

Bylaws of the American Miniature Llama Association (ALMA) Amended October 1, 2009

Article I – Name

Section 1.1: Name. The name of the organization shall be the American Miniature Llama Association (AMLA).

Section 1.2: Address. The permanent address of AMLA shall be P.O. Box 8, Kalispell, MT 59903. This address shall be used for all Association business including dues, registration applications, contracts, etc.

Section 1.3: Governing Documents. The Association shall be governed by its Articles of Incorporation and these Bylaws.

Article II: Purpose

The purpose of the Association is to provide a venue for opportunities to share information among owners, breeders and persons interested in miniature llamas; to provide input to national llama associations regarding issues vital to the industry; to encourage and support events to expand awareness and market potential; and to provide social contact among owners, breeders and persons interested in miniature llamas.

Article III - Membership

Section 3.1: The membership ~~area shall be North America.~~ shall consist of any person or persons interested in the advancement of miniature llamas as a breed.

Section 3.2: Membership. The membership of the Association shall consist of any farm, family, farm or corporation involved as breeders and/or owners of miniature llamas or individuals who have an interest in the health, welfare or promotion of miniature llamas. Membership shall be granted upon written application, accompanied by annual dues, submitted to AMLA. A member in good standing is one whose dues are current and is not currently sanctioned by the Association.

Section 3.3: Application. An applicant for membership shall complete an application form designated by the Association. The Board of Directors shall establish that criteria for admission to membership has been met.

Section 3.4: Privileges & Responsibilities. Memberships in good standing shall be entitled to all privileges and responsibilities of such membership. Only members in good standing shall be

~~entitled to vote.~~ Each farm membership or individual membership in good standing is entitled to one vote. Each farm membership or individual membership is encouraged to serve on at least one committee each year. All family members of a farm membership are encouraged to be actively involved in the association by also serving on a committee. Only members in good standing shall be entitled to hold elected offices in the Association as described in Article V.

Section 3.5: Membership Procedures. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be a violation of these Bylaws or any rule, policy, code of conduct or practice adopted by AMLA or any other conduct contrary to the interests of the Association. Suspension or termination shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges was mailed by certified or registered mail to the last recorded address of the member or otherwise delivered to such address in person as permitted by law at least fifteen (15) days before final action is to be taken. This statement shall include a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to appear, and/or be represented by legal counsel, and/or submit a written response in defense to such charges before action is taken by the Board of Directors.

Section 3.6: Transfer of Membership. Transfer of membership is prohibited.

Section 3.7: Resignation. Any membership may resign ~~from membership~~ by giving written notice to the Association by U.S. mail or email.

Article IV – Dues, Fees, and Finances

Section 4.1: Dues. The dues and any initiation fee of the Association shall be established by the Board of Directors.

Section 4.2: When Payable

Annual membership runs from January 1 through December 31. Renewing members will pay the full annual dues regardless of date of originally joining the association. Dues not paid by February 15 shall result in termination of membership and revocation of privileges thereof.

Section 4.3: Suspension. Any membership issuing a check to AMLA that is returned for any reason shall be suspended. The membership will be reinstated after a new check with the addition of a \$20.00 processing fee has been received and processed successfully through the bank. Any membership who does not pay expenses for which they have agreed to in writing for any AMLA sponsored event shall be removed from membership and Board approval shall be required for reinstatement.

Article V – Officers

Section 5.1: Elected Officers. The elected officers of the Association shall be President, Vice President, Secretary, Treasurer and Registrar. No individual shall hold more than one office simultaneously. All officers must own **at least one** miniature llama and be Members in Good Standing of AMLA.

Section 5.2: Election and Terms. The elected officers shall be elected by the membership as provided in these Bylaws and shall hold office for terms of two years. Officers may not succeed themselves in the same office.

Section 5.3: Vacancies. Officers shall hold office until their successors have been elected and installed. Vacancies occurring between terms will be filled by the Board of Directors.

Article VI: Elected Officer Duties.

Section 6.1: President. The President shall preside at all meetings of the Association and shall serve as chairman of the Board of Directors. The President shall carry out the policies of the Board of Directors. The President shall appoint chairs and may appoint members of all committees, with the exception of the Nominating Committee and Finance and Audit Committee, the procedures for which are stipulated in Articles IX and XI, respectively. The Board of Directors shall approve all committee chair appointments by majority vote. The President shall sign all contracts and agreements to which the Association is a party. The President shall perform other such duties as are incident to the office of President or as may be prescribed by the Board of Directors. On matters brought before the Board of Directors, the President shall vote only in the case of a tie.

Section 6.2: Vice President. The Vice President shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act. The Vice President shall perform such other duties as are properly assigned by the Board of Directors or the President.

Section 6.3: Secretary. The Secretary shall be responsible for creating and maintaining the records of all meetings of the Board of Directors and the membership. These records may be kept in print or electronic format. They shall be available to any member upon request. The Secretary shall be the recipient of all proxy notices and shall be responsible for notifying the President of their existence and validity.

Section 6.4: Treasurer. The Treasurer shall have charge of and shall exercise supervision of the financial affairs of the Association. The Treasurer shall be responsible for the accurate accounting and reporting of all monies received and expended by the Association and shall be responsible for all financial records including tax records, tax returns and corporation reports. All monies received shall be deposited in the bank or depository designated by the Board of

Directors and shall be paid out as prescribed by the Board of Directors or its designee. The Treasurer shall be authorized to sign checks for the payment of bills incurred by the Association. The Treasurer in conjunction with the Finance and Audit Committee shall develop the budget for approval by the Board of Directors. The Treasurer shall provide names of current members to the Board of Directors.

Section 6.5: Registrar. ILR will keep a registry of llamas meeting AMLA standards and provide a copy to the registrar on a regular basis. The Registrar will make recommendations for registration procedures to the Board as needed.

Article VII: Registry.

Section 7.1: Registry. All llamas registered as miniature llamas with AMLA must also be registered with the International Llama Registry. ILR will keep a registry of llamas meeting AMLA standards.

Section 7.2: Fees. The Board of Directors shall establish a fee for registering llamas sufficient to cover all expenses of the registration process and maintenance of registry records.

Section 7.3; Rules. The Board of Directors shall approve and publish rules governing the registration of miniature llamas including standards for qualification for classification as a miniature llama. Standards will be subject to ratification by the Members of AMLA. Ratification will require approval by a simple majority of those voting. The registry rules shall be developed and revised by the AMLA Registrar and submitted for Board/membership action as appropriate.

Section 7.4: Term. The AMLA Registrar shall be appointed by the Board of Directors for terms of two years. The Registrar will serve as a member of the Board of Directors with voting privileges on all matters except approval of registry rules and appointment or termination of the Registrar.

Section 7.5: Information. All specially developed data bases, lists of registered animals, special reports and other data are the sole property of AMLA. Application programs and/or equipment used to maintain the registry data base and develop reports will be owned by AMLA. All programs and/or equipment shall be the property of the Association.

Article VIII – Board of Directors

Section 8.1: Composition. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the Registrar in accordance with these Bylaws.

Section 8.2: Duties. The general management of the affairs and property of the Association shall be vested in the Board of Directors.

Section 8.3: Meetings. The Board of Directors shall meet upon call of the President at such time and place as may be designated and shall be called to meet upon demand of a majority of its members. Notice of all meetings shall be given to each member of the Board of Directors in advance.

Section 8.4: Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 8.5: Voting. All members of the Board of Directors, present and constituting a quorum, shall have the right to vote on matters. However, the President may cast a vote only in case of a tie. Majority decision will prevail unless otherwise directed by these Bylaws. Voting rights of a member of the Board of Directors may not be delegated to another nor exercised by proxy.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by a majority of the Directors and such written consent is filed with the minutes. Such action is effective when the required number of directors has signed the consent unless the consent specifies a different effective date. Such consent may be transmitted electronically. A Director transmitting his or her consent to the Association electronically shall sign the consent by typing his or her name on the consent. The Secretary shall take reasonable measures to ensure that the consent is being transmitted by the Director signing the ballot. The Secretary shall print out all consents received electronically and file these consents with the minutes.

Section 8.6: Terms. Directors shall serve for two-year terms, and their terms shall be staggered so that the terms of approximately half of the Directors expire each year. The members of the Board of Directors shall hold office until their successors have been elected and installed. Mid-term vacancies will be filled by the Board of Directors for the remainder of the unexpired terms.

Section 8.7: Absence. Any member of the Board of Directors who fails to attend its meetings, may, at the discretion of the President, be required to explain his/her absences in writing. The remaining members of the Board of Directors shall consider whether absences are excusable and, if not, shall notify the affected Board member in writing accordingly. Prior to a final decision of the Board of Directors regarding removal of a Board member for unexcused absence(s) from Board meetings, the affected Board member shall be given an opportunity to defend his or her absence(s) at the next regularly scheduled Board of Directors meeting.

Section 8.8: Compensation. Directors shall not be entitled to compensation for their services as officers of AMLA. Directors may be reimbursed for Board approved expenses incurred in carrying out official business of the AMLA

Article IX – Nominations and Election

Section 9.1: Nominating Committee. On or before January 2nd of each year, the President shall appoint a Nominating Committee of not less than two members, each of whom have been a member of the Association for at least two years. Current members of the Board of Directors shall be ineligible for appointment to the Nominating Committee.

Section 9.2: Nominating Process. Names of the members of the Nominating Committee along with an invitation for recommendations for candidates for nomination shall be electronically mailed to the membership no later than mid January. The Nominating Committee shall nominate at least one (1) person for each available elective office of the Association and shall secure the consent of each nominee to such nomination no later than February 1st. At that time the slate shall be presented electronically to the membership for voting. Nominees may submit a statement on behalf of their candidacy and all statements will be attached to the ballot. Members in good standing will have 7 days to return their electronic ballot to the nominating committee.

If a member(s) prefer a paper ballot their request must be in writing to the nominating committee including a pre addresses, stamped envelop to be used for mailing their paper ballot. The request must be received by the nominating committee prior to their sending the electronic version.

Section 9.3: Election. The following shall be elected:

- **Officers.** In odd-numbered years, President and Secretary will be elected, each to begin a term of two (2) years beginning immediately.
- In even-numbered years, Vice President, Treasurer and Registrar will be elected, each to begin a term of two (2) years, beginning immediately.
- **Method of Election.** A plurality of votes cast with respect to each position shall determine the winning candidate for that position. In the event of a tie, the Board of Directors shall break the tie.

Article VIII – Meetings

Section 1: Annual Meeting. There shall be at least one business meeting a year. This meeting will be presided over by the new Board of Directors.

Section 2: Special Meetings. Special meetings of the membership may be called by a majority vote of the Board.

Article IX – Committees

Section 1: Structure. The Board of Directors is empowered to establish committees of the Board for the purpose of carrying out activities of the Association. Committees shall be of such

size and shall have such duties, function and powers as may be assigned to them by the Board of Directors, except as otherwise provided in these Bylaws. Each committee shall have a purpose and operating guidelines. The Nominating and Finance and Audit Committees shall be appointed annually. The President may establish ad hoc committees from time to time.

Section 2: Staffing. The President is empowered to appoint chairs of committees, subject to approval by the Board of Directors by majority vote. Members may serve on committees on a voluntary basis or by appointment of the President.

Article X - Registry

Section 1: Registry. All llamas registered as miniature llamas with AMLA must also be registered with the International Llama Registry. ILR will keep a registry of llamas meeting AMLA standards.

Section 2: Fees. The Board of Directors shall establish a fee for registering llamas sufficient to cover all expenses of the registration process and maintenance of registry records.

Section 3; Rules. The Board of Directors shall approve and publish rules governing the registration of miniature llamas including standards for qualification for classification as a miniature llama. Standards will be subject to ratification by the Members of AMLA. Ratification will require approval by a simple majority of those voting. The registry rules shall be developed and revised by the AMLA Registrar and submitted for Board/membership action as appropriate.

Section 4; Information. All specially developed data bases, lists of registered animals, special reports and other data are the sole property of AMLA. Application programs and/or equipment used to maintain the registry data base and develop reports will be owned by AMLA. All programs and/or equipment shall be the property of the Association.

Article XI – Finance and Audit Committee

Section 11.1: Composition. The Finance and Audit Committee shall consist of at least 2 members, one of whom shall be the current or outgoing Treasurer. All other members shall be appointed by the President.

Section 11.2: Duties. The Committee shall advise the Board of Directors on matters pertaining to the Association's financial needs, growth, and stability based on periodic review of income, expenditure, and investments. The committee shall present an annual budget to the Board of Directors. The Committee shall advise the Board of Directors of any irregularities or material findings that arise from the independent audit or other sources.

Article XII – Indemnification

Each director, officer, or other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding—or the settlement or compromise thereof—to which such persons may be made part of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of the Association.

Article XIII – Amendments

Amendments may be proposed by the Board of Directors or by a written petition signed by at least 50% of the Association's members in good standing. Notice of each proposed amendment of these Bylaws shall be provided by electronic mail to the Association's membership at least thirty (30) days in advance of Board of Directors planned action on the proposed amendment. Taking into consideration the opinions of the membership on proposed changes, the Board may adopt amendments by majority vote.

Article XIV – Dissolution

The Association shall use its funds only to accomplish the purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to members of the Association. In the event of dissolution of the Association and the discharge of its debts and the settlement of its affairs, all funds and properties of the Association remaining thereafter shall be conveyed to nonprofit; tax exempt; and charitable, educational, scientific, or philanthropic organization(s) with objects and purposes similar to those of the Association, such organization(s) to be designated by the Board of Directors at the time of dissolution.

Amended October 1, 2009