

**BY-LAWS OF THE  
MICHIGAN LAMA ASSOCIATION – MLA**

**ARTICLE I – NAME**

The name of the organization shall be the “Michigan Lama Association – MLA”.

**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 related camelids and to promote and advance the interests of the llama industry as a whole.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (6) 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) (6) of the Internal Revenue Code, corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III – MEMBERSHIP**

Requirements for membership: To become a member of the Michigan Lama Association (MLA), an applicant must: 1) show a sincere interest in llamas or other camelids; 2) be accepted as a member by the MLA Board of Directors; and 3) pay the membership fee which is to be determined annually by the MLA Board.

“An applicant” is defined as any individual, family, farm, or corporation. One membership fee entitles the applicant to one vote.

The MLA Board of Directors shall accept/reject applicants for membership without regard to the applicant’s race, sex, place of residence, creed, national origin, or economic

status. However, the Board of Directors shall have the right to accept and/or reject any or all applicants for membership.

**Youth Membership:** A youth (age 19 and under) may become a member, without an adult or group sponsorship, and one youth membership fee entitles one vote.

#### **ARTICLE IV – MEETINGS OF MEMBERS**

**REGULAR MEETINGS:** There shall be at least one meeting of the membership each year, which shall be known as a “Annual Meeting”. At this meeting, election of officers and directors and other routine business of the Association shall be voted on.

**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.

**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 delivered to each member having voting rights, not less than fifteen 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, and Special Meeting shall constitute a quorum and a majority vote of those present shall be sufficient to elect any of the officers or directors as well as carry on other routine business of the Association. Quorum for the Board of Directors will consist of five voting directors.

#### **ARTICLE V – BOARD OF DIRECTORS**

There shall be ten (10) members of the Board of Directors of the Michigan Lama Association, who must be residents of the states/territory and be members of MLA. The ten members of the Board shall consist of: four officers, four directors, and one youth member. The immediate past president shall serve for two years following his/her presidency. Where the past president is re-elected, the new incoming board may nominate any outgoing Officer/Director, or non-board member.

Directors – identified as four directors of the Board – two directors elected every year for two year terms so that one half of the directors are elected each year.

The MLA President shall appoint at least ninety (90) days prior to the election meeting, three (3) MLA members, none of whom shall be a member of the Board of Directors, to constitute an Elections Committee. This committee shall appoint a Chairman and shall actively recruit and nominate at least two (2) candidates, if reasonably possible, for each position to be filled, and shall conduct the election. The Chairman of the Elections Committee shall also accept nominations from the floor at the election meeting and shall close the nominations. Members have the right, on the ballot, to cast “write-in” votes for other eligible candidates.

All nominees must be members of MLA who have paid their annual dues. Nominations solicited by the Elections Committee, shall be accepted no later than sixty (60) days prior to the election meeting. The Elections Committee shall request nominees to submit to the Newsletter Editor by the deadline of the last newsletter prior to the election meeting, a biography and statement on behalf of their candidacy to be published in the MLA newsletter.

Each membership is entitled to one vote, either in person by ballot at the election meeting, or by numbered absentee ballot requested from the Chairman of the Elections Committee no later than fourteen (14) days prior to the election meeting. Absentee ballots must be returned to the Chairman of the Elections Committee postmarked no later than seven (7) days prior to the election meeting. Absentee ballots must be signed and procedures to ensure the secrecy of each vote shall be followed. A member who exercises the right to vote by absentee ballot forfeits the right to vote in person at that respective election meeting.

All officers and Directors nominated shall be elected by the plurality vote of both absentee ballots and ballots cast by MLA members present at the election meeting. The vote for Officers and Directors shall be by separate ballot, with the election of Officers preceding the election of Directors. Candidates not elected for Officer positions may be nominated from the floor for Director positions. The term of office for all positions elected shall commence January 1 following the election meeting.

The Elections Committee shall count the ballots and tabulate the results, and shall report to the MLA President in writing the names of those elected. The MLA President shall announce the results at the election meeting and in the MLA newsletter. The MLA Secretary will retain ballots and tabulation results for at least sixty (60) days after the election.

In the event two or more candidates receive the same number of votes for the same position, the members present at the election meeting shall re-vote by ballot, considering only the tied candidates, to determine the winner.

**Resignation and Replacement of Officer and/or Director:** Any such person who wishes to resign his/her Board 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 and/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 circumstances for 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**

Officers Created: There shall be a President, Vice President, Secretary, and Treasurer who must be residents of the United States/Territory.

Subordinate Officers: The Board of Directors may appoint or elect additional subordinate officers and may prescribe duties for all subordinates. No officer shall be named for a period longer than the following Annual Board Meeting succeeding the officer's election. In emergencies, the Executive Committee, or if impracticable to convene the Executive Committee, the President may appoint additional subordinate officers and fix their compensation.

## **ARTICLE VII – DUTIES OF OFFICERS**

- A. **PRESIDENT** – The President shall be the Chief Executive Officer and shall be elected on an bi-annual basis; preside at all meetings of the MLA membership; sign the records thereof; and perform generally all duties usually performed by the President of the like corporations and such other and further duties as shall be from time to time required.
- B. **VICE-PRESIDENT** – The Vice-President shall be elected on a bi-annual basis; 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 such duties.
- C. **SECRETARY** – The Secretary shall be elected bi-annually; keep a permanent record of all the minutes of meetings of the membership and of the Board of Directors in appropriate books; maintain a current directory of all members; be responsible for all correspondence; edit and publish or arrange for the editing and publishing of the Association Newsletter at least twice a year, and other such duties incident to said office.
- D. **TREASURER** – The Treasurer shall be elected bi-annually; receive all monies and securities belonging to this corporation and shall disburse 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 Annual Meeting.
- E. **CHAIRPERSON OF THE BOARD** – The Chairperson of the Board is to assist the President of the Association by conducting Board of Directors' meetings. This election will be held by the Board Members at the first Board meeting after the Election Meeting of the membership and will be for a period of one year. Nominations are made by the Directors. A majority vote of a quorum of Board Members present is necessary for election.

## **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 the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501© (6) 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 a 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.

## **ARTICLE X**

These regulations may be amended, supplemented, or repealed by a two-thirds vote of the membership of the MLA present 1) at an annual business meeting, or 2) at a lawful special meeting for this purpose, or 3) at a regularly scheduled meeting.