

By-laws of the Llama and Alpaca Association of the Mid-Atlantic States [LAMAS]

ARTICLE 1. NAME

The name of the organization is the “Llama and Alpaca Association of the Mid-Atlantic States”, also referred to herein as LAMAS.

ARTICLE 2. (Intentionally Deleted)

ARTICLE 3. PURPOSE

The purpose of LAMAS is to educate members and the public as to the breeding of, raising of, and caring for lamas and to promote and advance the interests of the lama community as a whole, while maintaining a high standard of conduct.

ARTICLE 4. MEMBERSHIP

Section 4.1 MEMBERSHIP. This association shall be comprised solely of members who pledge to abide by a standard of conduct designed to educate and protect the lama buyer and/or seller. Any entity seeking membership will be required to abide by the standard of conduct established by LAMAS. There shall be two types of membership; individual and double. An individual membership shall be open to any person, association or entity with an interest in lamas. A double membership shall be available to any two persons, associations or entities with a marital, financial or business associated relationship and includes one non-voting Veterinarian sponsorship. Membership shall be granted upon written application, accompanied by annual dues and submitted to the Treasurer. Application signifies the willingness of the applicant to abide by the By-laws and the Standards of Conduct.

Section 4.2. VOTING RIGHTS. Each member shall be entitled to ONE[1] vote on all matters submitted to a vote of the membership. Double memberships are each considered members. Annual dues must be paid in order for a member to be eligible to vote.

Section 4.3. ANNUAL DUES. The types of membership and the annual dues shall be set by the Board of Directors and approved by the membership or the previously approved dues shall remain in effect. Dues for the calendar year shall be payable by March 1st of that year. Dues not paid by March 1st may result in termination of membership and revocation of privileges thereof by action of the Board of Directors. The Treasurer may prorate first-year dues for members on a consistent and non-discriminatory basis.

Section 4.4. SUSPENSION AND REMOVAL. Any member who does not pay bills or expenses incurred for any LAMAS sponsored event may be removed from the membership by decision of the Board of Directors. The board of Directors' approval shall be required for reinstatement.

ARTICLE 5. STANDARDS OF CONDUCT

Section 5.1. STANDARDS TO ABIDE BY. The members of LAMAS agree to provide for their lamas nutritious food in sufficient quantity; necessary medical care, proper drink, air, space, and shelter, and to deal in matters relating to lamas in a fair and honorable manner.

ARTICLE 6. OFFICERS

Section 6.1. OFFICERS. The officers of LAMAS shall be the President, Vice President, Treasurer, Secretary, and Affiliate Representative. Officers must be members in good standing of LAMAS with dues current.

Section 6.2. PRESIDENT. The President shall be the Chief Executive Officer of LAMAS and shall preside at all general and Board of Directors' meetings, as well as direct all of the business of LAMAS. The President shall ensure that the By-laws, rules and regulations of LAMAS are enforced and shall perform all duties generally incident to the office of the President. He/She shall appoint appropriate committees as necessary. Upon election of a new President the previous President shall become a Director ex Officio.

Section 6.3. VICE-PRESIDENT. In the absence of the President or in the event of his/her inability to perform the duties enumerated in Section 6.2, the Vice-President shall have the powers and shall perform such duties.

Section 6.4. TREASURER. The treasurer shall receive and safely keep all monies, rights, and properties belonging to LAMAS, deposit all such funds within ten [10] business days of receipts in the name of LAMAS in such bank(s), trust company(s), or safe deposit vault(s) as the Board of Directors shall approve. The Treasurer shall disburse funds for the payment of obligations of LAMAS and for other legitimate purposes as directed by the Board of Directors. The Treasurer shall give a full and comprehensive annual report in writing of the financial standing of LAMAS to the membership at the end of the fiscal year. After approval by the Board of Directors, the annual report shall be submitted to the Newsletter Editor for publishing in the next newsletter. The Treasurer shall maintain a current directory of all members.

Section 6.5. SECRETARY. The Secretary shall keep a permanent record of all the minutes of meetings of the membership and of the Board of Directors in appropriate books; be responsible for all correspondence; give and service all notices of LAMAS; and other such duties incident to said office.

Section 6.6. AFFILIATE REPRESENTATIVE. The Affiliate representative shall act as a liaison with and provide communication between LAMAS and other organizations on a national basis who share common interests with LAMAS. This person will attend meetings, where necessary, solicit information that may be of interest to members of LAMAS, and share minutes and other information of LAMAS, that may be of interest to the other organizations.

Section 6.7. ELECTION OF OFFICERS. The officers of the organization shall be elected annually by the Board of Directors. Each officer shall hold office until his successor has been duly elected.

Section 6.8. TERM OF OFFICE. Officers duly elected will serve from the earlier to occur of the next duly called Board of Directors meeting or July 1st, until June 30 of the following year, or until a replacement has been duly elected. Terms of office shall be for one year. The President may serve only two (2) consecutive elected terms.

Section 6.9. REMOVAL OF OFFICERS. Any officer may be removed with cause at any time on the recommendation of the majority of the Board of Directors, sustained by a vote of the majority of the quorum of the membership. An officer may be suspended from his/her office for a period of not more than sixty [60] days pending such a membership vote, provided that the other four elected officers vote to do so.

Section 6.10. VACANCIES. In the event of a vacancy in the office of the President due to death, resignation, removal, disqualification, or otherwise, the Vice-President shall assume the position of President for the unexpired portion of the term. A vacancy in any other office will be filled by appointment by the President, with the approval of a majority of the Board of Directors, for the unexpired portion of the term. Vacancies on the Board shall be filled by a vote of the Board of Directors for the unexpired term of the position.

ARTICLE 7. BOARD OF DIRECTORS

Section 7.1. GENERAL POWERS. The business of LAMAS shall be managed by a Board of Directors. Directors must be members in good standing of LAMAS with dues current.

Section 7.2. NUMBER. The number of Directors shall be set at nine (9). One Director shall be the editor of the LAMAS Newsletter who will be appointed by the President annually and approved by the Board of Directors. The eight remaining Directors shall hold office for a term of two (2) years which shall be staggered such that four (4) Directors will be elected each year by the membership. Directors' terms shall extend to and end on June 30th of the last year for which the Director was elected. Directors may serve for an unlimited number of years provided that a minimum of one year absence from the Board shall occur after any two consecutive terms.

Section 7.3. DIRECTOR EX OFFICIO. A retiring President who is a member in good standing shall become a Director Ex Officio and remain in this position until succeeded by another retiring President. He/She shall serve as an advisory member and shall be non-voting except for the purpose of tie-breaking.

Section 7.4. MEETINGS OF THE BOARD OF DIRECTORS. A regular annual meeting of the Board of Directors shall be held prior to the annual LAMAS meeting. Special meetings may be called by the President or by two [2] or more members of the Board and may be held by means of telephone conference calls or in person, and notice of such meetings shall be given 14 days in advance.

Section 7.5. VOTING. Each member of the Board of Directors is entitled to one vote on matters under consideration by the Board. Acts, decisions, and policies approved by the Board must be accomplished by a simple majority of a quorum present at a duly scheduled Board meeting.

Section 7.6. QUORUM. A quorum for transaction of business by the Board of Directors is a simple majority of Directors.

ARTICLE 8. MEETING OF MEMBERS

Section 8.1. REGULAR MEETING(S). There shall be at least one meeting of the membership each year. At this meeting, the membership shall consider, and as appropriate vote on, all items of business that shall properly come before them.

Section 8.2. SPECIAL MEETINGS(S). Special meetings of the membership may be called by a majority vote of the Board of Directors or by a least one-fifth [1/5th] of all current members. In the event of membership calling a special meeting, notice will be given as in Section 8.4.

Section 8.3. GROUP FUNCTION. There shall be at least one group function per year.

Section 8.4. NOTICE OF MEETING. Written notice stating the place, day, hour and purpose of any meeting of members shall be mailed to each member having voting rights not less than twenty-one [21] days before the date of the meeting.

Section 8.5. QUORUM. Twenty [20] percent of the members shall constitute a quorum at such meetings. If a quorum is not present, the members present, by majority vote, may adjourn the meeting to a future time. At the resumed meeting the quorum shall be ten [10] percent of the members. For purposes of determining a quorum, members voting by mail shall be counted.

ARTICLE 9. NOMINATION, ELECTION, AND VOTING PROCEDURES

Section 9.1. NOMINATING COMMITTEE. The Board of Directors shall appoint at least ninety [90] days prior to the election, three [3] members, none of whom shall be a Director, to constitute a Nominating Committee. This Committee shall recruit and nominate candidate(s) for each Director position to be filled. Members of the Nominating Committee shall be ineligible to hold an office in the association for one year from the time they serve as members of the Nominating Committee. This committee shall designate the Inspector of Elections.

The membership shall be notified by mail within thirty [30] days of the formation of the Nominating Committee and solicited for nominations. Nominations may be initiated by any member in writing to the Nominating Committee, as long as each nominee is a member in good standing of LAMAS. Members must have their nominations mailed to the Nominating Committee by the closure date set by the said committee.

Section 9.2. BALLOT. At least twenty-one [21] days prior to the election, each member shall receive by mail a numbered ballot on which the candidates for the position of director are listed. Additionally, any matters requiring a vote by the membership may be included.

Section 9.3. VOTING. Ballots shall be cast either in person [using the numbered ballot received by mail] or by mailing the ballot to the inspector of Elections. Ballots which are mailed shall be postmarked at least ten [10] days prior to the election.

Section 9.4. CERTIFICATION OF ELECTIONS. Between ten [10] and fifteen [15] days after the election, the Inspector of Elections shall certify to the outgoing President that the election was valid unless any member has protested the election to the Inspector of Elections within five [5] days of the election. The outgoing Board of Directors will rule on any protest to the election within one month of the protest and their decision is final. The only protests that will be considered are those based on items that could make a substantive difference in the outcome of the election, not on those items which vary in form from the specified procedures.

ARTICLE 10. COMMITTEES

The Board, at its discretion, may appoint committees from time to time. These committees shall be made up of members in good standing appointed by the President. Their term of office shall be at the discretion of the Board of Directors.

ARTICLE 11. NEGOTIABLE INSTRUMENTS AND CONTRACTS

Contracts shall be signed by the Treasurer and approved by the President.

ARTICLE 12. EFFECTIVE DATE

The By-laws shall become effective when approved by the initial Board of Directors. It is herein recognized that these By-laws are for the purpose of formalizing the organization known as the LLAMA AND ALPACA ASSOCIATION OF THE MID-ATLANTIC STATES, also known as LAMAS.

ARTICLE 13. AMENDMENTS TO BY-LAWS

The By-laws may be altered by amendment, repeal, or addition by the majority vote of the Board of Directors at any regular or special meeting of the Board, provided a quorum of the Board is present. Before such alterations become effective, they must also be approved by the membership at a membership meeting or by written ballot. A change in the By-laws must be approved by at least a majority of the members voting in the election, providing that at least one-third [1/3] of the members vote.

ARTICLE 14. NON-PROFIT ORGANIZATION

This association is and will be a non-profit organization, as described under Internal Revenue Code sec 501(c)(5).

ARTICLE 15. DISSOLUTION

Section 15.1. DECISION TO DISSOLVE. The decision to dissolve may be authorized at a meeting of the membership upon adoption of a resolution to dissolve by a majority of those voting, providing that at least one-third [1/3] of the membership votes.

Section 15.2 PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS. Upon dissolution, all liabilities and obligations of LAMAS shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore. The remaining assets, if any, shall be liquidated and distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for scientific and/or educational purposes, and that has established its tax exempt status under sec. 501(c)(3) or 501 (c)(5) of the Internal Revenue Code. The specific organization(s) shall be chosen by the Board of Directors at the time of dissolution and would preferably be those benefiting lamas.

ARTICLE 16. INDEMNIFICATION

The Llama and Alpaca Association of the Mid-Atlantic States may indemnify (i) its Officers and Directors to the fullest extent permitted or authorized by the laws of the State of Virginia now or hereafter in force applied as if the LAMAS were a Virginia corporation, including (without limitation) the advance of expenses under the procedures and to the full extent permitted by law, and (ii) other employees and agents of the LAMAS to such extent as shall be authorized by the Board of Directors and is permitted by law. The foregoing rights of

indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of these Articles of Organization or the Operating Agreement or repeal of any of the provisions thereof shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal. The indemnification shall be payable solely from the assets of the LAMAS and no Member shall have any personal liability therefore.