
THE PACK LLAMA TRAIL ASSOCIATION, INC.

BYLAWS

ARTICLE I. PURPOSE

The name of the Association is the Pack Llama Trail Association, Inc., hereafter referred to as “the Association” or “PLTA”. The Association is a non-profit corporation, organized under the laws of the State of Idaho. The Pack Llama Trail Association is a charitable and educational organization. The mission of the PLTA is to preserve and promote working llamas, through education of the public, and members of the association as to breeding, raising, training, care, and safe and humane uses of working llamas as companions.

ARTICLE II. OFFICES

The principal offices of the Association shall be located at such place as the Board of Directors shall determine.

ARTICLE III. FISCAL RESPONSIBILITY

AUDIT. PLTA will have an annual audit of the Treasurer’s books. This audit will be held in February covering the previous year (January 1st through December 31st). The audit may be internal or external as decided by the Board. If an internal audit is preformed and an irregularity is found an external audit will follow. The Board will select the audit committee. The Treasurer may not be a member of the audit committee but will participate by supplying and explaining pertinent information. The audit committee will report to the board upon finishing the audit.

ARTICLE IV. MEMBERS

4.1 MEMBERSHIP. Any individual interested in advancing the purpose of the Association may become a member upon written application submitted in the form and manner specified by the Association and accompanied by the annual dues as set by the Board of Directors. Memberships shall be held in the names of the individual or individuals shown on the application form and are not transferable. Membership shall terminate upon the death or resignation of the member or for non-payment of the annual dues after the grace period of 60 days.

4.2 ANNUAL MEMBERSHIP MEETING. An annual membership meeting shall be held at which the President and Treasurer shall report on the activities and financial condition of the Association. The meeting may be held face-to-face or electronically. Notice of the meeting shall be provided electronically at least seven (7) days in advance of the meeting or by written notice not later than fifteen (15) days before the date of the meeting. The Board of Directors shall establish and announce procedural rules related to the conduct of annual membership meetings. Paid members will be encouraged to make recommendations to the Board of Directors as to the direction of the Association.

4.3 ANNUAL DUES. The Board of Directors may determine the annual dues payable to the Association by members. Dues are payable on January 1 each year for the upcoming year. The Board of Directors may approve additional membership categories and/or fees.

4.4 DEFAULT AND REINSTATEMENT OF MEMBERSHIP. If any member is in default in the payment of dues for a period of sixty (60) days from the date such dues are payable, the membership is terminated. Subsequent payment of annual dues shall constitute reinstatement.

ARTICLE V. BOARD OF DIRECTORS

5.1 GENERAL POWERS. The Board of Directors shall have full power and authority over the affairs of the Association.

5.2 NUMBER, TENURE AND TERM. The number of Directors shall be five to nine (5-9). Each Director shall hold office for a term of two (2) years. Directors' terms shall extend to and end on June 30th of the last year of the term for which the Director was elected or until a successor is elected or appointed. All expiring terms shall be filled by elections as set forth in section 5.11. Directors may serve for no more than 3 consecutive terms, before retiring for a minimum of one (1) year. After the minimum one (1) year retirement the Director will again be eligible to hold office for a period of three (3) terms.

5.3 REGULAR MEETINGS. At least two (2) regular meetings of the Board of Directors shall be held annually. The annual meetings may be held face-to-face at a location determined by the Board of Directors, by means of telephone conference, and /or electronically, in accordance with Section 5.5 of these bylaws. Biannual meetings will be held with one in the May or June and the second meeting in September or October.

5.4 SPECIAL MEETINGS. Special meeting of the Board of Directors may be called by three (3) Directors or by the President. The Director(s) calling the meeting shall fix the time, place and date of the meeting. Special meetings may be held face-to-face at a location determined by the Board of Directors, by means of telephone conference, and/or electronically, in accordance with Section 5.5 of these bylaws.

5.5 ELECTRONIC MEETINGS. Regular and Special meetings of the Board of Directors may be held by electronic means, such as email or other Internet communications subject to the following:

5.5.1 All directors shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting. The majority of Directors shall constitute a quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.

5.5.2 The technology used for an electronic meeting shall allow the Directors full access to, and participation in, all meeting transactions, either continuously or intermittently throughout the specified time of the meeting.

5.5.3 The Board of Directors shall establish and announce procedural rules related to the conduct of electronic meetings.

5.6 NOTICE. Notice of the time, place and purpose of such meetings shall be given to each Director in person, by telephone, or electronically at least seven (7) days in advance of the meeting; or by written notice not later than fifteen (15) days before the day of the meeting.

5.7 QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Director; but if a majority is not present, a majority of those present may adjourn the meeting to a specified time without further notice.

5.8 VOTING. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the vote of the Board of Directors, unless the vote of a greater majority is required by law or these bylaws. The facilitator of the meeting shall only vote to break a tie vote.

5.9 VACANCIES. A vacancy occurring in any directorship shall be filled by the remaining Directors on the Board by appointment of a member in good standing. A Director appointed to fill a vacancy shall serve for the remaining portion of the term of their predecessor.

5.10 NO COMPENSATION. Directors shall not receive a salary for their services, but shall be reimbursed for expenses as authorized by the Board of Directors.

5.11 NOMINATION AND ELECTION PROCEDURES FOR THE BOARD OF DIRECTORS

5.11.1 NOMINATION. Candidates for Director shall be nominated by any of the existing Directors. All nominees must be members in good standing of the Association who have paid their annual dues. Nominations shall be closed no later than thirty (30) days before the end of the term of the outgoing Director(s).

5.11.2 VOTING PROCEDURE. Each existing Board Member shall exercise their right to vote by sending their vote to the Board of Directors.

5.11.3 ELECTION. The President or an appointee shall tabulate the results and report to the Board of Directors in writing, including by email, the names of those elected.

5.11.4 TIED VOTES. In the event that two or more candidates receive the same number of votes for a position on the Board of Directors, the facilitator will cast the deciding vote.

5.12 CONFLICT OF INTEREST. Directors shall disclose and give full details in advance to their fellow Directors of any possible conflicts of interest. If pertinent matters come before the Board of Directors, a Director with a conflict of interest may participate in discussion but shall not vote on any action pertinent to said matters. If the Board of Directors determines a conflict exists they will remove the Director with the conflicting interest from that action.

ARTICLE VI. OFFICERS.

6.1 OFFICERS. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer, elected from the Board of Directors in accordance with the provisions of this Article.

6.2 ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected annually for a two year term by the Board of Directors at the May or June meeting. Each officer shall hold office until their successor is elected or they cease to be a Director.

6.3 REMOVAL. Any officer or director may be removed by two-thirds (2/3) majority vote of the Board of Directors whenever, in its judgment, it would serve the best interest of the Association.

6.4 VACANCIES. A vacancy in an office because of death, resignation, removal, disqualification or other, conditions may be filled by the Board of Directors for the remaining portion of the term.

6.5 END OF TERM. Each officer, except Treasurer, shall deliver to their successor immediately after retiring from office, all accounts, records, books, papers, and other property including account access codes, user names, and passwords belonging to the Association. The Treasurer will have 30 days as per section 6.9.6 Treasurer.

6.6 PRESIDENT. The President shall be the principal executive officer of the Association and shall in general supervise and direct all of the business and affairs of the Association. The President shall:

6.6.1 preside at all meetings of the Board of Directors,

6.6.2 sign, with other authorized officer of the Association, contracts or other agreements and forms which the Board of Directors has authorized, except where the signing is delegated, by the Board of Directors.

6.6.3 perform such other duties as may be assigned by the Board of Directors.

6.6.4 appoint committee chairs

6.7 VICE-PRESIDENT. In the absence of the President, the Vice-President shall perform the duties of the President, when so acting, shall have all the power of and be subject to all the restrictions upon the President.

6.7.1 The Vice President shall perform such other duties as may be assigned by the President or the Board of Directors.

6.8 SECRETARY. The Secretary shall be responsible for custody of the minutes of the Board of Directors meetings. The Secretary shall:

6.8.1 conduct the correspondence of the Association,

6.8.2 preserve in a permanent file all records and letters of value to the Association,

6.8.3 take roll to determine a quorum at meetings,

6.8.4 perform other duties as may be assigned by the President or the Board of Directors.

6.9 TREASURER. The Treasurer shall have charge of all finances of the Association. The Treasurer shall:

6.9.1 prepare financial statements,

- a. prepare reports to the Board with regular written summaries of income and expenditures,
- b. prepare reports on the financial status of the Association for the annual membership meeting,
- c. prepare annual budget,

6.9.2 comply with legal requirements of the Association,

- a. send annual reports to the IRS,
- b. send annual report to the State of Idaho
- c. pay any required annual fees,

6.9.3 sign checks which have been authorized by the Board of Directors,

6.9.4 be responsible for all receipts and disbursements of the Association,

6.9.5 perform other duties as may be assigned by the President or Board of Directors,

6.9.6 deliver to successor within thirty (30) days after expiration of term of office, all books, records, and papers, requesting receipt therefore.

ARTICLE VII. COMMITTEES

7.1 STANDING COMMITTEES. The Board of Directors by resolution adopted by a majority vote of the Board of Directors may establish committees, which may include a Director and which shall have and exercise the authority as specified by the Board of Directors. These committees will be of permanent nature or, designed to endure for an extended period as defined by the committee charter. The Board of Directors may establish committees, as needed, by majority vote. Each committee so established shall include a Chair who shall have the authority specified by the Board of Directors and further clarified by the committee charter. The President of the Association shall appoint committee members with approval of the Board of Directors. The President of the Association shall appoint committee Chairs. Any committee member may be removed by the President, with approval of the Board of Directors, in the best interest of the Association. The designation of a committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

7.2 TASKFORCES OR OTHER SIMILAR BODIES. Task forces, working groups, and other temporary ad hoc groups may be established by a majority vote of the Board of Directors or the President to provide that body with research, information and opinion. The group may make recommendations to the Board of Directors on any matter affecting the Association for which they are charged. They may not take action on behalf of the Board of Directors or the Association without express authorization granted by the majority of the Board of Directors.

ARTICLE VIII. BOOKS AND RECORDS

RECORDS AND RIGHT OF INSPECTION. The Association shall keep at its principal office books and records required by section 30-3-130(5), Idaho Code. The Association has fifteen (15) business days to respond to a member's request for written records. If the member's request is made in good faith and for a proper purpose reasonably related to the member's interest as a member of the Association, they may request copies or inspect records. Fees up to actual costs for reproduction of requested documents may be assessed and collected by the Association.

ARTICLE IX. ENDOWMENT FUND

An Endowment Fund may be established by the Board of Directors. Such a Fund shall be maintained separately from other funds of the Association and shall be invested as determined by the Board of Directors. The Endowment Fund shall consist of designated donations, bequests and memorials to the Association, and any other funds so designated by the Board of Directors, for the purpose of providing a perpetual income source to the Association. Income earned by the Endowment Fund shall be expended as determined by the Board of Directors and by any explicit requirements of the gift to the Endowment Fund. The principal of the Endowment Fund shall be expended only upon the dissolution of the Association and by a majority vote of the Board of Directors.

ARTICLE X. INDEMNIFICATION

INDEMNIFICATION. The PLTA shall have the power to indemnify its Directors, officers, committee members and agents from any liability incurred while acting on the behalf of and with the consent of the PLTA to the fullest extent permitted by Idaho State law.

ARTICLE XI. AMENDMENT

PROCEDURE. Amendments to the bylaws may be petitioned by a majority of the Board of Directors. The bylaws may be amended by two-thirds (2/3) vote of the Board of Directors. When a vote on a proposed amendment is to be taken by the Board of Directors, a copy of the proposal and any recommendations made by any member of the Board of Directors regarding the proposal, shall accompany the notice of the meeting at which the vote may be taken.

ARTICLE XII. INTERPRETATION OF BYLAWS

12.1 CONSTRUCTION AND MEANING OF THE BYLAWS. On all questions as to the construction and meaning of these bylaws and the rules of the Association, the decision of the Board of Directors is final.

12.2 RULES FOR CONDUCT OF THE ASSOCIATION BUSINESS. The rules contained in the current edition of Robert's Rules of Order (New Revised) shall be a guide to the conduct of all Association business in all cases to which they are applicable and in which they are inconsistent with these bylaws.

ARTICLE XIII. DISSOLUTION

Dissolution of the Pack Llama Trail Association (PLTA) may be called upon by the Board and voted by the Members (2/3 vote of whole Membership is needed). Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to llama organizations supporting the mission of the PLTA. None of the assets will be distributed to any member, director or officer of this organization.