

## **BY-LAWS**

### **ALABAMA VECTOR MANAGEMENT SOCIETY, INCORPORATED**

#### **ARTICLE I**

The name of the Society shall be the Alabama Vector Management Society.

#### **ARTICLE II**

The principal place of business shall be located at 209 Extension Hall, Auburn University, Auburn, Alabama 36849.

##### ***Amendment: Article II***

The principal place of business shall be located at Mobile County Health Department, Vector Control Program, 750 Congress Street, Mobile, AL 36603.

##### ***Amendment: Article II***

The principal place of business shall be located at P.O. Box 2974, Gulf Shores, AL 36547.

##### ***Amendment: Article II***

The principal place of business shall be located at Montgomery County Health Department, 3060 Mobile Hwy, Montgomery, AL 36108.

#### **ARTICLE III**

The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501( c ) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), including, without limiting the generality of the foregoing, the following specific purposes:

- A. To assist in promoting the management of public health pest and arthropod vectors of disease agents
- B. To provide for the educational and scientific advancement of members
- C. To encourage scientific research in vector management and public health pests
- D. To promote an exchange of information among members
- E. To extend and develop public awareness and interest in this discipline.

#### **ARTICLE IV**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501( c ) (3) of the Internal Revenue Code of 1986 ( or the corresponding provisions of any future United States Internal Revenue law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

##### **Section A.**

All memberships shall be subject to the approval of the Board of Directors. There shall be the following classes of membership:

- a. Full member: Any person who is interested in the advancement of the Society and its goals.
  
- b. Student member: Any full-time (degree-seeking) student. Applications must be accompanied by the signature of a faculty advisor.
  
- c. Retired member: Any member who has held ten (10) or more years prior to membership upon retirement from professional duties. Application should include dates of initial membership and of retirement from active service.
  
- d. Sustaining member: Includes institutions, organizations, corporations, companies, and other commercial entities interested in the advancement of the Society and its goals. A sustaining member shall have one (1) vote cast by a duly authorized delegate.

e. Honorary member: Before being considered for honorary membership, a person must meet the following criteria:

1. One must have contributed significantly to the field of vector control, management or ecology during one's career.
2. One must have been a voting member of the Society for no less than five (5) years.
3. One must have actively promoted the Society and its affairs during membership
4. One through three may be waived to a deserving person who is not a member of the Society.

Honorary members shall hold in perpetuity all rights of active membership. Nominations shall be submitted to the Membership Committee in the form of a petition signed by no less than ten (10) active members or may originate with the Membership Committee. Nominees will be evaluated by the Membership Committee to ascertain that they meet the criteria for eligibility as an honorary member. Eligible nominees will be presented by the Membership Committee to the Board of Directors. If the Board accepts the nominee, a biographical sketch of the nominee is presented to the Society at the next meeting. A vote shall be taken of voting members present. A majority of votes will be needed to grant Honorary status.

f. A charter member shall be defined as anyone who becomes a member of the Society during the annual meeting of 1990

## **ARTICLE V**

### **OFFICERS**

#### **Section A.**

Officers of the Society shall be: President, President-Elect, Secretary-Treasurer, and Editor.

#### ***Amendment: Article V***

#### **Section A.**

Officers of the Society shall be: President, President-Elect, Secretary, Treasurer, and Editor.

#### **Section B.**

The President shall preside at all membership and Board meeting, shall, in consultation with the Board, appoint all committee chairs, and perform all duties incidental to the officer. The President shall, in collaboration with the Secretary and Treasurer, submit an annual report of the Society's activities to be presented at the annual meeting and all Board meetings; the President shall be authorized to sign checks on the Society's account.

#### **Section C.**

The President-Elect shall perform the duties of the President when the later is absent, shall chair the Program Committee and perform other duties as may be assigned by the President or Board, and shall succeed the President.

#### **Section D.**

The Secretary-Treasurer shall be custodian of all dues and funds of the Society shall maintain membership records and serve on the Membership Committee. The Secretary-Treasurer is authorized to pay all bills of the Society, and at the annual meeting shall give a true and complete report of the financial status of the Society. The Secretary-Treasurer shall, before assuming office, be required to make and execute a good and sufficient surety bond in the amount of not less than five thousand dollars (\$5,000) conditioned on the faithful performance of the duties of his office. The expense of the bond shall be borne by the Society. The Secretary-Treasurer shall deposit all receipts in a bank designated by the Board, and shall be authorized to sign checks on the Society's account. The Secretary- Treasurer shall keep minutes

of all meetings, and shall mail out all documents directed by the Board as well as perform other duties usually associated with his office.

***Amendment: Article V Officers Section D – Replacement***

The Treasurer shall be custodian of all dues and funds of the Society shall maintain membership records and serve on the Membership Committee. The Treasurer is authorized to pay all bills of the Society, and at the annual meeting shall give a true and complete report of the financial status of the Society. The Treasurer shall, before assuming office, be required to make and execute a good and sufficient surety bond in the amount of not less than five thousand dollars (\$5,000) conditioned on the faithful performance of the duties of his office. The expense of the bond shall be borne by the Society. The Treasurer shall deposit all receipts in a bank designated by the Board, and shall be authorized to sign checks on the Society's account.

***Amendment: Article V Officers Section D – Addition***

The Treasurer shall file with the Internal Revenue Service accurate and timely tax documents by May 15th annually. Further, the Treasurer shall save tax documents and confirmation of submission of said activity with AVMS business records.

The Secretary shall keep minutes of all meetings, and shall mail out all documents directed by the Board as well as perform other duties usually associated with his office.

**Section E.**

The Editor shall prepare the official publications of the Society.

**Section F.**

The President and President-Elect serve for one (1) year in those capacities and may not succeed themselves. The secretary-Treasurer, elected annually, may serve up to three (3) consecutive years. The Editor, elected annually, may serve for three (3) consecutive years. Directors, with the exception of the immediate Past-President, are elected to a two (2) year term of office, and may be elected for a consecutive term, but then must relinquish said office of Director for a like period of time equal to their term of office. The immediate Past-President shall serve a one (1) year term on the Board of Directors, as chairman of the Nominating Committee, and may not succeed himself in that capacity. Officers and Directors elected at any annual meeting shall begin their duties at the close of said meeting.

***Amendment: Article V Section F***

The three year term limit of the position of Secretary-Treasurer has been removed. The Secretary-Treasurer may serve an unlimited term.

***Amendment: Article V Section F – replace first amendment to Section F***

The position of Secretary-Treasurer has been split into two positions. The Secretary, elected annually, may serve for three (3) consecutive years. The Treasurer, elected annually, may serve for three (3) consecutive years.

**Section G.**

All nominees for Society Officers and Directors must be active members of the Society.

**Section H.**

The Society Officers and Directors shall be nominated by the Nominating Committee which shall be chaired by the immediate Past-President. Officers and Directors of the Society shall be elected by majority vote of the voting members present at the annual meeting of the Society and shall serve until the close of the annual meeting of the Society marking the end of the term of the elected office.

***Amendment: Article V Section I***

**Section I.**

An Industry Liaison will be appointed by the President to serve a one year term. The Industry Liaison is a non-voting member of the AVMS Board of Officers and Directors and will aid in establishing and maintaining a close interrelationship between the Society and Industry.

**ARTICLE VI**

**BOARD OF DIRECTORS**

**Section A.**

The Board of Directors shall consist of the Society Officers and immediate Past-President and four (4) directors-at-large serving staggered terms of two (2) years each with (2) directors elected annually.

**Section B.**

The President of the Society shall be the Chairman of the Board of Directors.

**Section C.**

The Board of Directors shall meet upon the call of the President or upon written request to the Secretary-Treasurer by three or more members of the Board. At least fifteen (15) days prior to notice in writing shall be given to all members of the Board as to any meeting. The time and place of the meeting shall be designated by the President. A majority of the Board members shall constitute a quorum for the transaction of business. An action of the Board shall be upon the vote of the majority of its members present. The Board shall meet immediately before the annual meeting of the Society and immediately after the annual meeting. Additional meetings will be called as necessary.

**Section D.**

The Board of Directors shall manage the affairs of the Society and shall have the power to: (1) fill any vacancies between annual meetings among the officers of the Society including the membership of the Board; (2) prescribe the duties of the officers of the Society not otherwise prescribed in the By-laws of the Society; (3) provide rules and regulations for the conduct of the affairs of the Society as are consistent with the provisions of the By-laws; (4) accept or reject applications for membership in the Society. The Board shall have full power of the Society in all matters demanding action between meetings. The Board shall submit at the next succeeding meeting of the Society a report of all actions taken by them under authority of this section.

**ARTICLE VII****QUORUM**

A quorum for any meeting of the Society shall consist of not less than fifteen (15) voting members, or ten (10) percent of the membership, whichever is smaller and at least two (2) of whom shall be officers of the Society.

**ARTICLE VIII****MOTIONS AND RESOLUTIONS**

All motions and resolutions presented at any annual meeting of the Society involving matters of policy, administration, or business shall be referred to the Board who shall consider the same and report its recommendations back to the Society; however, should the matter require immediate action by the Society, such matter may be considered immediately by consent of three-fourths of the active members present and voting.

**ARTICLE IX****Section A.**

There shall be an annual meeting of the Society for the election of officers, the presentation and discussion of pertinent information on Public Health pests and related subjects and such other business as may be properly brought before it. Such annual meetings shall be held at such time and place as the Board may decide. At least thirty (30) days prior notice shall be given in writing to all members as to time and place of the annual meeting.

**Section B.**

Special meetings of the Society may be held whenever the Board deems such meetings necessary or whenever a quorum of active members shall make a written request thereof presented to the Secretary. Such request shall be placed with the Board which shall designate a time and place for such special meetings. The Secretary shall give written notice of all special meetings of the Society to all members at least fifteen (15) days prior to the date of such special meetings.

**ARTICLE X****FISCAL YEAR**

The fiscal year for the Society shall be the calendar year January through December.

**ARTICLE XI****DUES**

Membership dues shall be payable in advance and should be paid no later than the close of the annual meeting. Annual dues shall be as follows:

Full Members \$10.00 Student Members \$5.00

Retired Members \$5.00 Sustaining Members \$50.00  
Honorary Members None

## **ARTICLE XII**

### **COMMITTEES**

Standing committees shall be recommended by the President and approved by the Board to serve during that term of office as follows:

1. **MEMBERSHIP:** This committee shall consist of not less than three (3) members, one of whom shall be the Secretary, who shall promote membership in the Society.
2. **EDITORIAL:** This committee shall consist of not less than three members who shall assist the Editor in generating and distributing news worthy and educational items of the Society.
3. **PROGRAM:** This committee shall consist of: (1) the members of the Board, chaired by the President-Elect, and (2) a representative from each, the Alabama State Department of Public Health and Auburn Cooperative Extension Service who as one of their areas of responsibility are assigned to duties of public health pest control or arthropod vector management. The committee's duty shall be to provide programs for each annual meeting.
4. **NOMINATING:** This committee shall consist of not less than three (3) members, one of whom is the immediate Past-President, who will chair the committee and recommend to the Society candidates for election to the several offices. The nominating committee shall inform the Society membership of the slate of nominees for office at least 30 days prior to the annual business meeting.
5. **SPECIAL:** Such other committees as from time to time may be necessary shall be appointed by the Board.
6. **INTERNAL AUDIT:** This committee shall consist of at least (2) members who shall audit all books and fiscal documents of the Society annually, prior to the annual meeting.

## **ARTICLE XIII**

### **RULES OF ORDER**

Business sessions of the Society shall be conducted in accordance with ROBERT'S RULES OF ORDER.

## **ARTICLE XIV**

### **PUBLICATIONS**

All publications of the Society shall be issued under the direction of the Editor and shall become the property of the Society.

## **ARTICLE XV**

### **AMENDMENTS**

These By-laws may be amended by three-fourths vote of the quorum at the annual meeting, provided the notice of the proposed amendment has been given in writing to the Secretary-Treasurer and transmitted by him to active members thirty (30) days before such meeting.

## **ARTICLE XVI**

### **DISSOLUTION**

This Society shall be perpetually existent; however, in the event this Society should be dissolved, its assets shall be donated to a non-profit organization sharing the Society's goals and objectives. This action will be taken at the last Board of Directors meeting.

### ***Amendment: Dissolution replace first paragraph***

### **DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), or shall be distributed to the federal, state, or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

**THE ABOVE BY-LAWS OF THE ALABAMA VECTOR MANAGEMENT SOCIETY ARE ADOPTED THIS DAY:  
April 10, 1990.**

**Approved Amendments**

**Amendment: Article V Section F approved March 21, 2001.**

The three year term limit of the position of Secretary-Treasurer has been removed. The Secretary-Treasurer may serve an unlimited term.

**Amendment: Article V Section I approved March 15, 2005.**

An Industry Liaison will be appointed by the President to serve a one year term. The Industry Liaison is a non-voting member of the AVMS Board of Officers and Directors and will aid in establishing and maintaining a close interrelationship between the Society and Industry.

**Amendment: Article III approved January 26, 2007.**

The principal place of business shall be located at Mobile County Health Department, Vector Control Program, 750 Congress Street, Mobile, AL 36603

**Amendment: Article III approved May 13, 2007.**

The principal place of business shall be located at P.O. Box 2974, Gulf Shores, AL 36547.

**Amendment: Article V Section A. The position of Secretary-Treasurer has been split into two positions. Approved March 26, 2008**

Section A.

Officers of the Society shall be: President, President-Elect, Secretary, Treasurer, and Editor.

**Amendment: Article V Officers Section D. The position of Secretary-Treasurer has been split into two positions. Replace duties with Treasurer or Secretary. Approved March 26, 2008.**

Section D

The Treasurer shall be custodian of all dues and funds of the Society shall maintain membership records and serve on the Membership Committee. The Treasurer is authorized to pay all bills of the Society, and at the annual meeting shall give a true and complete report of the financial status of the Society. The Treasurer shall, before assuming office, be required to make and execute a good and sufficient surety bond in the amount of not less than five thousand dollars (\$5,000) conditioned on the faithful performance of the duties of his office. The expense of the bond shall be borne by the Society. The Treasurer shall deposit all receipts in a bank designated by the Board, and shall be authorized to sign checks on the Society's account. The Secretary shall keep minutes of all meetings, and shall mail out all documents directed by the Board as well as perform other duties usually associated with his office.

**Amendment: Article V Section F. The position of Secretary-Treasurer has been split into two positions. Approved March 26, 2008**

The Secretary, elected annually, may serve for three (3) consecutive years. The Treasurer, elected annually, may serve for three (3) consecutive years.

**Amendment: Article III. Add paragraph one to article. Approved March 26, 2008**

The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501( c ) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), including, without limiting the generality of the foregoing, the following specific purposes:

**Amendment: Article IV. Add paragraph one and two to article. Approved March 26, 2008**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501( c ) (3) of the Internal Revenue Code of 1986 ( or the corresponding provisions of any future United States Internal Revenue law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

**Amendment: Article II. Approved March 13, 2012.**

The principal place of business shall be located at Montgomery County Health Department, 3060 Mobile Hwy, Montgomery, AL 36108.

Amendment: Article V Officers Section D – add to Section D. Approved March 13, 2012.

The Treasurer shall file with the Internal Revenue Service accurate and timely tax documents by May

15th annually. Further, the Treasure shall save tax documents and confirmation of submission of said activity with AVMS business records.

**Statement of Adoption**

In the manner prescribed by the Alabama Nonprofit Corporation Act, the preceding amendments to the Articles of Incorporation were adopted through the execution of a Unanimous Written Consent to Action by all members of the Corporation entitled to vote with respect thereto.