

**RESTATED BYLAWS
OF
COLUMBIA ALPACA BREEDERS ASSOCIATION**

Article 1 -Name

The name of the corporation is Columbia Alpaca Breeders Association, an Oregon nonprofit corporation ("CABA").

Article 2 - Membership

2.1 In General. Membership shall be conferred on any alpaca enthusiast (whether an individual, corporation, limited liability company, partnership, trust or other legal entity) current on CABA 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 CABA desires to confer special recognition on account of having performed outstanding services on behalf of CABA 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 CABA 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 the following: (a) a subscription to the CABA newsletter and the right to place advertising in the newsletter at member rates; (b) participation in meetings and activities sponsored by or affiliated with CABA; (c) the ability to seek office in CABA as an officer or director; and (d) a vote on any matter requiring the vote of the members.

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 CABA may conduct from time to time. Annual membership dues for new members shall be due at the time the application for membership is submitted, and annual dues for renewal of membership shall be due on July 1 for the succeeding fiscal year. Dues for a member's first year shall be one-half of the regular annual dues; provided, however, that a former member reinstating membership shall pay the full amount of the annual dues during the year of reinstatement and thereafter. 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 3 - Meetings of Members

3.1 Annual Meeting. There shall be an annual meeting of the members in June of each year, with the location and exact date to be determined by the directors. The members shall transact such business as shall properly come before them at the meeting.

3.2 Special Meetings. In consultation with the members, the directors may schedule special meetings of the members from time to time as they may deem necessary or desirable. The purpose of any special meeting shall be stated in the notice thereof. In general, it is contemplated there will be at least three special meetings of the members per year.

3.3 Notice of Meetings. Notice of meetings of the members shall be given in writing, at least 14 days prior to the meeting, in the manner provided at Section 8.1. Such notice shall state the time and place of the meeting and the purpose or purposes of the meeting.

3.4 Quorum. Thirty 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.

3.5 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.

3.6 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.

3.7 Location. Absent unanimous director approval to the contrary, the location of meetings of members shall be within 30 miles of downtown Portland.

Article 4 - Directors

4.1 General Powers. The property, affairs and business of CABA shall be managed

by a board of directors who shall be elected by the members. Directors need not be members.

4.2 Number and Election of Directors. The board of directors shall be comprised of not less than four and not more than ten members. The board may by resolution fix the precise number of members. The directors shall be elected at the annual meeting of the members. Notwithstanding the foregoing, the President, Vice President, Secretary, Treasurer, Immediate Past President and the CABA Classic event coordinator shall automatically be members of the board.

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

4.4 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 term.

4.5 Annual Meeting. There shall be an annual meeting of the directors in June of each year, immediately before the meeting of the members. The location and exact date shall be determined by the directors. The directors shall transact such business as shall properly come before them at the meeting.

4.6 Special Meetings. The directors shall schedule special meetings of the board from time to time as they may deem necessary or desirable. The purpose of any special meeting shall be stated in the notice thereof. In general, it is contemplated there will be at least three special meetings of the directors per year, generally coinciding with special meetings of the members.

4.7 Notice of Meetings. Notice of meetings of the directors shall be given in writing, at least 14 days prior to the meeting, in the manner provided at Section 8.1. Such notice shall

4.8 Open Meetings. Members may attend meetings of the directors but may not participate unless invited by the board.

4.9 Majority Vote Required. The affirmative vote of a majority of the directors 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.

4.10 Action Without Meeting. Unless a greater percentage is required by the articles, bylaws or under law, the board may take action without a meeting if (i) each director is given 48 hours' advance notice (which she or he may waive) of the item being voted upon, and (ii) a majority of the directors consent in writing to the action.

4.11 Location. Absent unanimous director approval to the contrary, the location of meetings of directors shall be within 30 miles of downtown Portland.

4.12 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 CABA.

4.13 Removal. A director may be removed by the unanimous vote of the other directors then serving.

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

4.15 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 \$10,000 must be approved by the directors. A non-budgeted purchase or liability greater than \$10,000 must be approved by the members.

Article 5 - Officers

5.1 Officers. The officers of CABA shall be elected by the members, and shall consist of a President, Vice President, Secretary, Treasurer and Immediate Past President. Officers shall serve for terms of two years and may be re-elected to office for one additional term. No person may hold the same office for more than two consecutive terms. The President and Secretary shall be elected in alternate years, and the Vice President and Treasurer shall be elected in alternate years, such that only two of the four primary officer positions will turn over per year. No individual may hold two offices at the same time. Only members may be officers.

5.2 President. The President shall, subject to the direction and supervision of the directors, be the chief executive officer of CABA and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees, and shall conduct all meetings of the directors. The President shall have the power to execute and deliver on behalf of and in the name of CABA any instrument requiring the signature of an officer of CABA.

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 powers of and be subject to all the restrictions upon the President.

5.4 Secretary. The Secretary shall keep minutes of the meetings of the members and directors, act as the custodian of the CABA books and records, conduct necessary legal and other correspondence of CABA, serve all notices of CABA required by law and these bylaws, maintain a record of the names and addresses of all members, and perform such other duties as may be delegated by the President or directors. Except for elections in which the Secretary is

running for office, the Secretary shall perform all matters necessary to effectuate voting by members or directors, including but not limited to giving notice, fixing deadlines for voting, mailing ballots and counting ballots. If the Secretary is disqualified, the Treasurer, President and Vice President shall assume the foregoing duties (unless similarly disqualified), in that order.

5.5 Treasurer. The Treasurer shall maintain one or more bank accounts in the name of CABA; pay such bills and other indebtedness as the directors may authorize as approved in the annual budget or by special action; keep complete books and records of account; cause all local, state and federal tax returns to be prepared and filed; and cause quarterly or more frequent operating statements (showing the financial position of CABA and the results of its operations) to be prepared and furnished to the membership.

5.6 Immediate Past President. The Immediate Past President shall provide continuity and guidance to the officers of CABA.

5.7 Vacancies. In the event that the office of President shall become vacant, the successor for the unexpired term shall be the Vice President subject to confirmation by the directors. In the event that the office of Vice President, Treasurer or Secretary shall become vacant, the President shall appoint a successor from among the directors for the unexpired term, subject to confirmation by the directors.

5.8 Compensation. Officers shall not be entitled to compensation for their services as officers, but shall be allowed reimbursement for any reasonable expenses incurred by them on behalf of CABA.

5.9 Removal. An officer may be removed by the unanimous vote of the directors.

5.10 Signature Authority for Checks. The signature of any officer is sufficient and necessary on any check written for a budgeted item (without limitation of amount) or a non-budgeted item under \$500. The signatures of two officers are sufficient and necessary on any check written for a non-budgeted item over \$500.

5.11 Committee Appointments. The President may designate and appoint one or more committees, each of which shall consist of at least one CABA member. Committees shall have and exercise such authority as is specified by the directors. The President shall furnish each committee with operational guidelines and a description of purposes and goals. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the directors or officers of any responsibility imposed by law. Each committee shall designate one of their members to act as chairperson, who shall set meeting times and dates, perform scheduling, prepare a budget and prepare minutes. The board may call upon the chairperson to attend a directors meeting to present committee updates, issues and actions needing approval. 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 at which a quorum is present shall be the act of the committee.

Article 6 - Fiscal Year

The fiscal year of CABA shall be the year ending June 30. All matters including financial records and terms of representation shall be based on such fiscal year.

Article 7 – Amendments; Conflicts with Articles

These bylaws may be amended or restated at any regular or special meeting of CABA by a majority of the members. If the bylaws conflict with the articles of incorporation, the articles of incorporation shall control.

Article 8 - Miscellaneous

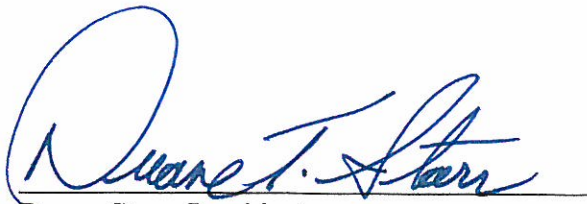
8.1 Notices. All notices hereunder shall be provided by email unless the noticed person has provided no email address or requests a different means of notice.

8.2 Nominating Committee. No later than April 1 of each year, the President shall appoint a nominating committee to actively recruit and nominate candidates for election as directors and officers for the ensuing term. Nominations shall also be solicited from the floor at each of the two meetings of the members prior to the annual meeting.

8.3 Inspection. All financial records of CABA 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.

8.4 Dissolution. The dissolution of CABA shall be approved by two-thirds of the members. In the event of dissolution, the assets of CABA, 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.

DATED March 18, 2010.



Duane Starr, President