

Rocky Mountain Llama and Alpaca Association Bylaws  
(Adopted July 20, 2010)

Article I – Name

**Section 1.1** **Name.** The name of the organization shall be **ROCKY MOUNTAIN LLAMA AND ALPACA ASSOCIATION, INC.** (Hereinafter referred to as the Association).

Article II - General Provisions

**Section 2.1** **Mission.** The mission of the Association shall be to educate the members and the public as to the breeding, raising, care and use of llamas and alpacas.

**Section 2.2** **Fiscal Year.** The fiscal year for the Association for financial record keeping and reporting shall be January 1 through December 31.

Article III – Membership

**Section 3.1** **Membership.** The Association is open to any person with an interest in llamas and alpacas. A membership will include up to two adults and up to two votes; 1 per adult member in good standing. Youth memberships and honorary memberships do not include the right to vote.

**Section 3.2** **Dues.** Annual dues shall be assessed for the purpose of paying for the operating cost of activities of the Association. Dues shall be established by the membership at the annual business meeting. Dues shall be paid by April 1.

**Section 3.3** **Member in Good Standing.** A person whose dues are current and who does not have any outstanding debts to the Association.

Article IV – Meetings

**Section 4.1** **Annual Business Meeting.** There shall be an annual business meeting of the membership.

**Section 4.2** **Date and Place of Annual Business Meeting.** The date of the Annual Business Meeting shall be September 1 or as soon as possible thereafter but not later than December 31. The place shall be decided by the Board of Directors.

**Section 4.3** **Special Meetings.** Special Meetings of the membership may be called by a majority of the Board of Directors.

Special Meetings may be petitioned by one-third (1/3) of the members in good standing. The petition shall be submitted to any member of the Board of Directors. After prompt verification of the status of the petitioners, the Board of Directors shall call the Special Meeting.

**Section 4.4** **Notice of Meetings.** Written notice stating place, day and hour of annual business or special meetings shall be given not less than 30 days before the date of such meeting. In the case of a Special Meeting the purpose for which the meeting is called shall be stated in the notice. Such notices shall be sent to all members in good standing.

Notice of meetings may be given personally by telephone, or by sending a copy of the notice through the Postal Mail or by electronic mail (email), to the address of each member or Director appearing on the books of the Association. If mailed, such notice shall be deemed to be delivered when deposited with the US Postal Service so addressed, with postage prepaid, first class thereon. If notice is given by electronic mail, such notice shall be deemed to be delivered when sent. Except as otherwise provided for in Special meetings, neither the business to be transacted at, nor the purpose of, any meeting of the Board or annual meeting need be specified in the notice.

**Section 4.5** **Voting.** Each adult member in good standing shall be entitled to one vote on each matter submitted to a vote. The adult member in good standing may vote in person or by proxy. A proxy shall be in writing, signed by the member in good standing or by a duly authorized attorney-in-fact, and shall be valid only during the meeting for which it was executed. Proxies shall be presented to the secretary prior to the meeting.

**Section 4.6** **Quorum.** Five percent (5%) or more of the members in good standing, in attendance or represented by proxy, shall constitute a quorum. At a minimum, a quorum must be present for a vote to proceed. Voting members shall not include Youth members under the age of 18. The affirmative vote of a majority of the members represented at a meeting where a quorum is present shall be the act of the membership.

**Section 4.7** **Balloting.** A written ballot may be used in lieu of an official vote at a meeting. There must be a sufficient number of returned ballots to establish a quorum.

All ballots shall have the same characteristics. Ballots in which candidates are presented shall list the candidates in alphabetical (last name) order. All ballots shall include a start and end date for the voting period.

For ballots to be valid, they must be received by the Election Committee no later than the end date specified on the ballot. Ballots received after the deadline shall not be counted. Ballots may be sent by United States Postal Service or contract carriers, or may be delivered by hand to the Election Committee. Ballots may not be returned by facsimile or e-mail. All ballots received (valid or not) shall be kept by the Association secretary for 90 days following the conclusion of the vote and may be inspected by any Director or member in good standing.

## **Article V – Directors**

**Section 5.1** **Board of Directors.** The Board of Directors shall be comprised of not less than four (4) nor more than five (5) members. Their election shall be annually by the general membership. One-third of the Directors, or as near one-third as possible, shall be

elected each year. All Directors must be members in good standing.

**Section 5.2** **Term of Office.** The term of office will be for a period of three (3) years. Directors may serve for an unlimited number of terms. Newly elected Directors shall be installed or announced as the last order of business at the Annual Meeting in which they are elected.

**Section 5.3** **Board Meetings.** In order to provide continuity and a method of disseminating information to the membership, the Board of Directors shall meet at least quarterly to conduct the business of the Association. More frequent meetings may be called in order to conduct Association business in a timely manner. The Board may permit any director to participate in a meeting or to conduct a meeting through the use of any means of communication by which all directors participating may hear each other during the meeting.

**Section 5.4** **Quorum and Voting.** During all meetings of the Board, a simple majority of the number of Directors fixed by these Bylaws shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the act of the majority of Directors in attendance shall be the act or resolution of the Board unless the act of a greater number is required by these Bylaws. Each Director shall have one (1) vote on each matter submitted to a vote of the Board. Voting by proxy shall only be allowed if the particular proposal being voted on is described with reasonable specificity in a signed written proxy. Voting by blanket proxy shall not be allowed. All Directors present shall either abstain or cast a vote. In the case of a tie vote, the President or acting President for the meeting shall withdraw his/her vote to break the tie.

If the transaction of business is by electronic mail (email) and not during a meeting, then all Directors currently elected or appointed as fixed by these Bylaws, must respond or indicate their vote for each resolution or act. Any director who fails to respond within ten (10) business days shall be presumed to have abstained from voting.

A Director may abstain from voting if the Director is aware of any conflict of interest or other circumstance which may cause a bias or conflict for the Director, whether perceived or actual in nature.

**Section 5.5** **Vacancies.** A vacancy occurring in a director position shall be filled by the remaining Board of Directors for the remainder of the term of the position, if more than six months remain in the term of the position. If six months or less remain in that director's term, the position will remain vacant.

The Board of Directors shall fill the vacancy by appointing the unsuccessful candidate who received the most votes at the previous election of directors.

**Section 5.6** **Removal of a Director.** A Director may be removed from office by a recall election at an Annual Meeting or a Special Meeting. A Special Meeting called to remove a Director that does not result in a quorum may result in a mail ballot.

If any Director shall miss three (3) meetings within any 365 day period or two (2) consecutive meetings without a valid excuse as determined by the Board of Directors, then such accumulation of absences shall constitute a Tender of Resignation. The Secretary shall promptly notify the Board and members of the resignation.

**Section 5.7** **Resignation.** Any Director may resign at any time by giving written notice to any board member. Such resignation shall take effect either at the time the written notice is given or at the time specified therein; and unless otherwise specified therein the acceptance of such resignation by the Board shall not be necessary to make it effective.

**Section 5.8** **Assets Return.** Upon a Director's resignation or removal for any reason or loss of tenure (election), an outgoing Director shall return all Association materials and documents, including but not limited to, financial records, manuals, files, artwork, booths, trailers, signage, banners, stands and other assets of the Association.

Furthermore, the outgoing Director shall in good faith work with the Board to ensure the smooth and timely transition of all official documentation to any new Director(s). This may include, but is not limited to, bank statements, signature cards and/or the updating of state and federal government records.

The Association shall reimburse the outgoing Director for all reasonable packing and shipping costs associated with the delivery of the materials returned to the Association, as long as prior approval is requested by the outgoing Director and such request is granted by the Board and upon the outgoing Director's submission of printed receipts detailing actual cost(s).

## **Article VI – Officers**

**Section 6.1** **Officers.** The officers shall be President, Vice President, Secretary and Treasurer. These positions shall be selected from the Board members by the Board members. This shall be by majority vote of all Board members. The Board of Directors may expand or dissolve, as necessary, the duties of the elected Officers.

Should a candidate for treasurer not be found, the Board is authorized to hire a professional to perform the duties of that office. Such an employee would not be a voting member of the Board.

**Section 6.2** **Term of Office.** The President, Vice-President, Secretary and Treasurer shall hold office until the election of new officers at the next Annual Meeting. One person cannot hold two offices simultaneously.

**Section 6.3** **President.** The President shall be Chief Executive Officer of the Association and Chairman of the (Board of Directors). The President shall represent the Association as official spokesman and shall serve as the official representative of the Association when necessary.

**Section 6.4** **Vice-President.** The Vice-President supports the goals and policies of RMLA. In the

absence of the President, the Vice President shall assume the assigned duties prescribed by the office of the President.

**Section 6.5** **Secretary.** The Secretary shall maintain timely records of all meetings, the Bylaws, correspondence, and reports of the Board of Director's meetings to the membership.

**Section 6.6** **Treasurer.** The Treasurer shall maintain financial records of the Association in accordance with Federal IRS code 501(c)(5) and issue payments in accordance with rules set by the Board of Directors. The treasurer shall keep full and accurate accounts of receipts and disbursements in the name and to the credit of the Association in the depository or depositories of the Association, and shall render an account of all financial transactions and the financial condition of the Association to the Board upon request.

An annual report of the affairs of the Association for the previous fiscal year shall be submitted to the Board at each annual meeting, and filed with the secretary of the Association. The books and records of disbursements and receipts shall be available for view by any Director or member in good standing. The books and records of the Association may be audited at the expense of the Association at such times as may be designated by the Board by resolution.

#### **Article VII - Committies**

**Section 7.1** **Finance Advisory Committee.** A Finance Advisory Committee, composed of the Treasurer and at least two other members in good standing, may assist the Treasurer in preparation of a budget proposal and the membership roster and such other activities as requested by the Board of Directors.

**Section 7.2** **Educational Committees.** The Educational Committees shall be responsible to develop educational programs for the Association. These are, but not limited to, Conference, Elections, Membership, Events/Marketing, Fiber, 4-H Advisory, Library, Research, Publishing, By-Laws, and Youth.

**Section 7.3** **Committee Responsibilities.** All Committees shall be responsible to the Board of Directors for their actions and shall endeavor to coordinate their activities on a continuing basis. All Committee Chairpersons and members shall be members in good standing with the Association.

The Board of Directors may by resolution, create, expand or dissolve the duties of committees for the efficient functioning of the Association. All assets used by each committee are the property of RMLA and must be returned to RMLA upon the completion of a project.

#### **Article VIII - Dissolution**

**Section 8.1** **Decision to Dissolve.** The dissolution of the Association shall be by majority vote at a special meeting or annual meeting called in accordance with Section 4.3 and 4.4 and in compliance with Sections 4.5, 4.6, and 4.7.

**Section 8.2** **Payments of Liabilities and Distribution of Assets.** Upon dissolution all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provisions shall be made thereof, and 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 Section 501(c)(3) of the Internal Revenue Code. The specific organization shall be chosen by the membership at the time of dissolution.

#### **Article IX - Parliamentary Authority**

**Section 9.1** **Rules.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

#### **Article X - Amendment of Bylaws**

**Section 10.1** **Amendments.** These Bylaws may be amended at any annual business meeting or special meeting called for such purpose, by two-thirds vote of those present per Section 4.6 and Section 4.7, or by written ballot as provided in Section 4.7.

#### **Article XI – Miscellaneous Provisions**

**Section 11.1** **Indemnification.** The Association shall indemnify the Directors, officers, employees and agents to the fullest extent permitted by the Colorado Nonprofit Corporation Act with the corresponding provision of any subsequent applicable law, as are amended from time to time. Such indemnification shall be in addition to any other indemnification allowed by law provided for in the Articles of Incorporation or any Bylaw, resolution or otherwise. The Association shall be authorized to purchase Directors & Officers insurance or other similar device for the purpose of such indemnification.

#### **ARTICLE XII - Certification**

I, Geri Rutledge, hereby certify that I am Secretary of the **Rocky Mountain Llama and Alpaca Association, Inc.** and that the foregoing Bylaws of the Association were duly adopted by the membership of the Association on the 20th day of July, 2010.

/s/ Geri Rutledge, Secretary