

By-Laws of Veterinary Educational Textbooks and Supplies, Inc.
(A North Carolina Not for Profit Corporation)

1. (a) **Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the corporation in the State of North Carolina shall be such as shall be determined from time to time by the board of directors and on file in the appropriate office of the State of North Carolina pursuant to applicable provisions of law.

(b) **Corporate Offices.** The corporation may have corporate offices anywhere within and without the State of North Carolina as the Board of Directors from time to time may appoint. The "principal place of business" or "executive" office or offices of the corporation may be fixed and so designated from time to time by the board of directors, but the location or residence of the corporation in North Carolina shall be deemed for all purposes to be in Wake County.

2. (a) **Records.** The corporation shall keep at its registered office, or principal place of business, in North Carolina, original or duplicate books in which shall be recorded the amount of its assets and liabilities, and the names and places of residence of its officers, and from time to time such other or additional records, statements, lists and information as may be required by law.

(b) **Inspection of Records.** A Director shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation.

Seal

3. (a) **Corporate Seal.** The corporate seal shall have inscribed thereon the words: Corporate Seal-Veterinary Educational Textbooks and Supplies, Inc. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Board of Trustees

4. The corporation may have members who, as a group, shall be designated as the Board of Trustees. As provided and allowed by the General Not for Profit Corporation Law of North Carolina, said members shall have no ownership rights to any property of the corporation, and shall have no voting rights with respect to the organization, powers or activities, of the corporation, and shall in no wise be liable for the management debts or actions of the corporation. Members shall be chosen on the basis of their interest in and concern for the purpose of VETS, Inc. and their willingness to:

- (a) Contribute their time and resources to projects supported by the organization, and
- (b) To be advocates of the objectives and purposes of the corporation.

The Board of Trustees shall advise the Board of Directors and inform themselves of the corporation's activities.

5. (a) **Annual Meetings**. An annual meeting of the Board of Trustees shall be held in the first two weeks of April, at a time and place so designated by the Board of Directors, when they shall be notified of the corporation's activities during the past year and requested to make comments and suggestions for future action.

(b) **Special Meetings**. Special meetings of the Board of Trustees may be held for any purpose or purposes. They may be failed by the Chairman of the Board of Directors, Secretary, or Treasurer.

6. (a) **Notice**. Written notice of each meeting of the Board of Trustees, whether annual or special, stating the place, day and hour of the meeting shall be posted and announced at 400 Hillsborough Street, Raleigh, NC 27606.

(b) **Presiding Officials**. Every meeting of the Board of Trustees for whatever object shall be convened by the Chairman of the Board of Directors, or by the officer or person who called the meeting as above provided.

Board of Directors

7. (a) **Directors-Number**. The Directors of this corporation shall be not more than nineteen (19, revised 1995) in number. The Board of Directors shall be determined from time to time by the Board of Directors. The Board of Directors shall be a self-perpetuating body. The initial Board shall be stated in the Articles of Incorporation. The initial Board shall appoint by majority vote such additional Directors as necessary to fill the Board. All Directors shall serve for a one-year term or until such time as their successors are duly appointed.

Each year, as the terms of the Directors expire, the Board shall nominate and elect, by majority vote, sufficient Directors to constitute the Board of Directors. In such election, each Director shall be elected individually, by a majority of the outgoing Board.

8. **Powers of the Board**. The property and business of the corporation shall be managed by the Directors, acting as a Board. The Board shall have and is vested with all and unlimited powers, and authorities, except as may be expressly limited by law, the Articles of Incorporation or by these by laws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes.

9. **Meeting of Directors-Offices.** All members shall be held at a place agreed upon by the Board of Directors.

The Directors may have one or more offices, and keep the books of the corporation (except such books and records as may by law be required to be kept at the registered office, of the corporation of Wake County), as such place or places within or without the State of North Carolina as they from time to time determine.

10. **Meetings of the Newly Elected Board-Notice.** The members of each newly elected Board shall meet at the principal business office of the corporation in Wake County or such other place as the Board of Directors shall designate for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting; provided, however, that a majority of the whole Board shall be present; or the members of such Board may meet at such time and place as shall be consented to in writing by all of the newly elected Directors. Each Director, upon his election, shall qualify by accepting the office of Director, and his attendance at, or his written approval of the minutes of the first meeting of the newly elected Directors shall constitute his acceptance of such office.

11. **Regular Meetings-Notice.** Regular meetings of the Board may be held without notice at such time or times and place either within or without the State or North Carolina as shall from time to time be fixed by resolution of the whole Board. Any business may be transacted at a regular meeting.

12. **Special Meetings-Notice.** Special meetings as the Board may be called by the Chairman of the Board, Secretary, Treasurer, or two members of the Board of Directors by giving five day's notice of such meeting as to the time, place and purpose of any such meeting. Special meetings shall be called by any one of such officers in like manner and on like notice when requested in writing to do so by any one or more Directors.

13. **Quorum.** At all meetings of the Board, a majority of the full Board of Directors shall, unless a greater number as to any particular matter is required by the Articles of Incorporation or these by-laws, constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is quorum, except as may be otherwise specifically provided by statute, by Articles of Incorporation, or by these by-laws, shall be the act of the Board of Directors.

14. **Vacancies.** If the office of any director becomes vacant by reason of death or resignation, a majority of the survivors or remaining Directors, though less than a quorum, may fill the vacancy.

15. **Indemnification of Directors and Officers.** Each director or officer, or former director or officer, of the corporation and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit,

proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer, and any person who, at the request of the corporation, served as having been, such director or officer, and any person who at the request of the corporation, served as director or officer of another corporation in which the corporation owned corporate stock, and his legal representatives, shall in the like manner be indemnified by the corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement and determined that the director involved shall not be qualified to vote thereon, and if for this reason a quorum of the board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the Board of Trustees at a duly called special meeting or at a regular meeting.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors may rely conclusively upon an opinion or independent legal counsel selected by such board or committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive or any other rights to which such director or officer may be lawfully entitled.

16. **Executive Committee.** The Board of Directors may, by resolution passed by a majority of the whole board, designate an executive committee; such committee to consist of two or more directors of the corporation, which committee, to the extent provided in said resolution or resolutions, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

The executive committee shall keep regular minutes of its proceedings and same shall be recorded in the minute book of the corporation. The secretary or an assistant secretary of the corporation may act as secretary of the committee if the committee so requests.

17. **Elected Officers.** The following officers of the corporation shall be chosen or appointed by election by the Board of Directors, and shall be deemed elected officers: a Chairman of the Board, a Secretary and a Treasurer.

(a) Election of Officers. The Board of Directors annually, shall elect a Chairman, a Secretary and a Treasurer, who shall be a member of the Board of Directors.

18. **Removal.** Any officer or agent elected or appointed by the Board of Directors, and any employee may be removed or discharged by the Board whenever in its judgement the

best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

19. **Salaries and Compensation.** Salaries and compensation to all appointed agents and employees of the corporation, may be fixed, increased or decreased by the majority of the Board of Directors.

20. **Delegation of Authority to Hire, Discharge, etc.** The Board from time to time may delegate to the Chairman of the Board, or other officer or executive employee of the corporation, authority to hire, discharge and fix and modify the duties, salary or other compensation of employees of the corporation under their jurisdiction, and the Board may delegate to such officer or executive employee similar authority with respect to obtaining for the corporation the services of attorneys, accountants and other experts.

21. **The Chairman of the Board.** The Chairman of the Board shall be the chief executive officer of the corporation. The Chairman of the Board, or in his absence the Treasurer shall preside at all meetings of the members and directors. Both shall have general and active management of the business of the corporation and shall carry into effect all directors and resolutions of the Board.

He may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation, except that if by law such instruments are required to be executed only by the Chairman, he shall execute them.

He, when authorized to do so by the Board, may execute powers of attorney, from, for, and in the name of the corporation, to such proper person or persons as he may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him necessary or advisable in furtherance of the interests of the corporation.

He shall have such other or further duties and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Directors, and the Board may from time to time divide the responsibilities, duties, and authority between them to such extent as it may deem advisable.

22. **Secretary.** He shall see that all the books, records, lists and information, or duplicates, required to be maintained at the registered or some office of the corporation in North Carolina, or elsewhere, are so maintained.

He shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature.

He shall perform such other duties and have such other authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Directors or the Chairman of the Board of Directors, under whose direct supervision he shall be.

He shall have the general duties, powers and responsibilities of a secretary of a corporation.

The Secretary of the Board. The Secretary of the Board shall attend all sessions of the Board and executive committee, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation kept for that purpose. He shall perform like duties for the said executive and as requested by the Board, to do so.

23. **The Treasurer.** The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

He shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board and shall render to the chief executive officer of the corporation and the Directors whenever they may require it, an account of all his transactions as treasurer and of those under his jurisdiction, and of the financial condition of the corporation.

He shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Directors.

He shall have the general duties, powers and responsibility of a treasurer of a corporation, and shall be the chief financial and accounting officer of the corporation.

If required by the Board, he shall give the corporation a bond in a sum with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in the case of his death, resignation, retirement or removal from office, or all books, papers, vouchers, money and other property of whatever kind in his possession or under his control which belong to the corporation.

24. **Duties of Officers May be Delegated.** If any officer of the corporation be absent or unable to act, or for any reason that the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board concurs therein.

General

25. **Checks.** All checks or instruments for the payment of money and all notes of the corporation shall be signed by such officer or such other person or persons as the Board of Directors may from time to time designate. If no such designation is made, and unless and until the Board otherwise provides, any one of the following officers: Chairman of the Board, Treasurer, or Secretary, shall have power to sign all such instruments for, in behalf and in the name of the corporation, which are executed or made in the ordinary course of the corporation's business.

26. **Fiscal Year.** The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of the action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

27. **Directors' Annual Statement.** The Board of Directors may present at any meeting of the Board of Trustees a full and clear statement of the activities and condition of the corporation.

28. **Amendments.** The by-laws of the corporation may from time to time be repealed, amended or altered, or new by-laws may be adopted by resolution adopted by a majority of the members of the Board of Directors then in office.

Amendments and Addendums

Amendment (March 30, 2004)

The stipends will be adjusted so that all positions receive equal compensation. The Class Representative stipend will be lowered and all other stipends will be increased.

Currently, the Class Representative receives \$300 more than the other board members over a three-year period, for a total of \$900. This amount will be approximately divided among 14 board members to provide an increase of \$65 to all other members. The stipend increase will be added to the third year/second semester stipends. This change will be effective beginning with the incoming class of 2008.

The new Stipend Allocation will be as follows:

Third-years:	Board Members:	Fall	\$550 plus notes
		Spring	\$615 plus notes
	President:	Fall	\$1000 plus notes
		Spring	\$1065 plus notes
Second-years:	Board Members:	Fall	\$400 plus notes
		Spring	\$200 plus notes
First-years:	Board Members:	Fall	\$200 plus notes

Amendment (March 23, 2004)

Each board member's stipend must be used in full by April 1st of the year of graduation. There will be no refunds for unused stipends issued. Stipends are to be applied only to products sold by VETS and special orders through VETS.

Special orders are any item carried by our normal vendors that is not an item normally sold by VETS. If there is a repeated request for an item from an outside vendor, then the item/vendor will be added to our regular list.

For orders placed by VETS members: There will be no returns on special orders of book or supplies, no orders will be placed outside the normal vendor list, and no reimbursements or additions to the stipends will be made for any items not purchased through the VETS Books and/or Supplies Representative (i.e. from vendors in the Commons, online purchases, or purchases made at conferences).

For all those purchasing from VETS: There will be no returns on special orders and no orders placed outside our normal vendor lists.

Amendment (October 14, 2003)

Each board member's stipend must be used in full by the time of graduation. There will be NO refunds issued for unused stipends. Stipends are to be applied only to products sold by VETS, including the purchase of books, supplies and clothing from vendors with which VETS has a working relationship and account. VETS members may purchase books independently from book and supply vendors who visit the Vet school campus. Purchases from these vendors will be reimbursed by an increase in their stipend for the amount of the purchase. Personal purchases from online websites or auctions will not be reimbursed by VETS.

Amendment (October 14, 2003)

The by-laws of the corporation may be altered, amended or repealed at any regular or special meeting of the VETS board of directors provided a quorum of board members are present. Amendment must pass by three-quarters vote of all board members present. Any member of the board may propose amendments. Once an amendment has been successfully voted on, the Secretary shall update the by-laws to reflect the alteration or amendment. By-laws and amendments shall be recorded, dated and distributed to all members of the board of directors and faculty advisors within 30 days of voting.

Addendum (September 11, 2003)

Agreement related to transition of Hill's Pet Food Program from VETS to SCAVMA.

In order to aid with a smooth transition of the Hills Pet Food Program from VETS to SCAVMA and to treat the respective groups as fairly as possible, the following actions will be taken:

1. The bill for salary support for Mr. Al Clark for the 2002-2003 fiscal year will be paid by VETS.
2. VETS will retain the \$4724.96 balance in the Hill's Program Operating Account that was generated by VETS in the 2002-2003 year.
3. SCAVMA and all other student clubs currently using room C-101-C will move out of said room and it will be occupied by VETS.
4. The administration will explore getting phone and internet service to room C-101-C.
5. Ten lockers will be purchased by the college for existing student clubs storage.
6. VETS will re-evaluate its business plan so as to remain fiscally solvent without the Hill's Pet Food revenue.
7. SCAVMA agrees to give the following groups high consideration for funding from the proceeds of Hills Pet Food sales:
 - a. The Turtle Team (historically funded at \$4000/year)
 - b. The Junior Senior Awards Banquet (historically funded at \$2000/year)
 - c. The incoming class picnic (historically funded at \$1000/year)
 - d. The mobile surgery unit (historically funded at \$2000/year)
8. VETS and SCAVMA will provide to the Associate Dean and Director of Academic Affairs monthly copies of their respective financial statements.

These statements will be kept confidential to the administration (shared only with the dean and assistant dean for business and finance). VETS and SCAVMA can share their own financial statements with whomever they please.

Amendment. Each member of VETS, Inc. will be allowed one unexcused absence per academic year. A 10% deduction in that member's stipend will take place for each additional absence.

Amendment (February 15, 2000)

A motion was made to pay VETS members in the Class of 2000 and 2001 any portion of their stipend that was unused during their time of service.

Amendment. (March 4, 1997)

Compensation for VETS members:

Freshmen.....\$100 plus class notes for Spring only
Sophomore.....\$350/yr (\$175/semester) plus class notes
Juniors.....\$1,300/yr plus class notes

Amendment. (October 22, 1996)

The Class Representatives' stipend for the Spring Freshman and Fall Sophomore will be increased by \$75 due to the additional work of new freshman accounts. (All Class Representatives will still receive an additional \$25 per semester).

Amendment (June 4, 1996)

The President of VETS will receive 50% more than the regular junior stipend, beginning with the Class of 1998. (NOTE: Previously the President received to additional compensation.)

Addendum.

No one in VETS shall sell or solicit any products to students at NCSU-CVM without consulting the board of VETS. The board shall decide if the product in question represents a conflict of interest with his/her position in VETS. Any person engaging in this activity shall be relieved of their position at the discretion of the board.

Amendment.

The VETS board has voted to change the structure of the organization of VETS in the following way: The VETS board will hereafter contain the following positions:

Chairman of the Board-elected from the rising junior class. This will be the only elected position.

The positions below will consist of a freshman, sophomore, and a junior representative:

Secretary
Treasurer

Books**Supplies (General and Surgical)****Hill's****Class Representative** (in addition there will be an inactive Senior Class Rep.)

The VETS board will consist of no more than the above nineteen (19) people (the president will be elected from a previous position and the senior class representative is an inactive position).

In addition, the VETS board will hire freshmen into VETS. There will be no voting in of freshmen by their classmates as has been the method in the past. It will be responsibility of the Secretary's office to organize and implement the hiring procedure.

With the changes to the structure of VETS, there will be some shifting of responsibilities. The following will describe the responsibilities of each office:

Chairman of the Board or President – As described in body of by-laws.

Secretary – The secretary office will be responsible for all previous secretarial duties (meeting minutes, letters, attendance, etc. as before), all duties involving Public Relations (PR), and all duties involving the computer (both the laptop and dealing with the VETS computer employee). This is a combination of three previous offices (secretary, PR, and computer).

Treasurer – As described in body of by-laws.

Books – The books representative shall oversees all organization, ordering and distribution of books and notes for the Freshman through Senior classes and keeps current price list posted on VETS' bulletin board.

Supplies (General and Surgical) – The supply representative will be responsible for ordering, receiving, stocking, organization, keeping inventory and distributing supplies to students on distribution day. Supply representative also keeps a current price list on VETS' bulletin board.

Hill's – The Hill's representative will assist on Hill's distribution days during the year and summer, deposit checks into account and send treasurer a copy, make sure AAHA has people to work at weekly distributions, enforces overpurchasing policy, keeps in contact with Hill's representative (main company) and Hill's room employee, reports to board on AAHA participation, and keeps monthly and end-of-year reports and sends copy to Hill's.

Class Representatives – Class representatives keeps class accounts with assistance from VETS computer employee. Distributes and collects order forms. Tallies class orders and distributes to appropriate VETS representatives.

All VETS representatives are expected to assist on distribution days as part of their duties.

Additionally, all juniors MUST serve as Vice President of their office. If for some reason a Junior may not serve as the Vice President, he or she should resign from VETS. Only the Chairman of the Board will be elected, the freshman and sophomore representatives will advance until in their Junior year they serve as Vice President.

Addendum. (May 14, 1996)

A fee will be charged to former members who fail to return their VETS key(s).

Addendum. (May 14, 1996)

Each member will be allowed no more than three (3) unexcused absences per academic year except in an emergency (as determined by the Board), summer meetings excluded, and that member will not receive their stipend if dismissed from the Board. A 10% deduction of the stipend will remain in for the second and third unexcused absences.

Amendment. (February 20, 1996)

Stipends must be used in full, NO refunds for unused stipends will be issued. Stipends are to be applied only to the purchase of books, supplies, and clothing sold by VETS (excludes pet food).

BY-LAWS OF VETERINARY EDUCATIONAL TEXTBOOKS AND SUPPLIES, INC.
(A North Carolina Not for Profit Corporation)

1. (a) **Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the corporation in the State of North Carolina shall be such as shall be determined from time to time by the board of directors and on file in the appropriate office of the State of North Carolina pursuant to applicable provisions of law.

(b) **Corporate Offices.** The corporation may have corporate offices, anywhere within and without the State of North Carolina as the board of directors from time to time may appoint. The "principle place of business" or "principal business" or "executive" office or offices of the corporation may be fixed and so designated from time to time by the board of directors, but the location or residence of the corporation in North Carolina shall be deemed for all purposes to be in Wake County.

2. (a) **Records.** The corporation shall keep at its registered office, or principal place of business, in North Carolina, original or duplicate books in which shall be recorded the amount of its assets and liabilities, and the names and places of residence of its officers, and from time to time such other or additional records, statements, lists, and information as may be required by law.

(b) **Inspection of Records.** A Director shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation.

Seal

3. **Corporate Seal.** The corporate seal shall have inscribed thereon the words: Corporate Seal - Veterinary Educational Textbooks and Supplies, Inc. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Board of Trustees

4. The corporation may have members who, as a group, shall be designated as the Board of Trustees. As provided and allowed by the General Not for Profit Corporation Law of North Carolina, said members shall have no ownership rights to any property of the corporation, and shall have no voting rights with respect to the organization, powers or activities, of the corporation, and shall in no wise be liable for the management debts or actions of the corporation. Members shall be appointed by a majority of the Board of Directors and shall be unlimited in number. Members shall be chosen on the basis of their interest in and concern for the purpose of VETS, Inc., and their willingness to:

(a) Contribute their time and resources to projects supported by the organization, and

(b) To be advocates of the objectives and purposes of the corporation.

The Board of Trustees shall advise the Board of Directors and inform themselves of the corporation's activities.

5. (a) **Annual Meetings.** An annual meeting of the Board of Trustees shall be held in the first two weeks of April, at a time and place so designated by the Board of Directors, when they shall be notified of the corporation's activities during the past year and requested to make comments and suggestions for future action.

(b) **Special Meetings.** Special meetings of the Board of Trustees may be held for any purpose or purposes. They may be called by the Chairman of the Board of Directors, Secretary, or Treasurer.

6. (a) Notice. Written notice of each meeting of the Board of Trustees, whether annual or special, stating the place, day and hour of the meeting shall be posted and announced at 4700 Hillsborough Street, Raleigh, NC 27606.

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Board of Directors

7. Directors - Number. The Directors of this corporation shall be not more than nineteen (19, revised 1995) in number. The Board of Directors shall be determined from time to time by the Board of Directors. The Board of Directors shall be a self-perpetuating body. The initial Board shall be stated in the Articles of Incorporation. The initial Board shall appoint by majority vote such additional Directors as necessary to fill the Board. All Directors shall serve for a one-year term or until such time as their successors are duly appointed.

Each year, as the terms of the Directors expire, the Board shall nominate and elect, by majority vote, sufficient Directors to constitute the Board of Directors. In such election, each Director shall be elected individually, by a majority of the outgoing Board.

8. Powers of the Board. The property and business of the corporation shall be managed by the Directors, acting as a Board. The Board shall have and is vested with all and unlimited powers, and authorities, except as may be expressly limited by law, the Articles of Incorporation or by these by laws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes.

9. Meetings of Directors - Offices. All members shall be held at a place agreed upon by the Board of Directors.

The Directors may have one or more offices, and keep the books of the corporation (except such books and records as may by law be required to be kept at the registered office, or at some office, of the corporation in Wake County), at such place or places within or without the State of North Carolina as they from time to time determine.

10. Meetings of the Newly Elected Board - Notice. The members of each newly elected Board shall meet at the principal business office of the corporation in Wake County or such other place as the Board of Directors shall designate for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting; provided, however, that a majority of the whole Board shall be present; or the members of such Board may meet at such time and place as shall be consented to in writing by all of the newly elected Directors. Each Director, upon his election, shall qualify by accepting the office of Director, and his attendance at, or his written approval of the minutes of the first meeting of the newly elected Directors shall constitute his acceptance of such office.

11. Regular Meetings - Notice. Regular meetings of the Board may be held without notice at such time or times and place either within or without the State of North Carolina as shall from time to time be fixed by resolution of the whole Board. Any business may be transacted at a regular meeting.

12. Special Meetings - Notice. Special meetings of the Board may be called by the Chairman of the Board, Secretary, Treasurer, or two members of the Board of Directors by giving five day's notice of such

meeting as to the time, place and purpose of any such meeting. Special meetings shall be called by any one of such officers in like manner and on like notice when requested in writing to do so by any one or more Directors.

13. **Quorum.** At all meetings of the Board, a majority of the full Board of Directors shall, unless a greater number as to any particular matter is required by the Articles of Incorporation or these by-laws, constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by statute, by Articles of Incorporation, or by these by-laws, shall be the act of the Board of Directors.

14. **Vacancies.** If the office of any director becomes vacant by reason of death or resignation, a majority of the survivors or remaining Directors, though less than a quorum, may fill the vacancy.

15. **Indemnification of Directors and Officers.** Each director or officer, or former director or officer, of the corporation and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of the corporation, served as director or officer of another corporation in which the corporation owned corporate stock, and his legal representatives, shall in the likemanner be indemnified by the corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the board of directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the Board of Trustees at a duly called special meeting or at a regular meeting.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the board of directors may rely conclusively upon an opinion or independent legal counsel selected by such board or committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

16. **Executive Committee.** The Board of Directors may, by resolution passed by a majority of the whole board, designate an executive committee; such committee to consist of two or more directors of the corporation, which committee, to the extent provided in said resolution or resolutions, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

The executive committee shall keep regular minutes of its proceedings and same shall be recorded in the minute book of the corporation. The secretary or an assistant secretary of the corporation may act as secretary of the committee if the committee so requests.

17. (a) **Elected Officers.** The following officers of the corporation shall be chosen or appointed by election by the Board of Directors, and shall be deemed elected officers: a Chairman of the Board, a Secretary and a Treasurer.

(b) **Election of Officers.** The Board of Directors annually, shall elect a chairman, a Secretary and a Treasurer, who shall be a member of the Board of Directors.

18. **Removal.** Any officer or agent elected or appointed by the Board of Directors, and any employee, may be removed or discharged by the Board whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

19. **Salaries and Compensation.** Salaries and compensation to all appointed agents and employees of the corporation, may be fixed, increased or decreased by the majority of the Board of Directors.

20. **Delegation of Authority to Hire, Discharge, etc.** The Board from time to time may delegate to the Chairman of the Board, or other officer or executive employee of the corporation, authority to hire, discharge and fix and modify the duties, salary or other compensation of employees of the corporation under their jurisdiction, and the Board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants and other experts.

21. **The Chairman of the Board.** The Chairman of the Board shall be the chief executive officer of the corporation. The Chairman of the Board, or in his absence the Treasurer, shall preside at all meetings of the members and directors. Both shall have general and active management of the business of the corporation and shall carry into effect all directors and resolutions of the Board.

He may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation, except that if by law such instruments are required to be executed only by the Chairman, he shall execute them.

He, when authorized to do so by the Board, may execute powers of attorney, from, for, and in the name of the corporation, to such proper person or persons as he may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him necessary or advisable in furtherance of the interests of the corporation.

He shall have such other or further duties and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Directors, and the Board may from time to time divide the responsibilities, duties, and authority between them to such extent as it may deem advisable.

22. **Secretary.** He shall see that all the books, records, lists and information, or duplicates, required to be maintained at the registered or some office of the corporation in North Carolina, or elsewhere, are so maintained.

He shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature.

He shall perform such other duties and have such other authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Directors or the Chairman of the Board of Directors, under whose direct supervision he shall be.

He shall have the general duties, powers and responsibilities of a secretary of a corporation.

The Secretary of the Board. The Secretary of the Board shall attend all sessions of the Board and executive committee, and shall record or cause to be recorded all votes taken and the minutes of all

proceedings in a minute book of the corporation kept for that purpose. He shall perform like duties for the said executive committee and as requested by the Board, to do so.

23. The Treasurer. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation. He shall keep, or cause to be kept, all other books of account and accounting records of the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

He shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board and shall render to the chief executive officer of the corporation and the Directors whenever they may require it, an account of all his transactions as treasurer and of those under his jurisdiction, and of the financial condition of the corporation.

He shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Directors.

He shall have the general duties, powers and responsibility of a treasurer of a corporation, and shall be the chief financial and accounting officer of the corporation.

If required by the Board, he shall give the corporation a bond in a sum with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control which belong to the corporation.

24. Duties of Officers May be Delegated. If any officer of the corporation be absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board concurs therein.

General

25. Checks. All checks or instruments for the payment of money and all notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. If no such designation is made, and unless and until the Board otherwise provides, any one of the following officers: Chairman of the Board, Treasurer, or Secretary, shall have power to sign all such instruments for, in behalf and in the name of the corporation, which are executed or made in the ordinary course of the corporation's business.

26. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of the action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

27. Directors' Annual Statement. The Board of Directors may present at any meeting of the Board of Trustees a full and clear statement of the activities and condition of the corporation.

28. Amendments. The by-laws of the corporation may from time to time be repealed, amended or altered, or new by-laws may be adopted by resolution adopted by a majority of the members of the Board of Directors then in office.

Amendments and Addendums

Amendment. Each member of VETS, Inc. will be allowed one unexcused absence per academic year. A 10% deduction in that member's stipend will take place for each additional absence.

Amendment. (March 4, 1997) Compensations for VETS members:

Freshmen: \$100 plus class notes for Spring only
Sophomore: \$ 350/yr. (\$175/semester) plus class notes
Junior: \$1,300/yr. plus class notes

Amendment. (October 22, 1996)

The Class representatives stipend for the Spring Freshman and Fall Sophomore will be increased by \$75 due to the additional work of new freshman accounts. (All Class representatives will still receive an additional \$25 per semester).

Amendment. (June 4, 1996)

The President of VETS will receive 50% more than the regular junior stipend, beginning with the Class of 1998. (NOTE: Previously the President received no additional compensation.)

Addendum.

No one in VETS shall sell or solicit any products to students at NCSU-CVM without consulting the board of VETS. The board shall decide if the product in question represents a conflict of interest with his/her position in VETS. Any person engaging in this activity shall be relieved of their position at the discretion of the board.

Amendment.

The VETS Board has voted to change the structure of the organization of VETS in the following way: The VETS board will hereafter contain the following positions:

Chairman of the Board - elected from the rising junior class. This will be the only elected position.

The position below will consist of a freshman, sophomore, and junior representative:

Secretary
Treasurer
Books
Supplies (General and Surgical)
Hill's
Class Representative (in addition there will be an inactive Senior Class Rep.)

The VETS board will consist of no more than the above nineteen (19) people (the president will be elected from a previous position and the senior class representative is an inactive position).

In addition, the VETS board will hire freshmen into VETS. There will be no voting in of freshmen by their classmates as has been the method in the past. It will be the responsibility of the Secretary's office to organize and implement the hiring procedure.

With the changes to the structure of VETS, there will be some shifting of responsibilities. The following will describe the responsibilities of each office:

Chairman of the Board or President - As described in body of by-laws.

Secretary - The secretary office will be responsible for all previous secretarial duties (meeting minutes, letters, attendance, etc. as before), all duties involving Public Relations (PR), and all duties involving the computer (both the laptop and dealing with the VETS computer employee). This is a combination of three previous offices (secretary, PR, and computer).

Treasurer - As described in body of by-laws.

Books - The books representative oversees all organization, ordering and distribution of books and notes for the Freshman thru Senior classes and keeps current price list posted on VETS' bulletin board. This representative must work closely with faculty, publishers and local printing companies. Also assists in distribution of books and notes to the students.

Supplies (General and Surgical) - The supply representative will be responsible for ordering, receiving, stocking, organizing, keeping inventory and distributing supplies to students on distribution day. Supply representative also keeps a current price list on VETS' bulletin board.

Hill's - The Hill's representative will assist on Hill's distribution days during the year and summer, deposit checks into account and send treasurer a copy, make sure AAHA has people to work at weekly distributions, enforces overpurchasing policy, keeps in contact with Hill's representative (main company) and Hill's room employee, reports to board on AAHA participation, and keeps monthly and end-of year reports and sends copy to Hill's.

Class Representatives - Class representatives keeps class accounts with assistance from VETS computer employee. Distributes and collects order forms. Tallies class orders and distributes to appropriate VETS representatives.

All VETS representatives are expected to assist on distribution days as part of their duties.

Additionally, all juniors **MUST** serve as Vice President of their office. If for some reason a Junior may not serve as the Vice President, he or she should resign from VETS. Only the Chairman of the Board will be elected, the freshman and sophomore representatives will advance until in their Junior year they serve as Vice President.

Amendment. (February 20, 1996)

Stipends must be used in full, NO refunds for unused stipends will be issued. Stipends are to be applied only to the purchase of books, supplies, and clothing sold by VETS (excludes pet food).

Addendum. (May 14, 1996)

A fee will be charged to former members who fail to return their VETS key(s).

Addendum. (May 14, 1996)

Each member will be allowed no more than three (3) unexcused absences per academic year except in an emergency (as determined by the Board), summer meetings excluded, and that member will not receive their stipend if dismissed from the Board. A 10% deduction of the stipend will remain in for the second and third unexcused absences.

The following amendment changes were made on February 15, 2000.

Finalization of Amendment Discussion

A motion was made to pay VETS members in the Class of 2000 and 2001 any portion of their stipend that was unused during their time of service. 15 votes were cast for the new amendment with 1 member abstaining.

A motion was made to change the Amendment made on February 20, 1996 to read... "Stipends must be used in full, NO refunds for unused stipends will be issued. Stipends are to be applied only to VETS products including the purchase of books, supplies, clothing, and pet food sold by VETS at full price." The vote was unanimous.

A motion was made concerning the incoming freshmen members of VETS stating that no payment for VETS products will be necessary until the second semester of 3rd year. 15 votes were cast for the motion and 1 member abstained.