

**AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN COLLEGE OF VETERINARY INTERNAL MEDICINE**

Effective May 20, 2025

ARTICLE I – NAME

The name of this organization shall be the American College of Veterinary Internal Medicine, hereinafter referred to as “ACVIM” or the “College,” an Illinois not for profit corporation.

ARTICLE II – PURPOSES

The primary objectives of the College are to advance veterinary internal medicine and increase the competence of those who practice in this field as set forth in its Articles of Incorporation.

ARTICLE III – MEMBERS

Section 3.1 Categories of Membership. There shall be one class of voting membership (“*Voting Members*,” or “*Voting Membership*”) and such classes of non-voting members (“*Non-Voting Members*,” or “*Non-Voting Memberships*”) as may be determined by the Board of Regents. Voting and Non-Voting Members shall be collectively called “members.”

Section 3.2 Voting Members. Diplomates who meet the requirements of Section 5.1 and who have paid their Diplomat Fees and Membership Dues under Sections 4.1 and 4.2 shall be the sole class of voting members of the College (“*Voting Members*”) as set forth in the Illinois Not-For-Profit Corporations Act (“*Act*”) and shall have the right to hold office, serve on standing committees, and to vote on such matters as set forth in these Bylaws or as determined by the Board of Regents.

Section 3.3 Non-Voting Members. Emeritus Diplomates, Honorary Members, Diplomates who do not choose to become Voting Members, and other Non-Diplomate members shall be Non-Voting Members under the Act and shall not have the right to hold office or to vote on such matters as set forth in the Bylaws but shall have such rights and privileges as determined by the Board of Regents or as explicitly set forth in these Bylaws. An applicant for membership in the College shall apply for membership as directed by the College. Non-Voting Members include the following classes, and such other classes as the Board of Regents may determine:

(a) Diplomates. Diplomates who do not choose to join ACVIM as Voting Members in order to access additional member benefits.

(b) Emeriti Diplomates. Emeriti Diplomates are Diplomates who have either been Diplomates of ACVIM for at least 25 years or have reached the age 65; and have retired from full-time employment in which ACVIM credentials are a requirement for that Diplomat’s employment, excluding income generation resulting from activities

associated with the fact that the Emeriti Diplomate possesses ACVIM credentials such as part-time consulting, teaching, writing, or continuing education.

(c) Honorary Members. Honorary Members shall be individuals whose contributions to the field of veterinary internal medicine warrant special recognition by the College for a life's work. It is not required that Honorary Members be veterinarians.

Section 3.4 Duration of Membership. Membership in the College (which, for clarification, is separate from Diplomate status) may be terminated by voluntary withdrawal. Membership shall also be automatically terminated for failure to pay annual membership Dues and, if applicable, by the Board of Regents for behavior detrimental to the College, including but not limited to violation of these Bylaws or any College policy or procedure, pursuant to procedures approved by the Board of Regents. All rights, privileges and interests of a member shall cease upon termination of membership.

ARTICLE IV – FEES, DUES, AND FISCAL MATTERS

Section 4.1 Candidate and Diplomate Fees. Candidates for Diplomate status (“*Candidates*”) and Diplomates shall be required to pay such fees (“*Fees*”) as determined by the Board of Regents. The amount of Fees and payment deadlines shall be communicated to Candidates and Diplomates as determined by the College. Failure to pay the applicable Fees may result in the suspension or termination of Diplomate status. Fees are non-refundable.

Section 4.2 Membership Dues. Membership dues (“*Dues*”) shall be defined by the Board of Regents. Dues may vary between categories and classes of membership. The Board of Regents shall establish the timing and method of Dues notification and collection. Dues shall be payable in advance on such dates as specified by the Board of Regents. Dues are non-refundable. A delinquent member who has not paid the applicable Dues by the deadline shall automatically forfeit status as a member in good standing and shall have their membership status terminated as determined by the Board of Regents. A member who is not in good standing for nonpayment of Dues may be reinstated as a member in good standing upon payment of the entire indebtedness and upon meeting any other requirements for membership.

Section 4.3 Waiver of Dues and Fees. Members and Diplomates experiencing significant and substantial financial hardship may apply to the Board of Regents for a partial or total waiver of Dues and/or Fees, which may be approved in the sole discretion of the Board of Regents.

ARTICLE V - DIPLOMATES

Section 5.1 Diplomates. College Diplomates shall:

(a) Have a Doctor of Veterinary Medicine or its equivalent and be legally eligible to practice veterinary medicine in some state, province, territory or possession of the United States, Canada, or other country;

(b) Have demonstrated ethical and professional behavior consistent with the American Veterinary Medical Association's ("AVMA") Principles of Veterinary Medical Ethics ("PVME") and/or the College's Codes of Conduct;

(c) Have fulfilled the College's requirements for board certification;

(d) Have fulfilled their requirements for maintenance of credentials for their specialty group and the College;

(e) Have timely paid the applicable Fees; and

(f) Met such other requirements for Diplomates as determined by the College.

Section 5.2 Suspension or Termination of Diplomate Status. The Certification Council (as described in Section 10.6(f) below) has the authority to suspend or terminate Diplomate status, or to otherwise discipline a Diplomate, if such Diplomate:

(a) Violates the College's Code of Conduct;

(b) Violates the PVME Code of Conduct as determined by the Judiciary Council of the AVMA or comparable body;

(c) Engages in any act or omission that results in the suspension or termination of a professional license, designation, or certification by the applicable governmental licensing body;

(d) Is convicted of a felony or agreement to a plea bargain where such person admits to a felony;

(e) Violates the College's Disciplinary Policies;

(f) Fails to fully follow, complete, or maintain the requirements of board certification or maintenance of certification, including but not limited to the payment of all Diplomate Fees; or

(g) For such other reasons as the Board of Regents may determine in accordance with a written policy made available to Diplomates.

Section 5.3 Impact of Termination or Suspension of Diplomate Status. A person who has had their Diplomate status terminated or suspended for any reason whatsoever shall not refer to themselves as a Diplomate of the College or otherwise hold themselves out as a board certified specialist in veterinary internal medicine or of any specialty of the College in any forum whatsoever. A person who has had their Diplomate status terminated cannot be a mentor for a College residency program and shall lose all privileges of a Diplomate of the College. A suspended Diplomate may temporarily lose such College privileges during the suspension as determined by the Board of Regents, or a committee with delegated powers, in its sole discretion.

Section 5.4 Appeal of Termination or Suspension of Diplomate Status. The Board of Regents shall approve and make public the process for appealing adverse College decisions, including but not limited to the appeal of the suspension or termination of Diplomate status (“*Appeals Procedures*”). Diplomates shall have an opportunity to appeal such adverse decisions pursuant to the Appeals Procedures. All appeals must be in writing and sent to the College as set forth in the Appeals Procedures and should include a brief description summarizing the reason for the appeal and the grounds for the appeal. Diplomates shall be given not less than thirty (30) days’ prior written notice of their suspension or termination and the reasons therefore. Any Diplomate who has been suspended or terminated remains liable to the College for Fees or assessments incurred or commitments made prior to termination or suspension.

Section 5.5 Reinstatement of Diplomate Status. Individuals who have been suspended or terminated as a Diplomate of the College may apply for reinstatement. The requirements for reinstatement may be determined by the Certification Council, Board of Regents, or a committee with delegated powers. The Certification Council, Board of Regents, or a committee with delegated powers has complete authority to decline a request for reinstatement.

ARTICLE VI – MEMBER MEETINGS

Section 6.1 Scientific Meeting. The College may hold an annual scientific meeting called the ACVIM Forum, at a time and place determined by the College.

Section 6.2 Voting Member Meetings. No annual meeting of the Voting Members is required. Voting Member meetings may be convened by the president at an appropriate time and place.

Section 6.3 Notice. All members of the College shall be informed of the time and place of all scientific meetings of the College. Notice of a meeting of the Voting Members stating the date, time, and place of the meeting and, if a special meeting, the designated address by electronic mail or any other form of communication as permitted by the Act (and the method of notice need not be the same as to each Voting Member) not less ten (10) nor more than sixty (60) days prior to such meeting.

Section 6.4 Voting Rights of Voting Members. Voting Members shall have the right to: (i) elect by plurality vote the Members At Large and the president-elect of the College as set forth in Section 7.3 and Section 8.2; (ii) approve amendments to these Bylaws as set forth in Article XII; (iii) approve the merger or consolidation of the College with or in to another organization; (iv) approve the sale of substantially all of the College’s assets; (v) approve the dissolution of the Corporation; and (vi) vote on such other matters as put before the Voting Members by the Board of Regents in its sole discretion.

Section 6.5 Action By Written Ballot. Any action of the Voting Members may be taken by confidential written ballot by mail, e-mail, online voting platform, or any other means permitted by the Act. In order to pass under this Section 6.5, the action must be approved by at least a majority of the Voting Members casting votes, or by such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws. A quorum under this Section shall be 20% of the Voting Members. Voting must remain open for not less than 5 days from the

date the ballot is delivered; provided, however, in the case of a removal of an Elected Regent or Elected Officer, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. The ballot shall: set forth each proposed action; provide an opportunity to vote for or against the proposed action; indicate the number of responses necessary to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of Elected Regents or Elected Officers; specify the time by which the ballot must be received by the corporation in order to be counted; and be accompanied by written information sufficient to permit each person voting to reach an informed decision.

ARTICLE VII – OFFICERS

Section 7.1 Officers. The officers of the College shall be the chair, president, president-elect, immediate past chair, treasurer, and chief executive officer (“CEO”). The immediate past chair, chair, president, president-elect, and treasurer of the College shall be voting members of the Board of Regents. The CEO shall be an *ex officio* non-voting member of the Board of Regents. Whenever the term “*Elected Officer*” is used in these Bylaws, it refers to the chair, president, president-elect, and immediate past chair. Whenever the term “*Appointed Officer*” is used in these Bylaws, it refers to the Treasurer and CEO.

(a) *Chair*. The chair shall be the principal liaison between the Board of Regents and the CEO. The chair shall preside over all meetings of the Board of Regents, convene regularly scheduled Board of Regents meetings, call special Board of Regents meetings as necessary, and prepare the agenda for all Board of Regents meetings. The chair will also perform all other duties customary to that office or as assigned by the Board of Regents.

(b) *President*. The president shall call (with approval from the Board) and preside over all Member Meetings and represent the College to the general public, international veterinary specialty colleges, and the membership. The president will also perform all other duties customary to that office or as assigned by the Board of Regents.

(c) *President-Elect*. The president-elect shall serve as the Board of Regents liaison to certain designated committees and shall perform other duties as designated by the Board of Regents.

(d) *Immediate Past Chair*. The immediate past chair shall serve as the Board of Regents liaison to certain designated committees, be responsible for conducting the annual review of the CEO and presenting such review to the Board of Regents and shall perform other duties as designated by the Board of Regents.

(e) *Treasurer*. The treasurer shall serve as chair of the FIAC (as defined in Section 10.6(c)) and shall perform other duties as designated by the Board of Regents.

(f) *Chief Executive Officer*. The CEO shall, subject to the direction and supervision of the Board of Regents: (i) be the chief executive officer of the College and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) propose, prepare and present to the Board of Regents

specific programs and activities that will further the College' purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Regents; and (iv) perform all other duties incident to the office of CEO (including hiring and terminating employees, independent contractors, and agents of the College) as may be assigned to such office by the Board of Regents.

Section 7.2 Eligibility. Except for the CEO, eligibility to be elected as an officer of the College includes being a Voting Member of ACVIM for at least two (2) consecutive years prior to running for office and having such other qualifications as determined by the Board of Regents.

Section 7.3 Election/Appointment of Officers. The president-elect shall be elected by a plurality vote of the Voting Members as set forth in Section 6.4. The president-elect shall automatically succeed to the office of president at the end of the president-elect's term, or upon a vacancy in the office of president for any reason, and then shall automatically succeed to the office of chair, and then to immediate past chair. The CEO and treasurer shall be appointed by the Board of Regents.

Section 7.4 Officer Terms.

(a) The chair, immediate past chair, president, and president-elect shall each serve a term of one year, commencing on January 1 following their election or at the end of their prior term of office.

(b) The treasurer shall be appointed by the Board of Regents to serve a single four (4) year term and may, in the sole discretion of the Board of Regents, serve for additional terms without limit.

Section 7.5 Removal. Officers may be removed as set forth in Section 8.11 below.

Section 7.6 Vacancies. When vacancies occur in any of the Offices other than president, the Board of Regents shall fill the vacant office for the remainder of the term by appointment of a qualified Voting Member. In the case of a vacancy in the office of president, the president-elect shall automatically succeed to such office. In the case of a vacancy in the office of President-Elect, a special meeting (either in person or by written ballot) of the Voting Members shall be called to fill such vacancy.

ARTICLE VIII - BOARD OF REGENTS

Section 8.1 Authority. The affairs of the College shall be managed by its Board of Regents. The Board of Regents shall have all powers of a Board of Directors as set forth in its Articles of Incorporation, these Bylaws, and the Act. The term "Director" and "Regent" may be used interchangeably in these Bylaws.

Section 8.2 Composition. The voting members of the Board of Regents (the "*Voting Regents*") shall be the chair, immediate past chair, president, president-elect, treasurer, the president of each College specialty group, and two (2) additional Regents elected by the Voting Members pursuant to Section 6.4 above ("*Members At Large*"). The CEO and Certification Liaison are *ex officio* non-voting members of the Board of Regents. The Board of Regents in its

discretion may also invite additional persons to serve as nonvoting participants in Board of Regents meetings.

Section 8.3 Eligibility. Eligibility to serve as a Voting Regent includes being a Voting Member of ACVIM for at least two (2) consecutive years prior to becoming a Voting Regent and having such other qualifications as determined by the Board of Regents.

Section 8.4 Certification Liaison. The Certification Liaison shall be appointed by the Board of Regents and shall serve as liaison to the Certification Appeals Committee.

Section 8.5 Terms. Each specialty president shall serve on the Board of Regents for a single term of three (3) years. The Members At Large shall be elected in sequential years and shall serve for up to two (2) terms of three (3) years each, with each term starting on January 1. The Certification Liaison shall be appointed by the Board of Regents for an initial term of four (4) years and may be appointed to serve one subsequent term.

Section 8.6 Board of Regents Meetings. The Board of Regents shall hold at least two (2) regular meetings per year. The chair may call for additional meetings of the Board of Regents as deemed necessary. Board of Regents meetings may be held by electronic means (including telephone and video conference calls) as permitted by the Act, although in-person Board of Regents meetings shall be preferred.

Section 8.7 Notice of Meeting. Notice of each meeting of the Board of Regents stating the date, time and place of the meeting shall be given to each Regent at such Regent's business or residential address at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, electronic mail, or any other form of communication permitted by the Act (and the method of notice need not be the same as to each Regent). A Regent may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 8.8 Quorum and Voting. At least 75% of the Voting Regents serving the College shall constitute a quorum for meetings of the Board of Regents; but if less than a quorum is present, a majority of those present may adjourn the meeting. The affirmative vote of at least a majority of a quorum shall be the act of the Board of Regents unless a greater number of votes are required by the Act or these Bylaws.

Section 8.9 Voting by Proxy. No Voting Regent or Officer may vote or act by proxy at any meeting of the Board of Regents.

Section 8.10 Board of Regents Action Without Meeting. As required by the Act, any action of the Board of Regents may be taken by written action signed, or consented to by authenticated electronic communication, by the unanimous written consent of all of the Voting Regents. The written action is effective when signed, or consented to by authenticated electronic communication, by all of the Voting Regents, unless a different effective time is provided in the written action. Action taken pursuant to this section may be transmitted or received by mail or by e-mail or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Voting Regent or Officer; (ii) the Voting Regent's or Officer's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand, or

revocation relates. For purpose of this section, communication to the College is not effective until received.

Section 8.11 Removal.

(a) Members At Large/Elected Officers may be removed, with or without cause, by a vote of the Voting Members by written ballot pursuant to Section 6.5, by the affirmative vote of at least two-thirds of the Voting Members where a quorum is present.

(b) Members At Large/Elected Officers may also be removed solely for cause by the affirmative vote of at least two-thirds of the entire Board of Regents at a duly called meeting, excluding the person in question. The notice of a meeting at which a Member At Large/Elected Officer is to be removed must state that one of the purposes of the meeting is to consider removal of such person. Only the persons named in the notice may be removed as such meeting.

(c) Appointed Regents and Officers may be removed, with or without cause, by the Board of Regents at a duly called meeting, excluding the person in question. The notice of a meeting at which an Appointed Regent/Appointed Officer is to be removed must state that one of the purposes of the meeting is to consider removal of such person. Only the persons named in the notice may be removed as such meeting.

Section 8.12 Vacancies. When vacancies occur in the office of an Elected Regent for any reason, the Board of Regents shall fill such vacant office if there is one year or less left in the term. Otherwise, a special meeting (either in person or by written ballot) of the Voting Members shall be called to fill such vacancy.

ARTICLE IX - SPECIALTY GROUPS

Section 9.1 Specialty Groups. The College shall organize, approve, and administer specialty groups representing recognized disciplines of veterinary internal medicine. Each specialty group shall have its own officers and charters, which shall not be in conflict with, and shall comply with, the College's Bylaws or Articles of Incorporation, as they may be amended from time to time. Specialty groups shall be subject to the direction and supervision of the Board of Regents, who shall have the authority to approve all actions of specialty groups.

Section 9.2 Section 2. Steps for Establishment Specialty groups shall be established by the process defined in the policies and procedures manual of the American Board of Veterinary Specialties ("ABVS").

ARTICLE X - COMMITTEES

Section 10.1 Committees. The Board of Regents may designate and appoint one or more standing, *ad hoc*, advisory committees, or task forces (collectively, "*committees*") of the Board of Regents which shall have and exercise the authority of the Board of Regents as granted in the resolution appointing the committee, except that any advisory committees or task forces shall serve in an advisory capacity only. No such committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of any such committee or any

Regent or Officer of the College; or amend, alter or repeal any resolution of the Board of Regents. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Regents, or any individual Regent or Officer, of any responsibility imposed upon such person by law.

Section 10.2 Term of Office. Unless otherwise provided in the resolution of the Board of Regents designating a committee (“*Charter*”), each member of a committee shall continue as such until the next annual meeting of the Board of Regents and until the member’s successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section 10.3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10.4 Quorum. Unless otherwise provided in the Charter, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10.5 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, its Charter, any rules adopted by the Board of Regents, or the Act.

Section 10.6 Standing Committees. The College shall have the following standing committees of the Board of Regents, and other standing committees as the Board of Regents may create by resolution. Unless otherwise set forth in this Section 10.6 or these Bylaws, the president-elect shall appoint the members of the College’s standing committees, to serve on such standing committees during the president-elect’s term as president. All members of Standing Committees of the Board of Regent shall be Voting Members of ACVIM.

(a) *Executive Committee*. The Executive Committee shall be composed of the chair, immediate past chair, president, president-elect, treasurer and one specialty president. The certification liaison shall serve as *ex-officio* non-voting member of the Executive Committee. The specialty president shall be chosen by the plurality vote of the current specialty presidents by confidential written ballot. The specialty term shall be one year and may be renewed. The Executive Committee shall be empowered to take actions on behalf of the entire Board of Regents in circumstances where the Board of Regents is unable to meet. Actions of the Executive Committee must be reported to the entire Board of Regents at its next scheduled meeting.

(b) *Governance Committee*. The Governance Committee shall consist of one Voting Members from each specialty group and the immediate past chair of the Board of Regents. The Governance Committee shall be responsible for such matters as set forth in its committee charter as approved by the Board of Regents, including but not limited to providing oversight regarding ACVIM governance; overseeing and reviewing the nominations and elections systems; developing and regularly reviewing policies for compliance with applicable law and governance best practices; and identifying future

board members and preparing a slate for elected positions of the most qualified and diverse leaders with the necessary skills to serve the organization.

(c) *Finance, Investment, and Audit Committee (“FIAC”).* The FIAC committee shall be chaired by the treasurer, and include the president, CEO, President-elect, and four additional members appointed by the president-elect in consultation with the treasurer. Three members of the FIAC must be Voting Members and at least one member must be a non-Diplomate from the finance/business community.

(d) *Forum Program Committee.* The forum program committee shall be responsible for working with the ACVIM Staff to plan and organize the annual College scientific meeting (the ACVIM Forum).

(e) *Specialty Medicine Awareness Committee.* The specialty medicine awareness committee will directly support the ongoing development, expansion, and content curation for VetSpecialists.com, and will provide input on other areas of opportunity to create awareness of the value of specialty veterinary medicine.

(f) *Certification Council.* The Certification Council (“Council”) shall independently govern the certification programs of ACVIM. The Council shall have such authority, composition, and rules as set forth in its chartering resolution, including the election of certain members of the Council by Diplomates. The Council is solely responsible for all decisions relevant to the core aspects of the ACVIM certification programs as well as the oversight of committees and task forces related to certification, including but not limited to the Maintenance of Credentials Committee, the Credentials Committee, and the various examination committees and task forces. The Council also has the authority to discipline Candidates and Diplomates for certification and maintenance of certification matters, academic misconduct, and such other matters as set forth in its chartering resolution.

(g) *Appeals Committee.* There shall be an appeals committee composed of at least one Voting Member from each specialty group assembled on an as-needed basis. The appeals committee is responsible for addressing appeals related to residency training programs, membership, or other acts taken by the Board of Regents. The Board of Regents shall hear appeals of decisions made by the Council.

(h) *Specialty Residency Training Committee.* Each specialty group shall maintain a standing committee responsible for establishing standards for residency programs. This committee shall evaluate proposed residency training programs and accredit those programs that meet the required standards or the certification manual. The president of each specialty group shall serve as an *ex-officio* non-voting member to advise the committee on policy and procedure as requested.

ARTICLE XI - INDEMNIFICATION

Section 11.1 Indemnification. Every Regent, Officer, committee member, and employee of the College shall be indemnified by the College against all expenses and liabilities, including legal counsel fees, reasonably incurred or imposed upon them in connection with any

proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Regent, Officer, committee member, or employee of the College, or any settlement thereof, whether the person is a Regent, Officer, committee member, or employee at the time such expenses are incurred, except in such cases wherein the Regent, Officer, committee member, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Regent, Officer, committee member, or employee may be entitled.

Section 11.2 Insurance. The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a Regent, Officer, committee member, employee, or agent of the corporation or of another corporation, partnership, joint venture, trust, or other enterprise for which such person served as such at the request of the College against any liability asserted against such person and incurred by such person in any such capacity or arising out of that status, whether or not the College would have the power to indemnify that person against such liability under the provisions herein.

ARTICLE XII - AMENDMENT

Section 12.1 Amendments. The Board of Regents may amend these Bylaws at any time to add, change, or delete a provision; provided, however, that the Voting Members shall have the right to approve any such addition, change or deletion that impact the rights or obligations of the Voting Members and that these Bylaws may only be amended in a manner which would not disqualify the College under § 501(c)(6) of the Internal Revenue Code (“Code”).

Section 12.2 Proposed Amendments. Proposed amendments to these Bylaws may be generated by the Board of Regents, the Governance Committee, or upon petition of at least 20% of all Voting Members. Proposed amendments submitted by the Governance Committee or Voting Members must be received by the Board of Regents at least thirty (30) days before a scheduled meeting of the Board of Regents. An explanation of the proposed changes must be submitted with the amendment. No proposed amendments may violate the Act, the Code, or other applicable law. A change in the Bylaws mandated by the policies and procedures of the ABVS or by a change in the law shall be generated and approved solely by the Board of Regents.

Section 12.3 Notification of Bylaws Proposals. Proposed amendments that require approval by the Voting Members shall be provided to the Voting Members with an explanation of the proposed changes at least thirty (30) days prior to the opening of voting by the Voting Members under Section 6.5 of these Bylaws. Proposed amendments submitted by Voting Members may be distributed to the Voting Members with or without a recommendation from the Board of Regents.

Section 12.4 Votes Required. For amendments that do not require the approval of Voting Members, the affirmative vote of at least 60% of the entire Board of Regents shall be required to approve the amendment. For any amendments submitted to the Voting Members for approval, at least 20% of all of the Voting Members must return ballots for there to be a quorum and at least 60% of the ballots returned must approve the proposed amendments.

Section 12.5 Amendment of Other Governing Documents. Proposed amendments of the certification manual shall be solicited from committee chairs and Voting Members and submitted to the Board of Regents for approval.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The twelfth edition of *Robert's Rules of Order Newly Revised* shall govern the College in all cases to which it is applicable and in which it is not inconsistent with these Bylaws, the Act, or any special rules of order the Board of Regents may adopt. When a new edition of the parliamentary authority is published, the Board of Regents may determine to update the edition reference and, if so, Voting Members shall be notified promptly after the change is made.

ARTICLE XIV – MISCELLANEOUS

Section 14.1 Terminology Guidelines. The Board of Regents may approve terminology and College intellectual property (i.e., logos, trademarks, service marks, etc.) guidelines for their appropriate and correct usage by Diplomates. Failure to abide by such terminology guidelines may be cause for suspension or termination of Diplomat status and other disciplinary action.

Section 14.2 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Illinois.

Section 14.3 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.