



By-Laws of the Hoosier Llama and Alpaca Association

Article I - Name

The name of the organization shall be the "Hoosier Llama and Alpaca Association" (HLAA).

Article II - Purpose

The purpose of the Association shall be to educate members and the public as to the breeding, raising, and caring of llamas and alpacas and to promote and advance the interests of the llama industry as a whole.

Article III - Membership

Requirements for membership: To become a member of the HLAA, a member must: (1) show a sincere interest in llamas and/or alpacas; (2) pay the membership fee which is to be determined by the HLAA Board of Directors.

A 'potential member' is defined as any individual, family, farm, or corporation. One membership fee entitles the member to one vote. A 'member in good standing' shall be defined as a member that has paid dues for that calendar year.

Article IV - Meetings of Members

Regular Meetings: There shall be at least one meeting of the membership each year which shall be known as an 'Election Meeting'. At this meeting, the results of the mail-in ballots for Officers and Board Members will be reported to the membership. Other routine business of the Association shall be voted upon.

Special Meetings: Special Meetings of the membership may be called by a majority vote of the Board of Directors and notice will be given as stipulated in the next paragraph. In the event of membership calling a special meeting, notice will be given as stipulated in the next paragraph.

Notice of Meetings: Written notice stating the place, day, hour, and purpose of any meeting of members shall be delivered by regular U.S. mail to each member having voting rights, not less than fifteen (15) days before the date of the meeting. Deposit with the U.S. Postal Service shall constitute mailing.

Quorum: The members present at the Annual Meeting, other Regular Meeting, Special Meeting, and/or Called Meeting shall constitute a quorum and a majority vote of those present shall be sufficient to carry on business of the Association. In the case of a mail-in ballot, all ballots received from the membership prior to the closing date for receipt shall constitute a quorum.

Article V - Board of Directors

There shall be six (6) Board of Directors of the HLAA, all of whom must be residents of Indiana and HLAA members in good standing. The six members of the Board of Directors shall consist of: four officers and two other directors. The President is to vote only in the case of a tie vote.

Directors: Identified as two elected directors of the Board -one director elected every year for two year terms so that one-half of the directors are elected each year.

No Board of Director can succeed himself/herself in the same elected position.

Quorum: A quorum is constituted by four (4) of the six (6) Board members. Passage of any item of business requires a simple majority of those present.

Nomination of Officers and Directors: At least 60 days prior to the Election Meeting, the HLAA President shall appoint three HLAA members to a nomination/elections committee. The nomination/elections committee shall recruit and nominate a slate of officers with each position filled.

Appointment/Election of Officers and Directors: All Officers and other Board members will be elected by mail-in ballot. The nomination/election committee chairperson shall prepare the appropriate election ballot and include provision for write-in votes for all positions to be filled. The ballots shall be mailed to the membership at least 30 days prior to the Election Meeting. The membership shall be allowed at least 15 days to return their ballots. The chairperson shall open and tabulate the mail-in ballots only in the presence of another HLAA member and report the results to the Board of Directors for announcement at the Election Meeting. In the event of a tie vote for one of the officers or the third open director's position, the members present at the Election Meeting will be asked to vote again for that position from the tied candidates, using a secret ballot.

Term of Office: The term of office begins 30 days following the election and ends 30 days following the next election. All documents pertaining to the business of the organization shall be kept by the elected officers and passed to the in coming elected by the beginning of the new term of office.

Resignation and Replacement of Officer and/or Director: Any such person who wishes to resign his/her responsibility shall submit a letter of resignation to the President who shall, along with the Board Members, accept the resignation effective the date the letter is received or the date stated in the letter of resignation, whichever is later.. When a Board position is vacated, a majority of the quorum of the Board Members shall elect a replacement for the balance of the vacated term.

Termination of Officer and/or Board Member for Cause: A Board Member or Officer who does not attend two consecutive business or special meetings and does not communicate in writing, within ten days following the second consecutive meeting missed, the extenuating reason for the absence, may be removed from his/her position at the next scheduled meeting. A majority of the Board Members present shall elect a replacement for the balance of the vacated term.

Article VI - Officers

There shall be a President, Vice-President, Secretary, and Treasurer who must be residents of Indiana and HLAA members in good standing. No officer can succeed himself/herself in the same elected office.

Article VII - Duties of Officers

A. *President:* The President shall be elected for a two (2) year term and shall be the Chief Executive Officer; shall preside at all meetings of the HLAA membership and Board of Directors; sign the records thereof; and perform generally all the duties usually performed by the President of like associations and such other and further duties as shall from time to time be required.

B. *Vice-President:* The Vice-President shall be elected for a two (2) year term. In the absence of the President or in the event of his/her inability to perform the duties enumerated in article VII-A, the Vice-President shall have the powers and shall perform the duties of the President. The Vice-President shall serve as the Chairperson of the program committee.

C. *Secretary:* The secretary shall: be elected for a two (2) year term, keep a permanent record of all the minutes of meetings of the membership and of the Board of Directors in appropriate books and perform other such duties incident to said office.

D. *Treasurer:* The Treasurer shall be elected for a two (2) year term. The Treasurer shall receive all monies and securities belonging to this Association and shall distribute or otherwise deal with the same as ordered by the Board of Directors. He/she shall keep an accurate account of all monies received and disbursed; and shall generally perform such duties as may be required by the membership or the Board.

The Treasurer shall give a full and comprehensive annual report in writing of the financial standing and affairs of the Association to the membership in conjunction with the Election Meeting. .

Article VIII - Committees

The Board of Directors or the President, in that order, shall have the right to name additional committees.

Article IX - Distribution of Assets on Dissolution

Upon dissolution of the organization, assets shall be distributed to the 4-H Foundation scholarship fund.

Article X

These By-Laws may be amended, supplemented, or repealed by a two-thirds vote of the membership of the HLAA present (1) at the Election Meeting, (2) at a lawful special meeting called for this purpose, (3) at a regularly scheduled meeting, or (4) by written ballot with two-thirds being of those received. In order to do this, the membership shall be notified of the proposed changes at least 30 days prior to the meeting. Notification shall be in writing either in the Association newsletter or delivered separately via U.S. mail. Deposit with the U.S. Postal Service shall constitute mailing.

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