

# Bylaws of the Iowa Llama Association

## Article I. NAME

The name of the organization shall be the "Iowa Llama Association", herein after referred to as the IALA.

## Article II. PURPOSE

The purpose of the IALA shall be to educate members and the public as to the breeding, raising and caring of llamas and related camelids and to promote and advance the interests of the llama industry as a whole.

## Article III. MEMBERS

Section 3.1. MEMBERSHIP. Any individual, family, farm or corporation with a sincere interest in llamas or other camelids shall be eligible to become a Regular Member. Membership shall be granted upon payment of annual dues, submitted to the Treasurer of the IALA. The annual dues shall be set by the membership at the annual meeting.

Section 3.2. VOTING RIGHTS. Each paid membership shall be entitled to ONE vote on all matters submitted to a vote of the members. Annual dues must be paid in order for a Regular member to be eligible to vote.

Section 3.3. ANNUAL DUES. Dues for the membership year shall be payable at the annual meeting. Dues not paid by April 1 shall result in termination of membership and revocation of privileges thereof.

Section 3.4. SUSPENSION AND REMOVAL. Any member issuing to IALA in payment of bills/expenses a check that is returned for "insufficient funds", after this check has been presented for payment a second time, shall be automatically suspended 10 days immediately after notification to the member. The member will be reinstated after a new check with the addition of a all fees incurred by the ILA and a processing fee of \$10 5% has been received and processed successfully through IALNs bank. Any member who does not pay bills/expenses incurred for any IALA sponsored event, including meetings, advertising, etc., shall be removed from membership.

## Article IV. OFFICERS

Section 4.1. OFFICERS. The officers of IALA shall be President, Vice President, Treasurer and Secretary. Officers must be members in good standing of IALA. And two at-large members

Section 4.2. PRESIDENT. The President shall be the Chief Executive Officer of IALA and shall preside at all general meetings, as well as supervise and direct all of the business and affairs of IALA. The President shall ensure that the By-Laws, rules and regulations of IALA are enforced and shall perform all duties generally incident to the office of President. The President shall appoint appropriate committees, as necessary.

Section 4.3. VICE PRESIDENT. In the absence of the President or in the event of his/her inability to perform the duties enumerated in Section 4,2., the Vice President shall have the powers and shall perform such duties.

Section 4.4. TREASURER. The Treasurer shall receive and safely keep all monies, rights and properties belonging to the IALA, deposit such funds within 30 days of receipt, in the name of IALA in such bank(s) which holds the current account. The Treasurer shall disburse funds for payment of obligations of IALA and for other legitimate purposes. The Treasurer shall give a full and comprehensive report. orally or in writing, in conjunction with the Annual meeting, and if absent from said meeting, in the Newsletter. Expenditures of up to \$100 limit may be paid by the Treasurer without prior approval.

Section 4.5. SECRETARY. The Secretary shall keep a permanent record of all the minutes of meetings of the members and within 30 days following the annual meeting forward a copy to the President and the Newsletter Editor.

Section 4.6. ELECTION OF OFFICERS. The Officers shall be elected for two year terms.

Amendment 4.6a. (2/16/2008) The President and Secretary shall be elected in the even numbered years. The Vice President and Treasurer shall be elected in the odd numbered years. The exception to these election rules will be in the year 2009, when only the Treasurer shall be elected.

Section 4.7. TERM OF OFFICE. The term of office shall begin on the day of the election and shall be for two years. Officers may succeed themselves.

Section 4.8. VACANCIES. In the event of vacancy in the office of the President, for whatever cause, the Vice President shall assume the position of President for the unexpired portion of the term. A vacancy in any other office will be appointed by the President for the unexpired portion of the term of that office. **Officers shall not fill 2 positions on the board at the same time**

**Section 4.9 multiple boards**

**Officers of the IALA may serve on multiple boards however they Cannot serve in the same capacity**

## Article V. MEETINGS OF MEMBERS

Section 5.1. REGULAR MEETINGS. There shall be at least one meeting each year, which shall be known as an "Annual Meeting". At this meeting, elections of officers (as appropriate) shall be conducted and routine business requiring membership approval shall be voted on. **The Annual meeting shall take place at or before the Heartland llama show.**

Section 5.2. SPECIAL MEETINGS. Special meetings of the membership may be called by the President or a vote of at least one-tenth of all current membership.

Section 5.3. NOTICE OF MEETING. Notice stating the place, day, hour and purpose of any meeting shall be delivered by mail, e-mail or phone (via the Newsletter) to each member having voting rights.

Section 5.4 QUORUM. Members in good standing consisting of ten percent of the current membership roster shall constitute a quorum. If a quorum is not present, the members present, by majority vote, may adjourn the meeting to a future time and may recommend that such business requiring a membership vote be tabled until the next meeting or conducted by mail-in or e-mail balloting.

## Article VI. NOMINATION, ELECTION AND VOTING PROCEDURES

Section 6.1. NOMINATIONS. Nominations of officers can be made to the current President (via mail, e-mail or phone) prior to the Annual Meeting and nominations will be accepted during the Annual Meeting.

Section 6.2. VOTING. Voting shall occur at any Meeting or by e-mail **under special circumstances**. Votes will be cast by voice vote, e-mail vote or paper ballot noting that one representative from each

membership casts a vote. , A member in good standing not able to attend a meeting in person or virtually if available may submit a proxy vote, by notifying a member of the board by way of text, email or messaging. The proxy request shall be made available for inspection by other members of the board upon request.

## Article VII. NEGOTIABLE INSTRUMENTS AND CONTRACTS

All negotiable instruments of IALA shall be signed by the Treasurer, with approval of the President. No officer or agent of IALA, either single or jointly with others shall have the power to make any negotiable instrument, or to endorse the same, in the name of IALA, or contract or cause to be contracted any debt, or liability in the name or on behalf of IALA except as a duly appointed representative of IALA.

## Article VIII. AMENDMENTS TO BYLAWS

These bylaws may be altered by amendment, repeal or addition approved by the membership either at a membership meeting or by written ballot or e-mail ballot.

## Article IX. DISSOLUTION

The decision to dissolve may be authorized at a meeting of IALA membership upon adoption of a resolution to dissolve by two-thirds of those present and voting, providing there is a quorum present.

## Article X.

## PAYMENT OF LIABILITIES AND DISIRIBUTION OF ASSETS

Upon dissolution all liabilities and obligations of IALA shall be paid, satisfied and discharged, or adequate provisions shall be made, therefore. The remaining assets, if and shall be liquidated and distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for scientific or educational purposes, and that has established its Tax-exempt status under 501 (c) of the Internal Revenue Code. The specific organization shall be chosen by majority vote of the membership at the time of Dissolution.

## Article XI INDEMNIFICATION

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

APPROVED & ADOPTED BY IALA

March 2013

## Article XII.

## IALA fund usage

The IALA shall not use more than sixty percent of the previous year's annual income for scholarships, royalty gifts and donations without a vote by the members.

Further the IALA shall not use more than forty percent of its reserve funds without a vote by the members

## Article XIII Webmaster

The webmaster shall maintain the appearance and operation of the IALA webpage. Further the webmaster shall add and delete content as directed by the president of the IALA. Or as content becomes obsolete

The webmaster has the authority to change the web hosting company at their discretion, providing the web page is not disrupted for more than 2 hours and the web address stays the same. The webmaster shall report to the board the intention to move to a new host no less than 5 days before the move is to happen.

Upon an agreement between the Board and the webmaster, the webmaster may donate or trade the hosting cost and their services, if services are donated the webmaster must pay dues. If a trade is agreed upon by both parties, the webmaster will receive the current years membership at no cost.

## XIV

### ILA OBSTICAL AND TRAILER USAGE

Any ILA member in good standings hosting a show within the state of Iowa may request the obstacles and trailer at no cost. The trailer Must be towed by the person charged with the upkeep of the trailer.

Reimbursement for fuel is considered a private contract between the show manager and the person delivering and retrieving the trailer

Out of state shows hosted by a member in good standing will be charged Half the current Milage rate as calculated by the IRS rounded up to the nearest whole number. these fees are for the wear of the trailer and shall be paid to the ILA and deposited into the line item of "Trailer Maintenance" Further The trailer

Must be towed by the person charged with the upkeep of the trailer. Reimbursement for fuel is considered a private contract between the show manager and the person delivering the trailer. These fees are to cover fuel and shall be given to the person delivering and retrieving the trailer.

Shows not hosted by a member of ILA may rent the trailer and obstacles at a cost to be set by the board of directors These funds shall be deposited into the line item of. "Trailer Maintenance." Further, The trailer Must be towed by the person charged with the upkeep of the trailer. Reimbursement for fuel is considered a private contract between the show manager and the person delivering the trailer. These fees are to cover fuel and shall be given to the person delivering and retrieving the trailer.

## Obstacle maintenance and construction

Obstacle maintenance is the responsibility of the person in charge of the obstacle trailer.

The board shall be made aware of the repairs needed with an estimated cost.

For repairs and construction of new obstacles, funding may be given prior to repair or construction, if a proposal for a new obstacle with a simple drawing and a materials list with an estimated cost is presented to the board. For repairs a materials list and estimated cost shall be presented to the board.

## XVI

### Obstacle trailer

The person in charge of the trailer shall preform or have performed by a qualified maintenance facility at a minimum 2 inspection, one inspection should take place after the show season, and the second should take place when the trailer is removed from winter storage.

## COLOR KEY

RED: Insert or replace

GREEN: Strike word or sentence