

for

Golden Plains Llama Association

Article I Name-Purpose

The name of this Organization shall be the **Golden Plains Llama Association (GPLA)**

The purpose of the association is to be not for profit association; to serve as a central and collective forum to educate the members and the general public in the care, training, health, and welfare of Llamas and other camelids (hereinafter referred to collectively as lamas); to promote their sale and usage as pets, packers, guardians, breeding stock, source of wool, 4-H and FFA projects, and other similar uses; and to mutually promote the business of the individual members of said Association through the exchange of ideas, merchandising methods, and other ideas which may promote and develop the general welfare of the camelid industry throughout the State of Kansas.

Article II Membership and Dues

Section 1: Any person with an interest in lamas and who has paid the annual membership dues and who supports and advances the industry may be a member of this Association.

Section 2: Membership is conditioned upon payment of dues and upon agreeing to comply with the By Laws of the Association.

Section 3: Each member is entitled to receive copies of the official communication of the Association and participate in all meetings of the Association. In addition, members shall be entitled to vote on various acts of the Association as set forth in these By Laws.

Section 4: The board of directors in its discretion shall have the power to cancel or suspend any membership after notice and hearing given to the member, for the failure of the member to pay dues within the time provided by these By Laws; failure to abide by the By Laws; conviction of any felony, misdemeanor or violation of law applicable to the keeping or marketing of lamas.

Section 5: The dues, terms, and manner of payment for membership shall be fixed by the board of directors, in such manner as the board of directors may determine from time to time.

Article II Membership and Dues (continued)

- Section 6: No member shall have the right to vote at any meeting of the Association unless that member has paid dues in full prior to the meeting being called to order.
- Section 7: Each paid regular membership present and in good standing shall be entitled to one vote on any question. Proxy votes shall not be allowed.
- Section 8: A single membership shall be permitted and each dues paying member shall be entitled to one vote. A double membership for the same entity shall be permitted and such membership shall be entitled to two votes.
- Section 9: A corporate member shall be entitled to one vote.
- Section 10: The membership year shall be the calendar year.

Article III Officers

- Section 1: Officers of the Association shall be president, president elect, secretary, and treasurer.
- Section 2: The president and president elect shall serve for a period of **two years** or until their successors are elected. The officers shall have the same privileges, including the right to vote as members of the board of directors. The president elect shall progress from the office elected to the next higher office upon the expiration of **two years** or the election of a new president elect, whichever shall last occur. (amended 3/12/2000)
- Section 3: The election of officers shall occur at the annual meeting of the Association which shall be held in the first calendar quarter of each year. The meeting date for the annual meeting shall be determined by the board of directors.
- Section 4: The president shall preside at all meetings of the Association; shall act as chairperson of the board of directors, shall appoint all standing or special committees; shall be a member ex-officio of all committees; and shall, upon the expiration of the term of office, become a member of the board of directors for a period of **two years**. (amended 2/11/2001)

Article III Officers (continued)

- Section 5: The president elect, in the absence or disability of the president, shall perform the duties of the president. At the conclusion of the term of office of the president, the president elect shall become the president and shall take office upon the election of a new president elect. The president elect shall **be a member of all standing committees.** (amended 3/12/2000)
- Section 6: The treasurer shall perform such services and duties as pertain to said office and shall also make an annual report to the Association. The treasurer shall collect and receive the income from dues and other sources; pay the bills of the Association in accordance with the directives of the Association or the board of directors; and shall deposit funds in the name of the Association in such bank as may be designated by the board of directors. A full written report of the finances of the Association shall be made at the annual meeting and a similar accounting shall be made at any time to the board of directors on request of the president. **The treasurer shall immediately advise the secretary of any membership received.** ~~and shall advise the secretary upon the expiration of the membership.~~ The term of office for the treasurer shall be for two years, commencing on March 15 and expiring on March 14 two years hence. The treasurer shall be elected each second year at the annual meeting of the Association. (amended 3/12/2000)
- Section 7: The secretary of the Association shall perform such services and duties as pertain to said office and shall maintain the records of the Association, take and transcribe the minutes for all meetings of the Association or its board of directors, **provide welcome information to new members** and maintain a current membership roster and do any and all other acts associated with such office. **The term of office for the secretary shall be for two years.** (amended 3/12/2000)
- Section 8: No two members of the same family may **serve as officers during the same term.** ~~be an officer or director during the same term except that the immediate Past President may be of the same family.~~ (amended 3/12/2000)

Article IV Board of Directors, Standing Committees and Appointments

- Section 1: The board of directors of the Association shall consist of the President, President elect, Treasurer, Secretary, Immediate Past President and four Directors, two of which shall be elected the same year as the Treasurer and two Directors elected in the same year as the Secretary.
- Section 2: Only regular members in good standing, whose dues have been fully paid, shall be eligible to serve on the board of directors.
- Section 3: All vacancies that occur on the board of directors shall be filled by appointment of the President, and all such persons appointed shall fill the unexpired term and shall serve until their successor has been elected.
- Section 4: The President shall appoint standing committees as created by these By Laws and may appoint any special committees deemed to be in the best interest of the Association. All committees of the Association shall submit their reports to the board of directors. The board of directors may direct the appointment of any committee necessary to carry out the purpose of the Association.
- Section 5: The Board of Directors shall have the authority to contract for goods and services that, in its discretion, it may find necessary for carrying on the work of the Association; but, it shall not incur any debt beyond the assets of the Association without approval of the membership. The board of directors shall have the authority to cancel any membership for violation of the By Laws of the Association. No member of the board of directors or elected officers shall receive compensation for services as a member of the board of directors. Expenses of the officers and directors may be reimbursed upon approval of the board of directors, if supported by itemized statements.
- Section 6: The President, President elect, Secretary and the Treasurer shall constitute the executive committee. The executive committee shall manage the affairs of the Association between board meetings, under the authority of the Board of Directors.

Article IV Board of Directors, Standing Committees and Appointments (continued)

Section 7: The following Standing Committees shall be appointed by the President;

- a. Audit Committee who shall conduct an annual audit of the books and financial records of the Association and shall report the findings to the members. ~~at the annual meeting.~~ (amended 3/12/2000)
- b. State Fair Committee, who shall arrange for, coordinate, and conduct Association activities and exhibits in conjunction with the Kansas State Fair. The chairperson of such committee may be the Fair Superintendent appointed by the Kansas State Fair Board if such person is a member of the association.
- c. Auction Committee who shall be responsible for the planning and conduct of the annual llama auction of the Association.
- d. Membership Committee
(This committee is abolished and its duties assigned to the secretary in amendment to Article III, Section 7.) (amended 3/12/2000)
- e. Nominating Committee which shall prepare a nomination report of those persons it believes to be best qualified for election to the offices of the Association. The committee shall have at least two names for each nomination to each office. The committee report shall be submitted to the Board of Directors on or before **December** 1 of each year.
(amended 3/12/2000)
- f. Program Committee which is responsible for the development and coordination of the various programs for the education of the membership. Programs may include events held in conjunction with the Auction and the State Fair Committees.

Section 8: To implement and to maintain continuity for the board of directors, the Association, at the annual meeting following the adoption of these By Laws, shall elect four members to the board of directors, two of which shall be elected for a one-year term to correspond with the term of the Treasurer; two of which shall be elected for two-year terms to correspond with the term of the Secretary.

Article IV Board of Directors, Standing Committees and Appointments (continued)

- Section 9: A director's term shall terminate in the event that such director or officer shall fail to attend two (2) consecutive meetings of the board without having been excused from attendance by the president or the president elect, of the Association. In the event of such termination of term, the unexpired term, established in these By Laws, shall be filled by appointment under Section 3 above.
- Section 10: A librarian shall be appointed by the President of the Association who shall retain possession of all educational materials owned by the Association; maintain records of all library transactions and rentals; purchase any new materials approved by the board of directors; and receive any donated materials for use in the library; and recommend to the board of directors rules and guidelines for the use and rental of the library material.
- Section 11: A publications editor shall be appointed by the President of the Association and shall write, edit, publish, and distribute, at least quarterly, the GPLA Newsletter and maintain a historical library of the Associations publications; and maintain and update official publications of the Association as deemed necessary by the board of directors of the Association.
- Section 12: A youth projects chairperson shall be appointed by the President of the Association and shall act as liaison for all GPLA youth projects; coordinate and distribute information pertaining to 4-H or FFA projects; serve as chairperson of the GPLA 4-H Scholarship Selection Committee; and promote the Llama industry and the GPLA among the youth.
- Section 13: A parliamentarian shall be appointed and shall be responsible for assisting the president in dealing with all issues of parliamentary procedure and shall assist in maintaining the order of business for meetings.
- Section 14: **All appointments shall be made by the President and shall continue until those appointed submit a notice of resignation to the board of directors, or fails to perform their duties in a manner considered by the board of directors to be in the best interest of the membership.**
(amended 3/12/2000)

Article V Meetings and Quorums

- Section 1: There shall be an annual meeting of the membership to be held during the first calendar quarter of the year. Additional meetings of the membership as is determined by the **president or the** board of directors may be held. The place of meetings is to be fixed by the **president or the** board of directors. ~~Written notice of the meetings shall be mailed to the last recorded address of each member at least fourteen (14) calendar days prior to such meeting.~~
(amended 3/12/2000)
- Section 2: Special meetings of the members may be called by the President, or by a petition of ten (10) members in good standing. Written notice of any special meeting of the Association shall state the purpose of the meeting and be given by mail at least fourteen (14) calendar days prior to the meeting. Only those items of business stated in the call may be acted upon by the membership at such special meeting. The board of directors shall meet on the call of the President.
- Section 3: Ten (10%) percent of the number of paid members of the Association shall constitute a quorum for the transaction of business at any membership meeting.
- Section 4: Six (6) members of the board of directors shall constitute a quorum for board action.
- Section 5: Any question requiring a vote may be submitted by the board of directors to the membership. ~~on a written ballot which shall be cast in the same fashion as those written ballots used for election of officers.~~
(amended 3/12/2000)

Article VI Elections

- Section 1: An election of officers shall be held at the annual meeting of the association in accordance with Article V, Section 1.
- Section 2: Election of officers shall be conducted by written ballot mailed to the general membership at least twenty-one days prior to the scheduled election. Members will cast a ballot and **return the ballot by U.S. mail to the Secretary**. All ballots must be received by the Secretary **at least two days prior to the time** of the election to be considered in the count.
(amended 2/xx/2005)
- Section 3: Ballots will remain unopened until the election. Provisions shall be made by the board to protect the identity of all members casting ballots.
- Section 4: The ballot shall consist of those nominations made by the Nominating Committee and any candidate who has obtained the signatures of five (5) other members submitted to the Secretary at least sixty (60) days prior to the annual meeting.
- Section 5: Write in candidates shall be permitted.
- Section 6: The officers elected shall take office and assume their duties upon their election except for the Treasurer whose term is as set forth in Article III, Section 6.

Article VII Procedure

The parliamentary procedure at all meetings shall be in accordance with Robert's Rules of Order, unless otherwise provided for herein. In the event of conflict, these by-laws shall control.

Article VIII Code Of Ethics

We, the Golden Plains Llama Association, in order to establish standards, insure working relations with one another, promote our general welfare, and provide means for dealing with the problems of the industry, make this Code of Ethics for our Association.

As a member of GPLA, I pledge to:

1. Maintain a high standard of personal and professional conduct.
2. Promote and encourage a high level of ethics in the care, training, health, welfare and showmanship of Llamas.
3. Maintain loyalty to the Association and the objectives it pursues.
4. Recognize and discharge my responsibilities to uphold all federal, state and local laws and regulations relating to my industry.
5. Strive for excellence in all aspects of my business and of the Association.
6. Respect the right of competitors in and out of the show ring.
7. Use every opportunity to improve and promote the public understanding of the Llama industry and of the Association.

Article IX Miscellaneous

Section 1: No member shall have the power or authority to bind the organization by contract or otherwise unless given such power by the board of directors or the membership at any meeting.

Section 2: The treasurer of the Association shall be bonded by a fidelity bond paid from the funds of the Association.

Article X Amendments

Section 1: These By-Laws may be amended by the board of directors at any meeting, but such amendment shall not be effective until approved and ratified by a two-thirds (2/3) affirmative vote of a quorum of members present at the next regular or special meeting of the Association called in accordance with Article V, Section 1 of these By Laws.

Section 2: These By Laws may be amended by a simple majority of the membership in good standing by a mail ballot containing the entire amendment proposed together with the language to be amended, mailed by first class mail, postage prepaid, to all members in good standing. The time for voting on the amendment shall be no less than thirty (30) days and shall not exceed sixty (60) days. Only those members in good standing, as of the date the ballot is mailed, shall be entitled to vote on any such amendment.

Article XI Dissolution

Section 1: Decision to Dissolve. The dissolution of the Association shall be by a majority vote at a meeting called in accordance with Article V.

Section 2: Payments of Liabilities and Distribution of assets. Upon dissolution, all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provisions shall be made therefor. The 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 and that has established its tax exempt status under Section 501(c)(e) of the Internal Revenue Code. The specific organizations shall be selected by the membership at the time of dissolution. (amended 2/8/1998)

The foregoing By-Laws have been adopted this 8th day of February, 1997.

Witnessed: Original Incorporators
Diane Jarvis, President
Golda M. Houchins, Secretary

Follow-on amendments have been integrated into this document with notation of date when accepted. Changes/additions are noted in **bold type**, deletions are noted in ~~strike thru~~.
Original By Laws and copies of the amendments as presented are retained by the association secretary.
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