

ALPACA RANCHERS OF SOUTH PUGET SOUND BYLAWS AS OF JULY 2010

ARTICLE I: Mission Statement

The mission of ARSPS is to support owners in the successful breeding, raising and marketing of alpacas.

ARTICLE II: Guiding Principles

To further the interests of alpaca owners and breeders by:

- 2.1 Fostering the exchange of information and providing mutual support
- 2.2 Promoting and protecting the well-being of alpacas
- 2.3 Educating the public on the benefits of alpaca ownership.

ARTICLE III: Status

ARSPS is an incorporated 501c(5) non-profit organization.

ARTICLE IV: Membership

- 4.1 Membership is established for a calendar year(January-December). membership dues will be due and payable by January 1st and considered delinquent thereafter. Dues will be cut in half for new members who join after June.
- 4.2 Adjustment of dues shall be recommended by the Board of Directors and set by a simple majority vote of the full ranch membership.
- 4.3 Ranch Membership: Members must hold a current AOBA membership. Ranch membership is primarily in Thurston, Mason, Lewis, Pierce and Grays Harbor counties of Washington State. Benefits include:
 - a. One voting right per ranch
 - b. Meeting notices
 - c. Meeting minutes
 - d. One ranch listing on the website
 - e. Listing in the membership directory
 - f. Ranch name listed on any publication such as promotional brochures or flyers provided for shows and events.
- 4.4 Associate Membership: Associate membership is open to anyone interested in Article I. Benefits include:
 - a. Notification of meetings
 - b. Listing in member directory, but without a ranch entry or website link.

ARTICLE V: Meetings

- 5.1 The Board of Directors (BOD) will meet quarterly, scheduling more if needed.
- 5.2 The BOD will schedule general meetings for business, social and educational activities.
- 5.3 The ARSPS Annual Business Meeting will be held on or before December 10th of each year for newly elected Board members to take office. The Secretary will be responsible for submitting the required meeting minutes and member roster to AOBA with thirty(30) Days as specified by the AOBA Affiliate Guidelines.
- 5.4 Business meetings will be held within the South Puget Sound area. Educational or social meetings may be hosted by any ranch member within the region.
- 5.5 The BOD may schedule meetings when deemed necessary to do business; either face-to-face or teleconference.

ARTICLE VI: Board of Directors

- 6.1 The BOD of ARSPS shall be comprised of five elected members. The BOD will fill the offices of President, Vice President and Secretary/ Treasurer from within. The positions of Secretary and Treasurer will be combined while the organization is small; to be reviewed as the organization grows.
- 6.2 The election of the BOD will be held annually with each director to serve a two year term.
- 6.3 Elected BOD members must attend 50% of BOD meetings and 50% of membership meetings.
- 6.4 The duties of each position shall be:
 - a. President: The President shall generally direct all of the business and affairs of ARSPS. The President may sign contracts and other instruments with BOD approval. The President is required to present an annual budget for approval by a majority vote of the full ranch membership. The President is responsible for the appointment of all committees as the need arises, and in general shall perform all duties as may be prescribed by the BOD.
 - b. Vice President: In the absence of the President, or in the event of the President's inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the responsibilities and be subject to all the restrictions placed upon the President by the BOD. The Vice President shall also perform such duties as assigned by the President or BOD.

- c. Secretary: The Secretary shall:
 - 1. keep the minutes of all BOD meetings and business meetings of the membership.
 - 2. is also responsible for notifying all members in advance of any general meetings.
 - 3. is responsible for monitoring correspondence.
 - 4. in general perform all duties required of a secretary and such Other duties assigned by the President or BOD.

 - d. Treasurer: The Treasurer shall:
 - 1. have charge and custody of and be responsible for all funds and securities of ARSPS.
 - 2. deposit all monies in the name of ARSPS in such banks, trust companies or other depositories approved by the BOD.
 - 3. work with the President on development of the annual budget.
 - 4. is required to give full reports to consist of a full accounting of ARSPS funds showing any debits or credits accrued.
 - 5. make the books/records available to any member at a time mutually convenient.
 - 6. perform all duties incident to the office of Treasurer as assigned by the President, BOD or vote of the membership.
- 6.5 Recall: A Board member may be removed from office by a recall vote. A recall vote shall be scheduled when forty (40) percent of the voting membership has signed a petition requesting a recall. Members shall be given at least three weeks notice of a scheduled recall vote. A Board member may be removed from office by an affirmative vote of two-thirds majority vote of the Ranch Membership.
- 6.6 Vacancies: A vacancy of any director shall be filled by majority vote of the BOD. The appointment shall be to fulfill the term of the vacated director.

ARTICLE VII:

Nomination and Election of Board of Directors

- 7.1 Nominating Committee: The BOD will appoint the Nominating Committee from the membership excluding the BOD. The Committee shall select the Chairperson. The Committee will actively recruit and nominate candidates for election as board members for the ensuing term.
- 7.2 Election Procedure: Voting shall be completed by written ballot. Each ranch shall receive one ballot. Members shall insure that their ballots are in the hands of the Nominating Committee Chairperson by the

selected date. The Secretary shall serve as Inspector of Elections, witnessing the ballot tally. The Nominating Committee will be responsible for the ballot tally and report to the BOD and membership.

- 7.3 Newly Elected Board Members: The results of the election will be announced to the membership prior to the meeting where newly elected directors shall assume their duties.

ARTICLE VIII: Voting Procedure

- 8.1 Voting Rights: Only Ranch members in good standing are eligible to Vote. Each Ranch shall have one vote on each issue on the ballot.
- 8.2 Voting Majority: All votes shall be decided by a simple majority of those ranch members voting at the time of the vote whether at a business meeting, by mail or electronic ballot. Exceptions are: Election of the BOD; changes to the Bylaws, to approve the budget or dues changes; assessments; and any non-budget expenses over five hundred dollars.

ARTICLE IX: Committees

- 9.1 Appointments: The BOD may appoint committee chairpersons from the membership or utilize outside volunteers as needed to do the work required.
- 9.2 Committee Responsibilities: The Chairperson of each committee will Have the responsibility of staffing their committee and notifying the BOD for ratification. They will call meetings as necessary to conduct committee business. Each Chairperson or an assigned committee member will give a progress report at each business meeting. All Chairs shall attend the BOD meeting to assist in scheduling the year's calendar, review the budget prior to approval and discuss participation in events during the upcoming year.
- 9.3 Standing Committees: Audit

ARTICLE X: Miscellaneous

- 10.1 Signature Authority: Only the one signature of the President or the Secretary/Treasurer is required for all budget approved items or for new items up to five hundred dollars and approved by recorded minutes of the BOD prior to issue. Any check for non-budget approved items requires the signature of both the Treasurer and one other Board member.

ARTICLE XI: Indemnification

- 11.1 ARSPS shall indemnify any member in good standing who has been made a defendant to any civil, criminal, or administrative agency, suit or proceeding only where all of the following conditions have been met:

- a. The action, suit or proceeding has not been brought by or on behalf of ARSPS;
- b. The member has not been named as a private individual, but has been named solely in his or her capacity as a current or former ARSPS officer or board member;
- c. Indemnity shall be for only those costs, expenses, attorney fees, judgments, fines or amounts in settlement that have been actually and reasonably incurred by the member in defending against or reasonably resolving the action, suit or proceeding;
- d. The member acted in good faith and in the best interests of ARSPS as to the allegations against him or her, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The absence of good faith or reasonable cause in the above respects shall not be presumed from a plea of "nolo contendere" or its equivalent;
- e. The member tendered his or her request to be indemnified to an ARSPS director sufficiently in advance of any pending legal proceeding, limitations period or other deadline to enable ARSPS to meaningfully assess the validity of the request, to obtain an appropriate attorney to represent the member, and to prevent material prejudice to the member's legal rights in the action, suit or proceeding;
- f. The member cooperates with ARSPS in every respect in defending the action, suit or proceeding, including providing necessary information, appearing at hearings, depositions, trials and conferences in a timely fashion when and where requested and providing competent testimony and evidence when needed;
- g. ARSPS is allowed to meaningfully participate in the selection and retention of the attorney for the member, as well as in any settlement discussions, negotiations or conferences; and
- h. Indemnity for any appeal or review of a final court or agency proceeding is at ARSPS's sole discretion, based on ARSPS's independent ability to assess the necessity and likelihood of success of the appeal or review.

ARTICLE XII: Dissolution

- 12.1 Decision to Dissolve: ARSPS may be dissolved at a meeting of the membership upon the adoption of a resolution to dissolve by a two-thirds majority of all eligible voting ranches.
- 12.2 Payment of Liabilities and Distribution of Assets: Upon dissolution, All liabilities and obligations of ARSPS shall be paid, satisfied and discharged or adequate provision made thereof and remaining assets shall be liquidated and distributed as agreed to by the BOD at the time of dissolution and in compliance with Code 501c(5).

ARTICLE XIII:

Alteration, Amendment, Repeal or Adoption or New(Amendment)
To the Bylaws

- 13.1 Procedure: Amendments to the Bylaws may be proposed by Ranch Members in writing to the Secretary who, in turn, will submit the proposal in a timely manner to the BOD. Board approved amendments will then be presented to the ranch membership at the annual meeting for a vote to adopt.
- a. Members may present amendments for ballot with 20% of the membership's signatures.
- 13.2 Amendment of Bylaws at Membership Meeting: Any proposed amendment of the Bylaws may be passed by a simple majority vote of full ranch members whether at a business meeting, by mail or electronic ballot.

ARTICLE XIV: Interpretation of Bylaws

- 14.1 On all questions as to the interpretation and meaning of these Bylaws and the rules of ARSPS, a majority vote of the BOD is final unless rescinded by a vote of the membership as provided in the Bylaws.

Executed this _____

