

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 ILA.

Article II. PURPOSE

The purpose of the ILA 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 ILA. 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 on, or before, April 1 of the current fiscal year. Dues not paid by April 1 of the current fiscal year shall result in termination of membership and revocation of privileges thereof.

Section 3.4. SUSPENSION AND REMOVAL. Any member issuing to ILA 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 immediately after notification to the member. The member will be reinstated after a new check with the addition of all fees incurred by the ILA and a processing fee of 5% has been received and processed successfully through ILAs bank. Any member who does not pay bills/expenses incurred for any ILA sponsored event, including meetings, advertising, etc., shall be removed from membership.

Article IV. OFFICERS

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

Section 4.2. PRESIDENT. The President shall be the Chief Executive Officer of ILA and shall preside at all general meetings, as well as supervise and direct all of the business and affairs of ILA. The President shall ensure that the By-Laws, rules, and regulations of ILA 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 ILA, deposit such funds within 30 days of receipt, in the name of ILA in such bank(s) which holds the current account. The Treasurer shall disburse funds for payment of obligations of ILA 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. 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 two (2) positions on the board at the same time.

Section 4.9 MULTIPLE BOARDS. Officers of the ILA board may serve on the board of multiple llama associations; 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 on, or before the second weekend in May.

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

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 ILA 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 DISTRIBUTION OF ASSETS

Upon dissolution all liabilities and obligations of ILA 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

ILA 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 ILA by reason of the fact that such person is, or was, an officer or agent of ILA, or is, or was, serving at the request of ILA 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 ILA, 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 ILA and with respect to any criminal action, or proceeding, had reasonable cause to believe that their conduct was lawful.

Article XII. FUND USAGE

The ILA 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 ILA shall not use more than forty percent of its reserve funds without a vote by the members.

Article XIII. WEBMASTER

Section 13.1. The Webmaster shall maintain the appearance and operation of the ILA webpage. Further, the Webmaster shall add and delete content as directed by the President of the ILA, or as content becomes obsolete. The Webmaster has the authority to change the web hosting company providing the web page is not disrupted for more than two (2) hours, the web address is not changed, and all security and privacy requirements are met. 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. The Webmaster shall inform the President of the ILA, in writing, text, or messaging of any necessary change to the web password

Section 13.2. 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.

Article XIV. OBSTACLES AND OBSTACLE TRAILER

Section 14.1. Any ILA member in good standings hosting a show within the state of Iowa may request to use the obstacles and obstacle trailer at no cost. 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.

Section 14.2. Fees paid for use of the obstacles and obstacle trailer shall be used for wear-and-tear repairs of the trailer and shall be paid to the ILA and deposited into the line item of "Trailer Maintenance" on the ILA accounting spreadsheet.

Section 14.3. The trailer must be hauled by the person charged with the trailer storage and upkeep, or such other person as approved of by the board. Reimbursement for hauling shall be considered a private contract between the show manager and the person delivering and retrieving the trailer. Out of state shows hosted by an ILA member in good standing will be charged half the current mileage rate (as calculated by the IRS) rounded up to the nearest whole number.

Section 14.4. The maintenance of existing obstacles, the construction of new obstacles and storage of the obstacles and obstacle trailer shall be the responsibility of the person designated by the board to be in charge of the obstacle trailer.

Section 14.5. Inspection and Maintenance of the obstacle trailer may be performed by the person in charge of the obstacle trailer, or by a qualified maintenance facility. A minimum two (2) inspections shall be performed annually. The first inspection should take place at the beginning of the show season when the trailer is removed from winter storage. The second inspection should take place at the conclusion of the show season, prior to winter storage.

Section 14.6. The board shall be made aware of any repairs needed for obstacles on a timely basis. An estimated cost for repairs of obstacles must be approved by the board prior to reimbursement. At the discretion of the board funding may be given prior to repair.

Section 14.7. New obstacles shall require a written proposal and be approved by the board prior to construction. A proposal shall include a simple drawing of the obstacle to be constructed, a materials list, and an estimated construction cost. All obstacles must be built in accordance with ILR or ALSA guidelines. At the discretion of the board, funding may be given prior to construction of the proposed obstacle.