

Alpacas of Minnesota
DBA UPPER MIDWEST ALPACAS
BY-LAWS

ARTICLE I. PURPOSE

The purpose of the organization is:

- 1.1 To promote and grow the alpaca industry,
- 1.2 To passionately educate, inform and maintain high industry standards,
- 1.3 To take a leadership role in assisting alpaca enthusiasts to reach their full potential through networking, marketing and nurturing.

ARTICLE II. MEMBERSHIP

- 2.1 MEMBERSHIP. Any person or organization interested in the purpose of the organization may become a member and must be a member of AOBA. Membership shall be granted upon written application submitted in the form and manner specified by the Treasurer of the organization and accompanied by the annual dues. For memberships initiated after the first of the year the annual dues will be prorated on a quarterly basis to the beginning of the previous quarter.
- 2.2 The following classes of membership shall be recognized:
 - a. Farm Membership – Must be a member of AOBA
 - b. Associate Membership
 - c. Honorary Membership.

The Board of Directors may set different privileges for each classification and determine membership dues for each classification.

- 2.3 VOTING RIGHTS. Each Farm Membership shall be entitled to one vote on all matters submitted to a vote of the membership. Associate Members and Honorary Members shall be non-voting.
- 2.4 REMOVAL OF A MEMBER. A member may be removed by a vote of two-thirds (2/3) of the membership whenever in its judgment the best interests of the organization would be served thereby.

ARTICLE III. MEMBERSHIP MEETINGS

- 3.1 REGULAR MEETINGS. Annually there shall be at least two (2) meetings of the membership. The first meeting of each calendar year shall be considered the annual meeting of the organization. The annual meeting shall be held the first (1st) Saturday of February. The second meeting of each year shall be considered the semi-annual meeting of the organization. The semi-annual meeting shall be held the first (1st) Saturday of August. At the meeting of the membership, the members shall transact such business as shall properly come before them.

- 3.2 SPECIAL MEETINGS. Special meetings of the membership may be called at the request of the President or any two (2) members of the Board of Directors. The member(s) of the Board of Directors calling the meeting shall fix the time, place, and date of the meeting.
- 3.3 NOTICE OF MEETINGS. Written notice stating the place, day, hour, and proposed meeting agenda of any meeting of the membership shall be delivered by mail or e-mail to each member. The notice of regular meetings may be provided in an annual schedule or other periodic communication provided to all members. Notice of the time and place of any special meeting shall be mailed or e-mailed to each member at least fourteen (14) days in advance of the meeting. The purpose of the special meeting shall be specified in the notice.
- 3.4 QUORUM. Thirty (30) percent of all members entitled to vote at any membership meeting shall constitute a quorum at such meeting. For purposes of establishing a quorum, any mail ballot duly certified shall be considered as if the member was present. If a quorum is not present, a majority of the members present may reschedule the meeting.
- 3.5 MANNER OF ACTING. A majority of the members present or voting by mail on a matter at the meeting at which a quorum is present shall be necessary for the adoption of the matter being voted on unless a greater proportion is required by law or the By-Laws. If a matter on the agenda of a meeting is submitted to members and provision is made for voting by mail/e-mail, a member may vote by mailing/e-mailing his ballot to the Secretary. No vote shall be counted unless postmarked by a date set by the President, which shall be indicated on the ballot.
- 3.6 MINUTES OF MEETINGS. The minutes of all meetings of the membership shall be taken by the Secretary and shall be provided to each member within thirty (30) days of a membership meeting.

ARTICLE IV. BOARD OF DIRECTORS

- 4.1 GENERAL POWERS. The affairs of the organization shall be managed by the Board of Directors. The Board of Directors shall be elected by the membership, and perform the duties set forth in the By-Laws. The Directors must be in good standing of the organization.
- 4.2 NUMBER, ELECTION, TENURE AND TERM. There shall be five (5) Directors. The Board of Directors will consist of four (4) officers (President, Vice-President, Treasurer, and Secretary) and a Member-at-Large. The first Board of Directors shall be elected for staggered terms. The President, Secretary and Member-at-Large shall be elected for two (2) year terms. The Vice-President and Treasurer shall be elected for one (1) year terms. Thereafter, the term for each Director shall be for two (2) years. Directors shall be elected by a simple majority of the membership. The first Board of Directors shall assume their responsibilities immediately upon their election. Thereafter, newly elected Directors will assume their duties as a member of the Board of Directors on March 1st of the year they are elected. A vacancy in any Director's position shall be filled for the unexpired portion of the term by

a vote of the membership at a membership meeting. The replacement Director shall take office upon the completion of the election and serve the remaining portion of that position's term.

4.3 MEETINGS. The President may call a meeting of the Board of Directors. Any two (2) Directors may also call meetings of the Board of Directors. The Board member(s) calling the meeting shall fix the time, place, and date of the meeting. All meetings of the Board of Directors shall be open to the membership. The Secretary shall take the minutes of all meetings of the Board of Directors and copies of said minutes shall be provided to the membership.

4.4 COMPENSATION. Directors shall not receive a salary for their services.

4.5 RECALL OF DIRECTORS. A Director may be removed from office by two-thirds (2/3) affirmative vote of all members entitled to vote at a regular meeting or a special meeting of the membership called for the purpose of a recall. A petition to recall a Director must be signed by twenty (20) percent of the membership and filed with the Board of Directors and the Secretary at least thirty (30) days before the date of the meeting. The notice of the meeting shall specify that the recall election will be on the agenda of the meeting.

ARTICLE V. OFFICERS

5.1 OFFICERS. Officers of the organization include President, Vice-President, Secretary, Treasurer, and Member at Large. Said officers shall be members in good standing. The Officers are members of the Board of Directors with full voting power.

5.2 PRESIDENT. The President shall be the Principal Executive Officer of the organization and shall supervise and direct all of the business and affairs of the organization with the advice and consent of the current Board of Directors. He/she may sign, with the Secretary or any other proper officer of the organization, contracts or other instruments which he/she is authorized to sign by the By-Laws, statute or by a vote of the membership; and he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the President or by the Board of Directors from time to time.

5.3 VICE-PRESIDENT. In the absence of the President or in the event of his/her inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties from time to time that may be assigned to him by the President or by the Board of Directors.

5.4 TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization, receive and give receipts for monies paid to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected by the Board of Directors and in general perform all the duties incident of the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the

Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Treasurer shall give a full and comprehensive Annual Report of the financial standing and affairs of the organization to the membership at the organization's annual meeting.

5.5 SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors and general membership meetings. The Secretary shall submit the minutes of all Board of Directors meetings and membership meetings to all members within thirty (30) days of said meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the organization's records including current membership records; keep a register of the Post Office address of each member (which shall be furnished to the Secretary by each member) and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

5.6 MEMBER AT LARGE. The main purpose of Member at Large is to act as tie-breaker in votes conducted within the Board of Directors. The Member at Large shall perform such other duties from time to time that may be assigned to him by the President or by the Board of Directors.

ARTICLE VI. BOOKS, RECORDS, AND BUDGET

6.1 RECORDS AND THE RIGHT OF INSPECTION. The organization shall keep correct and complete books and records of account, shall keep minutes of the proceedings of meetings of its member and Board of Directors and shall keep a record of the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member, or his/her agent or attorney, for any purpose at reasonable time with a reasonable notice. The Board of Directors shall cause the financial books and records of the organization to be reviewed annually by an audit committee appointed by the President, and summarized in an Annual Report. This report shall be presented to the membership at its annual meeting for review and approval.

6.2 BUDGET. The Treasurer shall cause to be created an Annual Budget for the operation of the organization which shall be submitted to the members for their review and approval at the annual meeting of the membership.

ARTICLE VII. COMMITTEES

7.1 COMMITTEES. The President or the Board of Directors may appoint committees from the membership to assist with the governance and planning of the organization's operations.

7.2 COMMITTEE RESPONSIBILITIES. The Chairperson of each Committee will have the responsibility of calling committee meetings as necessary to conduct committee business or gather information.

ARTICLE VIII. INDEMNIFICATION

8.1 INDEMNIFICATION. The organization shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that he is or was a Board Director, officer, employee or agent of the organization, or is or was serving at the request of the organization as an officer, employee or agent of another corporation, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the organization, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE IX. PARLIAMENTARY AUTHORITY

9.1 The proceedings at all meetings of the membership and the Board shall be governed by Roberts Rules of Order unless otherwise specified by the By-Laws.

ARTICLE X. DISSOLUTION

10.1 DECISION TO DISSOLVE. The dissolution of the Alpacas of Minnesota may be authorized at a meeting of the membership upon the adoption of a resolution to dissolve by two-thirds(2/3) affirmative vote, including votes cast by mail, proposed by a petition signed by twenty (20) percent of the paid membership of all members entitled to vote. Notice that such business is one of the purposes of the membership meeting shall be given in advance to members in the same time and manner as provided by Notice of Meetings, (Section 3.3). A copy of any recommendation the Board of Directors may wish to make on the proposed dissolution shall accompany the notice of meeting.

10.2 PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS. Upon dissolution, all liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provisions shall be made therefore and then the remaining assets shall be liquidated and distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable, scientific or educational purposes and that has established its tax exempt status under 501 (c)(3) of the Internal

Revenue Code. The specific organizations shall be chosen by the Board of Directors at the time of dissolution.

ARTICLE XI. AMENDMENTS

11.1 PROCEDURE. Amendments to the By-Laws may be proposed by a petition signed by twenty (20) percent of the voting membership of the organization or by the majority vote of the Board of Directors. The By-Laws may be amended by two-thirds (2/3) affirmative vote, including votes cast by mail, of all the members entitled to vote. Notice that such business is one of the purposes of the membership meeting shall be given in advance to members in the same time and manner as provided for Notice of Meetings, (Section 3.3). A copy of any proposed amendment of the By-Laws including any recommendation of the Board of Directors may wish to make on the amendment, shall accompany the Notice of Meeting.

11.2 AMENDMENT OF THE BY-LAWS. Any proposed amendment of the By-Laws shall be submitted to the Board of Directors not less than sixty (60) days before the membership meeting.

ADOPTED BY THE MEMBERSHIP: February 2, 2006

AMENDED BY THE MEMBERSHIP: April 15, 2009

