

BYLAWS FOR NEW MEXICO ALPACA BREEDERS, LLC

ARTICLE I. NAME: The New Mexico Alpaca Breeders (NMAB), LLC, is an organization of volunteers.

ARTICLE II. PURPOSE: The purpose of the NMAB (hereafter the Membership) is to help our Membership succeed in the alpaca livestock business through:

1. Promotion and marketing for the Membership.
 - A. Establish and maintain a website that; as a minimum spotlights Membership and links to their websites; provides a calendar of events listing NMAB and Membership activities.
 - B. Promote Membership ranches and the long-term well being of the alpaca market with regional activities to increase public interest and awareness in the alpaca industry.
2. Dedication to ethical conduct in the alpaca industry.
3. Providing education and resource tools to the Membership through the sponsorship of at least one educational clinic each year.
4. Service to the Membership through networking that shares resources and assistance as appropriate.
5. Health and welfare of the alpacas.

ARTICLE III. MEMBERSHIP: Membership applications are available from the NMAB website, the Membership Chair or are available at NMAB events and activities. Membership applications are sent to the Membership Chair with the appropriate dues enclosed for processing. There are two categories of membership in the NMAB:

1. Breeder Membership- entitles the member a listing on the NMAB website and use of the calendar page of the website; a Breeder Membership listing on any NMAB sponsored event or activity; discount of enrollment fees for NMAB sponsored education clinics; voting privileges on all matters submitted to a vote of the Membership (one vote per Breeder Membership); receipt of any NMAB newsletters. Participation in all NMAB activities and events is encouraged.
2. Associate Membership- entitles the member an Associate Member listing on any NMAB sponsored education event or activity; receipt of any NMAB newsletters. Participation in all NMAB activities and events is encouraged.

ARTICLE IV. MEETINGS AND BUSINESS OF NMAB: Meeting locations will rotate around the state for convenience and to encourage full participation in NMAB meetings, events and activities.

1. Three meetings per year will be conducted by the NMAB. Meetings will be scheduled in the months of July, October and February. Slight adjustments in meeting dates can be made to account for alpaca related activities affecting the Membership.
2. Members present at the meetings can conduct NMAB business, provided there were a minimum 30 days notice of said meeting given to all Membership by the NMAB President. Notification is considered given via email (if a member's email address is provided) or regular mail. Members are responsible to submit any address changes to the Membership Chair.
3. *NMAB business is defined as policy establishment to facilitate the NMAB bylaws.* Business can be proposed by any NMAB member to the NMAB Board of Directors (BOD). Upon review by the BOD, business will be presented to the Membership for consideration and approval at the meetings.
4. Business will be considered approved with a simple majority vote (including proxy votes) of the Breeder Membership.
5. Bylaw change or addition proposals can be submitted to the BOD from a petition signed by a minimum of 20% of the Breeder Membership.
6. The BOD will present bylaw change or addition proposals to the Membership either at the next subsequent meeting or by mail to expedite the process.
7. Bylaw change or additions require a minimum of 2/3rds Breeder Membership approval.
8. Minutes of NMAB meetings will be recorded by the Secretary/Historian and made available to the Membership within 30 days of the meeting.

ARTICLE V. BOARD OF DIRECTORS: The business of the NMAB shall be managed by the Board of Directors duly elected by the Membership and are members in good standing in NMAB. Board Members will include a President, Vice President, Finance Chair, Membership Chair and Secretary/Historian. Specific responsibilities will be assigned to each position. Each Board Member shall serve a two-year term. Board Members can relinquish their position at any time. Vacated terms shall be filled by election at the next meeting of the Membership. Directors can be elected to subsequent terms if the Membership so votes.

BOD meetings may be called at the request of the President or by three Board Members. BOD meetings may be conducted by phone or in person. BOD meetings may be considered closed or open upon the discretion of the BOD. Open BOD meetings will have minutes recorded by the Secretary/Historian and made available to the membership within 15 days of the meeting.

1. The President shall act as the chief executive officer of NMAB and conduct all meetings and in general *supervise and direct all of the business and affairs of NMAB with the advice and consent of the current BOD.* He/She may sign

contracts and other instruments the BOD has authorized to be executed.

2. The Vice President will preside over meetings and conduct NMAB business in the absence of the President and when so acting have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties from time to time assigned to him/her by the President or by the BOD.
3. The Secretary/Historian shall record and keep the minutes of all NMAB and open BOD meetings and provide minutes to the membership within 15 days of those meetings. The Secretary/Historian will ensure all notices and agendas are duly given to Membership in accordance with these bylaws or as required by law. The Secretary/Historian will maintain the organization's records. In general perform all duties incident with the office of Secretary/Historian and such other duties from time to time as requested by the President or BOD.
4. The Finance Chair acts as the treasurer, and shall have charge and custody of and be responsible for all funds and securities of NMAB, receive and give receipts for monies paid to NMAB from any source, and deposit all such monies in the name of NMAB in a bank or other depository approved by the BOD. The Finance Chair will dispense funds with BOD approval. In general perform duties incident to the Finance Chair and other such duties as from time to time requested by the President or the BOD. The Finance Chair will give a full and comprehensive Annual Report of the financial standing and affairs of NMAB at the July meeting.
5. The Membership Chair keeps a current record of all membership, is responsible for membership drives, welcoming new members and generally keeping touch with the membership. The Membership Chair will forward membership dues to the Finance Chair, monitor and notify NMAB members for annual membership renewal.
6. Board Members shall not receive a salary for their services or compensation for travel to NMAB meetings. Any compensation requested will be budgeted for and approved by the Membership at NMAB meetings.
7. A Board Member may be removed by a unanimous vote of the BOD whenever in its judgment the best interests of the Membership would be served. The Membership may remove a Board Member with 2/3rds majority of the Breeder Membership vote whenever in its judgment the best interests of the Membership will be served.

ARTICLE VI. NOMINATIONS AND ELECTIONS: The BOD shall appoint a nominating committee three months before the BOD election, held at the July meeting. The nominating committee shall take and/or solicit nominations from the membership for the open positions and strive to have a minimum of two candidates for each board opening. The candidate slate is to be mailed to each member no later than 45 days prior to the election date. Ballots must be returned and postmarked no later than one week prior to the election date.

ARTICLE VII. COMMITTEES: Committees may be formed to assist the BOD and Membership to achieve the purpose of NMAB. Committee members will be selected from the Membership, be in good standing, appointed by the BOD and approved by the President. Any committee member may be removed by the President whenever, in his/her judgment, the best interest of the Membership shall be served by the removal. *Committee members will not draw on NMAB funds or commission for, or contract for services in the name of NMAB.* If that action occurs, that committee member is pecuniary liable for that action.

ARTICLE VIII. BOOKS, RECORDS AND BUDGETS:

1. NMAB shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Membership and BOD and shall keep at its registered or principle office a record giving the names and addresses of the Membership entitled to vote. Any member, or his/her agent or attorney may inspect all books and records of NMAB, for any purpose at any reasonable time. The BOD shall cause the books and records of NMAB to be compiled annually according to established accounting procedures. A copy of this report will be made available to the Membership annually. In addition, this report will be made a topic for business and placed on the agenda for the July NMAB meeting.
2. The annual budget for the operation for NMAB shall be created by the BOD and will be submitted to the Membership as business on the agenda for the July meeting for Membership approval.

ARTICLE XIV. INDEMNIFICATION:

NMAB shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether criminal, administrative, or investigative (or other than an action by or in the right of NMAB) by reason of the fact that he/she is or was a BOD, or is or was serving as at the request of the NMAB as a Trustee, Officer, employee or agent of another Corporation, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of NMAB, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE X. FISCAL YEAR:

The fiscal year of the corporation shall end on January 31 of each year.

ARTICLE XI. DISSOLUTION:

The dissolution of NMAB may be authorized at a meeting of the NMAB upon the adoption of a resolution to dissolve by a two-thirds (2/3) vote. Upon dissolution, all liabilities and obligations of the NMAB shall be paid, satisfied and discharged, or adequate provisions shall be made therefore and then the remaining assets shall be liquidated and distributed to labor, agricultural or horticultural organizations and that has established its' tax exempt status under 501c (5) of the Internal Revenue Code. The BOD shall choose the specific organizations at the time of dissolution.

ARTICLE XII. MISCELLANEOUS:

OH *SOVA*
6th June 2018 PTE

These Bylaws of New Mexico Alpaca Breeders, LLC were adopted unanimously on the XX day of XXXXXXXXXX, 2004.

- President *David Hunter* David Hunter
XXXXXX X. XXXXXXXXXX
- Vice President *Pamela T. Groff* Pamela T. Groff
XXXXXX X. XXXXXXXXXX
- Secretary/Historian *Larry Roybal* Larry Roybal
XXXXXX X. XXXXXXXXXX
- Finance Chair *Tim Blackburn* Tim Blackburn
XXXXXX X. XXXXXXXXXX
- Membership Chair *Barbara Roybal* Barbara Roybal
XXXXXX X. XXXXXXXXXX