

AMERICAN COLLEGE OF VETERINARY PATHOLOGISTS BYLAWS AMENDED AND RESTATED

INTRODUCTION

The American College of Veterinary Pathologists (ACVP) is a non-profit educational and scientific organization incorporated under the laws of the District of Columbia (DC) and governed by the Old Act of Incorporation. These amended and restated Bylaws replace and supersede any previous versions.

For operational purposes these Bylaws replace the ACVP Constitution, which is regarded as a historical founding document and therefore will no longer be amended.

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ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be the American College of Veterinary Pathologists, also referred to as the “College” or “ACVP.” The College shall have such powers as are now or may hereafter be granted to non-profit organizations by the District of Columbia or by these Bylaws.

ARTICLE II. PURPOSE

Section 1. Nonprofit Purpose

The College is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

As an organization of veterinarians and veterinary professionals who specialize in Veterinary Anatomic or Clinical Pathology, the College’s purpose is to promote and maintain high standards of professional competence, education and scientific progress in Veterinary Pathology.

The specific objectives and purpose of the College shall be to:

- a. Promote education and scientific progress in Veterinary Pathology including all related specialties and subspecialties.
- b. Establish requirements, including experience, training, and examination for certification or recertification of veterinarians as qualified specialists in Veterinary Anatomic Pathology and Veterinary Clinical Pathology (hereinafter referred to as “Certification”).
- c. Facilitate public recognition of such qualified specialists through suitable certification and by other means.

ARTICLE III. MEMBERSHIP

The membership in the College is restricted to individuals with good moral character and shall consist of three types of ACVP Diplomate Members, Honorary Members, and two types of ACVP Affiliate Members. Passing the ACVP Certifying Examination (as defined in Article VII) is generally a requirement of Diplomate Membership, and specific criteria must be met for Affiliate Membership. Membership, including Diplomate status, may be suspended or terminated by a Disciplinary Action (as defined in Article III, Section 5).

Retaining all the rights and privileges of active Membership is contingent upon Members paying annual dues commensurate with their Membership type. Additional types of

Members, the manner of election or appointment of each type of Members, and the qualifications and rights of each type of Member may be established by amendment to these Bylaws or revised by amendment to these Bylaws.

Section 1. Membership Types

- a. Diplomate Member: A veterinarian who passes the ACVP Certifying Examination (as defined in Article VII) shall be eligible for admission as a Diplomate Member. A Member shall be admitted by majority vote of the Board of Directors (BOD, as defined in Article V). Once admitted, a Diplomate Member must maintain currently active, unexpired Certification status.
- b. Distinguished Member: A Member of the College who has rendered exceptionally distinguished service to the College, or who has contributed in an exemplary manner to the discipline of Veterinary Pathology, shall be eligible for admission as a Distinguished Member. A Distinguished Member shall be admitted by a majority vote of the BOD. The BOD has the authority to establish procedures for nomination of Distinguished Members. Distinguished Members shall have all the rights and privileges of Membership, and must maintain currently active, unexpired Certification status.
- c. Emeritus Member: Any Member who has retired from the financially gainful practice of Veterinary Pathology may request designation of Emeritus Member. Such request shall be made to ACVP's Executive Director, and may be granted by the majority vote of the BOD. Emeritus Members shall be exempt from the payment of dues. Emeritus Members shall have all privileges of Membership. Emeritus Members are not required to maintain current Certification status.
- d. Honorary Member: A person who has contributed in any extraordinary manner to the discipline of Veterinary Pathology may be elected by majority vote of both the BOD and ACVP Diplomate Members as an Honorary Member. The BOD has the authority to establish procedures for nomination and election of Honorary Members. Honorary Members shall be exempt from the payment of dues. Honorary Members shall have all the privileges of Membership except the right to vote or hold office on the BOD. Honorary Members are not required to maintain current Certification status.
- e. Trainee Affiliate Member: A veterinarian, up to seven years after the start of training in Veterinary Pathology or until passing the ACVP Certifying Examination, may be eligible for Trainee Affiliate Membership. The training program coordinator, graduate supervisor, or department head shall confirm trainee status annually. Trainee Affiliate Members are eligible to serve on committees other than the Certifying Examination Board (CEB), Appeals and Finance, but are ineligible to hold office or vote on ballots considered by Diplomate Members.

- f. Allied Professional Affiliate Member: Persons who are qualified by virtue of training and/or experience, and are actively involved in anatomic pathology, clinical pathology, molecular pathology and/or pathology informatics through administration, teaching or research, or work in the biopharmaceutical industry, or are engaged as scientists or professionals in areas related to pathology, are eligible for election as Allied Professional Member. Individuals must have, at a minimum, a specialized degree in one of the aforementioned disciplines from a recognized college or university, or relevant training and experience in pathology. ACVP Diplomates are ineligible for Allied Professional Membership. Application requires a brief statement describing the applicant's working relationship with the Veterinary Pathology community. Applications will be reviewed by the BOD, and applicants may be admitted by majority vote of the BOD. Allied Professional Members are eligible to serve on committees other than the CEB, Appeals and Finance, but are ineligible to hold office or vote on ballots considered by Diplomat Members.

Section 2. Annual Dues

In addition to any other requirements, maintaining active ACVP Membership in good standing is contingent upon paying annual dues by July 1st of each calendar year. The BOD shall determine the amount of annual dues for each Membership type. Any Member who becomes delinquent in the payment of dues for sixty (60) days or more, and has been provided with written notification of the Member's delinquency, shall be designated an inactive Member. Inactive Members are ineligible to receive any benefits or exercise any rights or privileges of active Membership, including, but not limited to voting, holding office, serving on ACVP committees, or sponsoring candidates for the Certifying Examination. Benefits, rights and privileges of active Membership shall be reinstated immediately upon receipt of all outstanding dues.

Section 3. Maintenance of Certification

ACVP Diplomat Membership is contingent upon maintaining a currently active, unexpired Certification status that may include paying administrative or registration fees. Any individual whose Certification status becomes inactive or expires shall not receive any benefits or be eligible to exercise any rights or privileges of Membership, including, but not limited to, holding office, serving on ACVP committees, or sponsoring candidates for the Certifying Examination. Benefits, rights and privileges of Diplomat Membership shall be reinstated immediately upon receipt of documentation that all requirements for maintaining Certification status have been satisfied.

Section 4. Benefits of Members

Except as provided in Section 1 of this Article III, Members in good standing shall be eligible to exercise any rights or privileges of Membership, including, but not limited to voting, holding office, serving on ACVP committees, sponsoring candidates for Certifying Examination and appealing disciplinary actions through procedures established by the BOD.

Section 5. Disciplinary Action

Any Member or individual granted Certification and alleged to have engaged in improper behavior, including, but not be limited, to unethical conduct or professional fraud, is subject to Disciplinary Action. Accuser(s) must present documentation of the allegation(s) to the BOD which, upon a majority vote, shall direct the President to appoint an ad hoc Hearing Panel consisting of five Diplomate or Emeritus Members in good standing, including both specialties, and none of whom shall be acquainted with any of the persons or circumstances at issue to the greatest extent possible. The Hearing Panel shall appoint its own chair and establish its own procedures but shall convene within thirty (30) days of its appointment to consider the allegations and supporting documentation. During the procedures, the accused Member shall have the right to address the Hearing Panel but not confront the accuser(s). The Hearing Panel shall provide a recommendation to the President for, or against, disciplinary action and a recommended disciplinary action. The Hearing Panel also has the authority to determine that the allegations are unfounded in which case the issue is closed, and the accused Member shall remain a Member in good standing provided he or she has met all the other requirements of a Member in good standing. The President shall present the Hearing Panel's recommendation to the BOD, which shall determine the appropriate course of action within thirty (30) days. Disciplinary actions include censure, or suspension or termination of Certification or Membership. The BOD may impose conditions or require corrective actions necessary to reinstate Certification or Membership in good standing. Any Member on whom the BOD has imposed disciplinary action may appeal the adverse decision to the Appeals Committee (Article VIII).

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

The College shall hold an annual meeting (hereinafter referred to as the "Annual Business Meeting") on a date and location designated by the BOD. The Annual Business Meeting shall include the announcement of new BOD Members and a summary of the College's financial status, and may include consideration of such other matters of business as are properly brought before the meeting.

Section 2. Special Meetings

Special Meetings may be called by the President, subsequent to approval of the BOD, by a majority vote of the BOD or by petition of twenty-five (25) percent of the Members of the College eligible to vote. The BOD will determine the date, time, and place for special meetings provided such meeting is held within sixty (60) calendar days of the vote or petition for such meeting. A special meeting may be held via teleconference or other electronic methods readily available and accessible to the Membership.

Section 3. Notice of Meetings

Notice of Annual Business Meetings or any special meetings of the Membership stating the date, location and general purpose of the meeting shall be delivered to the Membership not less than thirty (30) calendar days before the date of the meeting by, or at, the direction of the President. Such notice shall be deemed delivered when communicated by electronic communication or by regular postage mail to the address as it appears in the most recent ACVP Directory or College record. Notice of the adjournment of the meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meetings.

Section 4. Matters of Business

Only matters of business as contained in the Notice of the Meeting shall be presented for consideration and action at a meeting. Other matters may be presented by delivery of a written statement of such matters to the ACVP President. Such a statement must bear the legible and verifiable signatures of not less than twenty-five (25) voting Members to be presented at the meeting. Any such other matters not contained in the Notice of the Meeting may be discussed at a meeting but shall not be voted on at such meeting. The matter may be voted on at a subsequent meeting for which the Notice includes such matter.

Section 5. Voting at Meetings

Each Diplomate Member, Distinguished Member, and Emeritus Member present at an Annual Business Meeting and in good standing shall have one vote on matters that are properly presented at a meeting. No proxies are allowed. Whenever any College action calls for a vote of the Membership, it shall be authorized by a simple majority of the votes cast by Members eligible to vote thereon.

Section 6. Other Methods of Voting

Voting may be conducted by electronic mail, regular postal mail, or other electronic means. The BOD, at any time, may conduct by postal or electronic ballot a referendum of the Membership in connection with any issue it may consider or action to be taken. Such ballot or referendum shall specify a deadline for its return. Whenever any College action calls for a vote of the Membership, it shall be authorized by a simple majority of the votes cast by Members eligible to vote thereon.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The BOD is the governing entity of the College and shall have the duties and powers necessary to control, and be responsible for, the management of its affairs. The BOD has the authority to delegate specific responsibilities to Committees or Task Forces. Except as stated in the laws of the District of Columbia, the College's Articles of Incorporation or these Bylaws, all authority of the College shall be exercised or delegated by the BOD.

Section 2. Election

Only Diplomate Members, Distinguished Members and Emeritus Members in good standing shall be eligible to serve on the BOD. Members in good standing shall elect BOD Members, except those who enter office by succession, by electronic or paper ballot for terms of office as hereinafter provided, which terms shall begin and end on the date of the Annual Business Meeting. Each BOD Member shall hold office until a successor has been duly elected or until death, resignation, or removal.

The Nominating Committee (Article VI) shall provide the BOD with its recommended candidates for the BOD by April 1st of each calendar year. Based on the Nominating Committee's recommendation, the BOD shall determine the final slate of candidates who will be elected by a plurality vote of the Members eligible to vote.

Ballots shall be distributed to Members eligible to vote by June 30th and Members shall have at least three (3) weeks to cast their ballots. The names of all nominees for the BOD shall be listed on ballots in alphabetical order within each category.

Section 3. Resignation

A BOD Member may resign at any time by oral tender of resignation at any meeting of the BOD or by giving written notice thereof to all then-acting BOD Members.

Any such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal

The BOD may remove a BOD Member when, in its judgment, removal is in the best interest of the College. Such action will be by a vote of a majority of the BOD at a meeting expressly called forthat purpose. The BOD Member that is subject to the removal action shall not be permitted to vote on such action.

Section 5. Vacancies

The BOD may fill a vacancy of a President or Chief Operations Officer (COO) for the unexpired term of such officer by a majority vote of the BOD or, at the BOD's discretion, by special election of Diplomate Members, Distinguished Members or Emeritus Members in good standing. In filling such vacancies, the BOD shall observe the succession by the President-Elect to a vacancy in the office of President and by the COO-Elect (if then elected) to a vacancy in the office of COO, as hereinafter provided.

Any other vacancy in the BOD may be filled by vote of the BOD or, at the BOD's discretion, by special election of Diplomate Members, Distinguished Members or Emeritus Members in good standing. A BOD Member elected to fill such vacancy shall be elected to the unexpired term of the predecessor in office.

Section 6. Board of Directors

The BOD of the College shall consist of the President, Immediate Past President, President-Elect, COO, Treasurer, four Directors, and, for the year preceding the expiration of the term of office of the COO, the COO-Elect; the COO-Elect does not have voting rights. Such officers shall be appointed by the majority vote of the BOD except as may be provided above in Section 5.

- a. President: The President shall be the chief elected officer of the College and shall preside at all meetings of the College and the BOD. The President shall, in general, perform all duties customarily incident to the office of President, and other duties as may be prescribed by the BOD. The President shall determine any question concerning parliamentary procedure at meetings. The President automatically shall succeed the Immediate Past President in the office upon completion of the Immediate Past President's term of office during the Annual Business Meeting. The President shall serve a one-year term of office and is eligible to vote on matters before the BOD except in the case of a vote related to their removal or disciplinary action.
- b. President-Elect: The President-Elect automatically shall succeed the President in the office upon completion of the President's term of office or in the event of the death, resignation, removal or incapacity of the President. The President-Elect shall assist the President and also shall perform any other duties delegated by the BOD or assigned by the President. The President-Elect shall serve a one-year term of office and is eligible to vote on matters before the BOD except in the case of a vote related to their removal or disciplinary action.
- c. Immediate Past President: Upon completion of a term as President, the exiting President shall succeed to the office of Immediate Past President. The Immediate Past President shall serve as the chair of the Nominating Committee. The Immediate Past President shall perform other duties delegated by the BOD or assigned by the President.

The Immediate Past President shall serve a one-year term of office and shall be eligible to vote on matters before the BOD except in the case of a vote related to their removal or disciplinary action.

- d. Chief Operations Officer: The COO shall be the Chief Administrative Officer of the College, and in consultation with the BOD, shall provide oversight for administration of the College's Strategic Plan, the function of Standing Committees and Task Forces, communications with the public and key partners, and review and authorization of contracts and agreements. The COO shall ensure that the minutes of the meetings of the BOD are recorded and retained in a manner consistent with the College's record retention policy; ensure that the annual reports of the committees are filed with the records of the College; ensure that all notices are given in accordance with the provisions of these Bylaws or as required by law, and be custodian of the records of the College. If administrative functions of the College are provided by contractual agreement with a management company, the COO shall provide oversight for these functions. The COO shall perform all other duties customarily incident to the office of COO, and any other duties as may be from time to time assigned by the President or the BOD. The COO shall serve a five-year term of office and is eligible to vote on matters before the BOD.
- e. Chief Operations Officer-Elect: The COO-Elect shall be an assistant COO, and automatically shall succeed the COO in office upon completion of the COO's term of office. The COO-Elect shall perform any duties assigned by the BOD, the President or the COO. The COO-Elect shall serve a one-year term in office during the last year of the term of the COO. For the year preceding the expiration of the term of office of COO, the COO-Elect shall attend the BOD meetings but is not eligible to vote on matters before the BOD.
- f. Treasurer: The Treasurer is appointed by the BOD following nomination from the Finance Committee. The Treasurer serves as the chairperson of the Finance Committee, and is responsible for advising the BOD on financial matters, and liaising with Development, Corporate Partners, and Foundations Committees. The Treasurer assists the COO in oversight of financial aspects of contracts and agreements, assures collection of dues and fees, payment of bills and expenses, arrangement of safekeeping of College funds, and recordkeeping of all transactions. The Treasurer prepares an annual budget to be submitted to the BOD for approval, and presents a financial report at the Annual Business Meeting of the College. The Treasurer serves a three-year term with the option of re-appointment for one additional term (six years total), and is eligible to vote on matters before the BOD except in the case of a vote related to their removal or disciplinary action.
- g. Directors: The BOD includes four Directors in addition to the President, Immediate Past President, President-Elect, COO and Treasurer. Each of these Directors shall be elected to a four-year staggered term such that one Director is elected each year. The Directors are a component of the leadership structure and work with the Presidents and COO to further the goals of ACVP. At least one of these Directors shall be certified as a Veterinary Anatomic

Pathologist, and at least one shall be certified as a Veterinary Clinical Pathologist. The Directors shall serve a four-year term of office and are eligible to vote on matters before the BOD except in the case of a vote related to their removal or disciplinary action.

Section 7. Meetings of the Board of Directors

The BOD shall hold meetings at least ten times a year, one of which shall be held at the location of and concurrent with the Annual Meeting. Meetings may be held in person, or by teleconference or videoconference whereby each BOD Member can communicate with all other BOD Members attending the meeting.

- a. Notice: Meetings may be called by the President and any BOD Members at such place and time as the person or persons calling the meeting shall specify in a written notice provided at least five (5) business days prior to the date of the meeting.
- b. Quorum and Voting: The presence of a majority of the BOD is necessary to constitute a quorum of a meeting. The act of a majority participating in person or via teleconference or other electronic means at a meeting at which a quorum exists is the act of the BOD. Each Member of the BOD, except the COO-Elect, shall be entitled to one vote.
- c. Procedure: The President shall preside at the BOD meetings and shall consult Robert's Rules of Order on matters of procedure not specifically covered by these Bylaws. In the event the President is not able to attend such meetings, the President-Elect shall preside at such BOD meetings.
- d. Records: The College's Executive Director shall keep minutes of the proceedings of the BOD. The minutes shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The minutes shall be provided to the BOD within one week following each meeting.

Section 8. Compensation

BOD Members shall not receive monetary compensation for their service to the College. They may be reimbursed for reasonable expenses incurred in the performance of their official duties on the BOD or for the College.

Section 9. Confidentiality

The BOD shall not discuss or disclose information about the College or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the College's purposes, or can reasonably be expected to benefit the College. The BOD shall use discretion and good business judgment in discussing the affairs of the College with third parties. Each BOD Member shall execute a confidentiality agreement consistent

herewith upon being voted onto and accepting appointment to the BOD.

Section 10. Conflicts of Interest

Members of the BOD shall avoid entering into a transaction or arrangement on behalf of the College that might benefit the private interest of any BOD Member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 11. Periodic Review

To ensure the College does not engage in activities that could jeopardize its tax-exempt status, the BOD shall conduct periodic reviews in that regard.

ARTICLE VI. COMMITTEES AND TASK FORCES

The BOD has the authority to establish or discontinue Committees and Task Forces for the purpose of discharging such responsibilities as may be assigned to them by the BOD. In general, Task Forces are established with a sunset provision while Committees are intended to be permanent bodies. Unless otherwise provided in these Bylaws, the BOD shall designate a chair for each Committee and Task Force. Standing committees deemed necessary for fulfilling the purpose of the College are the Certifying Examination Board (CEB) and its sub-committees, the Nominations and the Appeals committees.

Committee and Task Force Members shall not receive monetary compensation for their service to the College. They may be reimbursed for reasonable expenses incurred in the performance of their official duties for the College.

Section 1. General Structure and Function

- a. **Membership:** Only Members in good standing and as specified in Article III, Section 1, may serve on Committees or Task Forces. With the exception of the Appeals Committee, the President shall be an ex-officio Member of all Committees and Task Forces and shall appoint a BOD Member to serve as a liaison to each Committee and Task Force. The BOD liaisons are also considered ex-officio Committee Members. The BOD will appoint all Committee and Task Force chairs. Except as provided in this Article VI, the Committee or Task Force chair and the BOD may appoint Members to the Committees or Task Forces. Ex-officio Members of Committees and Task Forces shall be entitled to all the rights and privileges of regular Committee or Task Force Members, but shall not vote or be counted in determining the existence of a quorum.
- b. **Procedures and Meetings:** Each Committee or Task Force shall establish its own operating procedures subject to approval by the BOD. Unless otherwise designated by these Bylaws, a majority of the whole Committee or Task Force shall comprise a quorum. The act of a majority of a Committee or Task Force present at a meeting at which Members are present or by some other means where each Member can readily communicate with

all other Members shall be the act of the Committee. No action of a Committee or Task Force taken at a meeting shall be valid unless a quorum is present. Members with a conflict of interest regarding a matter brought before the Committee or Task Force for discussion and action shall declare the conflict and recuse themselves from the matter.

- c. Reports: Each committee and task force shall prepare and deliver to the COO a written summary of its activities for inclusion in the Annual Business Meeting book.

Section 2. Nominating Committee

- a. Purpose: The purpose of the Nominating Committee is to evaluate Members who have been nominated for the offices of President-elect, COO-elect or Director, and provide the BOD with recommendations for a final slate of candidates.
- b. Membership: The Nominating Committee shall be comprised of the Immediate Past President and up to four additional Members as designated by the BOD.
- c. Duties: The Nominating Committee shall prepare a mail or electronic ballot listing the nominees. If the retirement of a Director leaves no Veterinary Anatomic Pathologist, then the slate of nominees for the position of Director shall consist entirely of Veterinary Anatomic Pathologists. If the retirement of a Director leaves no Veterinary Clinical Pathologist, then the slate of nominees for the position of Director shall consist entirely of Veterinary Clinical Pathologists. The Nominating Committee shall consider nominations for any BOD vacancy made by any Diplomate Members, Distinguished Members, or Emeritus Members in good standing. Such nominations shall be made in writing and be submitted to the Immediate Past-President by March 1st.
- d. Confidentiality: Members of the Nominating Committee shall only discuss or disclose information about the Committee's deliberations and decisions to the BOD.

Section 3. Certifying Examination Board

- a. Purpose: The purpose of the CEB is to manage all facets of the certification process for Anatomic and Clinical Pathologists, and to ensure the ACVP Certifying Examinations are conducted under the guidance of best practices for professional certification and are consistent with the expectations of the American Board of Veterinary Specialties (ABVS).
- b. Membership: The BOD shall appoint the Chair or Co-chairs and Members of the CEB. The proportion of Members certified in Anatomic Pathology and Clinical Pathology shall approximately mirror the proportion of Membership of each specialty in the ACVP. The number of Members of the CEB shall be at the discretion of the BOD.
- c. Responsibilities: The CEB is responsible for the credentialing of candidates, the preparation, administration, and scoring of the Certifying Examinations in Anatomic and Clinical Pathology, communication with candidates, training programs and the BOD, and establishing the requirements for Maintenance of Certification.
- d. Confidentiality: The Members of the CEB shall only discuss or disclose information about the CEB's deliberations or decisions with the BOD or such individuals who may be

designated by the CEB Chair to assist the Board in fulfilling its purpose.

- e. Oversight: The BOD approves CEB policies and procedures and has final approval authority for certification of new Members following the Certifying Examinations.

Section 4. Appeals Committee

- a. Purpose: The purpose of the Appeals Committee is to review any decision by the College that adversely affects a person seeking to gain, continue, or reinstate membership in the College, upon the request of eligible persons. Such decisions include, but are not limited to, denial of adequacy of credentials prior to examination for Certification, denial of Certification, and cancellation of Membership or Certification by disciplinary action. Appeals Committee operating procedures are intended to comply with the requirements of governing professional certification organizations, such as the ABVS.
- b. Membership: The Appeals Committee shall be composed of five Members in good standing who are appointed by the President. At least one Member shall be certified in Veterinary Anatomic Pathology and one in Veterinary Clinical Pathology. This committee will elect its own chair and develop its own Member succession plan for the chair position. BOD Members may not serve on the Appeals Committee.
- c. Duties: The Appeals Committee shall determine whether the appeal is valid based solely on whether the ruling entity had erred in at least one of the following scenarios:
 - i. For any decision, whether the ruling entity failed to follow its own procedures.
 - ii. For disciplinary actions, whether exculpatory evidence in favor of the appellant was disregarded.
 - iii. For declaration of ineligibility to take the Certifying Examination, whether documentation of credentials required to take the Certifying Examination as provided by the appellant was disregarded.
 - iv. For failure to pass the Certifying Examination, whether the performance of the appellant met the requirements necessary for passing the Certifying Examination. Re-verification of ACVP Certification Examination essay item scores to determine that the scores were correctly totaled and recorded is performed by the CEB upon request.

Section 5. Training Program Accreditation Committee

- a. Purpose: The purpose of the Training Program Accreditation Committee (TPAC) is to partner with training programs to guide, facilitate, and assist in the adherence to basic training standards that confer training program accreditation. The charter standards address
 - a) Trainee to Supervising Diplomate ratio; b) Minimum training program length; c) Support and achievement of trainees in areas of core competencies, professionalism, leadership, wellness, and diversity, equity, and inclusion; and d) Set and document milestone achievements with trainees. It is understood that training standards may change to reflect

future practices. Therefore, the TPAC also implements changes in training program standards that arise in response to changing or developing core competencies and stakeholder needs to generate contemporary and competent entry level pathologists.

- b. **Membership:** The TPAC is comprised of at least 7 Members representing both AP and CP Diplomates. Charter members are appointed by the Board of Directors (BOD). Subsequent members are recruited by the TPAC and approved by the BOD. The TPAC will have no more than two, non-voting, 1-year appointments of ACVP Trainee Affiliate Members (1 AP and 1 CP). ACVP Trainee Affiliate Members must be at least 12 months into their training by an ACVP-accredited training program. ACVP Allied Professionals members do not qualify for membership on the TPAC. The committee membership will otherwise be flexible to allow perspectives from multiple stakeholders in the training process. Diplomates from different career stages and employment sectors will be included. Terms are up to 3 years, with a maximum of up to two consecutive terms (for Chair or Co-Chair). Confidentiality agreements must be signed by Committee members. Members must excuse themselves from discussion of their own programs and must abstain from voting on applications or reports for their respective institutions. Members of the TPAC cannot also serve concurrently on the ACVP Appeals Committee.
- c. **Duties:**
 - i. Perform annual review of ACVP's training program standards to include seeking input from other relevant ACVP committees to ensure current core competencies are addressed.
 - ii. Develop and maintain the training program accreditation manual.
 - iii. Generate the Program Description, Annual Report, and Interim Report templates.
 - iv. Maintain lists of accredited training programs and their accreditation dates and dates of accreditation expiration.
 - v. Review all training program accreditation submissions including the initial application, renewal applications, annual reports, and interim reports.
 - vi. Make recommendations to the BOD regarding full, probationary, or rejected applications for accreditation.
 - vii. Communicate with training programs.

ARTICLE VII. CERTIFYING EXAMINATION

Section 1. Purpose

The purpose of the "Certifying Examination" is to ensure that candidate veterinarians seeking to achieve Certification are competent as Veterinary Anatomic and/or Clinical Pathologists.

Section 2. Credential Requirements

All veterinarians seeking Diplomate status in the College by passing the Certifying Examination must have the following credentials for taking the Certifying Examination with final eligibility determined by the BOD as provided in Section 4 below:

- a. Education in Veterinary Medicine: ACVP must examine only veterinarians who have a degree necessary for the practice of Veterinary Medicine from a veterinary college in some state, province, territory, or possession of the United States or Canada, or from an American Veterinary Medical Association-listed veterinary college.
- b. Training in Veterinary Pathology. Veterinarians must complete training that complies with one of the following for eligibility to take the Certifying Examination:
 - i. Successful completion and program sponsorship through an ACVP-accredited anatomic or clinical pathology training program
 - ii. Successful completion of a pre-approved and annually documented individual alternate training program (IATP).

Section 3. Application Process

All candidate veterinarians must document their credentials for eligibility to take the Certifying Examination in an application process defined by the BOD. Such a process shall indicate a date in each calendar year by which all documentation must be submitted to the chair of the CEB or designee, and may require a refundable or nonrefundable fee.

Section 4. Eligibility

The BOD shall have the authority to decide on the eligibility of candidate veterinarians who apply to take the Certifying Examination. Such authority may be delegated by the BOD to the Credentialing Committee of the CEB. Candidates deemed eligible to take the Certifying Examination shall have the right to take the Certifying Examination, but shall not infer any expectation of passing the Certifying Examination. Candidates deemed ineligible to take the Certifying Examination may appeal (Article VIII).

Section 5. Procedures

The BOD shall have the authority to establish the Certifying Examination procedures, including appointing Members to the CEB and to set the performance requirements necessary for passing the Certifying Examination. An individual must pass the Certifying Examination to achieve Certification as a Veterinary Anatomic or Clinical Pathologist.

Passing the Certifying Examination shall be a general requirement for Diplomate Membership in the College. Candidates who fail to pass the Certifying Examination may appeal (Article VIII).

ARTICLE VIII. APPEALS

Section 1. Purpose:

Members and those seeking to gain Membership through passing the Certifying Examination

may appeal an adverse decision by a College entity. Such decisions may include candidate ineligibility to take the Certifying Examination, failure to meet the performance requirements as set by the BOD for passing the Certifying Examination, and disciplinary action, such as terminating Membership or revoking Certification status.

Section 2. Procedures:

An appeal must include a statement of justification for the appeal with supporting documentation, if any, and be submitted in writing to the Executive Director and COO within thirty (30) calendar days of such person's notification of the adverse decision being appealed. When an appeal is received, the Executive Director shall submit the appeal materials to the Chair of the Appeals Committee and to the Chair of the ruling entity that made the original adverse decision: for persons appealing disciplinary action against them, the Chair of the Hearing Panel; for persons appealing their ineligibility to take the Certifying Examination, the Chair of the Credentialing Committee; for persons appealing their failing to pass the Certifying Examination, the Chair of the CEB. Within fourteen (14) business days of receiving these materials, the Chair of the ruling entity that made the original decision shall submit any documentation relevant to the appeal and a statement of justification for its original decision to the Appeals Committee Chair.

Within fourteen (14) business days of receiving these additional materials, the Appeals Committee Chair shall convene a meeting of the Appeals Committee to review all documents relevant to the appeal and make a determination as to the validity of the appeal. Within fourteen (14) business days of this meeting, the Appeals Chair shall submit the results of that determination to the Executive Director and COO, who shall inform the appellant of the Appeals Committee's decision. If the appeal is denied, the College shall undertake no further appeal procedure.

ARTICLE IX. EXECUTIVE DIRECTOR

The BOD approves the hiring of an Executive Director who shall serve at the will of the BOD. The Executive Director shall have immediate and overall supervision of the operations of the College, shall generate minutes of meetings, shall direct the day-to-day business of the College, maintain financial records and assets of the College, and perform such additional duties as may be directed by the BOD. The Executive Director shall make such reports at the BOD meetings or other meetings of College entities as shall be required by the President or the BOD.

The Executive Director is an employee of the association management company (AMC), and the selection of an Executive Director by the AMC is subject to BOD approval as provided above. The salary of the Executive Director shall be set by the AMC, and the AMC shall hire, discharge, and determine the salaries and other compensation of staff members under the Executive Director's supervision.

Hiring of an Executive Director may be approved at any meeting of the BOD by a majority vote. The Executive Director shall serve until removed by the BOD upon an affirmative vote of a majority vote of the officers present at any meeting of the BOD. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE X. CONTRACTS AND BANKING PROVISIONS

Section 1. Contracts

The BOD may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the College, and such authority may be general or confined to special instances.

Section 2. Deposits

All funds of the College shall be deposited from time to time to the credit of the College in such financial institutions and/or investments in accordance with the guidelines recommended and approved by the BOD.

Section 3. Checks

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the College shall be signed by such officer or officers, agent or agents of the College and in such manner as shall from time to time be determined by resolution of the BOD.

Section 4. Loans

No loan shall be made to the College and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the BOD.

ARTICLE XI. INDEMNIFICATION

Every BOD Member, and such others as specified from time to time by the BOD, shall be indemnified by the College against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a BOD Member, or any settlement thereof, whether the person is a BOD Member at the time such expenses are incurred, except with respect to any matter as to which such a Director breached or failed to perform a duty owed to the College and the breach or failure to perform constitutes any of the following:

- i. A willful failure to deal fairly with the College in connection with a matter in which the BOD Member has a material

- conflict of interest.
- ii. A violation of criminal law unless the BOD Member reasonably believed such conduct to be lawful.
- iii. A transaction from which the BOD Member derived an improper personal profit or benefit; or
- iv. Willful misconduct.

A BOD Member who seeks indemnification under this Article shall make a written request to the BOD who may grant such request by a vote of sixty (60) per-cent of the eligible voting Members of the BOD. Such BOD Member seeking indemnification shall be ineligible to vote on such matter. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

ARTICLE XII. DISSOLUTION

The College shall use its funds only to accomplish the purposes specified in these Bylaws and its Articles. No part of the funds shall be used to the advantage of any single person or entity or be distributed to the Members of the College except in the course of transactions at market value and as approved by the BOD. In the event of the dissolution or final liquidation of the College, its remaining net assets shall be distributed to such nonprofit corporations or associations as are exempt within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as deemed appropriate by the BOD.

ARTICLE XIII. AMENDMENTS

Diplomate Members or BOD Members may request amendment or restatement of these Bylaws by the submission of a written request signed by at least three Diplomate Members in good standing to the BOD for its recommendation or may be proposed by the BOD. The proposed amendment or restatement, with the recommendations of the BOD, favorable or unfavorable, shall be announced to the Membership at least thirty (30) calendar days in advance of any regular or special meeting of the College at which time the proposed amendment may be discussed. An affirmative vote of a simple majority of Members voting by mail or electronic ballot or other electronic means shall be required for the adoption of any amendment or restatement.

- (Amended 23 June 1952)
- (Amended 25 November 1961)
- (Amended 30 November 1963)
- (Amended 30 November 1968)
- (Amended 30 November 1969)
- (Amended 2 December 1971)
- (Amended 5 December 1974)
- (Amended 25 November 1978)
- (Amended 15 September 1982)

- (Amended 1 January 1985)
- (Amended 10 January 1986)
- (Amended 12 December 1988)
- (Amended 15 March 1992)
- (Amended 15 January 1993)
- (Amended 1 February 1994)
- (Amended 15 January 1997)
- (Amended 15 January 1998)
- (Amended 28 January 2000)
- (Amended 8 October 2002)
- (Amended 14 January 2009)
- (Amended and Restated 6 November 2009)
- (Amended 3 January 2014)
- (Amended 1 January 2016)
- (Amended and Restated 22 January 2018)
- (Amended and Restated 24 April 2020)
- (Amended and Restated 31 January 2022)
- (Amended and Restated 31 May 2022)