: Honorary membership shall be awarded upon individuals recommended and conferred by the Board of Directors. Honorary members shall have made outstanding contributions to the Academy and shall not be required to pay dues.

Section 2: Dues

2.1 Active members will pay annual dues and the amount will be determined by the Board of Directors. Membership dues of the Academy are on a rolling basis and run from the day a member joins until the same day one (1) year later.

2.2 Notification of dues for the new year are issued two (2) weeks in advance of membership expiration and are payable no later than 30 days following the membership expiration date. A member delinquent in payment of dues will forfeit his/her membership.

ARTICLE IV

Officers

Section 1: Elected Officers

The elected officers of the Academy shall include the President, President-Elect and Treasurer. Additionally, the Immediate Past-President will remain as an officer. Only active members may be elected. Together, the offices for the Executive Committee.

Section 2: Term of Elected Officers

2.1 The President, President-Elect and Immediate Past-President shall serve two years. The President-Elect will become President at the completion of the current President's term.

2.2 The Treasurer term will be four (4) years but may serve consecutive terms if so elected.

2.3 The duties of all elected officers begins immediately following the election of officers and upon concluding the fall Board of Directors meeting, held annually.

Section 3: Vacancies

If the President is unable to complete his/her term, the President-Elect will assume the duties of the President for the duration of the term.



Section 4: Election

4.1 Election of Officers shall take place once yearly or when deemed necessary by the Board of Directors to fill a vacancy, by electronic ballot prior to the annual fall Board of Directors meeting of the Academy.

4.2 The Board of Directors will provide the membership with an approved slate of candidates recommended by the Nominating Committee, who will present a slate of candidates to the Board of Directors prior to balloting. A simple majority of those present and voting shall be necessary to elect.

ARTICLE V

Duties of Officers

The officers described herein shall perform the duties set by these Bylaws and by the governing authority adopted by the Academy.

Section 1: President

The President shall preside over all Board of Director meetings of the Academy and direct the administration and business affairs of the organization according to the organization's Bylaws and Policies. The President shall call for meetings of the Board of Directors, set the meeting agenda, and conduct the business of the meeting in accordance to these Bylaws. The President will also serve as spokesperson for the Academy and perform such other duties applicable to the office as needs arise.

Section 2: President-Elect

The President-Elect shall temporarily perform the duties of the President when the President is unable to be present or perform his/her duties. The President-Elect shall serve on appointed committees by the President and perform additional duties applicable to the position. Should the President be unable to fulfill their obligations, the President-Elect will ascend to President for the remainder of the out-going President's term.

Section 3: Treasurer

The Treasurer shall provide oversight and coordinate all financial affairs of the Academy in conjunction with the appointed IVAPM Management Company. The Treasurer will present a report of the Academy's financial status at all in-person Board of Directors meetings, as well as at times requested by the Board of Directors. The Treasurer will serve as Chairperson of the Finance committee.

Section 4: Immediate Past-President

The Immediate Past-President shall assist the President-Elect in his or her duties or as the President requests, and shall carry out the responsibilities of the President-Elect in his or her absence or disability. The Immediate Past-President will serve as Chairperson of the Nominating Committee for the election of new officers, as well as perform such other duties as the Board of Directors may assign by standing or special resolution.

ARTICLE VI

Board of Directors

Section 1: Board of Directors Composition

1.1 The Board of Directors of the Academy will consist of its elected officers, the Immediate Past-President, up to nine (9) Directors-At-Large, and Ex-Officio members (non-voting) on an invitation basis. Insofar as practical, the Board should target to have representation from the following veterinary categories:

- a. Academia
- b. Anesthesia
- c. Certified Veterinary Pain Practitioner
- d. Exotic Animal
- e. General Practice Veterinary Medicine
- f. Industry
- g. Integrated Medicine
- h. Rehabilitation
- i. Surgery
- j. Veterinary Technician/Nursing

Within reason, the Board will attempt to have global representation.

1.2 The term of office of the Directors-at-Large shall be for four (4) years or until successors have been elected. Consecutive terms of office in the same position on the Board of Directors are prohibited.

1.3 Vacancies in the Board of Directors will be filled by appointment from the Board of Directors, unless the Board of Directors chooses by majority vote to put the vacancy to election by the general membership. Any member appointed to fill a vacancy shall hold the office until the expiration of the term in which the vacancy occurred.

Section 2: Ex-Officio Members (Non-voting)

The Board may choose to have an IVAPM Foundation Ex-Officio representative. The term of the appointment and specific duties will be determined by the Board of Directors.

Section 3: Duties and Responsibilities

The management and control of the business and policies pertaining to the Academy shall be vested in the Board of Directors. These will include, but are not limited to, the following:

- a. Directing the policy and fiscal matters of the Academy;
- b. Providing guidance to committees and members of the Academy;
- c. Ratifying committees and committee members;
- d. Determining the time and place of all meetings;
- e. Facilitating communications regarding elections and/or Board of Directors meeting information relevant to the general membership.

Board of Directors members are expected to participate fully in activities including but not limited to:

- a. Attend monthly teleconference meetings typically 30-45 minutes in length
- b. Attend one to two in-person meetings annually, two days in length usually in conjunction with major veterinary conferences
- c. Respond to emails consistently and in a timely manner
- d. Participate in discussions to create and drive ideas and initiatives



- e. Participate in committee work and other projects as needed
- f. Expect to spend up to four to six hours per month addressing BOD issues as needed aside from the above-mentioned teleconferences.

Section 4: Meetings of the Board of Directors

4.1 The Board of Directors shall meet twice yearly in-person, at a spring and fall Board of Directors meeting, or as needed to conduct the business of the Academy.

4.2 Meetings may be called at any time by the President or must be called by the President following written (electronic) request of no less than two-thirds (2/3) members of the Board of Directors. No less than fourteen (14) days-notice must be given of the time, place and purpose of any physical meeting and shall be addressed to each Board of Directors member, electronically or at his/her residence or place of business. The notification requirement may be waived in emergency circumstances with approval of simple majority of those present and voting of the Board of Directors.

4.3 Board of Directors teleconferences will be held monthly with follow-up electronic communication. No minimum meeting duration is required as long as

- a) All Board of Directors members are notified in advance;
- b) A simple majority of those present and voting approves the meeting if the call to meeting is challenged;
- c) All persons participating in the meeting can hear one another.

4.4 Members with business for the Board of Directors should submit a written request to the President to address with the Board of Directors at the monthly call. It is at the discretion of the President to conduct business via electronic communication if not addressed during a monthly call.

4.5 Approved unabridged minutes of meetings will be maintained by the Executive Director and made available to the Academy members upon written request.

4.6 The current edition of *Robert's Rules of Order Newly Revised* shall be the guide for conducting business meetings.

Section 5: Quorum

Eight (8) voting members of the Board of Directors shall constitute a quorum for the transaction of any business that may come before a meeting of the Board of Directors.

Section 6: Management Company/ Executive Director

6.1 The selected Academy's management company shall identify an Executive Director to manage and perform duties outlined by the President and the Board of Directors and those identified in the contract.

6.2 The Executive Director shall report to the President and Board of Directors in regards to business matters for the Academy.

ARTICLE VII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Academy 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 Academy may adopt.

ARTICLE VIII

Committees

Section 1: Designation of Committees

The Academy shall have the following standing committees: Communication; Certified Veterinary Pain Practitioner (CVPP), which will include sub-committees Credentialing and Examination; Finance (Treasurer); Education/Conference; and Nominating (Past-President). Ad hoc scientific and advisory committees may be designated or dissolved by the President as deemed necessary.

Section 2: Appointment

2.1 Chairperson (Chair) of each Committee will be appointed by the President and the Vice-Chairperson (Vice-Chair) shall be appointed by the Chair. The Chair and Vice-Chair will appoint committee members from the general membership, with review and approval from the Board of Directors. Chairs and Vice-Chairs shall serve a four-year term (the first two years as Vice-Chair and remaining two years as Chair).

2.2 A committee member may be appointed to the same committee for no more than two consecutive terms.

Section 3: Vacancies

If a committee member is unable to fulfill his/her term, a replacement shall be appointed by the President to serve the remainder of the term.

Section 4: Duties and Responsibilities

The standing committees of the Academy are constituted to perform a specific function as relates to the business of the Academy and as so directed by the Board of Directors.

4.1 The standing committees are:

- a) Communications: The Communications Committee shall support the Executive Director by providing direction and content assistance for the dissemination of information related to Academy business and educational goals for dissemination via the electronic newsletter, social media channels, website, member portal, and any other member communications channels as identified.
- b) Certified Veterinary Pain Practitioner (CVPP): The CVPP Committee will consist of the following sub-committees; each subcommittee is comprised of a Chairperson, Vice-Chairperson and three (3) members:
 - a. Certification: In conjunction with the Executive Director, this committee manages CVPP candidates through the entire process, as well as serves as case study reviewers.
 - b. Examination: Working with the testing administration, this committee develops the tests questions and oversees the testing and results process.
- c) Finance: The Finance Committee will be led by the elected Treasurer, who shall serve as Chairperson and work with the Management Company and Executive Director, to manage the Academy's finances. It is at the Treasurer's discretion to add committee members.



- d) Education/Conference: The Education/Conference Committee shall consist of as many members as deemed necessary by the President. This committee is responsible for the coordination of speaker tracks at selected conferences and will work with the Executive Director to ensure on-sight presence/attendance.
- e) Nominating Committee: The Nominating Committee shall be led by the Immediate Past-President, who shall serve as Chairperson. The Committee will consist of outgoing Board of Director's members. The term of office of the Nominating Committee shall expire at the conclusion of the election. The Nominating Committee shall present a slate of officer candidates to the Board of Directors for approval prior to balloting. Recommendations for nominations will be solicited from membership by the Nominating Committee.

4.2 The Chair or another member of each standing and special committee shall be required to present a report of the Committee's activities prior to the Board of Directors in-person meeting(s).

4.3 The Chair of each standing committee will attend Board of Directors meetings as requested by the President.

Section 5: Other Committees

Ad Hoc committees, standing or special, shall be appointed by the President, as the Academy or the Board of Directors shall from time to time deem necessary to carry on the work of the Academy.

ARTICLE IX

Conduct of Business

Section 1: Eligibility to Vote

Active members who are current in their dues are eligible to attend business meetings of the Academy and vote. Honorary members will not have voting privileges.

Section 2: Quorum

A quorum for meetings of the Academy shall consist of those members present at the meeting who are eligible to vote.

Section 3: Ballots

Electronic ballots may be utilized if deemed necessary by the Board of Directors. The electronic ballot must be sent to all members eligible to vote at least 30 days prior to tabulation of the ballot. The date of tabulation shall be clearly noted on the electronic ballot.

ARTICLE X

Amendments

These Bylaws may be amended by two-thirds (2/3) vote of the Board of Directors, provided 30 days' notice of any bylaw changes are submitted to the Board at least 30 days prior to the voting procedure. Following, the membership will have 10 days to vote on accepting the amended Bylaws.