

ALPACA AND LLAMA SHOW ASSOCIATION, INC.

BYLAWS (Revised March 8, 2019)

ARTICLE I Purpose and Mission

Section 1.

A. The purpose of ALSA is to promote llama and alpaca shows throughout North America and the world. This is accomplished by:

1. Enhancing the visibility of llamas and alpacas.
2. Showing the versatility of llamas and alpacas.
3. Establishing the guidelines for llama and alpaca shows.
4. Educating, certifying and decertifying show judges.
5. Awarding recognition of champion llamas and alpacas in a regional, national, and international show system and recording points for llamas.
6. Educating the lama community in soundness and conformation; competitive show skills; and in show management.

B. ALSA Mission Statement: ALSA will provide direction and support in the lama community for promoting alpacas and llamas through shows by:

1. Establishing guidelines and show criteria;
2. Providing consistent, impartial and equitable judging,
3. Educating show personnel, exhibitors, and the public. ALSA will instruct owners and breeders on soundness and conformation in llamas.

ARTICLE II Membership

Section 1. Defined

- (a) Any interested person may belong to the association as a member. Members have the right to be nominated and elected to the Board of Directors and the right to have animal points recorded. One or two members may be included on one membership. A membership is one or two persons who have paid the yearly membership dues. They do not have to be related. Rights of Membership include the right to one vote per membership.
- (b) Life Membership in the Association shall be open to any person who wishes to pay the prescribed fee for this category. Rights of this membership include those of category (a). Life membership may not be split into two separate memberships. Life membership is not

inheritable by any person other than the original surviving member of that membership and may not be assigned or passed on to another person or entity.

- (c) Honorary members may be appointed by the Association at a general meeting in recognition of achievement or contribution to the Association. Their appointment shall be purely honorary and they shall be entitled to that category for a period of time prescribed by the Board of Directors. Such membership shall have no vote, no right to hold office, and no right to give notice to change these bylaws.

Section 2. Transfer

Membership in the Association is not transferable, either voluntary or by operation of the law.

Section 3. Dues

Membership dues will be assessed annually and are due on January 1 of each year. The amount of the annual dues shall be fixed and may from time to time be changed by a resolution of the Board of Directors, Membership dues become delinquent if not received by January 1 of each year. Members whose dues are in arrears after January 1 will forfeit all rights of membership.

Section 4. Quorum

Ten percent or more of the memberships in good standing shall constitute a quorum. The affirmative vote of a majority of the memberships represented shall be the act of the membership.

Section 5. Voting

- (a) Each membership shall be entitled to one vote on each matter/vacancy submitted to a vote of the membership. A member may vote in person, by mail, or by proxy. A proxy shall be in writing by the member or duly authorized attorney-in fact, and shall be valid during the meeting or meeting or vote for which it was executed.
- (b) Whenever the membership is to vote for Directors or any proposal for action, which could be taken at any regular or special meeting of members, the membership may, in the discretion of the board of Directors, vote by written ballot without a meeting pursuant to this section of the bylaws.
- (c) Balloting shall be made available to every membership entitled to vote either by electronic ballot or mailed ballot but not a combination thereof.
- (d) The ballot shall set forth the time by which the ballot must be received in order to be counted and the minimum number of written ballots, which must be returned to meet the quorum requirements.

Section 6. Member in Good Standing

A member in good standing is one who has paid the current membership fee or has a Lifetime membership. A member ceases to be in good standing upon:

- (a) Failure to pay the annual membership fee, or any subscription or indebtedness due to the Association.

- (b) Suspension due to infraction of ALSA Handbook rules, or
- (c) Permanent suspension by a two thirds (2/3) vote of the Board of Directors. The Board may cause the name of such member to be removed from the register of members. Such a member may be admitted to the membership by the Board upon their receiving such funds, as they may consider satisfactory.

ARTICLE III
Board of Directors

Section 1. Number

The number of directors shall be not less than five or more than nine. The exact number of directors, within the range of the above, shall be fixed and may from time to time be changed by a resolution adopted by the Board of Directors. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of such Director's Term of office.

Section 2. Eligibility

To be eligible to serve on the ALSA Board of Directors, a member must be

- 1. A current ALSA member;
- 2. In good standing with ALSA;
- 3. At least 19 years of age, and
- 4. Never permanently barred from serving as a Board member as described in this Article III, Section 8.

Section 3. Elected Representation

- (a) The Board of Directors should represent the membership from as many different regions as possible.
- (b) A maximum of 2 directors from within any one region shall be allowed to serve concurrently. The Regional Show Committee shall specify the regions within the Continental 48 states at the time of election. Alaska will be attached to the Northwestern Region, Hawaii will be attached to the Southwestern Region and Canadian Provinces will be attached to their common boundary Region of the 48 states.
- (c) If a change in region should occur during the term of a director, the director shall be allowed to continue to serve the remainder of the term. Possible reasons for changes in regions could be that the
 - 1. ALSA Grand National Committee would redefine boundaries for regional shows;
 - 2. Director moves to a new region.
- (d) If more than the allowable numbers of nominees are elected to director positions in any one region, the nominees receiving the highest number of votes in descending order shall first fill the available positions; thereafter, the remaining positions shall be filled by the available nominees receiving the highest number of votes from outside the region.
- (e) In cases of a tie vote, the members receiving the same number of votes will have their names put in a hat and the successful candidate for the position will be drawn by random chance in the presence of the Election Committee. The Election Chairperson shall draw.

Section 4. Vacancies

- (a) A vacancy occurring in a director position shall be filled by the remaining Board of Directors for the remainder of the term of position to be filled in accordance with (b) of Section 4 if more than six (6) months remain in that director's term of position. If six (6) months or less remain in that director's term of the position, the position will remain vacant.
- (b) The Board of directors shall fill the vacancy by appointing the unsuccessful candidate who received the most votes at the most recent election of directors. If there are already two (2) directors serving from a region, the candidate with the next highest vote total from another region will be appointed.

Section 5. Term and Tenure

- (a) Directors shall be elected annually from the general membership. One-third of the directors, or as near one-third as possible, shall be elected each year.
- (b) A term shall be defined as three years or any portion of the three-year term. There is no partial term.
- (c) The term of office shall begin on July 1 following the election.
- (d) Directors may serve for an unlimited number of terms, provided a minimum of one-year absence from the board shall occur after any two consecutive terms.

Section 6. Election

- (a) A rotation of Directors shall be elected annually by a written or electronic ballot voted by members in good standing, one vote per membership. If a written ballot is used, ballots will be mailed through the US Postal Service or faxed to the entity tabulating the results as described within the written ballot information. If an electronic ballot is used instructions will be included in the ballot process and electronic ballots will be returned via the internet to the tabulating entity. Both forms of voting will verify only one vote was received from each membership in good standing.
- (b) Becoming a declared Candidate. Between July 1 and September 1, a current member whose membership is in good standing may declare themselves as a candidate.
- (c) Declared Candidates must notify the Election Committee of their intention to be placed on the ballot by e-mail or U.S. Postal Service by September 1.
- (d) The Board of Directors will verify that each Candidate is a member in good standing as described in these bylaws Article II, membership Section 6 (a), (b) and (c).
- (e) If the number of qualified candidates who have agreed to place their name on the ballot are equal to the number of open Director seats, honoring a maximum of two Directors per Region, voting ballots will not be sent to the membership. These candidates will be deemed elected.
- (f) Election of Directors shall be by a plurality vote.

Section 7. Officers

- (a) The officers for ALSA are elected by the Board of Directors. The offices are President, Vice President, Secretary, and Treasurer.
- (b) The President shall be selected by and from the membership of the Board of Directors. The President shall be the Chief Executive Officer of the corporation; shall preside over all meetings of the Board and of the members; shall have general and active management of the business of the corporation; and shall see that all orders and resolutions of the Board are carried into effect. The President shall be ex officio member of all standing committees and shall perform the duties prescribed by these bylaws and by the parliamentary authority, adopted by the Association.
- (c) The Vice President shall be selected in the same manner as the President and shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice President shall be responsible to see that the corporate book be maintained in accordance with Article VI, Section 1.
- (d) The Secretary shall attend all meetings of the Board of Directors and shall preserve in books of the corporation true minutes of the proceedings of all such minutes. The Secretary shall give all notices required by statute, by-law or resolution and shall perform such other duties as may be delegated by the Board of Directors. The Secretary is also responsible for seeing that an up-to-date membership and Judge list is kept.
- (e) The Treasurer shall be responsible for the establishment and maintenance of an annual budget and the accounting of all moneys, credits, and property, of any and every nature, of the corporation and the accurate accounting of all moneys received and disbursed; and proper vouchers for moneys disbursed and money and property on hand; and generally, all matters pertaining to this office as shall be required by the Board of Directors.

Section 8. Resignation and Removal

- (a) Any Director may resign effective immediately upon giving written notice to the President, the Secretary or the Board of Directors of the corporation.
- (b) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has three unexcused absences from meetings of the Board of Directors in the course of a year.
- (c) Other infractions in regards to meetings may result in censure, suspension or dismissal based on the decision of the ALSA Board of Directors.
- (d) A board member may be censured, suspended or ejected for unauthorized activity by a majority vote of the Board of Directors.
- (e) A member subject to (d) in this section shall be permanently barred from serving on the Board of Directors.

Section 9. Execution of Instruments

Any and all instruments executed in the name of the corporation including, but not limited to contracts, agreements, checks and drafts issued, checks and drafts received, certificates, applications and reports, shall be executed by any one or more officers, employees or agents of the corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances.

Section 10. Indemnification

The corporation may indemnify a Director, officer or employee under provisions of Chapter 181, Section 181.045 of the Wisconsin statutes.

Section 11. Committees

The Board of Directors may by resolution designate one or more committees with legal authority to act for the corporation to the extent specified in the resolution. All committees must have at least one Director as a member.

Section 12. Quorum

- (a) A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business. Every act or decision done or made by the majority of the Directors present is the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- (b) Notwithstanding paragraph (a), the amendment or repeal of bylaws requires affirmative approval of a majority of the authorized number of Directors.

Section 13. Meetings

- (a) An Annual Meeting of the Board of Directors shall be held following the election of the Board of Directors each year. The exact date, time and office shall be fixed by a resolution of the Board of Directors. Newly elected board members will take place January 1.
- (b) Special meetings of the Board of Directors may be called by the President, Vice President, or any two Directors.
- (c) Notice of all regular and special meetings of the Board of Directors shall be given to all Board members, a minimum of ten (10) days prior to the scheduled meeting(s).
- (d) Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating can hear one another.
- (e) An emergency meeting may be conducted by phone or fax without a two week notice which is required for regular or special meetings as in Article IV, Section 15 (c). All business conducted at such meetings will stand as regular meetings so long as all Directors review the information and vote on the matter.
- (f) Between monthly meetings, business may be conducted by e-mail, fax or telephone and votes may be taken on any issues not requiring discussion. Any Board member may call for a discussion. Any item needing discussion beyond clarification that is time sensitive will require an emergency meeting to discuss that issue by Board of Director members. Only the time sensitive issue for the emergency meeting will be discussed at that meeting.

Whether or not an issue requires discussion is a matter to be determined by the Board of Directors. All e-mail correspondence or other forms of communication among ALSA board members conducting ALSA board business or voting shall not be reproduced or distributed and shall be considered confidential until such time authorized for dissemination to the membership in accordance with organizational policy; e.g. through board meeting minutes or other means of business communication determined by the Board of Directors.

Article IV Parliamentary Authority

Section 1.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt and any statutes applicable with to this Association.

Article V Amendments

Section I.

- (a) The amendment of Articles of Incorporation is provided by state law, which requires the approval of the Board of Directors,
- (b) The amendment of the Association bylaws requires approval of a majority of the Board of Directors and a two-thirds vote of the memberships voting.
- (c) Amendments to the Association's bylaws shall become effective immediately upon the close of voting thereon unless otherwise noted.

Section 2. Distribution of Assets on Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Affiliation

Any organization with membership supporting an interest in any aspect of the lama industry may become an affiliate of ALSA upon application and approval of the Board of Directors of ALSA providing the following criteria are met.

- (a) Affiliate petitioners shall accept and adhere to the ALSA Statement of Purpose and Mission Statement. The purpose of affiliating with ALSA is to cooperately support and promote the showing of llamas and alpacas in North America in accordance with the ALSA handbook. The affiliates' support and promotion of llama and alpaca shows shall demonstrate harmony with ALSA's stated goals.
- (b) An affiliate status with ALSA does not mean that the affiliate is under control of ALSA, nor does ALSA in any way want to influence the affiliate individuality or independence as an organization. However, should an affiliate knowingly violate or oppose the stated purposes and goals of ALSA, the affiliate may be subject to revocation.
- (c) A liaison shall be selected by the affiliate organization to act on behalf of the organization to maintain communication between themselves and ALSA.
- (d) The Board of Directors, by a two-thirds (vote, may suspend or revoke affiliate status if any of the stated qualifications for affiliate status are not met. Such action shall not affect individual members of the affiliate organization as members in good standing of the proposed action and reasons for the action, in writing, at least thirty days prior to the proposed action.
- (e) Each affiliate petitioner shall complete and submit an ALSA affiliate application form to the Board of Directors for consideration. Applications should be directed to the ALSA administrative office for distribution to the Board of Directors and shall be acted on within 60 days of receipt of the application. A majority vote of the Board of Directors is required for acceptance of the petitioner as an affiliate.

ARTICLE VI INTERNAL REVENUE SERVICE DESIGNATION

Section 1.

Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (5) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on:

- (a) by an organization exempt from federal income tax under section 501 (c) (5) of the Internal Revenue Code, corresponding section of any future federal tax code, or
- (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.