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MEMORANDUM

To: AAVSB Member Boards
From: AAVSB Bylaws and Resolution Committee
Date: May 19, 2011
Subject: Recommendations on Proposed Bylaws Amendments

The following includes the recommendations from the AAVSB Bylaws Committee and the Board of Directors on the proposed Bylaws amendments for this year. These five amendments will be voted on individually by your appointed Delegate at the 2011 AAVSB Annual Meeting in New Orleans on September 17th. Enclosed is a copy of the Bylaws with the proposed amendments shown in red.

Proposed Amendment #1

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| <i>Location in Bylaws:</i> | Article VII. Board of Directors and Officers. Section 1. Composition |
| <i>Proposed By:</i> | California Veterinary Medical Board |
| <i>Proposed Amendment:</i> | The amendment proposes the designation of a Public Member to the Board of Directors. |
| <i>Bylaws Committee Thoughts:</i> | The current Bylaws require that the composition of the Board of Directors include 6 Licensed Veterinarians and provides flexibility for the remaining 2 positions, e.g. Public Member, Licensed Veterinary Technician, Board Administrator/Executive. The Bylaws Committee feels that the current Bylaws provide the necessary flexibility to ensure equitable representation and balance for the Board of Directors. Under this amendment, if there are no nominations for a Public Member, the position would remain open which could hinder the performance of the organization considering the small Board. Also, all AAVSB Member Boards have an equal vote but not all Member Boards have Public Members on their Boards, so the Bylaws Committee feels it would not be representative to mandate a Public Member. |
| <i>Recommendation from the Bylaws Committee:</i> | <i>The Bylaws Committee does not support the proposed amendment.</i> |
| <i>Recommendation from the Board of Directors:</i> | <i>The Board of Directors does not support the proposed amendment.</i> |

Proposed Amendment #2

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| <i>Location in Bylaws:</i> | Article VII. Board of Directors and Officers. Section 1. Composition |
| <i>Proposed By:</i> | California Veterinary Medical Board |
| <i>Proposed Amendment:</i> | The amendment proposes the designation of a Public Member and a Licensed Veterinary Technician to the Board of Directors. |
| <i>Bylaws Committee Thoughts:</i> | The current Bylaws require that the composition of the Board of Directors include 6 Licensed Veterinarians and provides flexibility for the remaining 2 positions, e.g. Public Member, Licensed Veterinary Technician, Board Administrator/Executive. The Bylaws Committee feels that the current Bylaws provide the necessary flexibility to ensure equitable representation |

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| | and balance for the Board of Directors. Because most Board Administrators/Executives are not licensees or could not be Public Members according to the AAVSB definitions, this scenario would provide very limited opportunity for most Board Administrators/Executives to serve. Under this amendment, if there are no nominations for a Public Member or a License Veterinary Technician, the position would remain open which could hinder the performance of the organization considering the small Board. Also, all AAVSB Member Boards have an equal vote but not all Member Boards have Public Members or Licensed Veterinary Technicians on their Boards, so the Bylaws Committee feels it would not be representative to mandate a Public Member or a Licensed Veterinary Technician. |
| <i>Recommendation from the Bylaws Committee:</i> | <i>The Bylaws Committee does not support the proposed amendment.</i> |
| <i>Recommendation from the Board of Directors:</i> | <i>The Board of Directors does not support the proposed amendment.</i> |

Proposed Amendment #3

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| <i>Location in Bylaws:</i> | Article IX. Representatives to the National Board of Veterinary Medical Examiners. Section 4. Qualifications |
| <i>Proposed By:</i> | AAVSB Board of Directors |
| <i>Proposed Amendment:</i> | The amendment proposes adding "Associate Member" to the list of possible qualifications for representatives to the NBVME including the Public Member representative. |
| <i>Bylaws Committee Thoughts:</i> | The list of qualifications should include an Associate Member in order to obtain a larger pool of experienced nominees. |
| <i>Recommendation from the Bylaws Committee:</i> | <i>The Bylaws Committee supports the proposed amendment.</i> |
| <i>Recommendation from the Board of Directors:</i> | <i>The Board of Directors supports the proposed amendment.</i> |

Proposed Amendment #4

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| <i>Location in Bylaws:</i> | Article X. Committees. Section 1. Nominating Committee |
| <i>Proposed By:</i> | AAVSB Board of Directors |
| <i>Proposed Amendment:</i> | The amendment proposes changes to the qualifications for the Nominating Committee to include an "Associate Member." |
| <i>Bylaws Committee Thoughts:</i> | The Nominating Committee remains an essential task of the governance of AAVSB. Adding Associate Members to the list of potential qualified Nominating Committee candidates would allow for selection from a larger pool of potential qualified nominees. |
| <i>Recommendation from the Bylaws Committee:</i> | <i>The Bylaws Committee supports the proposed amendment.</i> |
| <i>Recommendation from the Board of Directors:</i> | <i>The Board of Directors supports the proposed amendment.</i> |

Proposed Amendment #5

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| <i>Location in Bylaws:</i> | Article X. Committees. Section 1. Nominating Committee |
| <i>Proposed By:</i> | AAVSB Bylaws and Resolution Committee |
| <i>Proposed Amendment:</i> | The amendment proposes changing the terms of the elected members from one to two years and staggering the elected positions. |
| <i>Bylaws Committee Thoughts:</i> | Increasing the terms of the elected members to the Nominating Committee allows these individuals to gain further knowledge about the Association which the Bylaws Committee feels is beneficial for the nomination process. Staggering the terms of the elected positions to the Nominating Committee allows for continuity of the knowledge of the Committee and the nomination process. |
| <i>Recommendation from the Bylaws Committee:</i> | <i>The Bylaws Committee supports the proposed amendment.</i> |
| <i>Recommendation from the Board of Directors:</i> | <i>The Board of Directors supports the proposed amendment.</i> |