

BYLAWS
OF
AMERICAN ASSOCIATION OF SWINE VETERINARIANS FOUNDATION
A MINNESOTA NONPROFIT CORPORATION

Amended September 29, 2022

ARTICLE I

Offices

The registered office of the corporation shall be located in the State of Minnesota. The address of the registered office may be changed from time to time by the Board of Directors. The corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II

Members

Section 2.01. Class; Qualifications. The corporation shall have two classes of membership, Class A members and Class B members. Class A members shall consist of (i) the members of the Board of Directors of the corporation, and (ii) any member (not including associate members) of the American Association of Swine Veterinarians (“AASV”) who contributes funds to the corporation in support of its charitable, scientific and educational purposes in such minimum denomination as is established from time to time by resolution of the Board of Directors. Lifetime memberships may be conferred on any individual who contributes such minimum amount as is designated by the Board of Directors from time to time as a contribution qualifying the donor for lifetime membership. Aside from the election of Directors

as provided the Article IV hereof, and authorizing amendment of the Bylaws and Articles pursuant to Article XI hereof, no Class A member shall have any voting rights on any other issue or proposition. Each director of this corporation, regardless of his or her status as a contributor, automatically shall become a Class A member of this corporation concurrently with his or her becoming a director, shall continue to be a Class A member of this corporation so long as he or she is a director, and automatically shall cease to be a Class A member of the corporation concurrently with his or her ceasing to be a director of this corporation, unless he or she retains his or her Class A status pursuant to Section 2.01(ii) of Article II. Class B members shall consist of all those persons who are not members of the AASV or who are associate members of the AASV and who contribute funds to the corporation in support of its charitable and educational purposes, in such minimum denomination as is established from time to time by the Board of Directors. Class B members shall have no voting rights.

Section 2.02. Termination; Reinstatement. Membership in the corporation may be terminated as follows:

(a) Class A membership shall terminate at the end of the fiscal year of the corporation for which the member has contributed funds to the corporation, except with respect to (i) Class A members who are serving on the Board of Directors, the Class A membership of which shall terminate contemporaneously with the termination of their service as a director of the corporation, and (ii) Class A members who have been conferred lifetime memberships by the Board of Directors.

Class B membership in the corporation shall terminate at the end of the fiscal year of the corporation for which the member has contributed funds to the corporation. A former Class A or

Class B member shall be reinstated to his or her respective Class membership upon his or her contribution of funds to the corporation for the then current fiscal year of the corporation.

(b) Class A or Class B membership in the corporation may be terminated by a member at any time by submission to the corporation at its registered office of a written notice of such member's desire to withdraw from membership, specifying the date on which such termination shall become effective.

Section 2.03. Property Rights. No member shall have any right, title, or interest in or to any property of the corporation.

ARTICLE III

Meetings of Members

Section 3.01. Annual Meeting. An annual Meeting of Class A members shall be held at a time and place to be designated by the Board of Directors for the purpose of electing Directors and for transaction of such other business as may come before the meeting. If a regular meeting of voting members has not been held during the preceding 15 months, 25% of the members with voting rights may demand a regular meeting of members. Within 30 days after receipt of such demand, the Board of Directors must cause a regular meeting of the members to be called and held on notice no later than 90 days after receipt of the demand at the expense of the corporation. If the election of Directors shall not be held on the day designated herein for any Annual Meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as provided in Section 3.02 hereof.

Section 3.02. Special Meetings. Special meetings of the members may be called by the Chairman of the Board, or any three members of the Board of Directors. The corporation shall hold a special meeting of members if at least 25% of the members with voting rights sign, date

and deliver to the President or Treasurer one or more written demands for a special meeting describing the purpose for which it is to be held. Within 30 days after receipt of a demand for a special meeting from voting members, the Board of Directors must cause the special meeting to be called and held on notice no later than 90 days after receipt of the demand at the expense of the corporation.

Section 3.03. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any Annual Meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation; but if all of the members shall meet at any time and place, either within or without the State of Minnesota, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.04. Quorum. The presence of ten percent (10%) of the members entitled to vote shall constitute a quorum. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members originally present leaves less than a quorum.

Section 3.05. Voting for Directors. Each Class A member shall be entitled to cast one vote, in person or by proxy, for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

Section 3.06. Challenging Ultra Vires Act. At least 75% of the member with voting rights may bring an action to prevent the corporation from performing ultra vires acts.

Section 3.07. Authorization Without a Meeting. Any action that may be taken at a meeting of the members, may be taken without a meeting if authorized in writing and signed by all the members who are entitled to notice of the meeting for such purpose.

ARTICLE IV

Board of Directors

Section 4.01. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors and they shall determine the general policy of the corporation in applying its funds to the purposes for which it was formed. The Board of Directors shall submit reports, at least annually, to the membership.

Section 4.02. Number, Tenure and Qualifications. The number of directors of the corporation shall be determined by the Board of Directors, within a maximum of eleven and a minimum of three. Initially, the number of directors elected at the first Annual Meeting shall be seven. The Board of Directors shall be divided in to two classes, designated Class I, and Class II.

Class I directors shall consist of two members of the Executive Board of the AASV, one of whom shall be the current President of the AASV. The other Class I seat shall be filled by the President Elect of the AASV.

Class II directors shall be five in number and shall be elected from the general, voting membership.

Successor Class II directors elected at any Annual Meeting shall be elected for a term of three years. No director shall serve for more than two consecutive terms filling the same board position. In the event any director qualifies for a Class I Board member position during the term of their service as a Class II director, by being elected President or President Elect of AASV,

then he or she shall be reclassified as a Class I director and shall finish the term of such Class I seat. The vacated Class II seat shall be filled in accordance with Section 4.10 hereof.

The election of directors shall be in accordance with Section 4.03 herein. The initial term of an additional directorship shall be adjusted to apportion as nearly equal as possible the number of directors elected each year. Each director shall hold office until his or her successor shall be elected, or until his or her earlier reclassification as provided in this Section 4.02, resignation, removal from office, death or incapacity. Each director shall be a natural person of full age.

Section 4.03. Annual Meeting; Election of Directors.

(a) The Board of Directors shall meet annually for the purpose of electing officers of the corporation and for the transaction of such other business as may come before the meeting. The election of officers shall be in accordance with Section 5.02 hereof. Notice of the meetings shall be given as provided in Section 4.05 hereof. The Annual Meeting shall coincide with the Annual Meeting of the voting members, unless otherwise determined by the Board of Directors.

(b) Directors of the corporation shall be elected from among the designations and organizations set forth in Section 4.02 hereof. The Board of Directors shall be empowered to appoint a nominating committee prior to the Annual Meeting to work with the classifications of eligible members in order to designate one or more representatives from each classification as candidates (“Candidates”) for election to the Board of Directors of the corporation. Nominations shall also be accepted from any voting member at the Annual Meeting by written submissions thereof.

(c) Section 4.02 of these Bylaws sets forth the classifications of members from which the Nominating Committee shall solicit Candidates. Included within such list is a designation of the class to which each Candidate may be elected, and annotation of the number of directorships

associated with each representative classification. The composition of the various classes of directors listed in Section 4.02, the number of directorships to be elected to each class, and the class to which such representatives may be elected may be changed only upon the affirmative vote of two-thirds of the number of directors fixed pursuant to Section 4.03 hereof.

Section 4.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, any two directors or the members pursuant to Article XI Clause (a) hereof. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.05. Notice. Notice of any special meeting shall be given at least five days previous thereto by written notice delivered electronically or mailed to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. Except when required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.06. Quorum. A majority of the number of directors fixed pursuant to Section 4.03 hereof shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than a quorum.

Section 4.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Participation in a meeting by any means of communication through which the participants may simultaneously hear each other during the meeting constitutes presence at the meeting.

Section 4.08. Resignation. Any director may resign at any time by giving written notice to the Chairman of the Board or the Secretary of the corporation. Any such resignation shall take effect at the time specified therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.09. Removal. Any director may be removed, either with or without cause, at any time, by a vote of a majority of the number of members present and voting at a special meeting called for that purpose.

Section 4.10. Vacancies. Any vacancy occurring on the Board of Directors because of death, resignation, removal, or increase in the number of directors or any other cause, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and each director so elected shall hold office for the unexpired term of his or her predecessor in office or until the next Annual Meeting wherein the membership shall ratify such election pursuant to Section 4.03. To the extent possible, any director elected to fill a vacancy shall be a representative of the same classification represented by his or her predecessor in office.

Section 4.11. Compensation. By resolution of the directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director.

No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 4.12. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the members, such action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present; provided that all directors must be notified of the text of the written action of the directors.

Section 4.13. Honorary Directors. The Board of Directors may from time to time elect such persons as it chooses to hold the title of “Honorary Director;” such election to be by a majority vote of the directors at any duly called meeting of the Board of Directors. Persons elected as Honorary Director shall not be Class A members of the corporation nor shall they be voting members of the Board of Directors, but such Honorary Director shall receive notice of all meetings of the Board of Directors, shall be free to attend and address meetings of the Board of Directors and shall be entitled to such other rights and privileges as may from time to time be provided by the Board of Directors or the executive committee of the corporation.

Section 4.14. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and may exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereunto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him or her by law.

No such committee shall have any authority in reference to (1) amending, altering, or repealing these Bylaws; (2) electing, appointing, or removing a member of any such committee or any director or officer of the corporation; (3) amending the Articles of Incorporation; 4) adopting a plan of merger or adopting a plan of consolidation with another corporation; (5) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; (6) authorizing the voluntary dissolution of the corporation, or revoking proceedings thereof; (7) adopting a plan for the distribution of the assets of the corporation; or (8) amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. Other committees, not having the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

ARTICLE V

Officers

Section 5.01. Number. The officers of the corporation shall be a Chairman of the Board (hereinafter sometimes referred to as the “Chairman”), a Secretary, a Treasurer, and, if the Board of Directors so elects, one or more Vice Chairmen of the Board (hereinafter sometimes referred to collectively as “Vice Chairmen” or singularly as “Vice Chairman”) or Assistant Secretaries. Each of the officers of the corporation shall be elected by the Board of Directors. Other officers and assistant officers may be elected or appointed by the Board of Directors as they may deem necessary. Any two or more offices may be held by the same person, except the offices of Chairman of the Board and Vice Chairman of the Board, and the offices of chairman of the Board and Secretary.

Section 5.02. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the meeting which coincides with the Annual Meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall be elected for one membership year, but shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Officers of the corporation shall be elected solely from among members of the Board of Directors, except that the Board may elect a Treasurer, a Secretary and/or an Assistant Secretary who is not a member of the Board.

Section 5.03. Resignation. Any officer or agent may resign at any time by giving written notice of his or her resignation to the Board of Directors, the Chairman of the Board or the Secretary of the corporation. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed, either with or without cause, at any time, by a vote of a majority of the directors voting at a duly called meeting, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by a vote of the Board of Directors, and each officer so elected shall hold office for the unexpired term of his or her predecessor in office.

Section 5.06. Chairman of the Board. The Chairman of the Board shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control the business and affairs of the corporation. The Chairman shall, when present and except as otherwise provided by resolution, preside at all meetings of the Board of Directors. The Chairman may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.07. The Vice Chairman of the Board. In the absence of the Chairman of the Board or in the event of his or her death, inability, or refusal to act, the Vice Chairman of the Board (or in the event there be more than one Vice Chairman, the Vice Chairmen in the order designated by the Board of Directors) shall perform the duties of the Chairman of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board. Each Vice Chairman shall have such powers and shall perform such duties as from time to time may be assigned to him or her by the Chairman of the Board or by the Board of Directors.

Section 5.08. The Secretary. The Secretary shall: (a) keep the minutes of the directors' meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the

names and addresses of all members of the corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman of the Board or by the Board of Directors.

Section 5.09. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman of the Board or by the Board of Directors.

Section 5.10. Other Officers, Agents, and Employees. The corporation may have such other officers, agents and employees as may be deemed necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such manner, have such powers and duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 5.11. Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

Section 5.12. Bond. The Board of Directors of the corporation shall from time to time determine which, if any, officers of the corporation shall be bonded and the amount of the bond.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 6.02. Loan. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 6.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December, next succeeding.

ARTICLE VIII

Indemnification

The corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person with the corporation in accordance with, and to the fullest extent provided by the provisions of any statutes of the State

of Minnesota applicable to such indemnification by Minnesota non-profit corporations, as such statutes may from time to time be amended.

ARTICLE IX

Seal

The corporation shall have no corporate seal.

ARTICLE X

Amendment

These Bylaws and the Articles of Incorporation may be altered, amended or repealed and new Bylaws or Articles of Incorporation may be adopted as follows:

(a) The power to adopt, amend or repeal the Bylaws shall be vested in the Board of Directors subject to clause (b) hereof;

(b) If at least 75% of the members with voting rights propose a resolution for action by the members to adopt, amend or repeal bylaws adopted, amended, or repealed by the board setting forth the particular action proposed to be taken, then the members may demand a special board meeting for consideration of the proposal. In such a case, the board shall convene within 60 days of such demand to consider the proposal.


(c) If the Board of Directors has been duly authorized by the members to exercise from time to time the power of amendment of the Articles of Incorporation without member approval, then the Board of Directors, by the affirmative vote of two-thirds of the directors who are present and entitled to vote on the proposed amendment or amendments, may take action to amend the Articles of Incorporation at any regular or special meeting of the Board of Directors, as provided by law.

Notice of the meeting of members or the Board of Directors and of the proposed amendment or amendments shall be given.

IN WITNESS WHEREOF, these Bylaws have been duly adopted by resolution of the Board of Directors of the corporation on the 29th day of September, 2022.

AMERICAN ASSOCIATION OF SWINE

VETERINARIANS FOUNDATION

By 

Its Secretary/Treasurer.