



## **Southern Tier Alpaca Association By-Laws as of 8/2009**

### **Article 1 - Name**

The name of the organization will be: Southern Tier Alpacas (STA)

### **Article 2 - Purpose**

- 2.1- To promote the awareness of alpacas
- 2.2 - To educate the membership on the care and breeding of alpacas
- 2.3 - To promote the growth of the alpaca industry in our area

### **Article 3 - Membership**

#### Article 3.1

Any person with residence within the original 5 STA counties (Broome, Tioga, Otsego, Delaware and Chenango) or within a county that borders one of these counties (in either NY or PA) may become a member

#### Article 3.2

STA is a collection of small farms in the region stated above with less than 100 alpacas

#### Article 3.3

All STA members must also be members of Empire Alpaca Association

#### Article 3.4

All STA meetings will take place within the original 5 counties of STA

#### Article 3.5

All STA events and marketing will center around the original 5 counties of STA

#### Article 3.6

The annual dues shall be set by the Board of Directors and approved by a vote of all members at the winter meeting, the first meeting of the calendar year.

#### Article 3.7

Each farm/membership will have one vote on all matters submitted to a vote of the membership

#### Article 3.8

The Board of Directors, by affirmative vote of the majority of members may suspend or revoke the membership status of any person, if in the judgment of the Board, such action is in the best interest of the association

## **Article IV - Meetings of Members**

4.1 Annual Meetings. There will be four general membership meetings annually. The winter meeting will be held the third Saturday in January, the spring meeting will be held the third Saturday in March, the summer meeting will be held the third Saturday in July, and the fall meeting will be held the third Saturday in November. If these dates coincide with an event that makes it difficult for many members to attend, the Board of Directors will choose alternate dates and call for an online vote of the membership to determine a date most of the farms can attend. At the winter meeting the board will present the annual dues to the membership for a vote. At all meetings the members shall transact such business as shall properly come before them. Location of the next meeting will be determined at the current meeting. All farms who want to host the meeting will submit names to the president prior to or at the meeting. The next meeting place will be randomly drawn and announced at the meeting and put into the meeting notes.

4.2 Special Meetings. Special meetings of the Membership may be called by a majority vote of the Board of Directors, or by petition to the Board of Directors of not less than one-fifth (1/5) of the Members having voting rights.

4.3 Notice of Meeting. E-mailed notices stating the location, date and hour of any meeting of the Membership shall be sent not less than twenty days (20) and not more than forty-five days (45) before the date of the meeting. The e-mailed notice shall state the purpose of the meeting. For any meeting at which a vote of the Membership is required, such notice shall include a link to the site where Members can vote.

4.4 Quorum - Thirty percent (30%) of all Members entitled to vote at any duly noticed Membership meeting shall constitute a quorum at such meeting. For purposes of establishing a quorum, any e-mailed ballot shall be considered as if the Member was present. If a quorum is not present, a majority of the Members present may adjourn the meeting to a time certain without future notice.

## **Article V - Board of Directors**

### Section 5.1 - General Powers

The property, affairs and business of the Association shall be managed and directed by its Board of Directors. The Board of Directors shall set policy, appoint Officers, and perform the duties as set forth in the By-Laws. The Board of Directors may, at their sole discretion, adopt the findings of any duly constituted committee or outside consultants. Directors must be members in good standing of the Association.

### Section 5.2 - Number, Election, and Term

The Board of Directors shall be comprised of no less than five (5) members and no more than seven (7) members. The Board of Directors may by resolution fix the numbers of Members between these stated limits. Initially, the SIX (6) Members of the Board of Directors shall be divided into two (2) groups, as nearly equal in numbers as possible, serving one (1), and two (2), year terms, and the terms of one third (1/2) of the Members of the Board of Directors shall expire each year. Following the expiration of the initial terms of office, the term of office of each Member shall be two (2) years.

Whenever the Board of Directors shall by resolution increase or decrease the number of elective members of such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-half (1/2) of the Members shall commence upon the adjournment of the winter meeting which such Director is elected. A Director shall be eligible for re-election to succeed himself or herself. All expired terms shall be

filled by election at the winter meeting of the Membership, according to Section 4.2 and Article 8. Directors may serve for an unlimited number of terms, providing that a minimum of one (1) year's absence from the Board shall occur after any (2) consecutive terms. All Members of the Board of Directors shall be elected pursuant to Article 8.

Directors must have attained the age of 18. Members of the Board of Directors and Officers must be farm members of the Association with a physical presence in the Southern Tier Alpacas region.

#### Section 5.3 - Vacancies

Any vacancy occurring in any Directorship shall be filled by the remaining Directors, even though less than a quorum of the Board of Directors is remaining in office. The vacancy shall be filled by affirmative vote of majority of the remaining Directors. A Director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

#### Section 5.4 - Location and Conduct of Meetings and Minutes

The Board of Directors of the Association may hold meetings, both regular and special, either within or without the State of New York. The minutes of the meeting shall be taken by the Secretary and be available to the Membership.

#### Section 5.5 - Annual, Regular & Special Meetings

The Annual Winter Meeting of the Membership, for the purpose of electing Directors and transacting such other business as may be brought before the meeting, shall be held each year on the third Saturday in January. If weather or other conflicts prohibit the meeting at this time, the Association will use the procedure outlined in section 4.1 to determine the meeting date. The Board of Directors may by resolution provide for the time & place of other regular meetings, and no notice of any such meetings need to be given. Special meetings of the Board of Directors may be called by the President or by two (2) Members of the Board of Directors, and written notice of time and place of such meeting shall be given to each member of the Board of Directors by e-mail and/or phone call at least (2) days before the meeting. Any Member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any such meeting of the Board of Directors need to be stated in the notice or waiver of notice of such meeting.

#### Section 5.6 - Quorum

At all meetings of the Board of Directors, a majority of the Directors in office at any time shall constitute a quorum for the transaction of business, and the act of a majority of voting Directors present at a meeting where there is a quorum present shall be in the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these By-Laws.

#### Section 5.7 - Consent of Directors

Unless otherwise restricted by the Articles of Incorporation or by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a majority of the Board of Directors or committee, as the case may be, consent thereto in writing, setting for the action so taken, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee. Such consent may have the same force and effect as an affirmative vote of the Board of Directors.

#### Section 5.8 - Compensation of Directors

Directors shall not be entitled to any compensation for their services as Directors or Members of any committee of the Board of Directors, except that by resolution of the Board of Directors, a Director shall be allowed reimbursement for any reasonable

expenses incurred on behalf of the Association and expenses, if any, for attendance at each meeting of the Board. Any such compensation shall be budgeted for at the Annual Winter Meeting of the Membership.

## **Article VI - Officers**

### Section 6.1 - Number

The Officers of STA shall be elected by a majority vote of the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. No offices may be held concurrently by the same member.

### Section 6.2 - Compensation

The Officers of the Association shall not be entitled to any compensation except that by resolution of the Board of Directors. Officers shall be allowed reimbursement for any reasonable expenses incurred on behalf of the Association. Any such compensation shall be budgeted for and approved by Members.

### Section 6.3 - Term of Office

Each Officer shall serve for a period of (2) years.

### Section 6.4 - Removal

All Officers may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Association will be served thereby.

### Section 6.5 - Vacancies

A vacancy in any office resulting from any cause may be filled by appointment of the Board of Directors, by a majority vote, for the remaining portion of the term.

### Section 6.6 - Powers and Duties

Except as hereinafter provided, the Officers of the Association shall each have powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

- (a) President. The President shall be the chief executive officer of the Association and shall be responsible for the general and active management of the business of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President has the ability to delegate specific duties to committee members when desired. The President is responsible for communication with the membership.
- (b) Vice President. In the absence of the President or in the event of the President's inability to act, 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 from time to time may be assigned to him or her by the President.
- (c) Secretary. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Association and the Board of Directors to be kept for that purpose and shall perform like duties for any committees when required. The Secretary shall give, or cause to be given, notice of all meetings of The Board of Directors or Membership when required

by these By-Laws, and shall perform such other duties as may be prescribed by the President or the Board of Directors, under whose supervision the Secretary shall be. The Secretary is responsible for posting the minutes of each meeting on the website after they have been reviewed by the board and approved by the President.

- (d) **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the Association. And shall keep full and accurate accounts of all receipts and disbursements in the books belonging to the Association and shall deposit all monies and other valuable effects in the name and credit of the Association in such depositories as may be designated by the Board of Directors or the Treasurer. The Treasurer shall disburse the funds of the Association as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President, and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions by the Treasurer and of all the financial condition of the Association. In the case of the Treasurer's death, resignation, retirement, or removal from office, all books, papers, voucher, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association shall be immediately returned to the possession of the Association. If required by the Board of Directors, the Treasurer shall give bond for faithful discharge of his or her duties in such sum and with such surety or surties as the Board of Directors shall determine.

## **Article VII - Committees**

7.1 Committees. The Board of Directors by resolution adopted by the majority of directors may designate from among the members, one or more committees, which may consist of a chairperson and regular members. Except as otherwise provided in such resolution, members or each committee shall be Members of the Association, and the President shall appoint the members thereof with the approval of the Board of Directors. Any Member thereof may be removed by a majority vote of the Board of Directors whenever in the Board of Director's judgment, the best interest of the Association shall be served by such removal. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or Officers, or any individual Director, of any responsibility imposed by law.

7.2 Chairperson. The President will appoint one person to be chairperson and lead each committee

7.3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the manner as provided for in the case of the original appointments

7.4 Quorum. Unless otherwise provided in the resolution of the officers designating a committee, a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Article VIII - Nomination and Election of Board Members**

8.1 Nomination Committee.

The Board of Directors will select a committee 2 or 3 months before elections. The nominations committee will actively recruit and nominate candidates for election for the ensuing terms. The committee will try and recruit two members for each vacancy on the Board of Directors. The secretary shall prepare the ballots and e-mail them to members entitled to vote.

#### 8.2 Nomination by Petition

10% of members in good standing of the association may nominate one or more candidates for Office by petition delivered to the nomination committee not less than 45 days prior to the annual meeting of the membership.

#### 8.3 Qualifications, Statement of Candidacy

All nominees must be members in good standing of the association. Nominations will be closed 45 days before the annual meeting of the membership. The nominating committee may request that nominees individually submit a statement on behalf of their candidacy no later than 5 weeks before the annual meeting. The form of the statement and its distribution to the membership shall be established by the nominating committee, which shall decide any question of compliance with standards that the committee may establish with respect to such form.

#### 8.4 Inspector of Elections

The secretary shall assume the duties of the Inspector of Elections, otherwise the Nomination committee will select a member in good standing who is not currently an officer or a member of the nominating committee or an electoral candidate. The Inspector will be responsible for supervising the election, collecting and counting the ballots, tabulate the results and report in writing to the membership the names of those elected. The candidates may request and receive the number of votes received by each candidate. Each candidate may designate an observer to be present during the vote count.

#### 8.5 Ballot

At least 30 days prior to the annual meeting, the ballots will be e-mailed or mailed on request by the Secretary to the membership. The ballot may be accompanied by the statements of each nominee in the approved form by the nominating committee.

#### 8.6 Voting Procedure

Each farm/member entitled to vote shall exercise his or her right to vote by personal delivery of ballot at the annual meeting or mailing the ballot to the Inspector of Election. No mailed ballot will be counted unless postmarked by the date set by the Inspector of Elections (Date will be indicated on the ballot)

#### 8.7 Election

The Inspector of Elections or the President may complete the election and announce the results as soon as practical after the election but prior to the close of the annual meeting of the membership.

### **Article IX - General Provisions**

9.1 - The secretary will maintain the minutes of each meetings and a list of the membership. These records will be available to the membership upon request. The treasurer will provide a verbal treasurer's report to the membership at each meeting. He or she will provide written copies of the report upon request.

9.2 - The fiscal year of the association shall be the calendar year ending December 31.

9.3 - The proceedings at all meetings of the membership shall be governed by these by-laws

9.4 - The corporate seal shall have the name of the association, the year of its organization and whatever else is required by the state of NY. The seal may be used by causing it, or a facsimile thereof to be impressed or affixed or reproduced. In the event it is inconvenient to use such a seal at any time, the signature of the association, those authorized by the officers, followed by the word "seal" enclosed in parentheses shall be deemed the seal of the association.

#### **Article X - Indemnification**

10.1 - Actions Against Directors. The Association shall indemnify, to the fullest extent permitted by the State law, and if applicable, Section 4941 of the Code, any individual made a party to a proceeding because such individual is or was a Director of the Association, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be or not opposed to the best interest of the Association and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.