



Bylaws 2020 Amendment Equine Dental Providers of America

Article I: Organization Section 1.1 Name

Pursuant to its Articles of Incorporation the name of the corporation is Equine Dental Providers of America, Texas Corporate Filing no. 801670694, FEIN no. 46-1308955, a non-profit corporation organized in 2012.

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.

Section 1.3 Mission and Purpose

1.3.1 The purpose of Equine Dental Providers of America is to organize equine dental providers and other interested parties for the promotion of interest in the art and science of equine dentistry, to inform the public, in particular the horse owner, of the quality and standard of service to which he is entitled, as defined in the Standards of Conduct of the equine dental provider, as defined in the Bylaws, to assist an equine dental technician in furthering his skills, to provide a forum to formulate and express policies of said Corporation to the public, and to both private and public organizations, and to cooperate with other related associations, groups, councils and boards of interest to further the best interests of the equine industry.

1.3.2 The mission of Equine Dental Providers is to promote the dental health and wellbeing, in the best interests of equines, through the education, certification and continuing education of equine dental providers at the highest level attainable. Ensuring the quality of services provided by equine dental providers are of utmost importance to this Corporation through setting and enforcing standards of conduct, standards of education, standards of honesty and fair dealing while interacting with the public, standards of legal compliance and standards of cooperation with the Veterinary Medical Providers across the industry.

Article II: Membership 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 agree to abide by its rules and regulations. Membership may be granted only upon submitting a completed membership application, payment of the application fees and upon acceptance of their application for membership by the Executive Board or the appointed Membership Director. All applications shall promptly be reviewed. The applicant will promptly be notified of action taken not more than 15 days from application. Any approved new members who apply less than 45 days prior to the Annual Meeting, will NOT have voting privileges at that year's meeting.

2.1.1 Application shall be made on forms approved by the Executive Directors.

2.1.2 Membership may be withheld, limited, granted, admitted, retained, reprimanded by grievance, fined, suspended or expelled in accordance with the rules and regulations as the membership may, from time to time adopt. Membership in the EDPA is a privilege, not a right.

2.1.3 Applicants who have been previously sanctioned, subject to successful grievances, or who have had cease and desist restrictions issued by any agency may not be approved.

Section 2.2 Classes of Membership

The Corporation shall have the following classes of members:

2.2.1 Certified Annual Membership

Approved Certified equine dental provider 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.

2.2.2 Non-Certified Associate Membership

Members not approved as certified members will be recognized as Associate Members. 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.

2.2.3 Honorary Members

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.

2.2.4 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 Accounting Director on an annual basis. The renewal due date for every member is the month and day of the original application payment. Membership dues shall be payable to the Corporation as specified herein.

2.3.1 Failure to renew by Annual renewal date

If membership is not renewed by failure to pay annual membership dues by the member's renewal date, the member shall be automatically dropped from the membership and member will lose all voting privileges.

2.3.1.1 Membership may be restored with the payment of annual dues within 60 days of the renewal date by payment of the past due fees. Beyond 60 days, membership may only be renewed upon written application. The Executive Board of Directors will review the Renewal Request. The Applicant will be notified of the Boards decision by email or postal mail within 10 business days. All dues with any late fees must be paid with the application for renewal. The Membership renewal date will still be from the month of initial registration, NOT at the current Month/Time of Renewal Request/Approval.

2.3.1.2 Application for renewal and payment of past due fees during the Annual EDPA Conference or EDPA Annual Meeting will NOT restore voting privileges for that year's business meeting.

Section 2.4 Grievance and 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 for:

- a) dishonest, illegal, negligent or harmful conduct as it relates to providing equine dental provider services;
- b) failure to abide by the rules and regulations of the Corporation, as established by the Executive Board and/or
- c) 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.

2.4.1 In connection with any proposed expulsion of a member, the due process procedure shall be as follows:

2.4.1.1 Complaints shall be submitted exclusively to the Executive Board OR the appointed Grievance Chairman. The Complaint will be reviewed by the Executive Board and Grievance Chairman for possible charges to be investigated.

2.4.1.2 Upon agreement of a majority of the Executive Board and Grievance Chairman the grievance may be opened. The Grievance Chairman shall appoint at least two other committee members.

2.4.1.3 A written notice of the initial complaint will include notice of the opening of the grievance committee process, an outline of the grievance procedures, manner for communicating with the Grievance Committee, identities of the Grievance Committee members, and specific actions being reviewed. This notice will be served to the subject member by electronic mail and regular mail to the addresses current listed with the organization by the member within 30 days of receipt of the complaint.

2.4.1.4 The subject of the complaint shall have 30 days from the receipt of notice of complaint to provide an initial written response to the Grievance Committee in the manner instructed in the initial service of notice of grievance complaint.

2.4.1.5 The Grievance Committee shall conduct an inquiry limited to the credibility and actionable issues within matters presented in the complaint and the response. The investigation shall not be concluded in less than 30 days nor more than six months from the date of the service of notice of complaint.

2.4.1.6 A member shall have the right to a hearing in person or electronically as decided by the Committee, individually and/or by attorney with the Committee before the Committee determines what action should be taken on the grievance complaint and recommending a resolution. The member shall have a written determination from the Committee served within 15 days of final action.

2.4.1.6 The aggrieved member will have 15 days to file an appeal from the findings of the Grievance Committee to the full Executive Board for a review of the process, the factual findings and basis for the action recommended by the Grievance Committee. The Executive Board will make its determination by a majority vote and serve notice on the aggrieved member within 15 days of receipt of the appeal.

2.4.1.7 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 for violation of the Bylaws or any other membership rules and regulations.

Section 2.5 Standards of Conduct

2.5.1 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.

2.5.2 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.

2.5.3 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.

Section 2.6 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 2.7 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 2.8 Member Liability

No member shall be personally liable for debts, liabilities or obligations of the Corporation, except as provided by law. As a pre-requisite to filing any legal action, all claims shall be submitted to non-binding mediation with the cost to be shared equally by the claimant and the Company. All claims, alternate dispute resolution and litigation against the corporation brought by members shall be brought in Washington County, Texas and the laws of the State of Texas shall apply.

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 these Bylaws.

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 Articles of Incorporation; and dissolve the Corporation.

Section 3.3 Powers of the Executive Board

The Executive Board shall have the power and authority to make, amend, repeal, and enforce such Bylaws, rules and regulations, not contrary to law, as they may deem expedient and necessary concerning the conduct, management and activities of the Corporation. Those powers include but are 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, retention of employees, creation of advisory boards as needed and other functions relating to the general purposes of the Corporation.

3.3.1 Limitations

The Executive Committee does not have the power to adopt a plan of merger or conversion of the Corporation. Written notice of any proposals to revise or amend the Articles of Incorporation shall be published in the official correspondence of the EDPA and on the official website of the EDPA at least 45 days in advance of the Annual meeting.

3.3.2 Amendment of Bylaws

The Executive Board has the power to Amend the Bylaws provided:

- a) The Bylaws may not be amended more than one time per fiscal year;
- b) Proposed changes to the Bylaws shall be set out and along with the complete proposed Bylaws as amended shall be posted to the EDPA website and sent electronically to all voting members. Print copies may be requested by a member for posting by regular mail;
- c) Proposed amended Bylaws shall be posted as noted above for review and comment for no less than ninety (90) days before they may be adopted;
- d) A petition opposing all or portions of the proposed amendments which is signed or electronically signed by twenty percent (20%) of voting members will cause the Executive Board to call for a Special Meeting of the Members for a membership vote on the proposed amendments to the Bylaws. A conference call method of attending shall be made available to members. A two thirds vote of the members attending in person, telephonically or other real time electronic connection will be required for the amendments to be approved for adoption. Changes to the proposed amended Bylaws made during the Special Meeting do not need any further posting for comment but may be adopted as passed at the Special Meeting.

3.3.3 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.

3.3.4 Membership Director

The Executive Board shall have the power to employ or appoint a salaried or non-salaried staff head who shall have the title Membership Director. The Membership Director shall perform such duties as are assigned to him/her by the President and Executive Board. The Membership Director does not have voting power on the Executive Board. The Membership Director will have no conflict of interest with the EDPA nor serve as an officer, director, manager or consultant to any other equine dental care organization. The Membership Director shall sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity. Such signed Acknowledgement will last for one year after the individual's work has ceased.

3.3.5 Accounting Director

The Executive Board shall have the power to employ or appoint a salaried or non-salaried staff head who shall have the title Accounting Director. The Accounting Director shall perform such duties as are assigned to him/her by the President and Executive Board. The Accounting Director 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. The Accounting Director does not have voting power on the Executive Board. The Accounting Director will have no conflict of interest with the EDPA nor will

serve as an officer, director, manager or consultant to any other equine dental care organization. The Accounting Director shall sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity. Such signed Acknowledgement will last for one year after the individual's work has ceased. The Accounting Director owes the Corporation the duties of a fiduciary in all actions

3.3.6 Hearing Board Chairman

The Executive Board shall have the power to appoint a Hearing Board Chairman to serve as the presiding officer in all hearings conducted by any of the appointed Committees. The Hearing Board Chairman will have no conflict of interest with the EDPA nor will serve as an officer, director, manager or consultant to any other equine dental care organization. The Hearing Board Chairman shall sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity. Such signed Acknowledgement will last for one year after the individual's work has ceased.

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 Executive Directors. The officers do not have the power to adopt a plan of merger or conversion of the Corporation.

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.

3.5.1 No Officers or Directors of the EDPA shall be liable to the EDPA or any other entity 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.

3.5.2 To the full extent authorized under the laws of Texas, the corporation shall indemnify any officer, director, member or any person who may have served at the corporation's request for expenses, debt, liability, or obligation of the corporation actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for intentional misconduct in the performance of a duty.

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: a)

Election of officers and directors;

- b) Presentation and discussion of proposed amendments to the Articles of Incorporation;
- c) Presentation of officer and committee reports;
- d) All old and new business.

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

4.1.2 Written notice of the place, date, and time of the Annual meeting of the members of the corporation shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice may be delivered personally, by regular mail or electronically.

Section 4.2 – Special Meetings

4.2.1 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.

4.2.1.1 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.

4.2.2 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

4.4.1 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.

4.4.2 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 in these Bylaws, a Member must be a Certified or Associate Member in good standing and have made his or her application for membership OR membership reinstatement at least forty-five (45) days prior to the date of the casting of their vote or ballot.

4.4.2.1 After setting a record date for the notice of a meeting, a corporation shall prepare an alphabetical list of the names of all its voting members. The list must identify:

- a) the members who are entitled to notice and the members who are not entitled to notice of the meeting; b) the address of each voting member; and
- c) the number of votes each voting member is entitled to cast at the meeting.

4.4.2.1 Not later than the second business day after the date notice is given of a meeting for which a list was prepared in accordance with 4.4.2, and continuing through the meeting, the list of voting members must be available at the corporation's principal office or at a reasonable place in the municipality in which the meeting will be held, as identified in the notice of the meeting, for inspection by members entitled to vote at the meeting for the purpose of communication with other members concerning the meeting.

4.4.2.2 A voting member or voting member's agent or attorney is entitled on written demand to inspect and, at the member's expense, copy the list at a reasonable time during the period the list is available for inspection.

4.4.2.3 The corporation shall make the list of voting members available at the meeting. A voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

Section 4.4.3 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.

4.4.3.1 Proxies

Voting by proxy shall not be permitted.

4.4.3.2 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 the Articles of Incorporation; or dissolve the Corporation. 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 at least ninety (90) days preceding the meeting or by a majority of the Executive Directors. 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.

4.4.3.3 Ordinary Measure

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

Section 4.4.4 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.

Article V: Parliamentary Authority

5.1 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: Executive Board of Directors

Section 6.1 Composition and Duties

6.1.1 Responsibilities of the Executive Board of Directors

The Board will be known as the "Executive Board." The duties of the Executive Board shall be to act for the Corporation on matters requiring resolution between Board meetings, personnel matters and on disciplinary matters as needed. The Executive Board shall manage the affairs and assets of the Corporation. Executive Board members owe the Corporation the duties of a fiduciary in all actions

6.1.2 Composition

The Executive Board shall consist of the President, the Vice President, the Secretary, the Treasurer and the immediate Past President in an advisory capacity only without voting capacity in Executive Board matters.

Section 6.2 Qualifications

6.2.1 Prerequisite

Each person prior to being nominated for office shall be an EDPA Certified Member in good standing. The Executive Directors will have no conflict of interest with the EDPA nor will any Executive Director serve as an officer, director, manager or consultant to any other equine dental care organization. All members of the Executive Board of Directors shall sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity. Such signed Acknowledgement will last for one year after the individual's work has ceased.

6.2.2 Required Participation

Any Executive Director, who does not attend a minimum of fifty (50) percent of the regular and special Executive Board 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

6.3.1 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.

6.3.2 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.

6.3.3 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.

Section 6.4 Vacancies

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

Section 6.5 Meetings

6.5.1 The Executive Board shall meet whenever called by direction of the President or two (2) members of the Executive Board acting jointly. The 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.

6.5.2 The Executive Board may act by verbal, electronic or written resolutions. Passed resolutions will be reduced to writing and signed or electronically signed by all the members of the Executive Board and duly entered in the Corporations records. At all meetings of the Executive Board, four (4) members shall constitute a quorum.

6.5.3 Annual Board Meetings

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

6.5.4 Special Meetings

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

6.5.5 Telephone Conference Meetings

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

6.5.6 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.

6.5.7 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.

6.5.8 Proxy

Voting by proxy shall not be permitted

6.5.9 Report of Meetings

A written report of Executive Board of Directors annual meeting and special meetings shall contain all actions taken by the Board and how each Director voted on each issue, including the votes cast by the President. This report shall be retained in the regular record of the proceedings of the Corporation. The Executive Board may deem portions of the record to be confidential to protect the individual members or to protect the best interests of the Corporation. The records may be available upon request by any current EDPA voting member subject to signing a confidentiality agreement for those portions that have been deemed confidential by the Executive Board.

6.5.10 Open Meetings

The annual meeting of the Executive Board 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: Officers

Section 7.1 Composition

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 7.1 selected in accordance with this Article.

Section 7.2 Qualifications

7.2.1 Prerequisite

Each Officer shall at all times during his/her term in office be an EDPA Certified Member in good standing. It is understood that any and all officers may not serve with a conflict of interest to the EDPA nor will an Officer serve as an officer, director, manager or consultant to any other equine dental care organization. . All Officers shall sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity. Officers owe the Corporation the duties of a fiduciary in all actions. Such signed Acknowledgement will last for one year after the individual's work has ceased.

7.2.2 Restriction of Office

Officers shall be elected by the majority of the voting quorum of members. No officer or member of the Executive Board may serve more than three (3) consecutive terms in the same office or on the Executive Committee for more than six (6) consecutive years. After a year's break, the Director may run for the same office or the Executive Board again.

Section 7.3 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 7.4 Election of Officers**

7.4.1 At least sixty (60) days prior to the Annual Meeting each year, any eligible Certified Member 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.

7.4.2 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.

7.4.3 The officers will be elected by a majority of the votes cast at the Annual Meeting. In the event that only one person is nominated for an office the election may be made 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 case, 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 7.5 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 7.6 Duties

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 Executive Board.

Section 7.7 Duties of the President

7.7.1 The President shall be the Chief Executive Officer of the Corporation.

7.7.2 Subject to the direction and control of the Executive Board, 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. He/she 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 Executive Board.

7.7.3 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 Executive Board.

7.7.4 The President shall be an ex-officio member of all committees. The President will not chair any committees other than the Executive Board.

Section 7.8 Duties of the Vice President

7.8.1 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 Executive Board.

7.8.2 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.

Section 7.9 Secretary

7.9.1 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.

7.9.2 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.

7.9.3 The Secretary will work with the President to prepare all agendas. 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 pro-tem, which should take place immediately.

Section 7.10 Treasurer

7.10.1 The Treasurer shall be the custodian of all books, documents, funds and other property relating to the financial aspects of the Corporation. The Treasurer may serve as one of the two Financial Investment Co-Managers on the Advisory Board or the Treasurer is charged with working the FI Co-Managers in handling the funds of the organization.

7.10.2 He or she shall perform the usual duties of the Office of the Treasurer including oversight the collection of membership dues, maintenance of accounts and disbursement of the Corporation's money.

7.10.3 The Treasurer is responsible to report to the Executive Board. At the Annual Meeting the Treasurer shall present an itemized statement and report of the last year. Interim reports will be prepared when requested by the Executive Board. This includes a profit/loss statement and balance sheet kept monthly.

7.10.4 The Treasurer shall submit to the Executive Board at the Annual meeting of the Board held after the Members Annual Meeting, 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.

7.10.5 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 Accounting Director and one Financial Investment co-manager.

7.10.6 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 accountant at the close of each calendar year with such audit. Such accountant shall be a disinterested person and not a member of the Corporation.

7.10.7 Vacancy

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 7.11 Written Contracts

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

Article VIII: Advisory Board

Section 8.1 Authority

The Executive Board shall have the power and authority to appoint, retain and pay reasonable and community standard fees to individuals to provide expertise and guidance to the Executive Board in a non-voting advisory manner as they may deem expedient and necessary concerning the conduct, management and activities of the Corporation as per Section 3.3 herein.

Section 8.2 Composition

Members and non-members may be appointed to the advisory board based on the areas of expertise. Those areas include but are not limited to financial management, legal counsel, veterinary medical practice, legislative direction, media and advertising methods and standards, multi-state coordinators, educators, and long range planning. All advisory board members may not serve with a conflict of interest to the EDPA nor will any serve as an officer, director, manager or consultant to any other equine dental care organization. . All Advisory Board members shall sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity. Such signed Acknowledgement will last for one year after the individual's work has ceased. Advisory Board members owe the Corporation the duties of a fiduciary in all actions.

Section 8.3 Ad Hoc Function

The Advisory Board shall assist the Officers and the Executive Board and shall perform such duties and have such other powers as shall be assigned to him or her by the President or Executive Board. Members of the Advisory Board may be called upon to consult and advise the Executive Board and Officers as necessary. The members of the Advisory Board may act on behalf of the Corporation as assigned by the Executive Board. Regular meetings are not required. The advisory board may meet in an ad hoc manner as needed to serve the needs of the Corporation. The Advisory Board members have no voting rights unless those are available to the individual by other provision of these Bylaws.

Section 8.4 Regular Advisory Board Positions

8.4.1 Financial Investment Co-Managers

At least two and not more than three individuals will serve as the financial managers for the Corporation. The Co-managers have all powers granted to them by the Executive Committee to act on behalf of the Corporation including but not limited to handling funds, banking, savings and investing funds in the best interests for the short term and long term goals of the Corporation. They shall work with the Treasurer and report to the Executive on a regular basis. Regular reports as needed and at least quarterly reports shall be provided to the Executive Committee on the performance and management of the financial interests of the Corporation.

8.4.2 Legal Counsel

An attorney licensed in the State of Texas may be retained to represent and assist in the conduct of regular business involving legal issues, review contracts, oversee grievance procedures, mediate issues, and manage litigation as required by the Corporation. The attorney will communicate with and report to the Executive Board, primarily through the President, unless the President designates others in the Corporation as points of contact to be brought into the attorney-client privileged relationship.

8.4.3 Veterinary Medical Doctor

Experienced and licensed DVM, one or more, may be appointed to consult, advise and oversee education, certification, continuing education, and practice standards for the Corporation.

8.4.4 Former EDPA Officers

The immediate past President and as needed other past officers of the Corporation may be appointed to consult, advise and oversee all aspects of the function of the Corporation to achieve its stated purposes and Mission.

Article IX: Committees Section 9.1 Authority

The Executive Board shall have the power to appoint committees as per Section 3.3 of these Bylaws.

Section 9.2 Committees

9.2.1 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. The Executive Board may require committees and committee members to sign and abide by an Acknowledgement of Duty of Loyalty and Confidentiality during their service in that capacity as the board believes is necessary for the work of that Committee. Such signed Acknowledgement will last for one year after the committee's work has ceased.

9.2.2 The Executive Board or the Board of Directors will choose Committee Chairman for each Committee.

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

Section 9.3 Term

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

Section 9.4 Ex-Officio Member

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

Section 9.5 Quorum

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

Section 9.6 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 9.7 Designated Committees

9.7.1 Continuing Education and Certification Committee

This Committee will 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.

9.7.2 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.

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

The officers do not have the power to adopt a plan of merger or conversion of the Corporation. 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 Loans to Officers and Directors is Prohibited

Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 10.4 Invalid Provisions

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.5 Headings

The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 10.6 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. Prior to acceptance of any non-cash contribution, gift,

bequest, or devise (other than marketable securities that are traded on a recognized securities exchange), the Executive Directors (or its designee) shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Corporation would be in the best interests of the Corporation.

Section 10.7 Jurisdiction and Venue

Any claims or actions brought against the Corporation will be governed by the laws of the State of Texas and venue lies in Washington County, Texas.

Section 10.8 Affiliated Transactions

Any contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, unless:

- (a) The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors or committee members.
- (b) The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

Section 10.9 Prohibited Acts

As long as the Corporation is in existence, and except with the prior approval of the Executive Board of Directors no director, officer, committee member or member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business or by the express consent of the Executive Board.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ADOPTION OF BYLAWS

We, the undersigned, officers and Executive Board of Directors, pursuant to a majority vote of a quorum of the Executive Board, hereby adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Executive Board of Directors of the Equine Dental Providers of America, Inc. on this 31st day of March, 2020.



Rebecca Green, President



Sherry Foster, Secretary