

Article I – Name and Official Office

The name of the organization is "Illinois Llama Association" (ILLA), hereinafter referred to as Association. The official office of the Association shall be located at the address of the treasurer.

Article II – Purpose

The purpose of the Association is to educate members and the public about llamas and alpacas; to promote the industry as a whole; and to encourage and support events to expand the awareness and market potential.

Article III – Members

Section 3.1 Membership: Any person interested in advancing the purposes of the Association may become a member, Membership shall be granted upon written application and payment of annual dues. Membership is not restricted to residents of the State of Illinois. There shall be three types of membership: farm, youth and honorary. Youth membership is for individuals from birth to 18 years of age. Honorary membership may be conferred by the Board of directors upon recommendation by a member of the Association in good standing. Honorary membership shall be granted for one year or for life to an individual who has brought outstanding recognition to the Association or the industry in supporting the purposes and principles of the Association. Honorary members shall not be required to pay dues. Any ILLA member that sells a llama to a non-ILLA member has the option to purchase a one (1) year membership for the buyer at a discounted price of \$10.

Section 3.3 Voting Rights: Farm members shall have one vote and honorary and youth members will have no vote on matters submitted to the membership.

Section 3.3 Annual Dues: The Board of Directors shall establish the amount of annual dues for each class of membership. The Board of Directors may revise annual dues. Dues shall be payable by or in advance of the first day of March of each year. Dues for New members only who join the Illinois Llama Association any time between September 1 of one year and March 1 of the next year will not be charged dues until March of the following year.

Section 3.4 Default and Reinstatement: When any member does not pay dues by March 31 membership shall be terminated and all privileges revoked. Membership may be reinstated by payment of annual dues. Dues may not be pro-rated.

Section 3.5 Membership Directory: A directory of members shall be issued annually the first newsletter following the Spring Conference to each member that has paid annual dues.

Article IV – Board of Directors/Officers

Section 4.1 General Powers of Board of Directors: The affairs of the Association shall be managed by the Board of directors, hereinafter referred to as Board, Individuals must have been a member of the Association for a minimum of one year prior to nomination to the Board, and must be members in good standing,

Section 4.2 Number, Tenure and Term: The number of directors shall be seven. Six Directors shall be elected by the membership. The seventh director shall be appointed annually by the elected Board and will be the representative to the International Llama Association. Each director shall hold office for a term of two years, except the appointed director who will hold office for one year. Terms will be staggered such that three directors will be elected each year. Director's terms shall begin with the annual meeting in March and extend to the annual March meeting of the last year for which the director

was elected. Directors may serve for an unlimited number of terms, providing that a minimum of one year's absence from the Board shall occur after any two consecutive terms,

Section 4.3 Regular/Special Meeting: A regular meeting of the Board **shall** be held annually, and to the extent possible, it shall coincide with the Association's annual meeting. The meeting shall be open to the membership for the purpose of allowing the Board and the membership to discuss issues of importance to the Association, Special meetings of the Board may be called by the Board President or at the request of three Directors, The President or the Directors calling the meeting may set the time, date and place of the meeting. Special meeting by means of telephonic conference are authorized. Notice of the time, date and place of meetings shall be given to each of the Directors at least forth eight hours in advance of the meeting.

Section 4.4 Voting Quorum: Each member of the Board shall have one vote including the appointed member. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.5 Compensation: Directors shall not receive a salary for their services. The Board may approve reimbursement to Board members for expenses incurred in conducting Association business. Prior approval is required for all expenses.

Section 4.6 Nomination and Election Procedures:

Section 4.6.1 Nominating Committee: The Board shall appoint, at least six months prior to the annual meeting, three members of the Association, none of whom may be a Director, to constitute a Nominating Committee. This committee shall actively recruit and nominate candidates for election as Directors for each position to be filled. At least one candidate shall be nominated for each vacancy on the Board. The slate of nominees shall be submitted to the Secretary for distribution by the newsletter to the membership not less than eight weeks prior to the first day of the annual meeting,

4.6.2 Nominating by Petition: Any member in good standing may nominate one or more candidates for Director by submitting the nominee's name(s) along with a statement of qualifications and goals to the Secretary not less than eight weeks prior to the first day of the next annual meeting.

4.6.3 Qualifications, Statement of Candidacy: All nominees shall be members of the Association in good standing for one year. No more than one member from a farm may serve on the Board at one time. Each nominee shall submit a statement in behalf of his or her candidacy to the Secretary no later than eight weeks prior to the first day of the annual meeting.

4.6.4 Ballot: At least three weeks before the first day of the annual meeting a ballot containing the names of all nominees along with their statement of candidacy shall be mailed to each membership of the Association entitled to vote. Each membership will receive one ballot, as they have one vote. Voting instructions will be provided with the ballot along with a plain envelope and signature envelope to verify membership and to assure secret ballot.

4.6.5 Voting Procedure: Each voting membership of the Association may exercise the right to vote by mail or in person at the annual meeting. A) By mail – Membership mails secret ballot to the Secretary of the Board. All mailed ballots will be given to the Inspectors of Election, unopened, at the annual meeting. No ballot shall be counted unless postmarked by the date indicated in the voting instructions. B) In Person – Membership may vote a secret ballot at the annual meeting.

4.6.6 Inspectors of Election: The President of the Board shall appoint from the membership present at the annual meeting three members as Inspectors of

Election. No Director or candidate may serve as Inspector. The Inspectors shall count the ballots and the results shall be announced prior to the conclusion of the annual meeting.

4.6.7 Tied Votes: If two candidates receive the same number of votes the tie will be broken by a flip of a coin or such procedure that shall be determined by the Inspectors of Election and announced prior to the counting of the ballots.

4.6.8 Vacancies: Any vacancy occurring on the Board shall be filled for the unexpired portion of the term by appointment by the Board.

4.6.9 Recall of a Director: A Director may be removed from office, for cause, by a recall election by a majority vote of the membership at the annual meeting of membership or at a special meeting of the membership called for the purpose of a recall election. A petition calling for a recall of a Director must be filed with the Board at least sixty days before the date of such meeting and twenty percent of the membership votes must have signed the petition.

Article V – Officers

Section 5.1 Offices and Term of Office: The officers of the Association shall be President, Vice-President, Secretary, Treasurer, two Members-at-Large, and a liaison for international and national organizations. Officers shall be members of the elected Board. The officers shall be elected annually by a simple majority vote of the Board at their regular annual meeting. Each officer shall hold office until his/her successor shall have been duly elected or appointed.

Section 5.2 Removal: Any officer may be removed, with cause, by a two-thirds vote of the Board.

Section 5.3 Vacancies: In the event of a vacancy in any office, the vacancy shall be filled by the Board for the unexpired portion of the term.

Section 5.4 Duties:

5.4.1 President: The President shall be the principal executive officer of the Association and shall in general supervise and direct the business of the Association. The President shall preside at meetings of the Board and at membership meetings. The President shall insure the by-laws are enforced and shall perform duties generally incident to the office. The President shall appoint committees as needed. The President shall approve all funds dispersed by the Treasurer.

5.4.2 Vice-President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions of the President. The Vice-President shall perform other such duties as from time to time may be assigned by the President of the Board.

5.4.3 Secretary: The Secretary shall keep a record of all minutes of the meetings of the Board and of the annual Association general membership meeting. The Secretary shall submit the minutes to the Board and the Newsletter Editor within 90 days; see that all notices are duly given in accordance with the provisions of these by-laws or as designated by the Board or as required by law; be custodian of the Association records and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the Board.

5.4.4 Treasurer: The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association. The Treasurer shall receive all monies belonging to the Association, deposit or arrange for deposit of all funds in the name of the association in a bank and disperse such funds as authorized by the President. The Treasurer shall prepare a quarterly report of receipts and expenditures for publication in the Association newsletter. The Treasurer shall submit, with concurrence of the Board a proposed annual budget and give a full report of the financial affairs of the Association to the membership at the regular annual meeting. The Treasurer shall prepare any financial reports that may be required on behalf of the Association. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such a sum and with such surety or sureties as the Board may determine.

5.4.5 Liaison to International and National Llama Organizations: The liaison to international and national llama organizations shall have served on the Illinois Llama Association Board for at least one term and shall be a current member of the ILLA.

5.4.6 Newsletter Editor/Committees: The President, with concurrence of the Board, shall appoint an Association Newsletter Editor. The Newsletter Editor shall receive materials for publication, edit and publish a quarterly newsletter. The newsletter shall be sent to all current members by the 15th of February and May, the 30th of August and the 15th of November. Newsletters shall also be sent to editors or other affiliate newsletters. The President, with concurrence of the Board, shall appoint committees that may be necessary to carry out the affairs of the Association. Each committee shall include at least one member of the Board.

Article VI - Meetings of Members

Section 6.1 Spring Meeting: There shall be an annual business meeting of the membership in the spring of each year. At this meeting routine business shall come before the members, including the election of the Board. The President, with concurrence of the Board, shall designate a member to be responsible for planning and organizing the meeting.

Section 6.2 Other Meetings: A second meeting will be held each year. The President, with concurrence of the Board, shall designate a member to be responsible for planning and organizing the meeting. The Board may call other meetings and activities that are in keeping with the purpose of the Association.

Section 6.3 Notice of Meetings: Written notice stating date, place, hour and purpose of the meeting shall be sent to each member not less than three weeks prior to the meeting. Notice may be included in the newsletter in lieu of a special mailing provided there is adherence to the three week time frame.

Section 6.4 Quorum: The members holding twenty five percent of the total votes shall constitute a quorum at any meeting of members. Members voting by mail, absentee or proxy on a specific question will be counted to determine quorum. These non-present voters must mail their votes to the Secretary' and the vote so mailed must be postmarked by the date set forth on the ballot.

Article VII - Negotiable Instruments and Contracts

All negotiable instruments of the Association shall be signed by the Treasurer and approved by the President except the President or Vice-President may sign negotiable instruments if the Treasurer is unable to perform such duties. The Secretary shall sign all contracts or other agreements which the Hoard has authorized to be executed, except when the

signing and execution thereof is expressly delegated by the Board to some other officer or person.

Article VIII – Indemnification

The Association shall have the power to indemnify any person who has or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administration or investigative (other than action by or in the right of the Association) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, 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/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to be the best interest of the Association, and with respect to criminal action and proceeding had no reasonable cause to believe his/her conduct was unlawful, The termination of a conviction, or upon 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/she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful. A member, Director, or Officer may not file suit against the Association.

Article IX – Amendments to By-Laws

Section 9.1 Proposal: Amendments to the by-laws may be proposed by the Board or by a petition signed by twenty percent of the total votes of the membership. Any proposed amendment by the members shall be submitted to the Board not less than 90 days before the annual meeting or a regularly scheduled meeting.

Section 9.2 Procedure to Amend: The By-Laws may be amended by a majority vote of the total votes of the membership including votes cast by mail. Notice that such business is one of the purposes of the meeting shall be given in advance to the membership in the same manner as provided for in notice of meetings. A copy of any proposed amendment to the by-laws, including any recommendation the Board may wish to make on the amendment, shall accompany the notice of the meeting. Members may vote on a proposed amendment to the by-laws by voting at the meeting or by mail. Votes cast by mail on a proposed amendment shall count for the purpose of a quorum at the meeting.

Article X – Dissolution

Section 10.1 Decision to Dissolve: The dissolution of the Association may be authorized at a meeting of the membership upon adoption of a resolution to dissolve by a majority vote. Notice that such business is one of the purposes of the meeting shall be given in advance to the membership in the same time and manner as provided for in notice of meetings in Article VI.

Section 10.2 Payment of Liabilities and Distribution of Assets: Upon dissolution, all liabilities and obligations of the Association shall be paid, satisfied and discharged to the extent possible with available Association funds. Any remaining assets 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 has established its tax-exempt status under Section 501 C(3) of the Internal Revenue Code. The specific organizations shall be selected by the Board at the time of dissolution.