



BYLAWS OF MID-ATLANTIC ALPACA ASSOCIATION

ARTICLE I Members

1. Members.

(a) Membership. There shall be one class of members. Each member farm shall be entitled to two votes for each director position to be elected and for any other issues requiring a vote.

(b) Application. Any organization or individual eligible to become a member of the Association may apply by submitting an application, in a form prescribed by the Board of Directors, along with any dues or filing fees required to be submitted with an application, to the Secretary of the Association. If the Secretary finds that such applicant has complied with all requirements in connection with the application, the Secretary shall add the applicant's name to the list of members.

(c) Dues, Charges, and Assessments. The member farm shall pay membership dues (and such other charges and assessments relating to membership as are established by the Board of Directors) in such amounts and at such intervals as determined by the Board of Directors from time to time.

No member shall be entitled to a refund of any membership dues or other charges or assessments upon such member farm's resignation or termination as a member.

(d) Special. The Board may from time to time establish special categories of membership. The underwriting or organization of special events, for example, may entitle Member to be designated as a Sponsor Member or other title that, in the discretion of the Board, appropriately reflects such member's contribution.

(e) Membership Requirements. The Board may establish such attendance and other requirements, as it deems proper.

(f) Membership Committee. The Board of Directors may delegate some or all of its duties and those of the Secretary under this Section to a Membership Committee. The Membership Committee shall be comprised of individuals selected by and serving at the pleasure of the Board of Directors from time to time. Members of the Membership Committee may be chosen from among or from outside the Board of Directors. 2. Duration. Each member farm shall hold membership as long as such member farm remains in good standing, except that membership may be terminated by suspension or expulsion as provided in Section 3 of this Article or by resignation as provided in Section 4 of this Article. All memberships are non-transferable.

3. Termination. The Board of Directors, by affirmative vote of the majority of directors, may suspend, revoke or terminate the membership status in the Association of any person or organization. The Board may suspend, revoke or terminate for one or more of the following reasons (not an all inclusive list) upon a good-faith finding of:

- (a) The member fails to pay Association dues when required
- (b) The member fails to pay for items or services billed by the Association within a reasonable period of time
- (c) The member uses the Association mailing list(s) or membership directory information for purposes not intended by the Association such as but not limited to:
 - a. The mailing/emailing of anonymous material about the Association or one of its members
 - b. To promote a business or activity not in the best interest of the Association
- (d) misconduct by such member farm reflecting discredit upon the Association
- (e) violation of these Bylaws

The Board will notify the member in writing of the grounds for such removal from Membership. Loss of membership is automatic when the member fails to pay Association dues as cited in 3(a). For all other cases a reasonable opportunity, but not less than thirty (30) days after mailing of the written notification called for in 3(b) – 3(e) shall have been provided for the Member to be heard at the meeting where the vote to terminate is taken.

4. Resignation. Any member may resign from the Association after fulfilling all obligations to the Association by delivering written notice of resignation to the Secretary. Such resignation shall be effective upon the Secretary's receipt of such written notice.

ARTICLE II Meetings of Members

1. Regular Meetings. Meetings of the members shall be held not less than once a year, on such dates and at such places as the Board of Directors may designate from time to time. At the annual meeting, the President or a designee shall report on the operation of the Association for the preceding year and announce the results of the election to select Directors to fill Board positions being vacated. The Treasurer shall report on the finances of the Association. Other items of interest will also be discussed as appropriate.

2. Special Meetings. A special meeting of members may be called by the Board of Directors in its discretion or upon written request to the Secretary by ten percent (10%) or more of members of the Association entitled to vote. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.

3. Voting. At meetings of the members, each member farm in good standing shall be entitled to exercise such voting rights as provided in Article I of these Bylaws.

4. Notice of Meetings. Written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be given to each member farm entitled to vote not less than thirty (30) days before the date of the meeting (except as otherwise required by law) by or at the direction of the President or the Secretary. A notice shall be deemed duly given to a member farm when it is either delivered in person, electronically, or mailed, postage-prepaid, to the address of such member farm as it appears on the records of the Association.

5. Quorum. A quorum at any meeting of the members, whether annual, regular, or special, shall exist if at least ten percent (10%) of the members entitled to vote are present in person or by proxy. The vote of a majority of the members entitled to vote that are present in person or by proxy at a meeting at which a quorum is present shall be necessary and sufficient for the adoption of any matter voted upon by the members, unless a greater vote of the members is required by law or the Board of Directors.

ARTICLE III Officers

1 Selection of Officers. The officers of the Association shall, at a minimum, consist of a President, a Vice-President, a Secretary, and a Treasurer. Officers of the Association shall be elected, by the Board, from among the members of the Board of Directors. Said election shall occur on a yearly basis immediately after new board members have been installed. The Board of Directors may also select a Chairman, additional Vice-Presidents and such other officers as it deems necessary or appropriate from time to time. The officers of the Association shall have the respective powers set forth herein and as otherwise provided by resolution of the Board of Directors. Notwithstanding any other provision herein, the power to set salaries and fees of employees and independent contractors shall reside in the Board of Directors and not in any officer or officers.

Association

2. Chairperson. The Chairperson (if the Board of Directors elects one) shall perform such executive, supervisory, management functions and other duties as assigned from time to time. The Chairperson shall, if present, preside at all meetings of the Board of Directors and of the members.

3. President. The President shall be the chief executive officer of the Association and shall, subject to the direction of the Board of Directors, generally supervise and manage the affairs of the Association. In general, the President shall perform all duties customary to the office of President, shall ensure that all orders and resolutions of the Board of Directors are carried out, and shall oversee the other officers in the discharge of their duties. In the case of a tie on a particular vote of the Board of Directors, due to an even number of Board of Director members, the vote of the President shall be the deciding vote.

4. Vice-President. The Vice-President shall serve in the absence of the President and shall assist in carrying out the President's duties, and shall perform such other duties as may be assigned by the Board of Directors.

5. Secretary. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors, shall serve all notices, shall present all pertinent communications before the proper committees, shall be custodian of the records, shall affirm all contracts and agreements as authorized by the Board of Directors, and shall perform such other duties as the Board of Directors may require.

6. Treasurer. The Treasurer shall be responsible for oversight of an annual audit as directed by the Board of Directors of the organization. The Treasurer shall collect, have custody of and be responsible for all funds of the Association, shall keep an accurate account of such funds, shall pay all just bills when due and funds are available, and shall submit an end of the year financial report at the first membership meeting after the end of the calendar year. All checks, drafts, notices and orders for the payment of money issued by the Association and other similar documents requiring the signature of the Association shall be signed by the Treasurer or by such other person or persons, if any, as the Board of Directors may from time to time designate.

ARTICLE IV Board of Directors

1. Directors. The Board of Directors shall consist of five (5) to seven (7) members.

2. Term of Office. Each director shall be elected for a term of two (2) years.

- (a) Any vacancy occurring in any Directorship shall be filled by the remaining Directors. The Board shall fill the first vacancy by appointment of the unsuccessful candidate having received the most votes at the last election of Directors. A Director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office.
- (b) If the unsuccessful candidate having received the most votes in the previous election is unwilling or unable to serve, the vacancy may be filled by appointment of the Board of Directors with other unsuccessful candidates in the previous election or with a MAPACA member in good standing for the unexpired portion of the term.

- (c) After filling the first vacancy, subsequent vacancies can be filled from unsuccessful candidates in the previous election or by appointment of the Board of Directors with a MAPACA member in good standing for the unexpired portion of the term.
- (d) For other than directors, positions may be filled by appointment of the Board of Directors with a MAPACA member in good standing for the unexpired portion of the term.
- (e) Recall of Director. A Director may be removed from office by a recall election. A Director may be removed by (2/3) two-thirds affirmative vote of all Members entitled to vote at the Annual Meeting or Special Meeting of the Membership called for the purpose of a recall election where twenty percent of the Membership has signed a petition calling for a recall election at such meeting of the Membership. A petition to recall a Director must be filed with the Board of Directors and the Secretary at least sixty (60) 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.
- (f) Removal of a Director. A Director may be removed by a unanimous vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. The Membership may remove an Officer by the same procedure provide in Section 1b for the removal of Directors.

3. Election. Each member farm in good standing in the Association, shall receive election information in a separate mailing that has been prepared by the Secretary. Contents shall include the detailed information concerning the individual MAPACA members who are standing for election for the Director positions being vacated; a ballot, return envelope, and the due date.

4. Meetings. Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may by resolution designate. One of such meetings shall occur as close in time as may be practicable to the annual meeting of the members. At this meeting the Board shall elect its officers. This meeting shall be designated by the Board as the annual meeting of the Board of Directors.

5. Quorum. A majority of the directors, including the President or the Vice President shall constitute a quorum for the transaction of business.

6. Notice of Meetings. Written notice of special meetings of the Board of Directors shall be given at least five (5) days prior to the meeting, stating the date, time and place of the meeting and the purpose thereof. A notice shall be deemed duly given when it is either delivered in person, electronically, or mailed, postage prepaid, to the address of such directors as it appears on the records of the Association.

7. Compliance. All members of the Board of Directors must sign required paperwork necessary to continue non-profit status with the appropriate tax and governmental entities. Failure to comply will result in action of immediate removal from the Board of Directors.

ARTICLE V Funds

Funds for meeting the expenses of the Association may be provided in such manner as the Board of Directors may determine, including without limitation such annual or other periodic membership dues as may be fixed from time to time by the Board of Directors, and such charges for meetings, seminars, and publications as may be fixed from time to time by the Board of Directors.

ARTICLE VI Committees

1. Committees. Except as provided otherwise herein, the Board of Directors from time to time may appoint such committees as it deems necessary to carry out the purposes of the Association, including but not limited to any committees described in these Bylaws. These committees shall be assigned the responsibilities described in these Bylaws or specified by the Board of Directors and shall report to the Board of Directors.

2. Nominating Committee. At least sixty-(60) days prior to notice being given of the annual meeting of the members, the Board of Directors shall appoint a Nominating Committee, one member of which the Board shall designate as Chairman. The Nominating Committee shall propose at least two (2) candidates for each director position to be. The slate of candidates proposed by the Nominating Committee shall be contained in the notice of such meeting. If members constituting at least fifteen percent (15%) of the membership desire to make a nomination, such members shall notify the Nominating Committee within ten (10) days of receipt of the meeting notice with proposed candidates for election. The members nominating such candidates shall provide the Nominating Committee with written confirmation that each candidate, if elected, is willing to serve. Such candidates shall then be included on the slate of candidates proposed by the Nominating Committee.

The Board of Directors shall provide for the appointment of Members of the Association, none of whom shall be a Director, except for a Director that is not running for reelection, to constitute a Nomination Committee. In addition, the Board of Directors shall hire an Inspector of Elections. The Inspector of Elections shall not be a member of the Association. The Nomination Committee shall actively recruit and Nominate candidates for election as Directors for the ensuing terms.

Ballot A ballot containing the names and statements of the Nominees shall be prepared and mailed to each member farm of the Association.

Voting Procedure Each member farm entitled to vote shall exercise its right to vote by faxing or mailing the ballot to the Inspector of Elections. No ballot by mail shall be counted unless postmarked by the date set by the Inspector of Elections, which date will be indicated on the ballot. No ballot by fax shall be counted unless time/date stamped by the date set by the Inspector of Elections, which date will be indicated on the ballot.

ARTICLE VII Amendments

These Bylaws may be repealed or changed and new Bylaws made by the members of the Association or, to the maximum extent permitted by law and not in conflict with the Articles of Incorporation, by the Board of Directors. A copy of any proposed change to these Bylaws shall accompany the required notice of meeting at which the change is to be considered. Also to be included shall be a proxy statement for members who will not be present at the meeting, but who wish to have their vote recorded.

Amendments to the By-laws may be proposed by a petition signed by twenty percent (20%) of the Members in good standing of the Association or by a two-thirds (2/3) affirmative vote, including votes cast by mail and fax, of all Members in good standing and eligible to vote.

Any proposed amendment of the By-laws shall be submitted to the Board of Directors not less than sixty (60) days before the Annual Meeting of the Membership. Notice that such business is one of the purposes of the Annual Meeting of the Membership shall be given in advance to Members in the same manner and time as provided in Article II, Section 4 for Notice of Meetings. A copy of any proposed amendment of the By-laws, including any recommendations the Board of Directors may wish to make regarding the amendment, shall

accompany the notice of the meeting. Members may vote on a proposed amendment by voting at the meeting, or tendering their vote by mail or fax. Votes cast by mail and/or fax shall count for purposes of determining a quorum at a meeting.

ARTICLE VIII Indemnification

Actions Against Directors The Association shall indemnify, to the fullest extent permitted by the Commonwealth of Virginia, any individual made a party to a proceeding because such individual is or was a Director of the Association.

The undersigned, being the duly elected Secretary of the Mid-Atlantic Alpaca Association hereby certifies that these Bylaws were adopted as the Bylaws of the Association by a unanimous consent approved by all of the Directors effective on May 20, 2009, and by a majority of the membership voting as of April 30, 2009.

Printed Name of The Secretary

Signature of The Secretary