

Bylaws of the American Miniature Llama Association

ARTICLE I - NAME AND ADDRESS

Section 1.1: ORGANIZATION'S NAME. The name of the organization shall be the American Miniature Llama Association (AMLA).

Section 1.2: ORGANIZATION'S 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.

ARTICLE II - MEMBERSHIP AREA

The membership area generally shall be North America.

ARTICLE III - PURPOSE

The purpose of the Association shall be to provide 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 IV - MEMBERS

Section 4.1: MEMBERSHIP. Any individual, 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** shall be eligible to become a **member**. Membership shall be granted upon written application, accompanied by annual dues, submitted to AMLA.

Section 4.2: ANNUAL DUES. Annual dues for **membership** shall be set by the Board of Directors. Annual membership runs from January 1 through December 31. Renewing members will pay the full annual dues regardless of date of renewal.

Section 4.3: VOTING RIGHTS. Each **member** shall be entitled to one vote on all matters submitted to a vote of the members. Annual dues must be paid prior to any vote in order to be eligible to vote.

Section 4.4: PAYMENT OF ANNUAL DUES. Dues for the fiscal year shall be payable by December 31. Dues not paid by **February 15** shall result in termination of membership and revocation of privileges thereof.

Section 4.5: SUSPENSION AND REMOVAL. Any member issuing a check to AMLA that is returned for "insufficient funds" after the check has been presented for payment a second time, shall be suspended 10 days after notification by certified mail. The member 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 member 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: OFFICERS. Officers of the Association shall be the President, Secretary/Treasurer and Registrar. All officers must **own miniature llamas and** be Members in good standing of AMLA.

Section 5.2: PRESIDENT. The President shall be the Chief Executive Officer, preside at all general and Board of Directors' meetings and supervise and direct all of the business of AMLA. The President shall insure the bylaws and rules are enforced and shall perform the duties generally incident to the office. The President shall appoint committees as needed.

Section 5.3: SECRETARY/TREASURER. The Secretary/Treasurer acting as Secretary of the Association shall keep a permanent record of all minutes of the membership and Board of Directors meetings, be custodian of the Association's **financial** records including tax records, returns or reports and corporation reports, and perform other such duties as specified by the Directors. The Secretary/Treasurer acting as Treasurer of the Association shall pay bills of the Association. The President may pay bills if the Secretary/Treasurer is absent or unable to perform such duties. The Secretary/Treasurer shall present a complete annual report in writing of the financial standing at the annual membership meeting, submit a proposed annual budget and periodic financial reports as specified by the Directors and prepare or arrange for preparation of any tax returns or reports due on behalf of the Association.

Section 5.4: REGISTRAR. 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. **The Registrar will make recommendations for registration procedures to the Board.**

Section 5.5: ELECTION AND APPOINTMENT OF OFFICERS. The President and Secretary/Treasurer shall be elected every other year starting in 1999. These officers shall be elected from the Board of Directors by a simple majority vote of the members of the Board of Directors at the first board meeting after the election for Board members. The first board meeting shall be held within 30 days after the election is completed. The Registrar shall be appointed by the Board of Directors for terms of four years. There is no limit on the number of terms the officers may serve.

Section 5.6: REMOVAL OF OFFICERS. Any officer may be removed, with cause, at any time on the recommendation of the Board sustained by a vote of the majority of a quorum of the general membership. A quorum for such purpose shall be a simple majority.

Section 5.7: VACANCIES. In the event of a vacancy in any office, the vacancy will be filled by the Board for the unexpired portion of the term.

Section 5.8: COMPENSATION. Unless otherwise agreed to by all Directors, officers shall not be entitled to compensation for their services as officers of AMLA. Officers may be reimbursed for Board approved expenses incurred in carrying out official business of the AMLA.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.1: GENERAL POWERS. The affairs and business of the Association shall be managed by a Board of Directors. The President shall act as Chairman of the Board.

Section 6.2: NUMBER. The number of Directors shall be five. One member shall be the Association's Registrar (who is appointed by the elected Board from the Membership of AMLA) and four elected from the Membership of AMLA. All Directors shall **own miniature llamas and** be Members in good standing.

Section 6.3: ELECTION OF BOARD MEMBERS. Two elected members shall be elected each second odd year starting in 2003. Two elected members shall be elected every second even year starting in 2004. For the year 1999, four members of the Board of Directors shall be appointed as "elected members" from Members in good standing by the Association Organization Committee.

Section 6.4: TERM OF BOARD MEMBERS. The term of each elected Board member shall be four years, except for the first year when the appointed Board members shall draw lots to be assigned to appropriate year classes. Directors' terms of office begin on January 1 and end on December 31, except if no new member is elected the Director may serve until another member is elected.

Section 6.5: MEETINGS OF THE BOARD. Meetings of the Board of Directors shall be held at least semi-annually with one meeting being prior to the regular membership meeting. Meetings may be via electronic means. Special meetings may be called by the President or by one-third of the Board. Attendance at Board meetings will not be considered "official business" for purposes of reimbursement in accordance with Sections 5.8 and 6.8.

Section 6.6: VOTING. Each member of the Board is entitled to one vote, except the President who shall only vote to break a tie or if the President's nay vote will defeat a motion. No member shall hold more than one Director position at the same time. Approval of any matter by the Board requires a simple majority vote.

Section 6.7: QUORUM. A quorum of the Board is a simple majority.

Section 6.8: COMPENSATION. Unless otherwise agreed to by all Directors, 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 VII - APPOINTMENT & DUTIES OF STANDING COMMITTEES

Section 7.1: The Board of Directors shall determine the need for standing committees charged with coordinating special continuing AMLA activities (e.g. Promotion, Health and Welfare, Ethics. etc.)

Section 7.2: The Board of Directors shall appoint the Chair of each standing committee and each committee shall include at least one member of the Board of Directors.

Section 7.3: Each standing committee shall have a purpose, operating guidelines, budget, and be approved by the Board of Directors.

Section 7.4: All financial transactions of the standing committee shall be transacted through the Association Secretary/Treasurer.

ARTICLE VIII - REGISTRY AND REGISTRAR DUTIES

SECTION 8.1: 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 8.2: REGISTRATION 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 8.3: REGISTRY 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 8.4: REGISTRAR. The AMLA Registrar shall be appointed by the Board of Directors for terms of four years (see SECTION 5.4, 5.5 and 6.2). There is no limit on the number of terms the Registrar may serve. 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 8.5: REGISTRY OWNERSHIP OF PRODUCTS & 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 may be owned by the registrar or purchased and owned by the AMLA. If programs or equipment are purchased by AMLA, they shall be the property of the Association.

ARTICLE IX - MEETINGS OF MEMBERS

Section 9.1: ANNUAL MEETING. There shall be one annual meeting. The meeting shall be the annual business meeting. At this meeting, results of the voting for members of the Board of Directors by the members of the Association shall be announced.

Section 9.2: SPECIAL MEETING. Special meetings of the membership may be called by a majority vote of the Board.

ARTICLE X - NOMINATION & ELECTION PROCEDURES FOR BOARD OF DIRECTORS

Section 10.1: NOMINATING COMMITTEE. The Board of Directors shall act as the Association's Nomination Committee. At least six (6) months before the annual meeting, the Committee shall actively recruit and nominate candidates from Members in good standing for election as Directors for the ensuing terms. The Nomination Committee shall recruit and nominate at least one (1) candidate for each vacancy on the Board. The initial election of *elected members* of the Board shall be for the term of office starting in 2003.

Section 10.2: NOMINATION BY PETITION. Two (2) members of the Association may nominate one or more candidates for Director by a petition signed within eight (8) months prior to the next election and deliver it to the Secretary/Treasurer of the Board or the Nominating Committee.

Section 10.3: QUALIFICATIONS, STATEMENT OF CANDIDACY. All nominees must be Members of the Association who have paid their annual dues. Nominations shall be closed not later than three (3) months before the annual meeting. The Nominating Committee shall request the nominees individually to submit a statement on behalf of their candidacy no later than eight (8) weeks before the annual meeting. The form of the statement and its distribution to the membership shall be established by the Nominating Committee, which shall decide any question of compliance with standards that the Committee may establish with respect to such form.

Section 10.4: INSPECTOR OF ELECTIONS. The Nominating Committee shall appoint from the membership an Inspector of Elections, who shall supervise the election, count the ballots, tabulate the results and report to the membership and the Board of Directors in writing the names of those elected to the Board of Directors. No candidate may serve as Inspector of Elections. The candidates or Board of Directors may request the Inspector of Elections to also report to the candidates the number of votes for each candidate. Each candidate may designate an observer to be present during the vote count. Ballots and the tabulation of results shall not be destroyed for at least sixty (60) days after the election.

Section 10.5: BALLOT. At least six (6) weeks before the annual meeting, a ballot containing the names of the nominees shall be mailed to each Member of the Association entitled to vote. The ballot shall be accompanied by the statement of each nominee in form approved by the Nominating Committee.

Section 10.6: VOTING PROCEDURE. Each voter shall vote by mailing the ballot to the Inspector of Elections. No ballot shall be counted unless postmarked by the date set by the Inspector of Elections, which date will be indicated on the ballot. Procedures for balloting by mail shall be established to assure secrecy of each member's vote.

Section 10.7: ELECTION. The Inspector of Elections shall complete the election, shall notify the President **who will notify** all nominees who the successful candidates were and announce the results at the annual business meeting.

Section 10.8: TIED VOTES. If two candidates receive the same number of votes, the tie will be broken by a flip of a coin.

ARTICLE XI - NEGOTIABLE INSTRUMENTS AND CONTRACTS

Section 11.1: CONTRACTS AND AGREEMENTS. The President shall sign all contracts or other agreements which the Board of Directors has authorized to be executed, except in those situations where the signing and execution thereof is expressly delegated by the Board of Directors or by the Bylaws to some other officer or person. The Secretary/Treasurer may sign contracts or other agreements which the Board of Directors has authorized to be executed if the President is absent or unable to perform such duties, or if the contracts or other agreements which the Board of Directors has authorized to be executed show the President as the provider.

ARTICLE XII - AMENDMENTS OF BYLAWS

Bylaws may be amended, repealed or added to by majority vote of the Board at any regular or special Board Meeting. Before such changes become effective, they must also be approved by the membership at a membership meeting or by written ballot.

ARTICLE XIII - DISSOLUTION

Section 13.1: RESOLUTION. A resolution to dissolve may be authorized at a meeting of the membership. Approval of the resolution requires a two-thirds majority vote.

Section 13.2: PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS. Upon dissolution, all liabilities and obligations of AMLA shall be paid, satisfied and discharged, or adequate provisions made therefor. Remaining assets, if any, shall be liquidated and distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for scientific or educational purposes that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. The specific organization(s) shall be chosen by the Board.

ARTICLE XIV - ANNUAL AUDIT

Section 14.1: AUDIT COMMITTEE. The Board of Directors shall appoint an Audit Committee made up of two (2) members of the Association none of who shall be a Director, to audit the financial records. The Committee shall be appointed by December 31 of each year and shall audit the records for the fiscal year just ended. The AMLA's fiscal year will be from January 1 to December 31 of ensuing calendar years.

Section 14.2: DUTIES. The Committee shall review the substantiation of expenses paid, recording of money received, reconciliation of the bank account, the annual financial statement and insure the tax return for the previous year was filed. The Committee shall also review compliance with the requirements of Article VIII by standing committees and Article XI regarding negotiable instruments and contracts signed on behalf of the Association.

Section 14.3: REPORT. The Committee shall prepare a written report of its findings and shall report to the Board of Directors at the first regularly scheduled Board meeting after the completion of the audit.