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# CALIFORNIA INTERNATIONAL LLAMA ASSOCIATION BY-LAWS

## A California Nonprofit Unincorporated Association

### **ARTICLE I. NAME and PURPOSE**

**SECTION 1. NAME.** The name of the Association is the CALIFORNIA INTERNATIONAL LLAMA ASSOCIATION, hereafter referred to as "the Association" or "CAL-ILA". The Association is a nonprofit unincorporated association.

**SECTION 2. PURPOSE.** The Association promotes the education of members and the public as to the caring for, breeding and raising of llamas and other camelids. The Association is committed to supporting, promoting and developing CAL-ILA Youth llama activities. The Association supports and promotes camelid research. The Association may meet these objectives through cooperative efforts with other associations, organizations and/or groups.

### **ARTICLE II. OFFICES**

**SECTION 1.** The principal office of the Association shall be fixed and located at the address of the President of the Association or at such place as the Board of Directors may determine.

### **ARTICLE III. MEMBERS**

**SECTION 1. MEMBERSHIP.** Any person interested in advancing the purpose of the Association may become a member upon written application submitted in the form and manner specified by the Secretary of the Association and accompanied by the annual dues. Classes of Membership may be established by the Board of Directors, such as, Individual, Partnership or Ranch

**SECTION 2. RIGHTS AND PRIVILEGES of MEMBERSHIP.** Each Individual, Partnership or Ranch member shall be entitled to one vote. Other classes of membership determine voting rights. Members can be nominated and elected to the Board of Directors. Members can attend any Board of Director's meeting and can serve as Chair or member of any committee. Members may be entitled to discounts to designated Association sponsored events and may attend Association sponsored Ranch tours, Workshops, Play Days, etc. Members are invited to the General Membership Meeting and are listed in Membership Directories. Members participate in Association funded medical research and receive published results. Members shall receive first priority for Association sponsored ALSA sanctioned shows.

**SECTION 3. TRANSFERABILITY.** Memberships shall be held in the names of the individual or ranch and are not transferable. Membership shall terminate upon the resignation of the member, or for non-payment of the annual dues.

**SECTION 4. AFFILIATE MEMBERS.** Affiliate member organizations, referred to herein as "Affiliates," are organized groups of camelid enthusiasts with a similar or mutually dependent purpose as those of the Association as defined in Article 1, Section 2. Affiliates pay dues to the Association. Dues shall be determined by the Board of Directors.

**SECTION 5. AFFILIATE PRIVILEGES.** Affiliates have the ability to be named as an Insured under the coverage offered on the Association's liability insurance policy. The Affiliates shall be entitled to one (1) copy of all Association mailings.



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## **ARTICLE IV. MEETING OF MEMBERS**

**SECTION 1. GENERAL MEMBERSHIP MEETING.** There shall be one or more General Meeting of the membership as scheduled by the Board of Directors.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the membership may be called by a majority vote of the Board of Directors or not less than fifteen percent (15%) of the voting members.

**SECTION 3. NOTICE OF MEETING.** Notice shall be made to each member not less than twenty (20) days before the date of the meeting. Notice of a special meeting shall state the purpose of the meeting.

**SECTION 4. QUORUM.** Fifteen percent (15%) of the voting members present shall constitute a quorum. If a quorum is not present, a majority of the voting members present may adjourn the meeting to a specific time without further notice.

**SECTION 5. PROXY.** Members may send written proxy (written, fax or e-mail) on or before the meeting date. At the meeting the proxy is given to the Association Secretary.

**SECTION 6. VOTE BY MAIL.** A vote on a particular matter of business may be made by a mailed ballot, as authorized by the Board of Directors.

**SECTION 7: ORDER OF BUSINESS.** The following shall be the order of business of general meetings and/or Board of Directors Meetings subject to variation by the vote of the members in attendance.

1. Roll Call
2. Approval of the minutes of the previous meeting
3. Treasurer's report
4. Correspondence
5. Report of committees
6. Unfinished business
7. New Business
8. Adjournment

**SECTION 8: ANNUAL MEETING.** The "Annual meeting" shall include in its order of business the election of officers for the following year.

**SECTION 9: SPECIAL MEETINGS.** The following business may be acted upon only at a special meeting of the membership:

- a. Adoption of an operating budget.
- b. Major capital investments
- c. Incurring long-term indebtedness

The following business may be acted upon only by the General membership at a special meeting held no less than 20 days following the initial presentation of all pertinent facts at a preceding special meeting or special meeting and notice of same to all of the members in good standing.

- a. Amendment or revision of the Constitution and Bylaws of the Association.
- b. Changes in dues, fees or assessments.

**SECTION 10: ROBERTS RULES OF ORDER.** Except where inconsistent with these bylaws, Robert's Rules of Order shall govern the conduct of all Annual Meetings, General Meetings, and Special Meetings.



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## **ARTICLE V. BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The affairs of the Association shall be managed by the Board of Directors.

**SECTION 2. NUMBER TENURE AND TERM.** The Board of Directors shall consist of 8 members, who shall be the President, Vice President, Secretary, Treasurer, past president and 3 general Directors. Directors shall be elected and shall hold office for a term of three (3) years whose terms shall be staggered such that approximately one-third (1/3) of the directors will be elected each year. Expiring Director's terms shall end at the first General Membership Meeting three (3) years after their election. Directors may serve for an unlimited number of terms.

**SECTION 3. PAST PRESIDENT AND TERM.** The immediate past President shall have an automatic directorship for a one (1) year term, being that year immediately following the year in which they were President. A President who resigns or is removed by the Board during his or her term shall not be eligible for such automatic directorship.

**SECTION 4. REGULAR MEETINGS.** The Board of Directors shall have at least six (6) regular meetings annually.

**SECTION 5. SPECIAL MEETINGS.**a: Special meetings of the Board of Directors may be called by two (2) Members of the Board of Directors or by the President.

- Between meetings, business may be conducted by e-mail, fax or telephone and votes may be taken on any issues not requiring 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 CAL ILA board members conducting CAL ILA 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.

**SECTION 6. NOTICE.** Notice of the time, place and purpose of any meeting shall be communicated with each Director in person, or by telephone, or by other device, at least seven (7) days in advance of the meeting. In the event of an emergency, the above time frames may not apply.

**SECTION 7. QUORUM/ACTIONS WITHOUT A MEETING.** A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors may take action without a meeting if the attempt is made to notify all members of the Board and two thirds (2/3) majority of the entire Board agree to that action.

**SECTION 8. VACANCIES.** Any vacancy shall be filled by a member in good standing appointed by the remaining Board of Directors. The appointed Director shall serve the unexpired term of their predecessor in office.

**SECTION 9. NO COMPENSATION.** Directors shall not receive a salary for their services but shall be reimbursed for expenses as authorized in a resolution adopted by the Board of Directors. Members of the Board of Directors shall not serve the Association in any other capacity for which they would receive compensation from the Association.



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**SECTION 10: BUDGET SUBMITTAL.** The Board of Directors shall submit to the general membership a financial budget for the forthcoming calendar year no later than each annual general meeting.

**SECTION 11. RECALL OF A DIRECTOR.** A Director may be removed from office by a recall election by a majority vote at a General Membership Meeting of the membership or by a special meeting of the membership called for the purpose of a recall election where fifteen percent (15%) of the voting members have signed a petition calling for a recall election. A petition to recall a Director must be filed with the Secretary of the Board of Directors at least sixty (60) days before the date of the meeting.

**SECTION 12. NOMINATIONS.** At least sixty (60) days prior to the first General Membership Meeting, a recruitment of nominations shall be made. Any member may nominate a candidate for Director, including self nomination.

**SECTION 13. QUALIFICATIONS, STATEMENT OF CANDIDACY.** All nominees must be members of the Association in good standing. Nominations shall be closed 45 days prior to the vote at the First General Membership Meeting. Nominees shall be requested to submit a statement on behalf of their candidacy no later than 40 days prior to the vote. Each statement of candidacy shall be published and distributed to the membership.

**SECTION 14. BALLOT AND VOTE.** At the Annual Meeting, each voting member shall exercise his or her vote in written form. Cumulative voting shall not be allowed. A committee shall count and tabulate the votes and announce the results at the Annual General Membership Meeting.

**SECTION 15. TIED VOTES.** In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors, the winner shall be selected by a flip of a coin.

## **ARTICLE VI. OFFICERS**

**SECTION 1. OFFICERS.** The officers of the Association shall be the President, the Vice-President, the Secretary, and the Treasurer, presented to the general membership at the annual meeting and voted upon by the members present.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the Association shall be elected annually by the General membership at the annual general meeting. Each officer shall hold office until their successor is elected or they cease to be an Officer.

**SECTION 3. REMOVAL.** Any officer may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

**SECTION 4. VACANCIES.** A vacancy in any office may be filled by the Board of Directors from the existing Board members for the unexpired portion of the term.

**SECTION 5. PRESIDENT.** The President shall be the principal executive officer of the Association and shall in general supervise and direct all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and all General Membership and special meetings of the membership. The President shall perform such other duties as may be assigned by the Board of Directors from time to time.

**SECTION 6. VICE-PRESIDENT.** In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or by the Board.



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**SECTION 7. TREASURER.** The Treasurer shall have charge of and be responsible for all funds of the Association in an FDIC approved institution. The Board of Directors shall approve disbursements. The Treasurer shall maintain separate accounting of all funds received for the designated purpose of research, youth activities and other purposes as determined by the Board. The Treasurer shall furnish a financial report at each regularly scheduled meeting of the Board and or on the Web. The Treasurer shall file all appropriate documents and interface with all governmental agencies. Treasurer records shall be maintained for six (6) years.

**SECTION 8. SECRETARY.** The Secretary shall keep the minutes of the meetings of the Board. Approved minutes shall be published in the Web. The Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall be the custodian of the Association records, including current membership records, unless otherwise designated by the Board. The Secretary in general performs all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of directors from time to time.

## **ARTICLE VII. ADVISORY CHAIRS and COMMITTEES**

**SECTION 1. ADVISORY CHAIRS.** The Board of Directors may establish Advisory Chairs for Specific special interest expertise. Advisory Chairs will serve at the pleasure of the Board.

**SECTION 2. COMMITTEES.** The Board of Directors may establish committees, which shall include at least one Member of the board of Director or a past president. The chair of each committee shall be appointed by the President with the approval of the Board. Members of each committee shall be members in good standing of the Association. The President or the Committee Chair shall appoint committee members with the approval of the Board of Directors. The President or the Committee Chair may remove any committee member. The designation of a committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

**SECTION 3: BUDGET.** The president shall appoint a chairperson and two members in good standing to serve as the Budget Committee which shall prepare and submit to the Board of Directors a proposed budget no later than the last board meeting prior to the annual meeting. If approved by the Board of Directors it will be presented to the annual general meeting for approval.

**SECTION 4: AUDIT.** The president with the concurrence of the Board of Directors shall appoint an Audit Committee of three members in good standing. Their responsibilities will be to audit the books and accounts of the association. This audit will be every year and will be presented to the Board of Directors.

**SECTION 5: NOMINATING.** The president shall appoint a chairperson and two members in good standing to serve as a Nominating Committee, these committee members will have been members in good standing for three years. The chair person shall have been a past officer of the association. The appointment to this committee will be published in November.

## **ARTICLE VIII. BOOKS AND RECORDS**

**SECTION 1. RECORDS AND RIGHT OF INSPECTION.** The Association shall keep books and records of account and shall also keep minutes of the proceedings of its members and Board. Records should be maintained for minimum of six (6) years; government documents kept into perpetuity. All books and records of the Association may be inspected by any member, or their agent, for any purpose at any reasonable time.



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## **ARTICLE IX. DUES**

**SECTION 1. ANNUAL DUES.** The Board of Directors may determine the annual dues payable to the Association by members of each class. Dues are payable in advance on the first day of January.

**SECTION 2. DEFAULT AND REINSTATEMENT OF MEMBERSHIP.** If any member is in default in the payment of dues for a period of thirty (30) days, the membership is terminated. Payment of dues shall constitute reinstatement.

## **ARTICLE X. INDEMNIFICATION**

**SECTION 1. INDEMNIFICATION.** The Association shall have the power to indemnify any Director, officer, employee or agent of the Association for any reasonable expense he or she incurs in connection with any action or proceeding, civil or criminal, with the exception of an action by the Association, so long as that person acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

## **ARTICLE XI. INSURANCE**

**SECTION 1. INSURANCE.** The Association shall have the right to purchase and maintain insurance. Affiliates may be insured as named insured on the Association's liability policy. If named on the Association's policy the Affiliates would pay a pro-rate premium through the dues structure.

## **ARTICLE XII. DISSOLUTION**

**SECTION 1. DECISION TO DISSOLVE.** The Association may be dissolved at a meeting of the membership upon the adoption of a resolution to dissolve by a two-thirds (2/3) vote of all members of the Association.

**SECTION 2. PAYMENT OF LIABILITIES AND DISTRIBUTION OF ASSETS.** Upon dissolution, all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision made therefore, and any remaining assets shall be liquidated and distributed to a non-profit fund, foundation or corporation that is organized and operated exclusively for charitable, scientific or educational purposes for the benefit of llamas and other camelids and that has established its tax exempt status. The specific organization or organizations shall be chosen by the board at the time of dissolution.

## **ARTICLE XIII. AMENDMENT**

**SECTION 1.** The Bylaws of the Association may be adopted, amended or repealed by the vote of a majority of the eligible members attending a special meeting duly called for this purpose.

**SECTION 2:** The special meeting shall be held in accordance with Article IV, Section 2, no less than 20 days following the initial presentation of all pertinent facts at a preceding general meeting or special meeting and notice of same to all Association members.