

BYLAWS
OF
VETERINARY MANAGEMENT COUNCIL OF CONNECTICUT, INC.

ARTICLE I

GENERAL

1.1 Name. The name of the Corporation is VETERINARY MANAGEMENT COUNCIL OF CONNECTICUT, INC. (the “Corporation” or “Association”).

1.2 Principal Office. The principal office of the Corporation shall be located at 100 South Shore Drive, East Haven, Connecticut 06512 or such other place as the Board of Directors may from time to time designate for the transaction of corporate business.

ARTICLE II

MEMBERSHIP ADMISSION AND EXPULSION

2.1 Active Member. Active Members shall consist of veterinary personnel who have responsibility for the management of one or more aspects of Connecticut veterinary practice. The Active Member must be current in paying dues. The Active Member may vote. The Active Member may hold an elective office. The Board of Directors shall review a prospective Active Member’s application for membership and vote on the acceptance and approval of the applicant as an Active Member.

2.2 Associate Members. Associate Members shall consist of individuals that are part of a profession that is related to the field of veterinary medicine (i.e. accountants, lawyers, consultants and architects). The Associate Members shall not have a vote and shall not hold an elected office. The Board of Directors shall review a prospective Association Member’s application for membership and vote on the acceptance and approval of the applicant as an Associate Member.

2.3 Dues. The annual dues of the Association shall be determined by the Executive Board. Any increases in dues shall be subject to approval by the Active Members at the annual meeting. Dues are due on January 1st and Active Members and Associate Members will be considered in arrears if dues have not been paid by January 15th. A ten dollar penalty for Active Members and a twenty dollar penalty for Associate Members will be assessed to any payments

received after January 15th.

2.4 Termination of Membership. The Executive Board of the Association will vote to determine if Active Members or Associate Members should be terminated based on the following: Leaving the profession, conduct unbecoming of a member, falsification on the application and conviction of a felony. This list is not all-inclusive.

ARTICLE III

MEETINGS

3.1 Annual Meeting. The Corporation's annual meeting of the Active Members and Associate Members shall be conducted on the second Wednesday of November or such other date as selected by the Board of Directors. In addition to the annual meeting, there shall be three additional meetings of the Active Members and Associate Members conducted each year. The Executive Board shall determine the time, date and place for such meeting. The Board of Directors may also create additional meetings in order to add lectures or to manage Corporation's business.

3.2 Special Meeting. A special meeting of the Active Members and Associate Members may be called at any time by the Executive Board. In addition, a special meeting shall be called at the written request of ten percent (10%) of the Active Members. Notice of a special meeting shall set forth the purpose and subject matter of the meeting.

3.3 Notice. All Active Members and Associate Members shall be notified in writing of the time, place and date of such meeting at least fifteen (15) days in advance of the time of such meeting. Written notification can be in the form of email, fax and mailed documents.

3.4 Quorum, Action. A quorum shall constitute two-thirds of the Active Members in good standing present in person or voting pursuant to Section 3.4. of this Article at any regular or called meeting. The majority vote of the Active Members at a meeting in which a quorum is present shall constitute an action of the Membership.

3.5 Action Electronically. At the discretion of the Board of Directors, votes of the Active Members may be taken via fax, email or other electronic methods as long as two-thirds of the Active Members submit a response or are present at the meeting.

ARTICLE IV

DIRECTORS

4.1 Authority and Number. The business, property and affairs of the Corporation shall be under the care and management of a self-perpetuating Board of Directors. The Corporation shall have not more than fifteen (15) nor less than three (3) Directors. The number of directorships shall be the number fixed by resolution of the Directors, or, in the absence thereof, shall be the number of Directors serving at the close of the preceding annual meeting of the Corporation.

The Board of Directors shall consist of the individual Officers listed in Article VI, Section 6.2 through 6.8, plus two other Active Members that are not serving as an Officer.

The Board of Directors may designate ex-officio Directors of the Corporation. Ex-officio Directors may be designated at any meeting of the Board of Directors, provided written notice of such proposed action shall have been given in the call for such meeting, and shall serve for such term as the Board of Directors shall deem appropriate. Ex-officio Directors shall have no vote and shall not count toward a quorum or in determining the number of Directors. Unless otherwise provided in these Bylaws, all references to "Directors" shall not include ex-officio Directors.

4.2 Terms and Vacancies. Directors shall be classified with respect to the period of time for which they shall serve into two classes, each consisting of approximately one-half of the total number of Directors constituting the Board, so that the term of office of one class of Directors shall expire each year for two successive years at each annual meeting. At annual meetings of the Corporation, Directors shall be elected and shall hold office until the annual meeting next succeeding such Director's election and until his or her successor is elected and qualified.

Any vacancy or vacancies occurring in the Board of Directors may be filled for the unexpired term by the concurring vote of a majority of the remaining Directors in office at any regular meeting, though such remaining Directors are less than a quorum, and though such majority is less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term of his or her predecessor in office.

4.3 Meetings and Notices. Annual meetings of the Corporation shall be held at the principal offices of the Corporation unless otherwise specifically directed by the President. Annual meetings shall be held on such day during the third month after the end of the Corporation's fiscal year, as the Board of Directors shall determine, at such hour as shall be specified in the notice of the meeting, for the purpose of electing Directors and electing officers for the ensuing year, receiving reports from the Executive Director, officers and committees and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be mailed to all Directors at least ten days before the annual meeting.

Regular meetings of the Directors may be held at such times and places as, in the opinion of the President or a majority of the Directors, the interests of the Corporation shall require, reasonable notice having been given thereof.

Special meetings of the Directors shall be held whenever called by the President or by the Secretary upon the written request of at least one-third of the Directors. At least two days' written or oral notice stating the time, place and purpose of special meetings shall be given to each Director. No business other than that stated by the notice of special meeting may be conducted.

A written waiver signed at any time by a Director entitled to notice shall be the equivalent to the giving of notice. The attendance of any Director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him of notice of the meeting.

4.4 Quorum, Action by Board of Directors and Adjournment. A majority of the Directors at the time shall constitute a quorum for the transaction of business; and the act of a numerical majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the presence of or act of a greater number is specifically required by these Bylaws, the Corporation's Certificate of Incorporation, or the Connecticut General Statutes. If a quorum shall not be present at any meeting of Directors, a majority of the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.5 Action Without a Meeting. Any action which may be taken at a meeting of the Directors or a committee of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the Directors or all of the committee members entitled to vote with respect to the subject matter of such meeting, and the number of such Directors or committee members, as the case may be, constitutes a quorum for such action. Such consent shall be filed with the minutes of the Directors' or committee's meetings.

4.6 Meeting By Conference Telephone. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

4.7 Resignations. The resignation of any Director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning Director may specify and the Corporation shall accept.

4.8 Removal of Directors. Any Director may be removed at any time by the majority vote of all Directors at a special meeting of the Directors called expressly for the purpose of considering such removal.

4.9 Compensation. No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine. In addition, Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Creation. The Board of Directors may designate, at any meeting of the Corporation, two or more Directors to constitute standing or ad hoc committees of the Board.

Such Committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and as provided in the resolution or resolutions creating such Committee or Committees. Each Committee shall select from among its number a Chairman. The creation of such Committee or Committees shall not operate to relieve the Board of Directors, any individual Director, or the officers of any responsibility imposed on such persons by law.

5.2 Meetings. Regular meetings of Committees may be held at such time and such place as shall from time to time be determined by such Committees, and special meetings of Committees may be called by any Committee member upon two days' notice to the other members of such Committee, or upon such shorter notice as may be agreed to in writing by each of the other members of such Committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Board of Directors' meetings.

5.3 Vacancies. Vacancies on Committees shall be filled by the President.

5.4 Quorum. A majority of the membership of each Committee shall be necessary to constitute a quorum.

5.5 Manner of Acting. The act of a majority of the members of a Committee present at any meeting at which there is a quorum shall be the act of such Committee.

5.6 Minutes. Each Committee shall keep regular minutes of their proceedings and report the same to the Board of Directors when requested.

5.7 Executive Board. An Executive Board shall be established. The Executive Board Committee shall consist of the Directors that are serving as Officers. The Executive Board shall be the administrative and governing body of the Corporation. It shall have the power to take action on all matters of business affecting the Association. The Executive Board shall be

responsible for management of the Corporation and shall authorize expenditure of all corporate funds. Any expenditure that exceeds \$10,000.00 needs the approval of the Active Members.

ARTICLE VI

OFFICERS

6.1 Offices, Appointment, Term and Vacancies. The officers of the Corporation shall consist of a President, President-Elect, Secretary, Treasurer, Past-President and Membership Chairman. No two offices may be held by the same person.

Officers shall be elected at the annual meeting of the Corporation for a term extending until the next succeeding annual meeting. Each such officer shall hold office for the term for which he or she is elected and until his or her successor has been elected and qualified. Any vacancy or vacancies occurring in any office of the Corporation shall be filled for the unexpired term by the President.

6.2 President. The President shall preside at each meeting of the Directors and shall have such powers and duties as usually pertain to the office of President. In general, the President shall consult with and advise the Executive Director with respect to the achievement of the mission of the Corporation and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors or by law.

6.3 President-Elect. The President-Elect shall perform duties of the President during the President's absence or disabilities. The President-Elect shall automatically become President at the termination of the President's term of office. The term shall be one year. The President-Elect is responsible for co-coordinating Continuing Education events.

6.4 Secretary. It shall be the duty of the Secretary to act as Secretary of and keep the minutes of all meetings of the Board of Directors; to cause to be given notice of all meetings of Directors; to be custodian of the seal of the Corporation and to affix the seal, or cause it to be affixed, to all documents, the execution of which on behalf of the Corporation under its seal, shall have been specifically or generally authorized by the Board of Directors; to have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and to see that the reports, statements and other documents required by law are properly kept or filed; and in general, to perform all the duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President, or specifically required to be performed by him or her, by these Bylaws or by law.

6.5 Treasurer. The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the

Corporation; assume responsibility for all funds and securities of the Corporation; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and perform such other duties as may be assigned to him or her, or specifically required to be performed by him or her, by the Board of Directors or by the President.

6.6 Past-President. The term shall be one year to be served after completion as President. The Past-President will also serve in an advisory capacity to the Executive Board.

6.8 Membership Chairman. The Membership Chairman shall distribute membership applications and organization information to perspective members. The Membership Chairman shall also receive new membership and renewal dues and forward to the treasurer. They will also update the membership list and make it available to all current members. The term will be two years. The Membership Chairman will be elected on the odd calendar years. The Membership Chairman's term shall start at the close of the annual meeting.

6.9 Removal. Any officer of the Corporation may be removed, at any time by resolution adopted by the affirmative vote of a majority of the Directors, but without prejudice to such officer's contract rights, if any.

ARTICLE VII

NOMINATION AND ELECTION

7.1 Nomination and Election. The President shall appoint two Active Members that are not current Directors to serve as the Nomination Committee. The Nomination Committee will present a slate of nominees to be nominated as Officers and Directors to the Board of Directors for approval.

Election of Officers and Directors by the Active Members shall be conducted by mail or email. The Secretary shall mail or email a printed ballot to each Active Member of record at least four (4) weeks prior to the annual meeting. A return deadline shall be printed on the ballot. No ballots will be mailed or emailed for the nominee that runs unopposed. The elected nominee will be announced and assume the described board member and Officer responsibilities at the annual meeting.

The ballots shall be counted by the Nomination Committee prior to the annual meeting. Should any member of the Nomination Committee be unable to attend the count, an Executive Board member shall replace said member. The Nomination Committee shall render judgment on any improperly marked or controversial ballot as to whether it should be counted or declared void. Only those ballots postmarked on or before the designated date shall be counted. All ballots which arrive later than the deadline through the date of counting shall be kept and shall be counted only if there is a tie. If there remains a tie, a majority of the Executive Committee shall decide.

ARTICLE VIII

AMENDMENTS

These Bylaws may be repealed or amended by their affirmative vote of two-thirds (2/3rds) of the Active Members. An Active Member may submit a proposed amendment to the Board of Directors. Within six (6) months of the receipt of a proposed amendment to the Bylaws, the Board of Directors shall mail the proposed amendment to the Active Members with its recommendation. The proposed amendment shall be submitted to a vote of the Active Members at the annual meeting following the mailing of the proposed amendment to the Active Members.

ARTICLE IX

GENERAL PROVISIONS

9.1 Gender. All references in these Bylaws to the masculine gender shall include the feminine and neuter where appropriate.

9.2 Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31, unless otherwise fixed by action of the Board of Directors.

9.3 Checks. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer.

9.4 Indemnification. The Plan shall indemnify directors, officers, employees and agents of the Plan only to the extent provided in and permitted by the Connecticut General Statutes. The Plan shall procure insurance providing greater indemnification and may share the premium cost with any director, officer, employee or agent on such basis as may be agreed upon.

I hereby certify that the foregoing Bylaws were adopted by the Incorporator on this day of _____, 2013.

Kirk A. Fornes, Incorporator