

**BY-LAWS  
OF THE  
FLORIDA ALPACA  
BREEDERS  
ASSOCIATION**

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**Article I: Offices**

Section 1.1 **Registered Office and Agent.** The registered office of the Florida Alpaca Breeder's association (the "Association") shall be in the State of Florida and the Association shall at all times maintain a registered agent at the address of the registered office.

Section 1.2 **Other Offices.** The Association may also have offices at other such places both within and without the State of Florida as the Board of Directors may from time to time determine and the business of the Association may require or make desirable.

**Article II: Nonprofit Status**

Section 2.1 **Tax Exempt Status.** The Association shall be operated exclusively for charitable purposes with the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of the purposes, the Association shall act, and shall take such actions to ensure compliance with its tax exempt status under the Code in its efforts to promote the Alpaca industry in the State of Florida and to facilitate communication among Alpaca owners.

Section 2.2 **Maintenance of Nonprofit Status.** This Association is not organized and shall not be operated for pecuniary gain or profit. No part of the property or the net earning of the Association shall inure to the benefit of or be distributable to any of its directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The Association shall not carry propaganda, or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax law under Section 501(c) of the Code. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by (a) any corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future U.S. Internal Revenue Law); or (b) any corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future U.S. Internal Revenue Code).

Section 2.3 **Payment of Liabilities and Distribution of Assets Upon Dissolution.** Upon the dissolution of the Association, which may be authorized by the adoption of a resolution to dissolve by majority vote at a meeting of the Membership, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Association, distribute, transfer, convey, deliver and pay all remaining assets of the Association to any other organization

qualifying under Section 501(c)(5) of the Code as an exempt organization operation for the same purposes for which the Association is organized and operated, which shall be selected by the Board of Directors of the Association; provided , however, that any such recipient organization or organizations shall at the time qualify as exempt from taxation under the provisions of Section 501(a) of the Code, as an organization described in Section 501(c)(5) of the Code, or corresponding provisions of any subsequent law. In the event, that for any reason, upon dissolution of the Association the Board of Directors shall fail to act in a manner herein provide within a reasonable period of time, a court of competent jurisdiction in the county in which the principal office of the Association is then located shall make such distribution, exclusively upon the application of one or more person having a real interest in the Association or its assets.

### **Article III: Membership**

Section 3.1 **Membership.** Any person or organization interested in the purposes of the Association may become a Member. Membership shall be granted upon written application submitted in the form and manner specified by the Secretary of the Association and the Board of Directors and accompanied by dues.

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

Section 3.3 **Membership Classes.** The following classes of Membership shall be recognized by the Board of Directors: Farm and Associate. The Board of Directors may set different privileges for each class.

Section 3.4 **Voting Rights.** Each Farm Membership shall be entitled to one voted on all matters submitted to a vote of the Membership. Associated Members shall have no vote on any matter submitted to a vote of the Membership.

### **Article IV: Meeting of Members**

Section 4.1 **Annual Meeting.** There shall be an Annual Meeting of the Membership called by the Board of Directors. At the Annual Meeting of the Membership, the Members shall transact such business as shall properly come before them.

Section 4.2 **Membership Meetings.** Periodical Membership Meeting of the Membership may be called by a majority vote of the Board of Directors, or by petition to the Board of Directors of not less than one-fifth (1/5) of the Members having voting rights.

Section 4.3 **Notice of Meeting.** Written notice stating the location, date and hour of any Annual Meeting or Membership Meeting shall be delivered by first class mail to each Member not less than twenty (20) days and not more than forty-five (45) days before the date of the meeting. Any such notice shall state the purposes of the meeting. Such notice shall also include a ballot for each Member having voting rights to cast their vote on the required meeting agenda items.

Section 4.4 **Quorum.** Thirty percent (30%) of all Members entitled to vote at any duly noticed Membership meeting shall constitute a quorum at such meeting. For purposes of establishing a quorum, and provision is made by the Board of Directors for voting by mail, any mail ballot duly certified shall be considered as if the Member was present. If a quorum is not present, a majority of the Members present may adjourn the meeting to a time certain without further notice.

Section 4.5 **Manner of Acting.** If a matter on the agenda for the Annual Meeting is submitted to the Members and provision is made by the Board of Directors for voting by mail, a Member may vote by mailing the ballot enclosed with the notice of the meeting to the Secretary or other designated person. No vote shall be counted unless postmarked by a date set by the Board of Directors, which date shall be indicated on the ballot. The ballots shall not be counted before the meeting, except to determine a quorum. Unless otherwise required by law, a majority of the Members present or voting by mail on a matter at which a quorum is present shall be necessary for the adoption of the matter being voted on.

## **Article V: Board of Directors**

Section 5.1 **General Powers.** The property, affairs and business of the Association shall be managed and directed by its Board of Directors. The Board of Directors shall set policy, appoint Officers, and perform the duties as set forth in the Bylaws. The Board of Directors may, at their sole discretion, adopt the findings of any duly constituted committee or outside consultants. Directors must be members in good standing of the Association.

Section 5.2 **Number, Election and Term.** The initial Directors to serve until completion of the organization of the Association, at an organizational meeting or by action taken by written consent in lieu of an organizational meeting, shall be named by the incorporator. After Such completion, the Board of Directors shall be comprised of no less than three (3) and no more than seven (7) members. The Board of Directors may by resolution fix the precise number of members between these stated limits. Any reduction in the number of members in the Board shall take effect only at the expiration of the term of office of the members whose offices are eliminated or upon their earlier resignation. Whenever the Board of Directors shall by resolution increase or decrease the number of elective members of the Board of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one half ( $\frac{1}{2}$ ) of the members of the Board of Directors shall

continue to expire each year thereafter.. The term of office for each Director shall be two (2) years and shall commence upon the adjournment of the annual meeting at which such Director is elected. One half (1/2) of the Board seats will expire each year. A director shall be eligible for re-election to succeed himself or herself. All expired terms shall be filled by election at the Annual Meeting of the Membership, according to Section 4.5 and Article VIII. Directors may serve for an unlimited number of terms, providing that a minimum of one (1) year's absence from the Board shall occur after any two (2) consecutive terms. All members of the Board of Directors shall be elected pursuant to Article VIII. Directors shall be natural persons who have attained the age of 18, but need not be residents of the State of Florida.

Section 5.3 **Vacancies.** Any vacancy occurring in any Director position shall be filled by the remaining Directors, even though less than a quorum of the Board of Directors is remaining in office. The vacancy shall be filled by affirmative vote of majority of the remaining Directors. A Director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

Section 5.4 **Location and Conduct of Meetings and Minutes.** The Board of Directors of the Association may hold its Annual Meeting and Membership meetings either within or without the State of Florida. The minutes of the meeting shall be taken by the Secretary and be available to the Membership.

Section 5.5 **Quorum.** At all meetings of the Board of Directors, a majority of the Directors in office at any time shall constitute a quorum for the transaction of business, and the act of a majority of voting Directors present at a meeting where there is a quorum present shall be in the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws.

Section 5.6 **Consent of Directors.** Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a majority of the Board of Directors or committee, as the case may be consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee. Such consent may have the same force and effect as an affirmative vote of the Board of Directors.

Section 5.7 **Compensation of Directors.** Directors shall not be entitled to any compensation for their services as Directors or Members of any committee of the Board of Directors, except that by resolution of the Board of Directors, a Director shall be allowed reimbursement for any reasonable expenses incurred on behalf of the Association and expenses, if any, for attendance

at each meeting of the Board. Any such compensation shall be budgeted for an Annual meeting of the Membership.

## **Article VI: Officers**

Section 6.1 **Number.** The officers of the Association shall be elected by a majority vote of the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may by resolution appoint one or more vice presidents, assistant secretaries and assistant treasurers. Any officer may hold more than one position. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.2 **Compensation.** The Officers of the Association shall not be entitled to any compensation except that, by resolution of the Board of Directors, Officers shall be allowed reimbursement for any reasonable expenses incurred on behalf of the Association and expenses, if any, for attendance at each meeting of the Membership. Any such compensation shall be budgeted for and approved by the Members at the Annual Meeting of the Membership.

Section 6.3 **Term of Office.** Each Officer shall serve for a period of one (1) year. Any officer may be re-elected by the Board of Directors for additional terms. Notwithstanding the foregoing provisions, however, the President shall serve as Past President in an advisory role for one year upon expiration of his/her term as President. In the event that the President is re-elected for an additional term as President, the office of Past President shall remain vacant.

Section 6.4 **Removal.** All Officers may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the Association will be served thereby.

Section 6.5 **Vacancies.** A vacancy in any office resulting from any cause may be filled by appointment of the Board of Directors, by a majority vote, for the remaining portion of the term.

Section 6.6 **Powers and Duties.** Except as hereinafter provided, the Officers of the Association shall each have powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

- a) **President.** The President shall be the chief executive officer of the Association and shall be responsible for the general and active management of the business of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, with the Secretary or any other property Officer of the

Association, shall have the power and authority to execute all contracts requiring a seal, under the seal of the Association, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. The President shall be a member of the Board of Directors.

- b) **Vice President.** In the absence of the President or in the event of the President's inability to act, the Vice President (or in the event that there is more than one Vice President, the longest-tenured 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. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.
- c) **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Association and the Board of Directors in a book to be kept for that purpose and shall perform like duties for any committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors or Membership when required by these Bylaws, and shall perform such other duties as may be prescribed by the President or the Board of Directors, under whose supervision the Secretary shall be. The Secretary, with the President, shall have authority to affix the corporate seal of the Association to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary.
- d) **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the Association, and shall keep full and accurate accounts of all receipts and disbursements in the books belonging to the Association and shall deposit all monies and other valuables effects in the name and credit to the Association in such depositories as may be designated by the Board of Directors or the Treasurer. The Treasurer shall disburse the funds of the Association as may be ordered by the President of the Board of Directors, taking property vouchers for such disbursements, and shall render to the President, and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions by the Treasurer and of all the financial condition of the Association. In the case of the treasurer's death, resignation, retirement, or removal from office, all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association shall be immediately returned to the possession of the Association. If required by the Board of Directors, the Treasurer shall give a bond for

faithful discharge of his or her duties in such sum and with such surety of sureties as the Board of Directors shall determine.

#### **Article VII: Committees**

Section 7.1 **Committees.** The Board of Directors, by resolution adopted by a majority of the Directors, may designate from among the members, one or more committees, which may consist of one or more Directors. Any such committee, to the extent provided in the resolution, shall provide recommendations for action to be voted upon by the Board of Directors and, to the extent provided in the resolution, shall have and may exercise the power of the Board of Directors. Except as otherwise provide in such resolution, members of each committee shall be a Member of the Association, and the President shall appoint the members thereof with the approval of the Board of Directors. Any Member thereof may be removed by a majority vote of the Board of Directors whenever in the Board of Director's judgment, the best interest of the Association shall be served by such removal. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or Officers, or any individual Director, of any responsibility impose by law.

Section 7.2 **Chairperson.** One person of each committee shall be appointed Chairperson by the President.

Section 7.3 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the manner as provided for in the case of the original appointments.

Section 7.4 **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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 VIII: Nominations and Election Procedures for Board of Directors and Officers**

Section 8.1 **Nomination Committee.** The Board of Directors and the President shall provide for the appointment, at least two (2) months before the Annual Meeting of the Membership, of five (5) Members of the Association, none of who shall be a Director, to constitute a Nomination Committee. The Nomination Committee shall actively recruit and nominate candidates for election as Directors and Officers for the ensuing terms. The Secretary shall prepare the ballots and mail them to the Members entitled to vote.

Section 8.2 **Nomination by Petition.** Three (3) Members in good standing of the Association may nominate one or more candidates for Director by petition delivered to the Nomination Committee not less than one (1) month prior to the Annual Meeting of the Membership.

Section 8.3 **Qualifications, Statement of Candidacy.** All nominees must be Members in good standing of the Association. Nominations shall be closed one (1) month before the Annual Meeting of the Membership. The Nominating Committee may request that Nominees individually submit a statement on behalf of their candidacy no later than three (3) weeks before the Annual Meeting of the Membership. The form of the statement and its distribution to the Membership shall be established by the Nominating Committee, which shall decide any question of compliance with standards that the committee may establish with respect to such form.

Section 8.4 **Inspector of Elections.** The Board of Directors may appoint an Independent Inspector of Elections, who shall supervise the election, 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 the Association in good standing and not a Director, Officer, nor candidate for election to the Board of Directors or an office. If an Inspector of Elections is not designated, the Secretary 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 after an election.

Section 8.5 **Ballot.** At least three (3) weeks before the Annual Meeting of the Membership, a ballot containing the names of the nominees shall be mailed by the Secretary to each member of the Association entitled to vote. The ballot may be accompanied by the statement of each nominee in a form approved by the Nomination Committee.

Section 8.6 **Voting Procedures.** Each Member entitled to vote shall exercise his or her right to vote by personal delivery or mailing the ballot to the Inspector of Elections. No ballot by mail shall be counted unless postmarked by the date set by the Inspector of Elections, which date will be indicated on the ballot. Procedures for balloting by mail shall be established to assure the secrecy of each member's vote.

Section 8.7 **Election.** The Inspector of Elections or the President may complete the election and announce the results as soon as practical after the election but prior to the conclusion of the Annual Meeting of the Membership.

## **Article IX: Books, Record and Budgets**

Section 9.1 **Records and Rights of Inspection.** The Association shall correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors and shall keep it at its registered or principle office a records giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member, or his or her agent or attorney, for any purpose at any reasonable time. The Treasurer shall cause the books and records of the Association to be certified annually by a certified public accountant, who may be a Member of the Association. A copy of this report shall be available to the Membership if so requested. This report shall also be open for discussion as an agenda item at the Annual Meeting of the Membership.

Section 9.2 **Budget.** The Board of Directors shall cause to be created an Annual Budget for the operation of the Association which shall be submitted to the Members at the annual Meeting of the Membership for their approval.

## **Article X: General Provisions**

Section 10.1 **Fiscal Year.** The fiscal year of the Association shall be the calendar year ending June 30.

Section 10.2 **Seal.** The corporate seal shall have inscribed thereon the name of the Association, the year of its organization what ever required by state. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. In the event it is inconvenient to use such a seal at any time, the signature of the Association, by those authorized by the Board of Directors to make such signature, followed by the word "seal" enclosed in parentheses shall be deemed the seal of the Association.

Section 10.3 **Parliamentary Authority.** The proceeding at all meeting of the Membership and the Board of Directors shall be governed by the Roberts Rules of Order unless otherwise specified herein.

## **Article XI: Indemnification**

Section 11.1 **Actions Against Directors.** The Association shall indemnify, to the fullest extent permitted by Florida law, and if applicable, Section 4941 of the Internal Revenue Code, any individual made a party to a proceeding because such individual is or was a Director of the Association, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be or not opposed to the best interest of the Association and, in the case of any criminal proceeding, such individual had no reasonable

cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party", "Proceeding", "director" and "liability" shall have the meaning given to them in provisions of the Florida Nonprofit Corporation Code which given the indemnification of directors.

Section 11.2 **Advance for Expenses of Directors**. The Association shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding if:

- (1) The director furnishes the Association a written affirmation of the director's good faith belief that the director has met the standard of conduct set forth in Section 11.1 above; and
- (2) The director furnishes the Association a written undertaking, executed personally or in the Director's behalf, to repay any advances if it is ultimately determined that the Director is not entitled to indemnification.

The written undertaking required by subparagraph (2) above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

## **Article XII: Amendments**

Section 12.1 **Procedure**. Amendments to the Bylaws may be proposed by a petition signed by twenty percent (20%) of the Members in good standing of the Association or by the majority vote of the Board of Directors. The Bylaws may be amended by a two-thirds (2/3) affirmative vote, including votes cast by mail, of members voting on the amendment providing that a quorum has been reached as defined in Article IV Section 4.4. Notice that such business is one of the purposes of the meeting of Members shall be given in advance to members in the same manner and time as provided in Section 4.3 for Notice of Meetings. A copy of any proposed amendment of the Bylaws, including any recommendations the Board of Directors may wish to make regarding the amendment, shall accompany the notice of the meeting. Members may vote on a proposed amendment by voting at the meeting or by mail. Votes cast by mail shall count for purposes of determining a quorum at a meeting. Any Proposed amendment of the Bylaws shall be submitted to the Board of Directors not less than sixty (60) days before the Annual Meeting of the Membership.

Section 12.2 **Manner of Voting**. A ballot containing the proposed bylaw change(s) shall be sent to all eligible voting members by first class mail. Each member may exercise his/her right to vote by returning the ballot to the Secretary. No ballot shall be counted unless it is postmarked or date stamped by the return date set by the Board of Directors. Procedures for balloting shall be established to assure the

secrecy of each member's vote. All ballots shall remain sealed until the designated time to tabulate the vote at which time the Board of Directors shall appoint three (3) members and the Secretary to count the ballots and tabulate the votes.

Amendments voted on for the June annual membership meeting, all amendments passed

## **Amendment 1. Board Terms**

### **Original Language:**

Section 5.2 **Number, Election and Term.** The initial Directors to serve until completion of the organization of the Association, at an organizational meeting or by action taken by written consent in lieu of an organizational meeting, shall be named by the incorporator. After such completion, the Board of Directors shall be comprised of four (4) members. The term of office for each Director shall be one (1) year and shall commence upon the adjournment of the annual meeting at which such Director is elected. A Director shall be eligible for re-election to succeed himself or herself. All expired terms shall be filled by election at the Annual Meeting of the Membership, according to Section 4.5 and Article VIII. Directors may serve for an unlimited number of terms, providing that a minimum of one (1) year's absence from the Board shall occur after any two (2) consecutive terms. All Members of the Board of Directors shall be elected pursuant to Article VIII. Directors shall be natural persons who have attained the age f 18, but need not be residents of the State of Florida.

### **Change:**

Section 5.2 **Number, Election and Term.** The initial Directors to serve until completion of the organization of the Association, at an organizational meeting or by action taken by written consent in lieu of an organizational meeting, shall be named by the incorporator. After such completion, the Board of Directors shall be comprised of four (4) members. The term of office for each Director shall be **two (2) years ~~one (1) year~~** and shall commence upon the adjournment of the annual meeting at which such Director is elected. **One half (1/2) of the Board seats will expire each year.** A Director shall be eligible for re-election to succeed himself or herself. All expired terms shall be filled by election at the Annual Meeting of the Membership, according to Section 4.5 and Article VIII. Directors may serve for an unlimited number of terms, providing that a minimum of one (1) year's absence from the Board shall occur after any two (2) consecutive terms. All Members of the Board of Directors shall be elected pursuant to Article VIII. Directors shall be natural persons who have attained the age f 18, but need not be residents of the State of Florida.

## **Amendment 2. Board Seats**

### **Original Language**

Section 5.2 **Number, Election and Term.** The initial Directors to serve until completion of the organization of the Association, at an organizational meeting or by action taken by written consent in lieu of an organizational meeting, shall be named by the incorporator. After such completion, the Board of Directors shall be comprised of four (4) members. The term of office for each Director shall be one (1) year and shall commence upon the adjournment of the annual meeting at which such Director is elected. A Director shall be eligible for re-election to succeed himself or herself. All expired terms shall be filled by election at the Annual Meeting of the Membership, according to Section 4.5 and Article VIII. Directors may serve for an unlimited number of terms, providing that a minimum of one (1) year's absence from the Board shall occur after any two (2) consecutive terms. All Members of the Board of Directors shall be elected pursuant to Article VIII. Directors shall be natural persons who have attained the age f 18, but need not be residents of the State of Florida.

### **Change:**

Section 5.2 **Number, Election and Term.** The initial Directors to serve until completion of the organization of the Association, at an organizational meeting or by action taken by written consent in lieu of an organizational meeting, shall be named by the incorporator. After such completion, the Board of Directors shall be comprised **of four (4) members. of no less than three (3) and no more than seven (7) members.** The Board of Directors may by resolution fix the precise number of members between these stated limits. Any reduction in the number of members in the Board shall take effect only at the expiration of the term of office of the members whose offices are eliminated or upon their earlier resignation. **Whenever the Board of Directors shall by resolution increase or decrease the number of elective members of the Board of Directors, such increase or decrease shall be arranged so that, as nearly as**

possible, the terms of office of one half (½) of the members of the Board of Directors shall continue to expire each year thereafter. The term of office for each Director shall be one (1) year and shall commence upon the adjournment of the annual meeting at which such Director is elected. A Director shall be eligible for re-election to succeed himself or herself. All expired terms shall be filled by election at the Annual Meeting of the Membership, according to Section 4.5 and Article VIII. Directors may serve for an unlimited number of terms, providing that a minimum of one (1) year's absence from the Board shall occur after any two (2) consecutive terms. All Members of the Board of Directors shall be elected pursuant to Article VIII. Directors shall be natural persons who have attained the age of 18, but need not be residents of the State of Florida.

### **Amendment 3. Membership**

#### **Original Language:**

Article 3, Section 3.4 **Voting Rights.** Each Farm Member shall be entitled to one vote on all matters submitted to a vote of the Membership. Associate Members shall have no vote on any matter submitted to a vote of the Membership

#### **Change:**

Article 3, Section 3.4 **Voting Rights.** Each Farm **Member Membership** shall be entitled to one vote on all matters submitted to a vote of the Membership. Associate Members shall have no vote on any matter submitted to a vote of the Membership

### **Amendment 4. Meetings**

#### **Original Language**

**Article 4, Section 4.1 Annual Meeting.** There shall be an Annual Meeting of the Membership called by the Board of Directors. At the Annual Meeting of the Membership, the Members shall elect new officers and directors of the Association as applicable, and shall transact such business as shall properly come before them.

#### **Change:**

**Article 4, Section 4.1 Annual Meeting.** There shall be an Annual Meeting of the Membership called by the Board of Directors. At the Annual Meeting of the Membership, the Members **shall elect new officers and directors of the Association as applicable, and** shall transact such business as shall properly come before them.

### **Amendment 5. Voting**

#### **Original Language**

**Article 8, Section 8.6 Voting Procedure.** Each member entitled to vote shall exercise his or her right to by personal delivery or mailing the ballot to the Inspector of Elections. No ballot by mail shall be counted unless postmarked by the date set by the Inspector of Elections, which date will be indicated on the ballot. Procedures for balloting by mail shall be established to assure the secrecy of each member's vote.

#### **Change:**

**Article 8, Section 8.6 Voting Procedure.** Each member entitled to vote shall exercise his or her right to **vote** by personal delivery or mailing the ballot to the Inspector of Elections. No ballot by mail shall be counted unless postmarked by the date set by the Inspector of Elections, which date will be indicated on the ballot. Procedures for balloting by mail shall be established to assure the secrecy of each member's vote.

## **Amendment 6. Amendments**

### **Original Language:**

#### **Article 12 Amendments**

**Section 12.1 Procedure.** *Amendments to the Bylaws may be proposed by a petition signed by twenty percent (20%) of the Members in good standing of the Association or by the majority vote of the Board of Directors. The Bylaws may be amended by a two-thirds (2/3) affirmative vote, including votes cast by mail, of all members entitled to vote at the Annual Meeting of the Membership. Notice that such business is one of the purposes of the meeting of Members shall be given in advance to members in the same manner and time as provided in Section 4.3 for Notice of Meetings. A copy of any proposed amendment of the Bylaws, including any recommendations the Board of Directors may wish to make regarding the amendment, shall accompany the notice of the meeting. Members may vote on a proposed amendment by voting at the meeting or by mail. Votes cast by mail shall count for purposes of determining a quorum at a meeting. Any proposed amendment of the Bylaws shall be submitted to the Board of Directors not less than sixty (60) days before the Annual Meeting of the Membership. Also added is that a quorum (30% of all members eligible to vote) must be present for an amendment voting process to be completed. This would prevent a situation where only 3 people vote and 2 approve of the amendment.*

### **Change:**

#### **Article 12 Amendments**

**Section 12.1 Procedure.** *Amendments to the Bylaws may be proposed by a petition signed by twenty percent (20%) of the Members in good standing of the Association or by the majority vote of the Board of Directors. The Bylaws may be amended by a two-thirds (2/3) affirmative vote, including votes cast by mail, of **all members entitled to vote at the Annual Meeting of the Membership voting on the amendment providing that a quorum has been reached as defined in Article IV Section 4.4.** Notice that such business is one of the purposes of the meeting of Members shall be given in advance to members in the same manner and time as provided in Section 4.3 for Notice of Meetings. A copy of any proposed amendment of the Bylaws, including any recommendations the Board of Directors may wish to make regarding the amendment, shall accompany the notice of the meeting. Members may vote on a proposed amendment by voting at the meeting or by mail. Votes cast by mail shall count for purposes of determining a quorum at a meeting. Any proposed amendment of the Bylaws shall be submitted to the Board of Directors not less than sixty (60) days before the Annual Meeting of the Membership.*

## **Amendment 7. Amendment Voting**

### **New Article:**

#### **Article 12 Amendments**

**Section 12.2 – Manner of Voting:** A ballot containing the proposed bylaw change(s) shall be sent to all eligible voting members by first class mail. Each member may exercise his/her right to vote by returning the ballot to the Secretary. No ballot shall be counted unless it is postmarked or date stamped by the return date set by the Board of Directors. Procedures for balloting shall be established to assure the secrecy of each member's vote. All ballots shall remain sealed until the designated time to tabulate the vote at which time the Board of Directors shall appoint three (3) members and the Secretary to count the ballots and tabulate the votes.