

BYLAWS

International Veterinary Point-of-Care Ultrasound Society

Approved: March 8, 2018

ARTICLE I NAME

Section 1: Name

The name of this organization shall be the International Veterinary Point-of-Care Ultrasound Society (IVPOCUS); hereto after referred to as the "Society."

Section 2: Incorporation

The Society is incorporated under the laws of the State of Texas as a non-profit corporation. The Society 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.

Section 3: Seal and Logo

The Society may adopt a seal. A logo shall contain the words "International Veterinary Point-of-Care Ultrasound Society" or the acronym "IVPOCUS."

ARTICLE II OBJECTIVES

Purpose

The purpose of the Society is to promote the advancement of knowledge and high standards of practice in veterinary point-of-care ultrasound (V-POCUS) throughout the world.

Toward this purpose, the Society will:

1. Associate and affiliate into one organization doctors of veterinary medicine, veterinary technicians, veterinary students, veterinary practice managers, and other individuals engaged in the practice of, or who have special interest in, the field of veterinary point-of-care ultrasound (V-POCUS);
2. Establish and promote uniform standards and guidelines for the practice of V-POCUS;
3. Foster and encourage education, research and scientific progress in V-POCUS;
4. Disseminate information pertinent to V-POCUS to its members, and all interested groups and organizations.

ARTICLE III MEMBERSHIP

Individuals seeking membership in the Society will complete a Membership Application form provided by the Society's administrative office. The application should be sent with dues payment to the President.

Membership Categories are as follows:

Section 1: Active Member

Active Members shall be veterinarians, veterinary technicians, veterinary practice managers, veterinary students, physicians, nurses, scientists and other persons who are interested in the advancement of V-POCUS and who express an interest in the goals of the Society by actively participating in its affairs. Active Members will, however, not have the right to vote.

Section 2: Honorary Member

Honorary members shall be individuals who, in the opinion of the majority of the Board of Directors (BOD), have made outstanding contributions to veterinary and human point-of-care ultrasound. The BOD shall determine the process by which Honorary Members are awarded such distinction. Honorary Members shall not be required to pay dues and will not have the right to vote.

Section 3: Membership Agreement

Acceptance of membership in the Society will constitute an agreement by the member to comply with the Bylaws of the organization, and to recognize the BOD as the sole judges of the right to remain a member. The BOD may, at its sole discretion, take any action it deems appropriate, including but not limited to revoking membership and termination, for any situation in which a member, officer or Board member is involved in a situation or occurrence which subjects such member, officer or Board member to public scandal, disrepute, widespread contempt, public ridicule or which is widely deemed by members of the general public to embarrass, insult or denigrate individuals or groups or that will tend to shock, insult or offend community or public morals or decency or prejudice IVPOCUS in general.

ARTICLE IV DUES

Section 1: Dues required

Active Members will pay annual dues and the amount will be determined by the BOD. Dues will be assessed approximately December 1st of the preceding year and will cover membership through December 31 of the current membership year. A member delinquent in payment of dues by February 15th will forfeit his/her membership, will

not be eligible for member discounts, will be removed from the quarterly mailing list. In such cases, the individual can re-establish membership by completing the current membership form and paying appropriate fees as a new member.

Section 2: Notification

Notification of dues for the new year will be issued to the members by the President and/or Executive Council on or about December 15th and annual membership dues are due by February 15th.

ARTICLE V BOARD OF DIRECTORS

Section 1 The Board of Directors (BOD) shall consist of not less than four (4) or more than eleven (11) members and will be appointed by the President with the approval of the Executive Council. Members of the Executive Council (President, Vice President, Secretary, and Treasurer) shall not be subservient to Board term limitations. Selection of the members of the Board shall be in accordance with Article VIII.

Section 2 The term of serving on the Board of Directors shall be 3-years, staggered so that approximately one-third shall be appointed each year, pursuant to the procedures of Article VIII. Members of the BOD may serve two consecutive terms but then relinquish their position remaining off the board of one year before regaining board eligibility. *Our current President will assign the staggered terms to the existing board members for initiation of the staggered process. The new board members will be divided into thirds with terms ending in 1-year, 2-years, and 3-years divided as equally as possible.

Section 3 All members of the BOD should attend all regular and special meetings of the BOD, with the provision that the members will attend at least one meeting per year in person.

Section 4 The Executive Council of the BOD shall consist of the named officers and the Immediate Past President. The President may invite special guests as considered appropriate to meetings of the Executive Council. The Executive Council shall meet in special meeting called by the President or two-thirds of the other Executive Council members to transact such necessary business that arises and should be resolved or handled before the next scheduled meetings of the BOD. Any action by the Executive Council resulting from such meetings shall be ratified and confirmed by a majority of the Board at the next regular meeting.

- Section 5 The Treasurer shall assure that financial reports are made available to the Board, that anyone entrusted with financial matters of the organization are bonded and insured, and that an annual audit is made by a Certified Public Accountant with the report being submitted at the fiscal year-end meeting. The Treasurer and BOD will make recommendations concerning financial matters of the organization.
- Section 6 The BOD shall meet a minimum of three times per year, unless otherwise determined by the Board, approximately on the following dates of March 1st, June 1st, and September 1st.
- Section 7 All members of the BOD will be required to sign a Confidentiality Agreement specific to IVPOCUS, Inc.
- Section 8 A member of the BOD may be removed for good cause or for failing to attend three meetings within a twelve-month period without having good cause for such absences or without having notified an officer in advance of the absences. Two-thirds of the Board members present at the time a vote is taken must concur in the removal of a member of the Board. Whether good cause existed or not will be a determination of the Board.
- Section 9 IVPOCUS, Inc. promotes the future existence of an Advisory Committee, whose members would assist the organization in an advisory capacity. The Advisory Committee will consist of those individuals chosen by the Board of Directors and will serve at the pleasure of the Board.
- Section 10 The Board of Directors is responsible for the financial planning, oversight, policy, development, and active support of the organization, its objectives, and its operations. The Board is responsible for the general policy and guidance of the organization and will evaluate the Executive Council and/or the President in the effective operation and administration of the organization.

ARTICLE VI QUORUM

At all meetings of the BOD, except meetings of the Executive Council, a majority of the BOD shall constitute a quorum. Unless otherwise specified in these Bylaws, a majority of the members present at the meeting after a quorum is established may pass any measure upon which a vote is taken.

ARTICLE VII
OFFICERS

- Section 1 The officers of the Executive Council of the organization shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President.
- Section 2 All officers shall be selected and terminated by the Chief Executive Officer of IVPOCUS, Inc. subject to ratification by the BOD.
- Section 3 The President shall be Chief Executive Officer and will preside at meetings of the general membership, Board of Directors, and Executive Council. The President shall serve as an ex officio member of all committees except the Nominating Committee. The President will also serve as spokesperson for the Society, call special meetings of the BOD when necessary, and perform all other duties that custom, parliamentary practice and usage may require of the office.
- Section 4 The Vice-President shall preside at meetings in the absence of the President and shall perform such other duties as may be directed by the Board which are commensurate with his/her duties as Vice President. The Vice President shall temporarily perform the duties of the President then the President is unable to be present or perform his/her duties; and replace the office of the President in the case that the President is no longer fit to serve.
- Section 5 The Secretary shall keep the minutes of the meetings of the general membership and those of the BOD, and maintain archival copies of all publications, documents, and other records of the Society. The Secretary shall also maintain order and compliance with existing policies and Bylaws of the corporation. The Secretary will assure that notices of meetings are timely sent to members and shall perform such other duties as may be directed by the Board, which are commensurate with his/her duties as Secretary.
- Section 6 The Treasurer shall oversee the collection of membership dues, keep a correct account of the organization's finances, and with the President and Financial Advisor/Certified Public Accountant shall pay bills and disburse funds. The Treasurer shall present a budget and financial report to the BOD upon request, shall chair the Finance Committee, and shall perform such other duties as may be directed by the Board which are commensurate with his/her duties as Treasurer. No loans may be granted to any of the Executive Council, the BOD or membership.

Section 7 The Immediate Past President shall be the person who last served as President before the incumbent President. The Immediate Past President shall advise the other officers based on his/her experience and shall perform such other duties as may be directed by the Board which are commensurate with his or her duties as the Immediate Past President.

ARTICLE VIII Committees

Section 1 Designation of Committees. The Society may have the following standing committees: Nominating and Symposium, and ad hoc Scientific and Advisory committees, of which any may be designated or dissolved by the President as deemed necessary. All committee members must be IVPOCUS Members in good standing.

Section 2 Appointments for committees. Unless otherwise stated, the chairperson for each committee will be appointed by the Executive Council with the BOD's approval. Committee members will be appointed by the Chairperson in conjunction with the President from the membership with the BOD's approval. A committee member may be appointed to the same committee for not more than two consecutive terms. Unless otherwise stated, the term of office shall be two years. Each Chairperson will report to the Board of Directors as directed by the President.

Section 3 Vacancies on Committees. If a committee member is unable to fulfill his/her term, a replacement shall be appointed by the Chairperson and/or President to fulfill the unexpired term.

Section 4 BOD Nominating Committee. The Nominating Committee shall be chosen by the Executive Council and shall consist of three or more members of the Board, with one position, the chairperson of the Nominating Committee, appointed by the Board President. The Nominating Committee shall analyze the needs of the Board to evaluate and select individuals as candidates for membership on the Board of Directors. By a majority vote, the Nominating Committee may nominate an individual to become a member of the Board of Directors and shall present that nomination at a regular meeting of the Board. Two-thirds of the Board members present will be required to approve the individual as a member of the Board of Directors.

Section 5 Symposium Committee. The Symposium Committee will be responsible for planning and carrying out all aspects of the Symposium. The

President will appoint the Chairperson. Members of the committees may be appointed as needed by the President and the respective Chairperson with BOD approval.

Section 6 Ad Hoc Scientific and Advisory Committee. Ad Hoc Scientific and Advisory Committees may be designated if needed by the BOD. The purpose of Ad Hoc Scientific or Advisory Committees is to assist the Society in activities such as establishing guidelines in specific facets of veterinary point-of-care ultrasound and, when called upon, to assist in planning scientific programs.

ARTICLE IX MEETINGS

Section 1 The General Membership Meeting of IVPOCUS, Inc. shall be held annually each year at the designated location of the Annual Business Meeting of the Society, or as needed to conduct the business of the Society. The order of business of the meeting shall include the following:

- Reading of the Minutes of the previous Annual Business Meeting with corrections and approval;
- Reports of officers;
- Reports of committees;
- New business; and
- Adjournment.

Section 2 Meetings may be called at any time by the President or must be called by the President following a written request of not less than one-half of the members of the Board of Directors, but in no event less than three (3) members. Not less than fourteen (14) days notice of the time, place and purpose of any meeting shall be addressed to each current Board member, at his/her residence or place of business as it shall appear in the official records of the Society. The notification requirement may be waived in emergency circumstances with approval of two-thirds of the Board members. Routine or emergency meetings may be held by teleconference, electronic communication or other means if necessary. Members with business for the Board should contact the President or Executive Director (in writing or via email) with their request to address the Board or submit agenda item(s). Such request shall be made no less than seven (7) days prior to the scheduled meeting. Approved unabridged minutes of meetings will be maintained and made available to the Society members upon written request.

Section 3 Special meetings of the general members may be called by the President with the consent of, or upon written request of, a majority of the members of the Board of Directors. Such special meetings of general members shall be held not earlier than 30 days nor later than 60 days after the President obtains consent as set forth herein. The President shall designate the time and place of said meeting, to be held within Travis County.

ARTICLE X ORGANIZATION AND OPERATION

Section 1 The operational and financially compensated staff of the organization shall consist of an Chief Executive Director, Financial Advisor/Certified Public Accountant, Marketing Director, and Events Coordinator, and those other positions deemed appropriate and necessary by the President.

Section 2 The President shall head the operational staff and will be responsible for the daily operation and administration of the organization.

Section 3 The Board of Directors shall have the responsibility of employment of the President. The President shall have the responsibility for employment of the other employees of the operational and administrative staff, as well as the promotion of their welfare. The President will apprise the Board of changes of personnel in the said staff.

Section 4 To the fullest extent as permitted by law, IVPOCUS, Inc., as a corporate entity, will indemnify any officer, member of the Board of Directors, or employee from any liability for damages to lay persons arising from any act or omission done within the course and scope of IVPOCUS, Inc.'s business, operations, or affairs, and through Officer Insurance and Liability Insurance will assume any such liability or legally financial obligation imposed for such act or omission.

Section 5 Directors and officers of an organization owe a duty of loyalty when making financial decisions for the organization to act on behalf of the interests of the organization and not their own personal financial interests.

- Corporate opportunity — A corporate opportunity refers to any business opportunity that may benefit a corporation. Directors and

officers must not take for themselves any business opportunity that could benefit the corporation.

- Use of inside information — Confidential information cannot be used by a director for personal gain or to the detriment of the corporation or organization or its members.
- Conflicts of interest – Directors may not enter into contracts with the organization without full disclosure and approval, nor should organizations enter into contracts with past directors without disclosing such arrangements in the financial footnotes.

Section 6 Upon termination or dissolution of IVPOCUS, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to IVPOCUS, Inc. The 501(c)(3) organization to receive the assets of IVPOCUS, Inc. shall be selected by a majority vote of the BOD.

ARTICLE XI FISCAL YEAR

The fiscal year of the organization will begin on the first day of January and end on the last day of December of each year.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, added to, and repealed by the affirmative vote of two-thirds of the members of the Board of Directors in a regular or special called meeting after 30 days written notice of the change to be voted on is provided to the Board members.

ARTICLE XIII AUTHORITY

Robert's Rule of Order. Revised, shall be the parliamentary authority for the meetings of the organization and all matters not specifically covered by these Bylaws.

