

**BYLAWS
OF THE
WILLAMETTE VALLEY LLAMA ASSOCIATION**

ARTICLE I: NAME. The name of the organization shall be the “Willamette Valley Llama Association.”

ARTICLE II: MEMBERSHIP AREA. The membership area generally shall be northwest Oregon.

ARTICLE III: PURPOSE. The purpose of the association shall be to: provide opportunities to share information among owners, breeders and persons interested in Llamas and other camelids; provide input to other Llama associations regarding issues vital to the industry; encourage and support events to expand awareness and market potential; provide social contact among owners, breeders and persons interested in Llamas and other camelids.

ARTICLE IV: MEMBERS

Section 4.1: MEMBERSHIP. There shall be one type of membership. Any individual, family, farm or corporation shall be eligible to become a member. Membership shall be granted upon written application, accompanied by annual dues submitted to the Secretary. Annual dues shall be set by the Board of Directors and approved by the membership at the Election Meeting.

Section 4.2: VOTING RIGHTS. Each membership shall be entitled to one vote on all matters submitted to a vote of the members. Annual dues must be paid to be eligible to vote.

Section 4.3: ANNUAL DUES. Dues for the fiscal year shall be payable by July 1st. Dues not paid by July 31st shall result in termination of membership and revocation of privileges thereof.

Section 4.4: SUSPENSION AND REMOVAL. Any member issuing to WVLA a check that is returned “insufficient funds” after the check has been presented for payment a second time, shall be suspended 10 days after notification by mail. The member will be reinstated after a new check with the addition of a processing fee has been received and processed successfully through the bank. The processing fee shall be determined by the board and may be changed from time to time. Any member who does not pay expenses incurred for any WVLA sponsored event, including meetings, advertising, etc. shall be removed from membership and Board approval shall be required for reinstatement.

ARTICLE V: OFFICERS

Section 5.1: OFFICERS. Officers of the Association shall be the President, Vice-President, Secretary, and Treasurer. Officers must be members in good standing of WVLA.

Section 5.2: PRESIDENT. The President shall be the chief executive officer, preside at all general and Board of Directors meetings and supervise and direct all of the business of WVLA. The President shall ensure the by-laws and rules are enforced and shall perform the duties generally incident to the office. The President shall appoint committees as needed.

Section 5.3: VICE-PRESIDENT. In the absence of the President or in the event of inability by the President to perform, the Vice-President shall have the powers and shall perform such duties. The Vice-President shall have other such duties as assigned by the President.

Section 5.4: SECRETARY. The secretary shall keep a permanent record of all minutes of the membership and Board of Directors meetings, maintain a current listing of members, publish or arrange for publishing a membership directory, be responsible for all correspondence, be custodian of the Association records including tax records, returns or reports, corporation reports, and perform other such duties as specified by the Directors. The secretary shall provide a copy of all minutes in paper or in electronic form to the treasurer to be included in the records provided to the Audit Committee for the audit and to ensure a duplicate copy of the official minutes are stored at a second location.

Section 5.5: TREASURER. The Treasurer shall receive all monies belonging to the Association, deposit or arrange for deposit all funds in the name of WVLA in a bank and pay bills of the Association. The Treasurer shall present a complete annual report in writing of the financial standing at the annual membership meeting, submit a

proposed annual budget and periodic financial reports as specified by the Directors and prepare or arrange for preparation of any tax returns or reports due on behalf of the Association. The treasurer shall provide a copy of the signed and filed tax return and a copy of the annual financial reports in paper or in electronic form to the secretary to maintain in the permanent records and to ensure a copy of the official records are kept at a second location.

Section 5.6: ELECTION OF OFFICERS. Officers shall be elected annually from the Board of Directors by a simple majority vote of the Board membership at the first board meeting after the election. The first board meeting shall be held by June 15 after the election.

Section 5.7: REMOVAL OF OFFICERS. Any officer may be removed, with cause, at any time on the recommendation of the Board sustained by a vote of the majority of a quorum of the directors. A quorum for such purpose shall be a simple majority. An officer removed from an office is not removed as a director. That person may remain on the board as a director. The directors by simple majority vote shall then fill the vacant office with another director.

Section 5.8: VACANCIES: In the event of a vacancy in any office the vacancy will be filled by the Board for the remaining portion of the term.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1: GENERAL POWERS. The affairs and business of the Association shall be managed by a Board of Directors. The President shall act as Chairman of the Board.

Section 6.2: NUMBER. The number of directors shall be six. All directors shall be members in good standing.

Section 6.3: ELECTION OF THE BOARD MEMBERS. Three members shall be elected each year.

Section 6.4: TERM OF BOARD MEMBERS. The term of each board member shall be two years. The term of office shall run from July 1 of the year elected until June 30 two years later.

Section 6.5: MEETINGS OF THE BOARD. Meetings of the Board of Directors shall be held at least quarterly. Special meetings may be called by the President or by one third of the Board.

Section 6.6: VOTING. Each member of the board is entitled to one vote, except the President who shall only vote to break a tie. No member shall hold more than one director position at the same time. Approval of any matter by the Board requires a simple majority vote.

Section 6.7: QUORUM. A quorum of the Board is a simple majority.

Section 6.8: CONDUCT OF MEETINGS. To conduct business of the association, a quorum of the directors must be present for a person-to-person meeting or on a teleconference call at which minutes are recorded. All directors should hear the same explanation of the issues to be decided and have the opportunity to hear the opinions expressed by other board members. Business shall not be conducted by polling individual directors by telephone or otherwise. All meetings of the directors shall be conducted using Roberts Rules of Order.

Section 6.9: FILLING A VACANCY. A vacancy occurring in a director position 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 unable or unwilling to serve, a vacancy shall be filled by any member in good standing chosen by the remaining directors and who agrees to serve as a director. If the resigning director was also serving as an officer on the board of directors the newly appointed director is not required to also serve in that office. A director appointed to fill a vacancy shall serve for the unexpired term of their predecessor.

ARTICLE VII: APPOINTMENT & DUTIES OF COMMITTEES

Section 7.1: COMMITTEES. The Board of Directors shall determine needed committees and the committee's authority to expend funds. Committees may include, but are not limited to Youth Activities, Events and Shows, and Programs and Education.

Section 7.2: APPOINTMENT. The President shall appoint the Chair of each committee.

Section 7.3: FUNDING: Any financial transactions of a committee shall be transacted through the Association treasury. Single expenses exceeding \$50.00 require prior board authorization.

ARTICLE VIII: MEETINGS OF MEMBERS

Section 8.1: REGULAR MEETINGS. General membership meetings shall be called by a majority vote of the board. These meetings may be held for education and need not include a business meeting. The frequency of the meetings shall be determined by the Board and announced to all members through the Newsletter, written notice or by an electronic message. Members shall receive notification at least two weeks prior to the meeting. If an electronic message is sent the same message must also be mailed to members who do not have electronic message capabilities.

Section 8.2: ANNUAL MEETING. There shall be an annual business meeting each year in May. Results of the voting by the membership for election of directors shall be announced. If there has been only one candidate for each vacancy on the board and ballots were not mailed to members, those present at the annual meeting shall by a simple majority elect the directors put forth by the Nominating Committee.

ARTICLE IX: NOMINATION & ELECTION PROCEDURES FOR BOARD OF DIRECTORS

Section 9.1: NOMINATING COMMITTEE. The Board of Directors shall appoint by November 30 two (2) members of the Association, none of whom shall be a Director, to constitute a nomination committee. This Committee shall actively recruit and nominate candidates for election as Directors for the ensuing terms. The Nomination Committee shall recruit and nominate at least one (1) candidate for each vacancy on the Board. Only one person from an individual, family, farm or corporation membership may be a candidate. If a person representing an individual, family, farm or corporation is already serving as a director a second person from that membership cannot be a candidate.

Section 9.2: QUALIFICATIONS, STATEMENT OF CANDIDACY. All nominees must be members of the Association who have paid their annual dues. Nominations shall close on March 15. Each candidate shall submit a statement of candidacy to the Nominations Committee by April 1. The form of the statement and its distribution to the membership shall be established by the Nominating Committee, which shall decide any question of compliance with standards that the Committee may establish with respect to such form.

Section 9.3: CONDUCT OF ELECTION. The Nominating Committee shall supervise the election, count the ballots, and, tabulate the results. No Director or candidate may serve on the nominating committee. Ballots and the tabulation of results shall not be destroyed for at least sixty (60) days after the election and shall be retained by the association Secretary. The number of votes for each candidate shall be recorded in the minutes of the annual membership meeting.

Section 9.4: BALLOT. On or before April 15, a ballot containing the names of the nominees shall be mailed to each member of the Association entitled to vote. The ballot shall be accompanied by the statement of each nominee in a form approved by the Nominating Committee. If there are not more candidates than the number of open positions, a ballot need not be mailed to the members. The candidates will be elected at the annual meeting as prescribed in Section 8.2

Section 9.5: VOTING PROCEDURE. Each member shall vote by mailing the ballot to the Nominating Committee. No ballot shall be counted unless postmarked by the date set by the Nominating Committee, which date will be indicated on the ballot. Procedures for balloting by mail shall be established to assure secrecy of each member's vote.

Section 9.6: ELECTION. The Nominating Committee shall complete the election, shall notify the President and all nominees who the successful candidates were and announce the results at the annual business meeting.

Section 9.7: TIED VOTES. If two candidates receive the same number of votes the tie will be broken by a flip of a coin.

ARTICLE X: NEGOTIABLE INSTRUMENTS AND CONTRACTS

Section 10.1: NEGOTIABLE INSTRUMENTS. The Treasurer shall sign all negotiable instruments, except the President or Vice-President may sign negotiable instruments if the Treasurer is absent or unable to perform such duties or if the negotiable instrument shows the Treasurer as the payee.

Section 10.2: CONTRACTS AND AGREEMENTS. The Secretary shall sign all contracts or other agreements, which the Board of Directors has authorized to be executed, except in those situations where the signing and execution thereof is expressly delegated by the Board of Directors or by the bylaws to some other officer or person.

ARTICLE XI: AMENDMENT OF BYLAWS. Bylaws may be amended, repealed or added by majority vote of the Board at any regular or special Board Meeting. Before such changes become effective, they must also be approved by the membership at the annual business meeting or by written ballot. A written ballot to amend, repeal or add to the bylaws may be mailed on any date as determined by the directors.

ARTICLE XII: DISSOLUTION

Section 12.1: A resolution to dissolve the association must be mailed to each member of the Association entitled to vote. Approval of the resolution requires a two-thirds majority vote.

Section 12.2: PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS. Upon dissolution, all liabilities and obligations of WVLA shall be paid, satisfied and discharged or adequate provisions made therefor. Remaining assets, if any, shall be liquidated and distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for scientific or educational purposes that has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. The specific organizations shall be chosen by the Board.

ARTICLE XIII: ANNUAL AUDIT

Section 13.1: AUDIT COMMITTEE. The Board of Directors shall appoint an Audit Committee made up of two (2) members of the Association none of whom shall be a Director, to audit the financial records. The Committee shall be appointed by June 30 of each year and shall audit the records for the fiscal year just ended.

Section 13.2: DUTIES. The Committee shall review the substantiation of expenses paid, recording of monies received, reconciliation of the bank account, the annual financial statement and ensure the tax return for the previous year was filed. The Committee shall also review compliance with the requirements of Article VII appointment & duties of committees and Article X regarding negotiable instruments and contracts signed on behalf of the Association. The committee shall review the minutes of the general membership and board of director meetings. They will verify that a proper record has been kept and that a formal decision making process such as Roberts Rules of Order have been used.

Section 13.3: REPORT. The Committee shall prepare a written report of its findings and shall report to the Board of Directors by December 31 of the audit year.

Section 13.4. AUDIT RESPONSE. The Board of directors shall prepare and approve a written response to the audit report. The response shall address each discrepancy identified by the Audit Committee and explain whether the Board accepts the finding or specify action the Directors will take to correct the deficiency.

****APPROVED AND AMENDED****

Approved by Membership vote on 5/18/02, effective upon approval.

By laws amended May 22, 2007, Sections 9.1, 9.4 and 13.1.

Bylaws reprinted and corrected only as to spelling and typographical errors, May 14,2008.

Bylaws amended, reformatted and approved by the Membership September 6, 2008