



BYLAWS OF EQUINE DENTAL PROVIDERS OF AMERICA

Article I – Name and Location

Section 1.1 – Name

Pursuant to its Articles of Incorporation under the laws of the State of Texas, the name of this Corporation shall be the “Equine Dental Providers of America,” and it shall be a non-profit corporation.

Section 1.2 – Location

The Corporation shall continuously maintain, in the state of Texas, an office and registered agent in a location to be determined by the elected officers of the organization; however, the office shall be initially located at 4386 Gaskamp Road, Washington, and Texas 77880.

Article II – Members

Section 2.1 –Membership

Membership shall be open to all persons who agree to the purpose of the Equine Dental Providers of America (EDPA) and who abide by its rules and regulations and who apply for membership. Members of the Corporation shall be admitted, retained, reprimanded, fined, suspended or expelled in accordance with such rules and regulations as the membership may, from time to time adopt. Membership in the EDPA is a privilege, not a right, and all applications shall promptly be referred to the Board of Directors or their designee for the class of membership applied for and applicant will promptly be notified of action taken. Application shall be made on completed forms and include payment of a membership fee as may be prescribed from time to time at the Annual Meeting.

Section 2.2 – Classes of Membership

The Corporation shall have the following classes of members:

a) Certified Annual Members

The Certification Committee will approve Certified Equine Dental Provider Members. Certified members, in good standing have the privilege to vote. Certified members must maintain their Equine Dental Provider certification by meeting the requirements of the State of Texas Veterinary Medical Examiners Board for Dental Providers. Certified members may serve on EDPA Committees.

1. Member Certification Provision

The EDPA will recognize previous equine dental provider certifications without need for the member to retest for EDPA certification if and only if the EDPA member fills out the membership certification application and is an IAET or IAED Certified EDP and current on continuing education requirements on or before July 1, 2013.

b) Non-Certified Associate Members

If a member has not been certified said member will be recognized as an Associate Member. Associate Members, in good standing have the privilege to vote. Associate members may apply at any time for Certified Member status by filing the application for EDPA Member Certification including sending proof of Equine Dental Provider certification to the Certification Committee. Associate members may serve on EDPA Committees.

c) Honorary Members, as regulated by the Board of Directors

Honorary members are those who are interested in the purpose of the EDPA but who are not Equine Dental Providers at the time of application for membership. Honorary Members are permitted to serve on EDPA Committees.

d) Non – Transferable

Membership shall not be transferable.

Section 2.3 –Membership Dues

The Executive Directors shall set the amount of annual dues for Members of the Corporation. Dues are to be paid to the Executive Treasurer by a member on an annual basis with the renewal due date to occur exactly one year from the date of the original application payment. If not renewed or failure to pay for annual membership dues by renewal date, the member shall be automatically dropped from the membership and member will lose all voting privileges. Membership may be restored with the payment of annual due.

Membership dues shall be payable to the Corporation as specified herein. The Executive Treasurer is authorized to accept any donation, gift or bequest of any individual or organization on behalf of the Corporation. All funds shall be handled as stated herein.

Section 2.4 – Termination of Membership

Any member of the Corporation may be expelled by a majority vote of the Executive Board or a majority vote of the Corporation at any regularly called meeting, pursuant to part (d) of this section for: (1) dishonest conduct as it relates to providing equine dental provider services; (2) failure to abide by the rules and regulations of the Corporation, as established by the Executive Board and/or (3) any other conduct derogatory to the best interests of the Corporation, provided that such member shall have any additional relief provided in the Articles of Incorporation referring to expulsion. In connection with any proposed expulsion of a member, the procedure shall be as follows:

- (a) An investigation of the member in question, by the Executive Board appointed EDPA Grievance Committee.
- (b) The passing of a motion by a majority of the Executive Board specifying the charges against the member involved determined by the above investigation.
- (c) The mailing or delivery, within ten (10) days, by the Executive Boards of a copy of such motion to the member involved.
- (d) Notwithstanding the provisions of this Section, a member may receive disciplinary action, including but not limited to a suspension of membership privileges for a period of time pursuant to the rules and regulations of the Corporation.
- (e) A member shall have the right to a full hearing before the Executive Board and Grievance Committee before the vote is taken by the Executive Board.

Section 2.5 – Resignation

Any member may resign by filing a written resignation with the Executive Board, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 2.6 – Reinstatement

Upon written request signed by a former member and filed with the Executive Board, the Executive Board may by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Executive Board may deem appropriate.

Section 2.7- Member Liability

No member shall be personally liable for debts, liabilities or obligations of the Corporation, except as provided by law. Any suit that is to be brought against the Equine Dental Providers of America must do so in the State of Texas.

Article III – Corporate Power

Section 3.1- Division of Power

The corporate powers of the Equine Dental Providers of America shall be those provided by the law and the Articles of Incorporation and shall be administered as provided by this Article.

Section 3.2- Powers of the Members

Exclusive Powers: The Regular members at any Annual Meeting or Special Meeting provided for in Article IV, Section 2 hereof, shall have exclusive powers to amend the Bylaws; amend the Articles of Incorporation; and dissolve the Corporation.

Section 3.3- Powers of the Executive Board

a) Enumeration

The Executive Board shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to law, the Articles of Incorporation or these Bylaws, as they may deem expedient and necessary concerning the conduct, management and activities of the Corporation, including but not limited to the setting and collection of dues and fees (membership and credentialing fees), the expenditures of money, the auditing of books and records, the approval of memberships, certification, continuing education and social functions as well as other details relating to the general purposes of the Corporation. All of the foregoing are subject to revision or amendment by a majority of the Registered Certified and Associate Members in good standing present and voting at the Annual Meeting or any special meeting of the members; provided that written notice of any intention to revise or amend said rule(s) has been published in the official correspondence of the EDPA and on the official website of the EDPA at least 45 days in advance of that meeting.

b) Committees

The Executive Board shall have the power to create and empower all committees both standing and special from time to time, and to appoint their members at the Annual Membership Meeting. All Committees both standing and special will be subordinate to the Executive Board.

c) Executive Secretary

The Executive Board shall have the power to employ or appoint a salaried or non-salaried staff head who shall have the title Executive Secretary. The Executive Secretary shall perform such duties as are assigned to him/her by the President and Executive Board.

d) Executive Treasurer

The Executive Board shall have the power to employ or appoint a salaried or non-salaried staff head who shall have the title Executive Treasurer. The Executive Treasurer shall perform such duties as are assigned to him/her by the President and Executive Board.

e) Hearing Board Chairman

The Executive Board shall have the power to appoint a Hearing Board Director to serve as the presiding officer in all hearings conducted by any of the appointed Committees.

Section 3.4- Powers of Officers

The Officers of the Association shall have those powers delegated to them by these Bylaws and such additional powers as may be delegated by the Annual Meeting or by the Board of Directors.

Section 3.5- Indemnity

The Directors, Officers and employees of the Equine Dental Providers of America shall be indemnified and insured in accordance with Article 1396-2.22A of the Texas Non Profit Corporation Act.

No Director of the EDPA shall be liable to the EDPA or its members' monetary damages for an act or omission in such director's capacity as a director of the EDPA, except that this Article shall not eliminate or limit the liability of a director of the EDPA for: A. A breach of such director's duty of loyalty to the EDPA or its members; B. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; C. A transaction from which a

director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office: or D. An act or omission for which the liability of a director is expressly provided for by statute.

Any repeal or amendment of the Article by the members of the EDPA shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the EDPA existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Texas Miscellaneous Corporation Laws Act is amended after approval by the members of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the EDPA shall be eliminated or limited to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

Section 3.5- Surety Bonds

The Executive Secretary, Controller and the Executive Treasurer and all other Officers or employees of the Corporation who may handle funds of the Corporation shall give a surety bond to be furnished at the expense of the Corporation for the faithful discharge of his or her duties, if so required by the Executive Board.

Article IV - Meetings of Members

Section 4.1 – Annual Meeting

Regular meetings of the Corporation shall be held on an annual basis; these meetings shall be held for the purpose of:

- (1) Election of officers and directors.
- (2) Presentation and discussion of proposed amendments to the Bylaws.
- (3) Presentation of officer and committee reports.
- (4) All old and new business.

The time and location of the next year's Annual Meeting will be determined by the Executive Board at Annual Meeting.

Section 4.2 – Special Meetings

a.) Notice

Special meetings may be called by an acting President at any time he or she deems necessary. The Secretary shall issue such a call by notification of all members by regular mail or e-mail at least thirty (30) days in advance of the planned meeting. The notification will specify the time, date, place and purpose of said special meeting.

The acting President may also, at any time, call a special meeting of the Executive Board, as he or she deems necessary. The Secretary shall then issue such a call by notification of the Executive Board by regular mail or email at least fifteen (15) days in advance of the planned meeting. The notification will specify the time, date, place and purpose of said special meeting.

b) Business

Only items specified in the notice of the special meeting can be transacted at such meetings.

Section 4.3 – Attendance

All members in good standing of the EDPA whether Certified, Associate or Honorary shall be entitled to attend any Annual or Special Meeting of the Corporation and shall have floor privileges.

Section 4.4 – Voting

a) Certified and Associate Members

All new Certified and Associate Members who have attained the age of twenty-one (21) years as of thirty (30) days preceding such meeting and who have been approved EDPA members for at least thirty (30) days are entitled to vote on any matter before the Annual Meeting or any special meeting. Whenever in these bylaws the term member or members shall be used unless otherwise specified, it shall mean a member(s) in good standing having the right to vote.

b) Quorum

At any meeting of the members of the Corporation a quorum to do business shall consist of the majority of the largest number of Certified and Associate members in good standing that have registered at such meeting. Those members present at any meeting shall constitute a quorum except for the purpose of changing the Bylaws, for which purpose there shall be present at least one-third of the registered voting members of the Corporation to constitute a quorum.

c) Proxies

Voting by proxy shall not be permitted.

e) Special Measures

An affirmative vote of two thirds of the registered Certified and Associate Members present and voting at any Annual or special meeting shall be required to: Amend a Bylaw; Amend the Articles of Incorporation; or dissolve the Corporation. Proposals to amend a Bylaw must follow the procedures contained in Article 10.1. Proposals to amend the Articles of Incorporation, or dissolve the corporation may be proposed at an Annual Meeting and voted upon at the next Annual Meeting. Proposals to amend the Articles of Incorporation or dissolve the corporation may be made by a petition signed by at least five (5) percent of the voting members as of the ninety (90) days preceding the meeting or by a majority of the Board of Directors, and notice of such proposals shall be published in the official correspondence of the EDPA and the Official website of the EDPA at least sixty (60) days prior to the next Annual Meeting or special meeting. Requirement for due notice of intent to amend the Articles of Incorporation or dissolve the corporation shall thus be deemed satisfied and at the next Annual Meeting or special meeting may proceed to take final action.

f) Ordinary Measure

A majority of the votes cast shall be necessary for the election of an Officer or for the adoption of any other measure.

g) Presiding Officer

The presiding Officer of the Annual or special meeting shall not vote except in the case of a tie, or in situations either to create or break a tie, the presiding Officer may exercise his/her right as a voting member to vote or not to vote.

Section 4.5 – Record Date

In order to be eligible to vote on any issue or action of the membership or unless otherwise provided for in the Articles of Incorporation or Bylaws, a Member must be a Certified or Associate Member in good standing and have made his or her application for membership at least sixty (60) days prior to the date of their casting of their vote or ballot, or in connection with the election of Directors, the member must have made his or her application for membership at least sixty (60) days prior to the date on which the Corporation or its designee mails ballots to members for the purpose of election of Directors.

Article V- Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all meetings and cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, and any special rules of order the Corporation may adopt.

Article VI – Directors**Section 6.1- Enumeration****a) Number of Directors**

At time of conception of the Corporation, there is not a need for regional Directors, only an Executive Board. In this case, the Executive Board will be elected by the membership to conduct business and communicate with the membership. At which time the Corporation has reached over two hundred (200) Certified and Associate members, the Regional Directors will be implemented. A region with more than fifty (50) up to one hundred (100) members shall have one (1) Director; a region with over 100 (100) members will have two (2) Directors.

b) Responsibility of Board

The Board of Directors shall manage the affairs and assets of the Corporation. No employee of the Corporation shall ever be denied access to any member of the Board of Directors.

c) Proportional Representation

There shall be four (5) Regions as defined in this subsection and the number of Directors, elected from each of those Regions shall be equitably proportioned to the number of Certified and Associate Members in such region, provided that at least one (1) Director shall be elected from each region after the total membership reaches above 200 members (Article VI,1 (a)).

- 1.) Region 1- All States in the Eastern Time Zone**
- 2.) Region 2- All States in the Central Time Zone**
- 3.) Region 3- All States in the Mountain Time Zone**
- 4.) Region 4- All States in the Pacific Time Zone**
- 5) Region 5- International Members**

d) Modification of Board

The number of Directors for each region shall be equitably proportioned to the highest number of Members listed the preceding year (July 31-July 31) membership roll of such region as outlined in Article VI,1 (a).When the number of Directors is to be increased or decreased, such changes shall be made at the next scheduled election for those regions.

Section 6.2- Qualifications

a) Prerequisite

Each person prior to being nominated for Director shall be a qualified Certified Member of the EDPA and shall reside in the region which he/she is nominated. Each Director shall at all times during his/her term in office be a qualified Certified Member and shall reside in the region which he or she represents. The Director will have no conflict of interest with the EDPA.

b) Condition of Office

Any Director who does not attend a minimum of fifty (50) percent of the regular and special Board of Directors meetings (including conference calls) from Annual Meeting to Annual Meeting, misses 3 consecutive meetings or a Director who fails to maintain their membership in good standing shall be subject to removal from office by a majority of the Executive Board.

Section 6.3- Terms

a) Duration of Term

Directors shall be elected to office for a term of two (2) years, or until their successors are elected and qualified to take office immediately after the next Annual Meeting.

b) Limitation of Terms

No person shall serve more than six (6) consecutive years as a director. Service for any part of a year shall be considered service for that year. No director, currently in office, may be re-elected to the same office more than once. Upon Serving two (2) consecutive full or partial terms, or six (6) years whichever is the lesser, a person is ineligible to be a director for three (3) years thereafter. The immediate Past President, if he is not otherwise a director, may serve one additional year only.

c) Exception

If there are insufficient candidates to fill available Board positions from a given region, current directors may run for additional terms by making written request to the EDPA office, postmarked no more than seven (7) business days after the close of nominations, and be included on the ballot for re-election regardless of the number of terms served.

d) Schedule of Elections

The schedule of Elections is to be determined by the Executive Board once the membership is above 200 members. Section VI, 1 (a)

Section 6.4- Regional Elections

a) Nominations

The Certified and Associate Members of each region shall submit the names of those they wish to nominate for a Director to the President or to his designee on a form and by date requested. The appropriate Nomination Form will be published and available on the EDPA website and available by mail.

b) Balloting

The President will then cause written ballots to be mailed and /or e-mailed to the Members of each region, which ballot shall contain the names of the nominees of their region and the date by which the ballot must be received by the Association or its designee in order to be counted. Write in votes shall be allowed.

c) Counting Procedure

The nominee in each region receiving the highest number of votes cast in the region shall be elected. If a region has more than one directorship open in any election, the nominee receiving the next highest number of votes shall be elected and so on until all directorships are filled. If a tie occurs between two or more nominees where only one directorship is available, a run off shall be held and the nominee receiving the most votes cast shall be elected.

d) Recall

To recall a Director elected from a region, a petition signed by twenty (20) percent of the voting members residing in that region, shall be addressed to the President who shall cause a secret ballot to be mailed to each voting member residing in that region. The incumbent Director shall be notified upon receipt of the petition and shall be notified of the result of the ballot.

Section 6.5- Vacancies

A vacancy created for any regional Director because of death, resignation, removal, disqualification or other wise may be filled by a majority vote of the Executive Board for the unexpired portion of term.

Section 6.6- Meetings

a.) Annual Board Meetings

The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the members. No notice shall be required for such meeting. The Board of Directors may provide for other regular meetings at stated times and places.

b.) Special Meetings

Special Meetings of the Board of Directors shall be held whenever called at the direction of the President or by a majority of the members of the Board of Directors.

c) Telephone Conference Meetings

The Board of Directors may conduct any meeting, other than the Annual Board Meeting, by telephone.

d) Notice

Notice of each meeting of the Board of Directors, other than the regular Annual Board Meeting, shall be given by mail, telephone or other verifiable means to each Director at least three days before the meeting.

e) Quorum

At any meeting of the Board of Directors, for which notice has been given, the presence of a majority of Directors then in office shall constitute a quorum to transact business.

f) Proxy

Voting by proxy shall not be permitted

g) Report of Meetings

A written report of each Board of Directors meeting which at least shall contain all actions taken by the Board and how each Director voted on each issue, including the votes cast by the President or Chairman. This report shall be published or available on the EDPA website for all members within 60 days. Any current EDPA member may receive a written copy of this report by contacting the EDPA Office.

h) Open Meetings

Meeting of the Board of Directors shall be open to all persons wishing to attend. The Board may close its meeting on matters relating to personnel and pending legal or disciplinary matters except to a member bringing such matters before the Board as provided herein or any members the subject of such matters.

Article VII- Executive Board

Section 7.1 – Enumeration

The Executive Board shall consist of the President, the Vice President, the Secretary, the Treasurer and either the immediate Past President or Director at Large. In the event that the Immediate past President is elected to the Executive Committee, one Director-At-Large will be elected from the existing Board of Directors. The Director-At-large qualifications, term, election and vacancy in office shall be the same as for Officers as per Article VIII, Section 2, (a) and (b). All officers shall serve until a successor has been duly elected.

Section 7.2- Duties

The duties of the Executive Board shall be to act for the Board on matters requiring resolution between Board meetings, personnel matters and on disciplinary matters as provided in the General Rules and Regulations and other duties as directed by the Board.

- a) The Executive Board shall meet whenever called by direction of the President or three (3) members of the Executive Board acting jointly. The Executive Secretary or designee shall give three (3) days written notice of said meeting, but such notice may be waived by any member. Absentee or vote by proxy is not allowed in any meeting of the Executive Board.
- b) The Executive Board may act (without conversing in meeting) by written resolution signed by all the members thereof and duly entered in the Corporations records. At all meetings of the Executive Board, four (4) members shall constitute a quorum.
- c) All actions of the Executive Board shall be reported to the Board of Directors within fourteen (14) days of such action. The report can be either written or verbal.

Article VIII- Officers

Section 8.1 – Enumeration

The Officers of the EDPA shall consist of the President, the Vice President, the Secretary, the Treasurer and either the immediate Past President or Director at Large (when dictated by circumstance described in Article VII, Section 1) selected in accordance with this Article.

Section 8.2- Qualifications

a) Prerequisite

Each Officer shall at all times during his/her term in office be a Certified Member in good standing or a qualified Regional Director in good standing. It is understood that any and all officers shall serve without conflict of interest to the EDPA.

b) Restriction of Office

Officers shall be elected by the total voting members or from those Regional Directors whose term has not expired and who have served at least one year as Director on the Board. No officer or member of the Executive Board may serve more than three (3) consecutive terms (“years” changed to “terms”- Amended October 2017 Annual Membership Meeting) in the same office nor on the Executive Committee for more than six (6) consecutive years. After a year’s break, the Director can run for the same office or the Executive Board again.

c) Treasurer

Due to the nature of the duties of the Treasurer, if no individual of suitable qualifications is willing to serve, the membership shall elect a Treasurer from the General Membership. If a vacancy in the office of Treasurer occurs and there is no suitable replacement on the Board, the Executive Board shall have the authority to appoint a Treasurer from the general membership. If Treasurer is selected in this manner, he/she will not have voting rights as a director.

Section 8.3- Terms

Officers shall be elected to office for a term of one (1) year or until their successors are elected and qualified, to take office immediately after the Annual Meeting.

Section 8.4- Elections

By two months prior to the Annual Meeting each year, any eligible Certified Member or Regional Director (once the voting membership reaches 200 and including those to be seated) who wish to run for an office should submit a standardized resume or Curriculum Vitae to the EDPA office. Such information will be placed on the EDPA website and a copy in each member's Annual Meeting packet. Additionally, candidates may be nominated from the floor but will be required to present biography (printed at their own time and expense) at the meeting. All candidates should be prepared to answer questions from the floor regarding their qualifications. The officers will be elected by a majority of the votes cast at the Annual Meeting. Of the members, by ballot, provided however, that in the event but one person is nominated for an office the election may be by voice vote. In the event there are three (3) or more candidates for any office, and no candidate receives a majority of the votes cast, the nominee receiving the lowest number of votes shall be dropped from each ballot and there shall be run offs until one nominee receives a majority of the votes cast.

Section 8.5- Vacancies

Any vacancy occurring between the Annual Meetings shall be filled by the Executive Board. Should a vacancy occur in the office of President, then the Vice President shall automatically become President for the unexpired term so that the vacancy then to be filled would be the office of the Vice President.

Section 8.6- Duties of General

These Officers shall perform the duties prescribed by these Bylaws, and by parliamentary authority adopted by the Corporation, and any special rule of the voting members of the Board of Directors.

Section 8.7- Duties of the President

- a) The President shall be the Chief Executive Officer of the Corporation.
- b) Subject to the direction and control of the Board of Directors, the President shall preside at all meetings of the Corporation and shall have overall supervision, direction and control of the business and affairs of the Corporation and shall perform all duties incidental to the office of the President and such other duties as may be assigned to him or her by the Board of Directors.
- c) He or She shall, with the assistance of the Secretary, present to each meeting of the Corporation an agenda of the matters to come before said meeting. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors.
- d) The President shall be an ex-officio member of all committees. The President will not chair any committees other than the Executive Board.

Section 8.8- Duties of the Vice President

The Vice President shall assist the President and shall perform such duties and have such other powers as shall be assigned to him or her by the President or Board of Directors. Further, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President is also required to be a signature on all expenditures of money and contracts pertaining to the EDPA.

Section 8.9 – Secretary

- a) The Secretary shall be the custodian of all books, papers, documents and other written record of the proceedings of the Corporation meetings and closed sessions of the Executive Board.
- b) He or she shall keep a true record of the proceedings of the Corporation and do and perform all acts usually pertaining to the office of the Secretary and as the Corporation may describe.
- c) The Secretary will work with the President to prepare all agendas

d) The Secretary is next in line behind the President and Vice President to at any meeting, call the meeting to order and preside until the election of a chairman protem, which should take place immediately

Section 8.10– Treasurer

a) The Treasurer shall be the custodian of all books, documents, funds and other property relating to the financial aspects of the Corporation.

b) He or she shall perform the usual duties of the Office of the Treasurer including, but not limited to: the collection of membership dues, maintenance of accounts and disbursement of the Corporation's money, except for current expenses.

c) The Treasurer is responsible to report to the Executive Board and Board of Directors and at the Annual Meeting an itemized statement of and report of the year and interim periods when requested by the Board of Directors. This includes a profit/loss statement and balance sheet kept monthly.

d) The Treasurer shall submit to the Board of Directors at the first regular meeting of the Board after the Annual Meeting of the Board, a detailed budget of the proposed and anticipated expenditures for the current calendar year for their approval. The budget may not exceed in any line item by more than 10% without prior approval by a majority vote of the Executive Board.

e). Check and Balances Procedure for Accounts Receivable and Accounts Payable shall be instated. The Executive Board must approve all expenditures above the allocated budget or combination of expenditures exceeding \$100.00. All checks must be signed by two (2) parties: the Executive Secretary and the Vice President.

f). The Corporation shall conduct all of its affairs and accounts on the calendar year basis. An annual commercial auditing of the Corporation shall be made by an independent Certified Public accountant at the close of each calendar year with such audit to be mailed to members of records as of May 1st. Such accountant shall be a disinterested person and not a member of the Corporation.

Section 8.11- Written Contracts

The written contracts of the Corporation shall after being approved by the Executive Board, be executed on behalf of the Corporation by the President or other parties delegated by the Executive Board and attested by the Executive Secretary and the Corporate Seal.

Article IX- Committees

Section 9.1- Authority

The Executive Board shall have the power to appoint committees as per Article III, Sec 3, (b) of these Bylaws.

Section 9.2- Enumeration

It shall hereby be agreed that committees do not have to be enumerated on, in these bylaws, by name or specific instructions, but shall be so done by special rule of order, of the Executive Board.

Section 9.3- Committees

a) Such Committees, standing or special, shall be appointed by the Executive Board as the Corporation or the Board shall from time to time deem necessary to carry on the work of the Corporation.

b) The Executive Board will choose Committee Chairman for each Committee.

c) All committee members must be certified, associate or honorary members in good standing.

Section 9.4- Term

With the exception of the Executive Board, all committees shall be appointed by the newly seated Executive Board each year.

Section 9.5- Ex-Officio Member

The President shall be an ex-officio member of all committees.

Section 9.6- Quorum

At any Committee meeting, for which notice has been given, the presence of a majority of committee members then appointed by the Executive Board shall constitute a quorum to transact business.

Section 9.7- Committee Reports

Each Committee Chairman will provide a written report of each Committee meeting to the Executive Board which at least shall contain all actions taken by the Committee regarding whether the committee recommended, did not recommend or had no recommendations regarding proposed rule changes, or bylaw amendments, or membership status'. This report shall be presented orally or in writing to the Board by the committee chairman for discussion and will be included in those minutes.

Section 9.8 – Designated Committees

a) Continuing Education and Certification Committee

This Committee will handle all the approval of Certified Members. It will also set the courses for continuing education offered by the EDPA as well as the certification process and approval by the State of Texas Veterinary Medical Examiners Board. All members of this committee must be Certified Equine Dental Providers and members in good standing.

b) Grievance Committee

This Committee will investigate all member issues under Article II, Sec 4 of these Bylaws and will report directly and promptly to the Executive Board.

c) Social Committee

This Committee mediates and moderates all Social Media Communication regarding the EDPA website, Facebook, Twitter and other correspondence of the EDPA.

Article X – General Provisions

Section 10.1 – Fiscal Year

The Corporation's fiscal year shall be from January 1st through December 31st of any given year, after the first year, which shall start upon the date of incorporation.

Section 10.2 – Dissolution

In the event that, for any cause or reason, the Corporation shall cease to exist as a formal entity, the assets of the Corporation shall be distributed exclusively to another equine related organization that is tax exempt in the state of Texas, as defined in and pursuant to the Sixth Article of Incorporation and will, in no event, inure to the benefit of any private individual. Copyrights and trademarks of said Corporation, if any, shall be assigned or cancelled, as appropriate. Such formal donation, cancellation or assignment shall be the final act of the officers and Executive Board of this Corporation.

Section 10.3 – Standards of Conduct

Being granted membership in the Corporation is to be considered an honor. Members shall subscribe to a code of conduct in dealing with the animal, its owner and others associated with the equine industry.

By accepting membership, the equine dental provider agrees to perform his or her services to the highest standards of skill and workmanship. The honor and dignity of the equine dental profession lies in the acceptance of and adherence to a Code of Ethics; the following Code is the foundation of the Equine Dental Providers of America:

- a.) The principal objectives of the equine dental provider are to promote the general health and welfare of horses and to render a service to their community.
- b.) The equine dental provider shall render services at the highest level of his or her ability and shall not intentionally neglect or harm an animal under his or her care. The equine dental provider regards the veterinarian as

the head of the health care team and shall consult with specialized practitioners and/or recommend consultation of a veterinarian when necessary.

c.) The equine dental provider shall not compromise his or her professional skills and services in any way that could or would be detrimental to the health of the equine.

d.) The equine dental provider shall work continually to improve the quality of service rendered to the public and fellow practitioners.

c.) The equine dental provider shall uphold the honor and dignity of the profession by conducting an honest, punctual and competent practice.

d.) The equine dental provider shall participate in activities and organizations that promote the growth and health of the equine industry.

Equine owners may expect adherence to these standards from any member of this Corporation. The Executive Board of this Corporation will discipline any member who fails to perform to these standards under the EDPA Bylaws and Articles of Incorporation.

Equine Dental Providers of America
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