

AMENDED AND RESTATED BYLAWS OF THE MIDWEST ALPACA OWNERS & BREEDERS ASSOCIATION

(MOPACA)

ARTICLE I **MISSION**

To serve all members in obtaining support and education in their efforts to be successful in alpaca husbandry and the alpaca industry.

ARTICLE II **PURPOSE**

The purposes of MOPACA are:

- 2.1. To promote public awareness of alpacas and to bring national focus to the states in which MOPACA's members are located as a place that is conducive to the operation of all phases of alpacas (i.e. purchase and raising);
- 2.2. To educate the Membership of MOPACA on the care and breeding of alpacas;
- 2.3. To provide information and resources on promoting and marketing alpaca fiber and products;
- 2.4. To provide a network of communication among alpaca owners and breeders;
- 2.5. To operate as an educational nonprofit organization within the meaning of Section 501(c) (3) of the Internal Revenue Code; and
- 2.6. To adhere to the objectives of the national Alpaca Owners Association (AOA).

ARTICLE III **MEMBERSHIP**

- 3.1. **Membership Levels.** There shall be two levels of Membership in MOPACA, Farm and Associate, and it shall be open to any person or organization interested in the goals of MOPACA who meets the criteria set forth herein. Membership shall be granted upon application submitted in the form and manner specified by the Board of Directors and accompanied by payment of the annual dues.

A Member may attend all meetings and functions of MOPACA, participate in any debate on issues properly before MOPACA, receive newsletters and other forms of communication to

MOPACA members generally, and participate in any cooperative advertising or marketing conducted by MOPACA at the prevailing rates for members.

| Benefit | Farm Level | Associate Level |
|---|-------------------|------------------------|
| Voting Rights | X | |
| Eligible to be a Director | X | |
| Eligible to be an Officer | X | |
| Eligible to Chair a Committee | X | X |
| Eligible to be a member of a Committee | X | X |
| May attend all Membership meetings and functions | X | X |
| May receive current membership listing | X | X |
| May be listed on Website with link to farm website and/or Openherd* | X | |
| *Name only | | X |
| Openherd account | X | |
| May advertise event on the website | X | X |
| Show discounts for stalls, halter, and walking fleece | X | |
| Discount on Vendor booth at MIAS | X | X |
| Show discounts for fiber related entries, not walking fleece | X | X |
| May give demonstrations as events | X | X |
| May participate in fiber events | X | X |
| May sell product in MOPACA booth | X | |
| **limited amount | | X |
| Access to educational information from KSU | X | X |
| Eligible for discounts at workshops and seminars | X | X |
| Can be a member no matter state or country of residence | X | X |

* Associate membership is geared toward individuals and businesses who are involved with alpacas and/or fiber but not intimately with the alpaca business per se.

3.2. **Dues**. The annual dues shall be set by the Board of Directors.

3.3. **Voting Rights**. Each Farm Member shall have one vote on all matters submitted to a vote of the membership. Associate members do not have voting rights.

3.4. **Revocation of Membership**. Loss of Membership is automatic upon the failure to pay dues. In addition, the Board of Directors, by affirmative vote of a majority of the directors then serving as such, may suspend or revoke the membership status of any Member if, in its

judgment, such action is in the best interests of MOPACA or for anyone or more of the following reasons:

- (a) The failure to pay any amount owing to MOPACA when due.
- (b) The use by a Member of the mailing list or directory of MOPACA for purposes outside the purposes of MOPACA, including (but not limited to) (i) the mailing of anonymous material about MOPACA or one of its Members, or (ii) to promote a business or activity not in the best interests of MOPACA.

Except for removal for the non-payment of dues, the Board of Directors shall notify the Member in writing of the grounds for removal from Membership. Such notice shall provide the removed Member a reasonable opportunity to appear before the Board of Directors to contest such removal.

ARTICLE IV **MEETINGS OF MEMBERS**

- 4.1. **Meetings of Members**. Meetings of the Members shall be held at a specified location or online via web and/or email, as directed by the Board of Directors. The meetings shall be held as follows:
 - (a) **Annual Meeting**. There shall be an annual meeting of the Membership. The meeting shall be called by the Board of Directors.
 - (b) **Regular Meetings**. Regular meetings of the Membership may be called by the Board of Directors and be held at any time during the calendar year.
 - (c) **Special Meetings**. Special meetings of the Members may be called at any time by the Board of Directors or by 20% of the Members.
- 4.2 **Notice of Meetings**. Written notice of each meeting of the Membership shall be given by the Board of Directors or Members calling the meeting. The notice shall state the place, day and time of the meeting and, with respect to Special Meetings and as provided under Section 13.1 of these By-Laws, the purpose of the meeting, and shall be delivered to each Member not less than 20 nor more than 45 days before the date of the meeting. Such notice may be delivered by first class mail, e-mail, facsimile, personal delivery or telephone.
- 4.3. **Quorum**. One-third of all Members entitled to vote at any duly noticed meeting must be present, in person or by proxy, to constitute a quorum. If a quorum is not present, a majority of the voting Members present may adjourn the meeting to a time certain without further notice.
- 4.4. **Manner of Acting**. A majority of the voting Members present or voting by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon.

4.5. **Action by Written Ballot Without a Meeting.** Any action which may be taken at any meeting of voting Members may be taken without a meeting if a written ballot is delivered to every Member entitled to vote on the matter. Such ballot may be delivered by first class mail, e-mail, facsimile, or personal delivery.

(a) **Written Ballot Requirements.** A written ballot shall:

(i) Set forth each proposed action;

(ii) Provide an opportunity to vote for or against each proposed action.

(b) **Approval of Actions by Written Ballot.** The approval of an action by written ballot shall be valid only when:

(i) The total number of votes cast by ballot equals or exceeds the quorum required to be present at a duly noticed meeting of voting Members (i.e., one-third of the Members entitled to vote);

(ii) The number of votes cast by ballot for the action equals or exceeds a majority of the ballots cast.

(c) **Solicitations by Written Ballot.** All solicitations for votes by written ballot shall:

(i) Indicate the number of responses needed to meet the quorum requirement;

(ii) State the percentage of votes cast by ballot necessary to approve each action being considered;

(iii) Specify the address and time by which a ballot must be received by the corporation in order to be counted.

(d) **Irrevocability.** A written ballot may not be revoked.

ARTICLE V
BOARD OF DIRECTORS

- 5.1. **General Powers.** The affairs of MOPACA shall be managed by the Board of Directors. The Board of Directors shall set policy, appoint officers not elected by the Membership and perform such other duties as are set forth in these By-Laws. The Board of Directors may, at its sole discretion, adopt the findings of any duly constituted committee or outside consultants. Directors must be Members in good standing with MOPACA.
- 5.2. **Number and Term.** The Board of Directors shall be composed of three (3) Directors. Each Director shall serve a term of three years; however, the initial Directors shall serve staggered terms so that one Director's term expires each year over a three year period. Therefore, the Board of Directors initially elected under these By-Laws shall serve terms as follows:
- (a) One Director shall be elected for a one year term.
 - (b) One Director shall be elected for a two year term.
 - (c) One Director shall be elected for a three year term.
- 5.3. **Expired Terms.** All expired terms shall be filled by election at the annual meeting of the Membership according to the provisions of Section 4.4 and Article VII of these By-Laws. Directors may serve for an unlimited number of terms provided that a minimum of one (1) year's absence from the Board of Directors shall occur after any Director has served two (2) consecutive terms. An exception of the term limit rule is acceptable at any time a candidate can not be identified. In this instance, the out-going Director may continue up to, or until, a replacement can be elected or an interim Director can fill the vacant post. (Reference 5.10)
- 5.4. **Regular and Special Meetings of the Board of Directors and Officers.** A regular meeting of the Board of Directors and officers shall be held annually following the annual meeting of the Membership. Minutes of each meeting of the Board of Directors and officers shall be taken and shall be available to the Membership. Any or all Directors and officers may participate in any meeting of the Board of Directors or may conduct the meeting through the use of any means of communication by which all Directors and officers participating in the meeting may simultaneously hear each other and communicate during the meeting. A Director or officer participating in a meeting in this manner is deemed to be present in person at the meeting.
- 5.5. **Call and Notice of Meetings.**
- (a) **Regular Meetings.** Regular meetings of the Board of Directors and officers may be established by the Board of Directors and officers and may be held without notice. The purpose of the meeting is not required to be stated in any notice given of a regular meeting established and held by the Board of Directors and officers.
 - (b) **Special Meetings.** Special meetings of the Board of Directors and officers may be called by the President or at least 20% of the Directors then in office. Not less than five (5) days' notice shall be given to each Director and officer of any special meeting of the Board of Directors and officers. Such notice may be given by first class mail, e-mail,

facsimile, personal delivery or telephone. Each such notice shall state the date, time, place and purpose of the meeting.

- (c) **Waiver of Notice**. A Director or officer may waive any required notice at any time, either before, at or after the meeting of the Board of Directors and officers requiring such notice. A Director's or officer's attendance at or participation in a meeting shall constitute a waiver of any required notice, except where a Director or officer attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.6. **Quorum**. A quorum of the Board of Directors and officers shall consist of a majority of the Directors and officers in office immediately before a meeting begins.
- 5.7. **Manner of Acting**. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors and officers present is the act of the Board of Directors.
- 5.8. **Resignation of Directors**. A Director may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary of the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- 5.9. **Removal of Directors**. The voting Members may, without cause, remove one or more Directors elected by them if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting duly held to elect Directors (i.e., a majority of the votes present at the meeting and constituting a quorum). A Director elected by the Membership may be removed by the Members only at a meeting called for the purpose of removing the Director, and the meeting notice must state that the purpose or one of the purposes, of the meeting is to remove the Director.
- 5.10. **Vacancies**. Any vacancy occurring in any Directorship may be filled by a majority vote of the remaining Directors even though less than a quorum of the Board of Directors is remaining in office. A Director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office.
- 5.11. **Compensation**. Directors shall not receive a salary or other compensation for their services as a Director; however, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board of Directors. Any such expenses shall be budgeted for and approved by the Membership at the annual meeting of MOPACA.

ARTICLE VI **OFFICERS**

- 6.1. **Officers**. The officers of the MOPACA shall include the President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors shall determine. All Officers of MOPACA shall be Members in good standing. Any Officer may also be, but no Officer is required to be, a Director of MOPACA.

- 6.2. **President**. The President shall be the principal executive officer of MOPACA and shall in general supervise and direct all of the business and affairs of the Association with the advice and consent of the Board of Directors. The President may sign contracts or other instruments which the Board of Directors has authorized to be executed, which authorization may be general and need not be specific, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the By-Laws or by law to some other officer or agent of the Association; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the By-Laws or by the Board of Directors.
- 6.3. **Vice President**. In the absence of the President or in the event of the inability of the President to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as are prescribed by the By-Laws, the Board of Directors or the President.
- 6.4. **Treasurer**. The Treasurer shall have charge and custody of and be responsible for all funds and securities of MOPACA, shall receive and give receipt for monies paid to the association from any source, and shall deposit such monies and securities in such banks, trust companies or other depositories as shall be designated by the Board of Directors, and in general shall perform all such duties as are incident to the office of the Treasurer and such other duties as are prescribed by the By-Laws, the Board of Directors or the President.
- 6.5. **Secretary**. The Secretary shall keep the minutes of meetings of the Board of Directors and general Membership meetings in a location provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provision of these By-Laws or as required by law, be custodian of the records of the association, including current Membership records, unless otherwise designated by the Board of Directors, keep a register of the address of each Director (which shall be furnished to the Secretary by each Director), and in general perform all duties incident to the office of Secretary and such other duties as are prescribed by the By-Laws or by the Board of Directors or the President.
- 6.6. **Compensation**. Officers shall not receive a salary or other compensation for their services, but by resolution of the Board of Directors, expenses incurred by any officer, including (but not limited to) expenses of attending any meeting of the Association or its Board of Directors or Officers or otherwise on behalf of the association, if any, may be paid or reimbursed to any Officer.
- 6.7. **Election and Term of Office**. Officers shall be elected annually by Members. Officers shall serve staggered terms so that two Officers' terms expire each year. President and Secretary shall be elected for odd/even year term, and Vice-President and Treasurer for even/odd year term. All Officers shall serve a two-year term or until their successors have been duly elected and qualified. Expired terms shall be filled by election at the annual meeting of the Membership according to the provisions of Section 4.4 and Article VII of these By-Laws. Officers may serve for an unlimited number of terms provided that a minimum of one (1) year's absence from that office shall occur after any Officer has served two (2) consecutive terms.

- 6.8. **Removal.** The Board of Directors or the Members, acting in a meeting of the membership, by consent or by ballot, may remove any officer at any time, with or without cause.
- 6.9. **Resignation.** Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective when such notice is delivered, unless the notice specifies a future effective date.
- 6.10. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term of office.

ARTICLE VII
NOMINATION AND ELECTION PROCEDURES
FOR BOARD OF DIRECTORS AND OFFICERS

- 7.1. **Nomination Committee.** The Board of Directors shall provide for the appointment, at least four (4) months before the annual meeting of the Membership of three (3) Members, not more than one of whom shall be a Director, which Director shall not be standing for reelection at the annual meeting, to constitute a Nomination Committee. The Nomination Committee shall actively recruit and nominate one or more candidates to fill each Directorship and officer position which is open for election at the forthcoming annual meeting. .
- 7.2. **Nomination by Petition.** Ten percent (10%) or more of the Members in good standing of MOPACA may nominate one or more candidates for Director(s) and as Officers of MOPACA by a petition delivered to the Secretary not less than 60 days prior to the annual meeting, together with such information as such nominating Members wish to be distributed to the Membership regarding the candidate(s) so nominated. The Secretary shall include any such candidate(s) as a candidate(s) for election as a Director(s) and/or Officer as part of, and forward such information together with, the notice of the annual meeting to the Membership.
- 7.3. **Qualifications; Statement of Candidacy.** All nominees as a Director and/or Officer of MOPACA must be Members in good standing of MOPACA. Nominations shall be closed not later than sixty (60) days before the annual meeting of the Membership. The Nominating Committee may request that the nominees individually submit a statement on behalf of their candidacy, or may prepare and include such a statement, which statement(s) shall be included by the Secretary as part of the notice of the annual meeting given under Section 4.2 of these By-Laws.
- 7.4. **Inspector of Elections.** The Nominating Committee may appoint an independent inspector of elections who shall supervise the election of Directors and Officers, at the annual meeting, count the ballots, tabulate the results and report in writing to the Membership and the Board of Directors the names of those elected. The Inspector of Elections shall be a Member of MOPACA in good standing and not an Officer, Director or candidate for election. If an inspector of elections is not designated, the Secretary of MOPACA shall assume the duties of the inspector of elections. The candidates may request and receive the number of votes received by each candidate. Each candidate may designate an observer to

be present during the vote count. Ballots and the tabulation of results shall not be destroyed for at least one (1) year following an election.

ARTICLE VIII **COMMITTEES**

8.1. **Appointment.** In addition to the Nomination Committee provided for under Section 7.1, the Board of Directors may designate and appoint one or more advisory committee for such purposes as are deemed to be appropriate by the Board of Directors. Such committees may include one or more Directors and shall be made up of Members of the Association. The findings and recommendations of any such committee shall be promptly reported by the committee to the Board of Directors upon the conclusion thereof or at such other times as are directed by the Board of Directors. The appointment of any such committee shall not operate to relieve the Board of Directors, any individual Director or the Officers of any responsibility imposed upon them or such individual Director or Officer by these By-Laws or by law.

8.2. **Chairman.** One member of each committee may be appointed as Chairman of the committee by the Board of Directors or, if not so appointed, by the members of the committee.

8.3. **Quorum; Manner of Acting.** A majority of the members of any committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

8.4. **Removal of Committee Members; Vacancies.** The Board of Directors may remove any committee member at any time for any reason. Vacancies in the membership of any committee may be filled by the Board of Directors. However, if the Board of Directors does not fill a vacancy, the membership of the committee shall be reduced by the vacated member.

ARTICLE IX **BOOKS, RECORDS AND BUDGETS**

9.1. **Books; Records and Right of Inspection.** The Association shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Members and the Board of Directors, and shall keep at its registered or principal office a record of the names and addresses of the Members. An annual financial statement and report shall be prepared for each fiscal year of the Association not later than 90 days after the end of the year. A copy of the annual financial statement and report shall be posted online on the Members Section of the MOPACA website promptly after the completion thereof. All books and records of the Association may be inspected by any Member or a Member's agent or attorney for any purpose at any reasonable time at a place within the State of Missouri, designated by the President upon not less than five (5) days prior written notice given to the President or the Secretary.

ARTICLE X
PARLIAMENTARY AUTHORITY

- 10.1. **Meeting Governance.** The proceedings of all meetings of the Membership and of the Board of Directors shall be governed by *Robert's Rules of Order* unless and to the extent otherwise specified by these By-Laws.

ARTICLE XI
INDEMNIFICATION

- 11.1. **Indemnification of Directors.** The Association shall indemnify a Director who was successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because the Director is or was a Director of the Association against reasonable expenses (including, but not limited to, counsel fees) actually incurred by the Director in connection with the proceeding. For the purposes of this Section, a Director shall include an individual who is or was a Director of the Association or an individual who, while a Director of the Association, is or was serving at the Association's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise and, unless the context requires otherwise, shall include the estate or personal representative of a Director.
- 11.2. **Indemnification of Other Persons.** The Association may/or shall indemnify any person in the manner and to the extent permitted or required by Section 355.476 of the Missouri Nonprofit Corporation Act.

ARTICLE XII
DISSOLUTION

- 12.1. **Dissolution.** The dissolution of the Association may be authorized at a meeting of the Membership by two-thirds (2/3) of the votes cast at a duly called meeting of the Membership at which a quorum is present or by a majority of all of the Members, whichever is less, in accordance with the dissolution provisions of the Missouri Nonprofit Corporation Act.
- 12.2. **Payment of Liabilities and Distribution of Assets.** Upon dissolution, all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provisions shall be made therefore and then the remaining assets shall be liquidated and distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, scientific or educational purposes and that has established its tax exempt status under Section 501(c)(3) or (5) of the Internal Revenue Code. The specific organizations shall be chosen by the Board of Directors at the time of dissolution.

ARTICLE XIII
AMENDMENT TO THE ARTICLES OF INCORPORATION AND BY-LAWS

- 13.1. The Articles of Incorporation and these By-Laws may be amended at any meeting of the Membership or in any general election with respect to which notice of the proposed

amendment has been given in the notice of the meeting or notice of the election ballot by the Board of Directors; provided, however, the Board of Directors may amend the Articles of Incorporation only to the extent that such an amendment is permitted by action of the Board of Directors under the Missouri Nonprofit Corporation Act. A copy of any proposed amendment of the Articles of Incorporation or By-Laws shall accompany the notice of the meeting, which may also include any recommendation the Board of Directors may wish to make.

November 26, 2018
Bylaws Amended and Approved by Members