

PAOBA BY-LAWS

ARTICLE I. PURPOSE

1.1 To promote public awareness and appreciation of the Alpaca's unique qualities.

1.2 To educate the Membership on the care and breeding of the Alpaca.

1.3 To promote the growth of the Alpaca industry as a whole.

1.4 To foster the establishment of the breed outside of its native land by encouraging husbandry and breeding practices based upon, but not limited to, herd health, overall soundness and wool production.

ARTICLE II. MEMBERSHIP

2.1 MEMBERSHIP. Any person or organization interested in the purpose of the Association may become a member. Membership shall be granted upon written application submitted in the form and manner specified by the Treasurer of the Association and accompanied by the annual dues.

2.2 MEMBERSHIP CLASSES. The following classes of membership shall be recognized: Farm Membership, Business Membership, Associate Membership and Supporter Membership. The Officers may set different privileges for each class.

2.3 VOTING RIGHTS. Each Farm Membership shall be entitled to two votes on all matters submitted to a vote of the Membership. Associate and Honorary Members shall be non-voting.

2.4 REMOVAL OF A MEMBER. A Member may be removed by a vote of two thirds of the Membership whenever in its judgment the best interests of the Association would be served thereby.

ARTICLE III. MEETINGS OF MEMBERS

3.1 REGULAR MEETINGS. There shall be a minimum of two (2) Membership Meetings per calendar year. 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 Association may be called at the request of two Officers or by the President. The Officers or the President calling the meeting may fix the time, place, and date of the meeting.

3.3 NOTICE OF MEETINGS. Written notice stating the place, day, and hour 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 seven 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 were 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 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. The ballots shall not be counted before the meeting, except to determine quorum.

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.

ARTICLE IV. BOARD OF DIRECTOR

4.1 GENERAL POWERS. The affairs of the Association shall be managed by the President and Officers. The President, Officers and Member at Large(s) must be in good standing of the Association.

4.2 NUMBER, ELECTION, TENURE AND TERM. There shall be an odd number of elected voting officers with a minimum of five (5) and a maximum of seven (7). Annual elections shall be held to fill the number of open positions on the board. The term in office is 3 years and members may be elected more than once. Once elected, board members will elect a President, Vice President, Treasurer, Secretary and 1 or 3 Members at Large. Each position will be elected on a yearly basis by the board members.

4.3 BOARD OF OFFICERS. Each quarter the President MAY call one or more meetings of the Board of Officers. Any two Officers may also call meetings of the Board of Officers. The Officer(s) calling the meeting shall fix the time, place, and date of the meeting. All meetings of the Board of Officers shall be open to the Membership. The Secretary shall take the minutes of all meetings of the Board of Officers and summaries of the meetings shall be provided to the Membership.

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

4.5 RECALL OF OFFICER. An Officer may be removed from office by two-thirds (2/3) affirmative vote of all Members entitled to vote at the regular Meeting or Special Meeting of the Membership called for the purpose of a recall. A petition to recall an Officer must be signed by

twenty (20) percent of the Membership and filed with the Board of Officers and the Secretary at least thirty 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 Association include President, President-Elect, Secretary, Treasurer, and Member(s) At Large who shall be PAOBA members in good standing.

5.2 PRESIDENT. The President shall be the Principal Executive Officer of the Association and shall supervise and direct all of the business and affairs of the Association with the advice and consent of the current Board of Officers. He/she may sign, with the Secretary or any other proper Officer of the Association, 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 Board of Officers from time to time. The President is a member of the Board of Officers with full voting power.

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 Officers.

5.4 TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the association, receive and give receipts for monies paid to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Officers 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 Officers. If required by the Board of Officers, 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 Officers shall determine. The Treasurer shall give a full and comprehensive Annual Report of the financial standing and affairs of the Association to the Membership at the first regular membership meeting following the end of the fiscal year.

5.5 SECRETARY. The Secretary shall keep the minutes of meetings of the Board of and General Membership Meetings. The Secretary shall submit the minutes of all membership meetings to all members within thirty (30) days of a membership meeting, 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 Association records including current Membership records unless otherwise designated by the Board, 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 or by the Board of Officers.

5.6 MEMBER(S) AT LARGE. The Member At Large(s) shall attend all Board meetings. This position may also be assigned other duties as from time to time may be required by the President or by the Board of Officers.

ARTICLE VI. BOOKS, RECORDS AND BUDGETS

6.1 RECORDS AND THE RIGHT OF INSPECTION. The Association shall keep correct and complete books and records of account shall keep minutes of the proceedings of meetings of its Members and Board of Officers and shall keep a record of the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member, or his/her agent or attorney, for any purpose at reasonable time with a reasonable notice. The Officers shall cause the financial books and records of the Association to be reviewed annually by an independent Accountant. A summary of this report shall be mailed to the Members annually and a copy of the report shall be available for review by the members. Furthermore, this report shall be open for discussion as an agenda item at a Meeting of the Membership no later than the end of the second quarter following the end of the fiscal year.

A SUMMARY OF THIS REPORT SHALL BE MADE AVAILABLE AT ANY TIME TO ANY MEMBER BY REQUEST.

6.2 FINANCIAL STATEMENTS. Financial information shall be made available at any time to any member by request.

ARTICLE VII. INDEMNIFICATION

7.1 INDEMNIFICATION. The Association 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 Association) by reason of the fact that he is or was an Officer, employee or Agent of the Association, or is or was serving at the request of the Association 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 acting in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, 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 Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

8.1 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 IX. DISSOLUTION

9.1 DECISION TO DISSOLVE. The Dissolution of the Association may be by the majority of the membership or by the majority vote of the Board of Officers. The Dissolution of the Association 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 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 by Notice of Meetings, (Section 3.3). A copy of any recommendation of Board of Officers may wish to make on the proposed dissolution shall accompany the notice of Meeting.

9.2 PAYMENT 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 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 Officers at the time of dissolution.

ARTICLE X. AMENDMENT

10.1 PROCEDURE. Amendments to the by-laws may be proposed by a petition signed by twenty percent of the paid Membership of the Association or by the majority vote of the Board of Officers. The bylaws may be amended by two thirds (2/3) affirmative vote, including votes cast by mail, of the members present if a quorum has been established. (See 3.5) 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 the Board of Officers may wish to make on the amendment, shall accompany the notice of Meeting.

10.2 AMENDMENT OF THE BY-LAWS. Any proposed amendment of the by-laws shall be submitted to the Board of Officers not less than sixty days before the year-end Meeting.