
Bylaws of the Grand Canyon Alpaca Association (GCAA)

Adopted March 2023

Article I - Name

The name of this organization shall be Grand Canyon Alpaca Association.

Article II - Purpose

The purpose of the Grand Canyon Alpaca Association ("Association") shall be to:

1. Educate members in the areas of alpaca livestock business and husbandry.
2. Promote public awareness of and interest in alpacas and alpaca products.
3. Promote the growth and sustainability of the alpaca industry as a whole.
4. Serve as an industry and marketing group to promote and protect the collective interests of the Association Membership.
5. Promote ethical conduct in the alpaca industry.

Article III - Membership and Dues

Section 1: Eligibility - Membership is open to anyone who is committed to the purpose of the Association as stated in Article II.

Section 2: Classification - There shall be one membership classification - ranch member. Individuals, a ranch, or families may join as a ranch member. Each 'ranch member' shall have one vote in all matters submitted to a vote of the Membership and can participate in all Association activities.

Section 3: Dues - Yearly dues shall be determined by a majority vote of the Board. Dues shall be payable on the first day of January each year. Dues shall be considered delinquent when not paid by the first day of February. Delinquency in payment of annual dues shall remove a member from The Association until dues have been paid.

Section 4: Membership shall be January 1 through December 31.

Section 5: The holding of any office or membership on any committee shall be contingent upon being a paid member.

Article IV - Meetings

Section 1: Regular Membership Meetings - Four quarterly business meetings of the Association membership shall be held at a location and time as designated by the Board. The Members shall transact such business as shall properly come before them. The schedule for the four quarterly meetings for a given year will be communicated to the Membership during the fourth quarter meeting of the preceding year.

Section 2: Special Meetings - In consultation with the Membership, the Board may schedule special meetings as deemed necessary or desirable. The purpose of any special meeting shall be stated in the notice thereof, and no business shall be transacted there except such as is specified in the notice.

Section 3: Notification - Written notice stating the place, day, and hour of the regular membership meetings shall be delivered by electronic mail, social media, or on the website, to each member. The notice of regular membership meetings may be provided in an annual schedule or other periodic communication provided to all members. Notice of the time and place of any special meeting shall be by electronic mail to each member at least seven days in advance of the meeting.

Section 4: Quorum - Twenty-five percent (25%) of the Membership shall constitute a quorum for transaction of legal business, except as otherwise provided by statute, by the Articles of Incorporation, or by these bylaws.

Article V - Officers and Board

Section 1: Officers and Terms - The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. Officers will serve a two (2) year term with the option of serving multiple terms. Terms for the President and Secretary will end on December 31st of odd-numbered years. Terms for the Vice-President and Treasurer will end on December 31st of even-numbered years.

Section 2: Member at Large - There shall be one Member at Large elected by the Membership to attend all board meetings and serve as liaison between the Membership and the Board. The Member at Large will serve a one (1) year term.

Section 3: Board of Directors - The Board of Directors of the Association shall consist of the Officers and the Member at Large.

Article VI - Duties of Officers and Board

Section 1: The power and authority of this Association shall be vested in the Board by the Membership. The officers and Member at Large shall conform to the wishes and instructions of the Membership; subject to the rules of this document, manage and execute the affairs of the Association. Unless authorized to do so by these bylaws, or by the Board, or the Membership, no officer or member at large shall have any power or authority to bind the Association in any way, to pledge its credit or to render it liable for any purpose or in any amount.

Section 2: President - The President, or his/her representative shall preside at and conduct all Board meetings, regular membership meetings and special meetings. The President shall be one of the co-signers of the checks for the disbursement of funds.

Section 3: Vice President - The Vice President shall perform the duties of the President when absent or by request.

Section 4: Secretary - The Secretary shall record official minutes of any meetings of the Membership or the Board, which upon approval by the Board shall be distributed to the membership. The Secretary shall serve all notices of the Association required by law and these bylaws. The Secretary shall perform other clerical duties as required by the Board.

Section 5: Treasurer - The Treasurer shall be responsible for the financial control of all funds, shall give financial reports to the membership and Board on a regular basis, shall keep financial records of income and expenditures suitable for an audit, and shall maintain a membership roster. At the fourth quarter regular membership meeting, the Treasurer is responsible for presenting an annual budget for the following year. The Treasurer shall coordinate efforts for collection of annual dues. The Treasurer shall be one of the co-signers of the checks for the disbursement of funds. The Treasurer shall file tax forms for the Association.

Article VII - Elections and Vacancies

Section 1: Elections - Officers and the Member at Large shall be elected by a simple majority vote of the Membership at the fourth quarter regular membership meeting and will assume office on January 1st.

Section 2: Nominating Committee - A nominating committee of at least two (2) members shall be appointed by the Board at least one (1) month prior to the regular elections. The purpose of the nominating committee shall be to select a slate of candidates for the two (2) officer positions and the Member at Large that will be terminating at the end of the current

year. The slate of candidates shall be presented to the membership by written correspondence with the announcement of the fourth quarter meeting.

Section 3: Vacancies - Any vacancies occurring on the Board, other than President, resulting from any cause other than the expiration term shall be filled by temporary appointment by the Board. The Member appointed to fill the vacated position shall serve the remainder of the original term. In the event that the office of the President shall become vacant, the successor for the unexpired term shall be the Vice President. In the event that all offices other than the President become vacant, a special election will be held to fill the vacant offices. The newly elected officers shall serve the remainder of the original term.

Section 4: Recall of Officer or Member at Large - An Officer or Member at Large may be removed from office by two-thirds (2/3) affirmative vote of the Membership. A petition to recall an Officer must be signed by fifty percent (50%) of the Membership and filed with the Board.

Article VIII - Amendments

Section 1: Bylaws - These by-laws may be revised or amended at any regular meeting by the Board with approval by a majority vote of the Membership.

Article IX - Miscellaneous Provisions

Section 1: Dissolution - The Dissolution of the Association may be proposed by a petition signed by fifty percent (50%) of the Membership or by the unanimous vote of the Board. The Dissolution of the Association may be authorized at a meeting of the Membership upon the adoption of a resolution to dissolve by majority vote of the Membership. Upon dissolution, all liabilities and obligations of the Association shall be paid, satisfied, and discharged, or adequate provisions shall be made thereof, and the remaining assets shall be liquidated and distributed to a non-profit 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 501(3)(c), (5), or (6) of the Internal Revenue Code. The specific organization(s) shall be chosen by the Board at the time of dissolution.

Section 2 - Suspension of Member - Any Member whose conduct shall not have been in the best interests of the Association may be suspended or removed from participation in all Association activities for the remainder of the membership year by simple majority vote of the Membership.