

ARTICLE I - Name

Section 1 - Name

(a) The name of the organization shall be the Ohio River Valley Llama Association.

ARTICLE II - PURPOSE

Section 1 - Purpose

(a) The purpose of the Association 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.

Section 2 - Charitable

(a) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign or behalf of any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

Section 1 - Membership

(a) Requirements for the membership: To become a member of the Ohio River Valley Llama Association (ORVLA) an applicant must: (1) Show a sincere interest in llamas or other camelids; (2) Be accepted as a member by the ORVLA Board of Directors and (3) Pay the membership fee which is to be determined annually by the ORVLA Board.

(b) An applicant is defined as any individual, family, farm, or corporation. One membership fee entitles one vote and the right to be nominated and elected to the Board of Directors.

(c) The ORVLA Board of Directors shall accept/reject applicants for membership without regard to the applicant's race, sex, sexual preference, creed or national origin

ARTICLE IV - MEETINGS OF MEMBERS

Section 1 - Meetings

(a) Annual Meeting - There shall be at least one meeting of the membership which shall be known as the Annual Business Meeting.

(b) Special Meetings - Special Meetings of the membership may be called by a majority vote of the Board of Directors and notice will be given as stipulated in Section 2 (a).

Section 2 - Notice

(a) Notice of Meetings - Written notice stating the place, day, hour and purpose of any meeting of the members shall be posted by regular U. S. mail to each member having voting rights not less than fifteen (15) days before the date of the meeting. Deposit with the U. S. Postal Service shall constitute mailing. Posting of meeting notices not less than fifteen (15) days before the date of the meeting in any printed publication of the Association, publication on the Association's web site or social media site(s) or notice by electronic communication, including but limited to e-mail, shall also satisfy the notice requirements of Section 1(b).

Section 3 - Quorum

(a) Quorum - The members present at the Annual Business Meeting or a Special Meeting shall constitute a quorum and a majority vote of those present shall be sufficient to conduct the business of the Association. The members responding to a vote by mail shall also constitute a quorum.

Section 4 - Parliamentary Authority

(a) Parliamentary Authority - 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 the Association By-Laws, any special rules of order the Association may adopt and any statutes applicable to this Association.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Powers

(a) General Powers - The affairs of the Association shall be managed by the Board of Directors who must be members, in good standing, of ORVLA.

Section 2 - Number, Tenure & Term

(a) Number, Tenure and Term - The number of directors shall be nine (9). Each director shall hold office for a term of three (3) years whose terms shall be staggered such that three directors will be elected each year. Directors' terms shall extend to and end December 31 of the last year of the term for which the director was elected or until a successor is elected or appointed. All vacant and expiring terms shall be filled by elections as set forth in the election procedures of the organization. Directors may serve for an unlimited number of years.

Section 3 - Meetings

(a) Regular Meetings - At least one (1) regular meeting of the Board of Directors shall be held annually for organizational purposes.

(b) Special Meetings - Special meetings of the Board of Directors may be called by three (3) Directors or by the President. The Director(s) calling the meeting shall fix the time, place and date of the meeting. Special meetings by means of telephone conference are authorized.

Section 4 – Notice

(a) Notice - Notice of the time, place, and purpose of such meeting shall be given by notice posted in any printed publication of the Association, publication on the Association's web site or social media site(s), notice by electronic communication, including but not limited to e-mail to the address of the Director as it appears in the records of ORVLA, or written notice mailed postage prepaid to the address of the Director as it appears in the records of ORVLA,

not later than fifteen (15) days before the day of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

Section 5 - Quorum

(a) Quorum - Five (5) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if a majority is not present, a majority of those present may adjourn the meeting to a specific time without further notice.

Section 6 - Vacancies

(a) Vacancies - A vacancy occurring in any directorship shall be filled by the remaining Directors. The Board of Directors shall fill any vacancy by appointment of the first runner-up at the last election of Directors. If this candidate is unwilling or unable to serve, any vacancy shall be filled by a member in good standing chosen by the remaining Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of their predecessor in office.

Section 7 - Compensation

(a) No Compensation - Directors shall not receive a salary nor receive compensation for their services. They may be reimbursed for expenses as authorized in a resolution adopted by the Board of Directors. Directors shall not serve the Association in any other capacity for which they would receive compensation from the Association.

Section 8 - Recall

(a) Recall of Director - A Director may be removed from office by a recall election by a majority vote at the Annual Meeting of the membership or a special meeting of the membership called for the purpose of a recall election where twenty (20 percent of the voting members have signed a petition calling for a recall election. A petition to recall a Director must be filed with the Secretary of the Board of Directors at least sixty (60) days before the date of the meeting. The notice of the meeting must specify that the recall election will be on the agenda. The recall election shall be governed by the provisions of the election procedure of the organization.

ARTICLE VI - ELECTION

Section 1 - Election Committee

(a) Election Committee - The Board of Directors shall provide for the appointment, at least six (6) months before the expiration term of outgoing Directors, of three (3) members of the

Association, none of whom shall be a director, to constitute an Election Committee. This Committee shall actively recruit and seek nominations for at least one (1) candidate for each vacancy on the Board and shall conduct the election.

Section 2 - Qualifications

(a) **Qualifications, Statement of Candidacy** - A candidate must be eighteen (18) years of age as of January 1st of the current year. All nominees must be members of the Association who have paid their annual dues. Nominations shall be closed September 15. The Election Committee shall request the nominees individually to submit a statement on behalf of their candidacy no later than October 1. The form of the statement and its distribution to the membership shall be established by the Election Committee, which shall decide any question of compliance with standards relating to such form.

Section 3 - Nomination by Petition

(a) **Nomination by Petition** - A candidate for director may be nominated by a petition signed and submitted in writing by two (2) members of the Association. Each member may nominate only one (1) candidate. Nominations will be submitted to the Election Committee, postmarked or in person, on or before September 15.

Section 4 - Ballot

(a) **Ballot** - Ballots will be sent to each member on or before October 20 and a candidate statement shall be accompanied for each nominee in a form approved by the Election Committee. All mailed ballots must be postmarked to the Election Committee no later than November 15. Voting by electronic means, as authorized by the Board of Directors, shall begin October 20 and conclude November 15.

Section 5 - Election

(a) **Election** - The Election Committee shall arrange to count the ballots and tabulate the results and shall report to the Board of Directors in writing the names of those elected and the first runner-up. The results shall be announced to the membership on or before December 15. The candidates or the Board of Directors may request the Election Committee to also report to the candidates the number of votes for each candidate. Each candidate may designate an observer to be present during the vote count. Election and tabulation results shall be retained by the ORVLA Secretary at least 60 days after the election.

ARTICLE VII - OFFICERS

Section 1 - Officers

(a) Officers - The officers of the Association shall be the President, Vice-President, Secretary and Treasurer, elected from the Board of Directors in accordance with the provisions of this Article. No Director may hold two offices.

Section 2 Elections

(a) Election and Term of Office - The officers of the Association shall be elected annually by the Board of Directors as soon after the election of Directors as possible. Each officer shall hold office until their successor is elected or they cease to be a Director.

(b) Removal - Any officer may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

(c) Vacancies - A vacancy in any office, for any reason, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3 - Officers

(a) President - The President shall be the principal executive officer of the Association and shall in general supervise and direct all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and at all Annual and Special Meetings of the membership. The President may sign, with the Secretary or any other duly authorized officer of the Association, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the by-laws or by statute, to some other officer or person. The President shall perform such other duties as may be assigned by the Board of Directors from time to time.

(b) Vice-President – In the absence of the President, 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 all other duties as may be assigned by the President or by the Board of Directors from time to time.

(c) Secretary - The Secretary shall keep a permanent record of all the minutes of the meetings of the membership and of the Board of Directors in appropriate books, and in general perform all the duties incident to the office of the Secretary.

(d) Treasurer – The Treasurer shall have charge of and be responsible for all funds and securities of the Association, direct the receipt of and the giving of receipts for monies due and payable to the Association from any source whatsoever, direct the deposit of all such monies in the name of the Association in banks, trust companies other depositories as selected by the Board of Directors, and in general perform all the duties incident to the office of the Treasurer and such other duties as may be assigned by the President or by the Board of Directors from time to time. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall furnish financial reports to the Board of Directors as requested. The Treasurer shall give a full and comprehensive annual report of the financial standing and affairs of the Association to the membership at the Annual Meeting.

ARTICLE VIII – COMMITTEES

Section I – Structure

(a) The Board of Directors, by a majority vote, may establish committees, which shall include at least one Director as a non-voting Board Liaison which shall have and exercise the authority as specified by the Board of Directors. Members of each committee shall be members of the Association. The Board Liaison shall appoint a committee chair approved by the Board of Directors. Any committee member may be removed by the Board in the best interest of the Association. The designation of a committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by the law.

(b) Chair – The Chair of each committee shall be appointed by the Board Liaison with the approval of the Board of Directors. The chair shall appoint committee members with the approval of the board of Directors.

(c) Vacancies – Vacancies on any committee may be filled by appointments made in the same manner as the original appointments.

(d) Quorum – Unless otherwise provided in the resolution of the Board of Directors creating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

(e) Rules – Each committee may adopt rules for its government not inconsistent with these by-laws or rules adopted by the Board of Directors.

ARTICLE IX – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE X – AMENDMENTS

These regulations may be amended, supplemented, or repealed by a two-thirds (2/3) vote of the membership of ORVLA present (1) at an Annual business meeting or (2) at a lawful Special Meeting for this purpose, or (3) at a regularly scheduled meeting or (4) of ballot by mail or other electronic communication, including but not limited to e-mail, which has been authorized by the Board of Directors.

Adopted, as Amended, effective January 1, 2014