

BYLAWS OF NEW JERSEY ALPACA COMMUNITY, INC.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be: New Jersey Alpaca Community, Inc. ("NJAC"). NJAC is a nonprofit New Jersey corporation.

Section 2: NJAC has a synergistic three-part mission statement. Breeding Mission: to breed and promote the finest quality alpacas. Educational Mission: to educate our members about (1) sound husbandry practices and current veterinary knowledge for optimal care of our alpacas and (2) alpaca fiber and alpaca fiber end products. Marketing Mission: to promote the growth of the alpaca industry in New Jersey by increasing public awareness of alpacas, alpaca fiber and fiber end products. NJAC will be an affiliate of the Alpaca Owners and Breeders Association (AOBA) and abide by its guidelines.

ARTICLE II - MEMBERSHIP

Section 1: Application for membership shall be open to any alpaca enthusiast over the age of eighteen (18) years who is based in New Jersey and supports the mission statement in Article 1, Section 2. Continuing membership is contingent upon being up-to-date on membership dues and having attended 1 general NJAC meeting or NJAC sponsored event in the past 12 months. Those representatives of a Voting Membership Farm that meet the above criteria shall be known as members in Good Standing. Section 2: Voting Membership shall be granted to NJAC members that are also an AOBA Farm member. All other members will be non-voting members.

Section 3: Each Voting Membership Farm of the New Jersey Alpaca Community shall have two (2) votes that may be cast at any voting meeting.

Section 4 An Associate Member Category shall be open to any alpaca enthusiast over the age of eighteen (18) years who supports the mission statement in Article 1, Section 2. Continuing membership is contingent upon being up-to-date on membership dues and having attended 1 general NJAC meeting or NJAC sponsored event in the past 12 months. This is a non-voting category of membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: The dates of the regular meetings shall be set by the Board of Trustees who shall also set the time (as specified in Section 3 and 4 of this article) and place.

Section 2: Special Meetings. Special meetings may be called by the President or a simple majority of the Board of Trustees. A petition signed by ten percent of the Voting Membership may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to each member, by mail or via electronic means (email, fax, etc), not less than twenty (20) days before the meeting.

Section 4 Meeting Calendar. At the last general membership meeting of each calendar year, the Board will publish the meeting calendar for the next year. The meetings on the published calendar will be the Scheduled Meetings.

Section 5 Annual/Election Meeting. The last general membership Scheduled Meeting each year will contain as an item of business the election of Board Members for the positions expiring in the current year. The new Board Members will assume their duties immediately upon adjournment of the Annual/Election Meeting. The new board will meet immediately following the Annual/Election Meeting to assign the newly elected board members to a specific vacant board position.

Section 6 Quorum. To attain a quorum for any voting meeting; 20% of the Voting Membership Farms must be present at the meeting.

ARTICLE IV - BOARD OF TRUSTEES

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of NJAC, and can delegate responsibility for day-to-day operations to NJAC's committees.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. Board Meeting will be open to all NJAC members and notification must occur as specified in Article III Section 3. Only Members of the Board of Trustees can vote at a Board of Trustees meeting.

Section 3: Board Elections. Up to five (5) Board members shall be elected by the voting members at the annual Election Meeting. An election committee made up of volunteers and appointees of the general membership shall be established to create a slate of candidates for each Board election. The only requirement to stand for election as a Board Member is to be a representative of a current Voting Membership Farm in good standing.

Section 4: Election Procedures.

- a. The Election Committee shall be responsible for nominating a slate of member representatives to stand for election and making that slate known to the membership at least 20 days in advance of the Annual Election.
- b. The election committee will produce ballots and make them available to the membership at the same time as the slate of nominees is made known to the membership. The ballots will reflect the slate of nominees and be accompanied by a profile prepared by each nominee. Space will be allocated for write in candidates. These ballots must be returned to the Election Committee prior to the annual election meeting and the Election Committee will validate each ballot against the Voting Membership list and report the final tally of valid votes after Section 4.c is complied with.
- c. The election will be held at the Annual Election Meeting of NJAC. At the Annual Election Meeting specified in Article III Section 5, nominations from the floor will be entertained. Write in candidates will also be allowed during the Annual Election Meeting. Voting membership Farms will be offered the opportunity to adjust their ballot prior to the reporting of the final tally of votes by the election committee.
- d. All candidates must meet the requirements set forth in Article IV Section 5
- e. The nominees for the open board positions that receive the greatest number of the votes cast at the Election Meeting shall be considered a Board Member Elect and assume their duties as specified in Article III Section 5. Section 5: Terms. All Board members shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than two consecutive two-year terms. The first Board will include members with one year terms (the Secretary and Member-at- Large) to establish staggered terms.

Section 6: Quorum. A majority of three (3) voting Board Members shall constitute a quorum for the transaction of business. If the Board Membership is increased at some future date, the quorum is defined as the number of Board Members that would constitute a simple majority of the board. A quorum must be present before business can be transacted or motions made or passed. Attendance by conference call is acceptable to create the quorum.

Section 7: Notice. An official Board meeting requires that each Board member have written or electronic notice twenty (20) days in advance.

Section 8: Officers and Duties. There shall be five (5) officers of the Board consisting of a President, Vice-President, Secretary, Treasurer, and one (1) At-Large Board Member. The officers shall be elected by the NJAC membership at the Election Meeting and assume their duties upon adjournment of the Election Meeting. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, and Secretary.

The Vice-President will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings and other membership meetings, sending out meeting announcements, distributing copies of minutes and the agenda to all NJAC members, and assuring that corporate records are maintained.

The Treasurer shall make a report at least quarterly to the Board and the general membership. Treasurer shall chair the finance committee, assist in the preparation of the budget, and make financial information available to members and the public. The Treasurer will make legal filings on behalf of NJAC as required. All financial transactions over \$1,000 must receive approval of a second Board member before the transaction is performed.

Section 9: Vacancies. When a vacancy on the Board exists, nominations for new Board members may be received from present Voting Membership Farms three weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the Board member's term that is vacant. The nominee appointed by the board will assume their duties as a board meeting immediately upon approval by the board. The appointment of an individual to fill a Board Membership must then be approved at the next general membership meeting. Should such approval not be provided, a new Board Member must be appointed.

Section 10: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. The five (5) representative Board members must represent a voting member organization. If a member organization notifies the Board that their representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of the five (5) representative Board members. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a unanimous vote of the remaining Board members or by motion at a Voting Meeting that is passed by 2/3 of the Voting Membership Farms present assuming a quorum has been achieved as defined in Article III Section 6.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the President or three (3) members of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member and the general membership and postmarked or electronically delivered two weeks in advance.

Section 12. The Board shall set dues schedules for memberships.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, special events. Committee chairs must be a representative of a Voting Membership Farm of NJAC in good standing and will be appointed by the Board of Directors.

Section 2 Standing Committees

- a. Finance Committee - The Treasurer is chair of the Finance Committee, which includes two other Board members. The financial records of the NJAC shall be made available to the membership, Board members.
- b. Communication (Chaired by the Secretary) Committee. The Board of Trustees must approve all public communications.

ARTICLE VI – NONPROFIT OPERATION

Section 1. This Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income of assets of the Corporation will be distributed to its members, Trustees or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Trustees and Officers without violating this provision.

Section 2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII – FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be the period selected by the Board of Trustees as the fiscal year of the Corporation.

ARTICLE VIII – INDEMNIFICATION

Section 1. The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the New Jersey Nonprofit Corporation Act.

ARTICLE IX- AMENDMENTS

Section 1: Proposed amendments to the NJAC Bylaws must be submitted in writing to the Secretary to be sent (mail or electronic delivery) out with regular Board announcements. The Bylaws can be amended by a two-thirds majority of the votes cast at a Scheduled Meeting. All amendments must be published by mail or electronically to the general membership thirty (30) days prior to the Scheduled Meeting that contains the vote on the amendment.

This version of the By-Laws is as adopted by the Board of Trustees of New Jersey Alpaca Community, Inc. on February 9, 2006.