



*Breeders and enthusiasts striving to advance
and expand the growth and future of the
alpaca industry.*

**Western Washington Alpaca Association
(dba) Alpaca Association of Western Washington**

Article 1 -Name

The name of the corporation is Western Washington Alpaca Association, a 501c (6) non-profit Washington State Corporation.

Article II - Membership

2.1 Membership shall be conferred on any alpaca enthusiast (whether an individual, corporation, limited liability company, partnership, trust or other legal entity) current on AAWW dues or approved as an honorary member. All members may vote, hold office and serve as directors. Each paid membership entitles the holder to one vote. An individual may hold only one membership. A married couple may purchase a single membership or two separate memberships.

2.2 Honorary members. Honorary members shall be those individuals to whom AAWW desires to confer special recognition on account of having performed outstanding services on behalf of AAWW or the community. Honorary members shall be exempt from annual dues (but not activities fees). Honorary members shall be unanimously approved by the Board.

2.3 Application. Any person may apply for membership or renewal by completing an application and submitting the same to the Board for approval. Upon approval by the Board and payment of all applicable fees and dues, such applicant shall be a member of AAWW entitled to

all the rights, privileges and duties set forth herein. The Board reserves the right, without cause and at its complete discretion, to decline an application for membership or renewal.

2.4 Benefits. Membership benefits include:

- AAWW meeting notices, with a copy of the previous meeting minutes;
- One farm page on the web-site: <http://www.alpacawa.org>;
- Listing in the AAWW membership directory
- Farm name listed on the AAWW website and Alpacapalooza Promo Booklet;
- Access to the AAWW email forum;
- Access to the AAWW Banner.

2.5 Membership Dues and Fees. The Board shall set membership dues at such amounts as it deems proper and necessary. In addition, the Board shall set activity fees for members who wish to participate in one or more of the special activities which AAWW may conduct from time to time.

- Annual membership dues shall be due at the time the application for membership;
- Renewing members' dues are payable annually on March 1st of each year and shall automatically receive a dues Invoice prior to this date.

Dues become delinquent 30 days after the member's anniversary date. The Board may adopt such policies regarding delinquent dues as it deems appropriate, including, but not limited to the imposition of late fees.

2.6 Withdrawal from Membership. A member may withdraw from membership by giving written notice to the Board. Any member who is more than 90 days delinquent on his or her dues shall automatically be considered as having withdrawn from membership.

Article III - Meetings of Members

3.1 Annual Meeting. There shall be an annual meeting of the members in November. The annual budget for the succeeding fiscal year shall be adopted at this meeting.

3.2 Business Meetings. There will be a minimum of four (4) business meetings and a maximum of twelve (12) regularly-scheduled meetings each year held within Western Washington. Meeting topics will be limited to AAWW official business, national or international alpaca topics. The meeting for the election of Board of Directors' vacancies will be held at the May business meeting of each year.

3.3 Board Meetings: A Board meeting may be scheduled by the President or Vice-President when deemed necessary. Board members will be notified a minimum of 48 hours prior to the meeting. Members may attend meetings of the Board but may not participate unless invited by the Board.

3.4 Notice of Meetings. A minimum of seven [7] days notice of any business meeting shall be given to all members.

3.5 Quorum. Twenty percent of the members shall constitute a quorum at all meetings of the members. For purposes of establishing a quorum, any mail, email or fax ballot received by the secretary prior to the due date indicated on the ballot shall be considered as if the member were present. (Ballots submitted by mail, email or fax shall be counted towards a quorum for the issues voted upon in the ballot and no others.) A member shall be deemed present if participating by teleconference or similar means in which both the member and other participants may hear each other as they speak.

3.6 Majority Vote Required. The affirmative vote of a majority of the members present at a meeting in which a quorum is present shall be necessary for the adoption of any matter being voted upon unless a greater percentage is required by the articles, bylaws or under law. A vote may be cast in person or by mailing, faxing or emailing the ballot to the secretary prior to the due date indicated on the ballot.

3.7 Action Without Meeting. Unless a greater percentage is required by the articles, bylaws or under law, action may be taken by the members without a meeting if a majority of the members consent in writing to the action. Consent shall be given by mailing, faxing or emailing the secretary prior to the due date set by the secretary in the notice soliciting consent.

Article IV – Board of Directors

4.1 General Powers. The property, affairs and business of AAWW shall be managed by a Board of directors who shall be elected by the members.

4.2 Number and Election of Directors. The Board of Directors of this Association shall be comprised of five [5] members, to include, four [4] Officers: President, Vice-President, Secretary, Treasurer; and one [1] Director. The Officer positions which the Board members hold shall be agreed to by the newly elected Board of Directors. All Board members must be AAWW members in good standing with dues paid and serve at the behest of the members.

4.3 Ex-Officio Board Members. The Chair of Alpacapalooza Committee and the Immediate Past President shall serve as Ex-Officio members of the Board. The Immediate Past President shall serve on the Board for one year following his/her term as President. Should the Immediate Past President be unavailable or unwilling to serve in this position the previous Immediate Past President shall be asked to serve in this position.

4.4 Term of the Directors. All director terms shall be two years. Directors may serve an unlimited number of terms.

4.5 Vacancies. Any vacancies occurring on the Board of directors resulting from any cause other than the expiration of the term of office shall be filled by temporary appointment by the remaining directors. The member appointed to fill the vacated office shall serve the remainder of the original

4.6 Majority Vote Required. The affirmative vote of a majority of the Board shall be necessary for the adoption of any matter being voted upon unless a greater percentage is required

by the articles, bylaws or under law. A vote may be cast by voting in person or by mailing, faxing or emailing the ballot to the secretary prior to the due date indicated on the ballot.

4.7 Compensation. Directors shall not be entitled to compensation for their services as directors, but shall be allowed reimbursement for any reasonable expenses incurred by them on behalf of AAWW.

4.8 Removal. A Board member may be removed from office by a recall vote. A recall vote shall be scheduled when forty percent [40%] of the voting membership has signed a petition requesting a recall. Members shall be given at least three (3) weeks notice of a scheduled recalling vote. A Board member may be removed from office by an affirmative vote of two thirds [2/3] majority vote of the Farm Membership.

4.9 Budget. The directors shall prepare an annual budget for the operation of AAWW and submit the same to the members at the annual meeting for their approval.

4.10 Authority to Incur Expense or Liability. A non-budgeted purchase or liability less than \$1,000 may be made or incurred by the officers without approval of the directors or members. A non-budgeted purchase or liability greater than \$1,000 and less than \$2,000 must be approved by the directors. A non-budgeted purchase or liability greater than \$2,000 must be approved by the members.

Article V - Officers

5.1 Officers: Officers shall be elected annually by the Board of Directors following the membership's election of Directors. Officers shall serve one-year terms: however, they can serve additional consecutive terms in the same position. No individual may hold two offices at the same time. Only members of the Board may be officers.

5.2 President. The President shall be the Principle Executive Officer of the AAWW and shall in general direct all of the business and affairs of the Association. The President along with the Secretary or other Officer of the Association may sign contracts and other instruments which the Board has authorized. The President and Treasurer will submit the annual budget for vote each November. The President may recommend , with the approval of the Board , the creation of an ad-hoc committee, set the committee's purpose and goals, and determine how long the committee is to function. The President shall appoint the initial Chair when the committee is formed.

5.3 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 and be subject to all the restrictions placed upon the President by the Board. The Vice President shall also perform such other duties as assigned by the President or by the Board.

5.4 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association receive and give receipts for monies paid to the Association from

any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board. The Treasurer shall work with the President on development and approval of the annual budget to be submitted for approval by the membership at the Annual Meeting. The Treasurer is required to give full treasurers' reports (a full accounting of Association funds and any debits or credits accrued) and a membership status report at each business meeting. The Treasurer shall make the books/records of the Association available to any member at a time mutually convenient. In addition, the Treasurer shall in general perform all other duties incident to the office of Treasurer and such other duties that may be assigned by the President, the Board or a vote of the Membership. The Treasurer shall be responsible for ensuring all Federal and State tax reports are submitted in a timely manner.

5.5 Secretary. The Secretary shall keep the minutes of all Board meetings and business meetings of the Membership. The Secretary is also responsible for notifying all members at least seven (7) days in advance of any general membership meetings. The Secretary is responsible for responding to inquiries for AAWW or Alpaca information by sending out a cover letter and information packet to each inquiry. The Secretary will be responsible for maintaining the official membership rolls of the Association. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties that may be assigned by the President or the Board.

Article VI: Election of Board of Directors

6.1 Election Procedure. Voting for members of the Board shall be completed by paper or electronic ballot at, or prior to the May business meeting. Each member shall receive one ballot at least 3 weeks before the May business meeting. Members not attending said meeting shall insure that their ballots are in the hands of the Nominating Committee Chairperson by 12:00 PM of the day before the scheduled meeting. The Secretary shall serve as Inspector of Elections, witnessing the ballot tally by the Nominating Committee. In the event that the Secretary is the Nominating Committee Chairperson, the President will act as the Inspector. In addition, each candidate for office may have an observer present during the ballot count. All ballots shall be retained for two years.

6.2 Newly Elected Officers. The results of the election will be announced at the end of the May meeting, and the newly elected officers shall assume their duties in July following the election. The new Board of Directors shall meet to choose the Board Officers' positions and shall notify the membership of the Officers prior to July 1 following the election.

Article VII: Voting Procedures

7.1 Voting Rights. Only members in good standing (paid up dues) are eligible to vote. Each member shall have one vote on each issue on the ballot.

7.2 Proxy. Only members eligible to vote pursuant to Article 2.1 shall be eligible to vote by proxy. The signed proxy must contain the farm's specific vote on an issue. A maximum of two [2] proxies per farm are allowed in any calendar year.

7.3 Voting Majority. All votes shall be decided by a simple majority of those members voting, including those voting by proxy, whether at a business meeting, by mail or electronic ballot. Voting will be required for any changes to the bylaws, adoption of the annual budget, new Board members, increase in annual dues, and any non-budgeted expense over \$2000. Exception: a recall vote or dissolution vote will require approval of 2/3 vote of the full Farm membership.

Article VIII - Committees

8.1 Committee Terms. All committees, except for the Nominating Committee, shall take effect on July 1. The incoming President shall appoint each committee Chair prior to July 1 and encourage each Chair to solicit members for the committee. Unless otherwise specified by the President, each committee shall exist for one year. Committees may be extended past one year if needed, the chair and committee members must be reappointed each year. The Committee Chair shall set meeting times and dates, perform scheduling, prepare a budget and prepare minutes. A majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting which a quorum is present shall be the act of the committee. The Boards may call upon the Chair to attend a directors meeting to present committee updates, issues and actions needing approval. Committee members may be reimbursed for authorized expenses incurred in conducting the activities of the committee.

8.2 Alpacapalooza Planning Committee. The Committee shall be responsible for planning and managing the Annual Alpacapalooza Show. The Chair shall serve as a non-voting Ex-Officio member of the Board of Directors. The Chair shall prepare an annual budget for production of the show and obtain approval of this budget with the Board. The chair shall recommend the venue and date for each year's Show to the Board for their approval. The Chair shall be responsible for identifying and contracting for services required for the Show to the Board for their approval. The Chair shall be responsible for identifying and contracting for services required for the show, produce marketing materials, maintain registration information.

8.3 Ad-Hoc Committees. The President may create Ad-Hoc Committees to research or carry out specific duties. The Chair shall be appointed by the President.

Article IX – Fiscal Year

9.1 The fiscal year of AAWW shall be the year ending December 31. All financial and records shall be based on such fiscal year.

Article X – Amendments; Conflicts with Articles

Amendments to the Bylaws may be proposed in writing to the Secretary who, in turn, will submit the proposal in a timely manner to the Board. Proposed amendments will then be presented to the Membership at any regular or special meeting of AAWW and considered adopted when approved by a majority of the members present. If the bylaws conflict with the articles of incorporation, the articles of incorporation shall control.

Article XI: Indemnification

Indemnification. The Association shall have the power to indemnify any person who was or is party to or is threatened to be made party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in right of the Association) by reason of the fact that such person is or was an Officer or Board Member against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit, or proceeding if such person acted in good faith and in a manner such a person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such a person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

Article XII – Miscellaneous

12.1 Notices. All notices hereunder shall be provided by email unless the noticed person has provided no email address or requests a different means of notice.

12.2 Inspection. All financial records of AAWW shall be held by the Treasurer and may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time.

12.3 Governing Regulation. Title 24, Revised Code of Washington

<http://apps.leg.wa.gov/rcw/default.aspx?Cite=24>

12.4 Dissolution. The dissolution of AAWW shall be approved by two-thirds of the members. In the event of dissolution, the assets of AAWW, after paying or adequately providing for its debts and obligations, shall be distributed to one or more organizations that are organized and operated for purposes exempt from federal income taxation under Sections 501(c)(3), (5) or (6) of the Internal Revenue Code. Subject to the foregoing, the specific organization(s) shall benefit the camelid industry and be selected by the Board at the time of dissolution.