



ALPACA LIVESTOCK PRODUCERS AND COOPERATORS ASSOCIATION

Bylaws of ALPACA LIVESTOCK PRODUCERS AND COOPERATORS ASSOCIATION or A.L.P.A.C.A herein after referred to as the “Society”

Purpose of the Society is:

To leverage the collective knowledge and experience of members to educate and demonstrate the opportunities and responsibilities of alpaca ownership in Alberta.

PART 1 - DEFINITIONS

“**Conflict of Interest**” means when a member stands to benefit financially from a decision or action to be taken or their decision may be influenced due to familial ties.

“**Director**” means a member of the Board of Directors and includes the positions of President, Vice-President, Treasurer, Secretary, Secretary-Treasurer, and General Director.

“**Good Standing**” means a member that has paid their fees, has not withdrawn their membership, nor has been suspended or had their membership revoked

“**Quorum**” means the minimum number of members required to be present at a meeting before it can begin, or decisions can be made.

“**Member**” means an individual or farm that owns alpacas, where the individual or the farm representative is 18 years of age or older.

“**Special Resolution**” means a vote requiring 75% or more of the members in attendance who are entitled to vote and have been given notice of not less than 21 days specifying the intention of the meeting.

PART 2 - MEMBERSHIP

2.1 Eligibility

- a) Any person, 18 years of age or older that owns alpacas and is interested in the purpose of the Society may become a member upon submission of the membership application and payment of the annual fee.

2.2 Responsibilities & Rights/Privileges

- a) On becoming a member, each member shall respect and comply with the Bylaw, policies and procedures of the Society
- b) Any member in good standing with the Society shall have the right to:
 - i. vote at any regular meeting, Special meeting or AGM of the members of the Society
 - ii. hold any position in the Society.

2.3 Withdrawal, Removal or Suspension of Membership

- a) Any member may withdraw their membership upon providing written notice to the board
- b) Any member that is in arrears of fees for 6 months shall thereafter not be entitled to membership rights/privileges until fees are paid
- c) Society may, at a Special meeting of the members specifically called for the purpose of considering expulsion/suspension of a member for any cause which the Society may deem reasonable, expel or suspend a member with 2/3 vote of the membership in attendance

PART 3 - MEETINGS

3.1 Attendance

- a) All meetings of the Society may be attended in person, by phone or other electronic means

3.2 Quorum

- a) 5 voting members in good standing shall constitute a quorum at regular meetings, annual general meetings and special meetings of the members
- b) A simple majority of the members elected to the Board shall constitute a quorum at a Board of Directors meeting.
- c) Determination of quorum is made at the beginning of each meeting, if quorum is not achieved the chair waits 15 minutes to see if quorum can be achieved.
 - i. If quorum is achieved, the meeting proceeds
 - ii. If quorum can not be achieved the meeting is adjourned and rescheduled
- d) If at any time during a meeting, quorum is lost, the meeting is suspended until quorum is achieved, or the meeting is adjourned.
- e) No business of the Society or the Board shall be transacted unless quorum is achieved

3.3 Voting

- a) Any member in good standing shall have the right to vote at ANY regular, special or annual general meeting of the society
- b) Each member in good standing is allowed 1 vote (e.g. 1 farm = 1 vote)
- c) In person meeting - voting shall take place by show of hands
- d) Electronic meeting – voting may take place by show of hands or verbal acknowledgement as determined by the chair
- e) Secret ballot:
 - i. may be used during election proceedings as directed by the Chair
 - iii. shall be used when 2 or more voting members request the use of secret ballots.
- f) Voting by proxy is not permitted
- g) Recorded votes shall be used when requested by a member prior to voting on the question
- h) A motion passes with a simple majority vote unless specified or required otherwise.
- i) A motion does not require a seconder.
- j) In the event of a tie vote, the motion is lost/defeated
- k) Outcome of each vote shall be recorded in the minutes of the meeting.

3.4 Minutes of Meeting

- a) Minutes of all meetings of the membership and Board of Directors shall be taken by the Secretary or individual designated by the President or person presiding over the meeting.
- b) Minutes of all Board of Directors meetings will be provided to the Directors within 21 days after the meeting was held.

- c) Minutes of all regular, special and AGMs of Society will be provided to the members in advance of the next meeting.

3.5 Regular General Meetings of the Members

- a) President may call a regular general meeting of the Society to transact such business as identified in the notice of the meeting
- b) Notice shall be given to the members with 21 days electronic notice

3.6 Annual General Meetings (AGM)

- a) An AGM shall be held within 120 days of the fiscal year end as set by the Board
- b) Notice shall be given to the members with 21 days electronic notice
- c) Business transacted at the AGM shall include at a minimum:
 - i. Determine quorum
 - ii. Approve agenda
 - iii. Approve minutes from previous AGM
 - iv. Receive financial statements for the previous year, auditors report
 - v. Receive reports from any other director, president or committee
 - vi. Election of Board positions (see Section 4.4)
 - vii. Approval of fees
 - viii. Adjourn

3.7 Special General Meetings of the Members

- a) President or Secretary shall call special meetings upon receipt of a written petition signed by 1/3 of the members in good standing, setting the reasons for calling such a meeting.
- b) Notice shall be given to the members with 21 days electronic notice

3.8 Board of Director Meetings

- a) President may call a Board of Directors meeting as often as required, but a minimum of 2 times per year
- b) Notice shall be given to the Directors with 10 days electronic notice
- c) Shorter notice may be given if all Directors agree to the meeting being held, with a record of their consent captured in the minutes of the meeting
- d) Meetings are open to the general members; however, the Board has the right to close the meeting to discuss confidential matters that align with Privacy legislation (e.g. contracts, legal, etc.)
- e) All Directors present at a meeting each hold one vote including the President
- f) If a Director fails to attend 3 consecutive meetings of the Board without notice, the position held may be declared vacant.

3.9 Special Meetings of the Board

- a) Special Meetings of the Board of Directors may be called on the instruction of any 2 Directors provided they request the President in writing to call such a meeting and state the business to be brought before the Board.
- b) Notice shall be given to the members with 21 days electronic notice.

PART 4 - BOARD OF DIRECTORS

4.1 Business of the Society

- a) All business of the Society shall be managed by the Board of Directors in accordance with this Bylaw or direction given to the Board by the members by majority vote at any meeting of the Society properly called and constituted.
- b) Address of the Society office for administrative purposes shall be as determined by the Board

4.2 Board Structure & Committees

- a) A Director may hold more than one position at the same time, provided that one of the positions held is not the President
- b) If both President and Vice President are absent, but quorum is achieved, the Chair may be elected from the Directors in attendance to conduct the meeting
- c) President may appoint another Director to perform the duties of secretary if the position is vacant or the Secretary is absent
- d) Board may establish standing or adhoc committees that support the work of the Board such as but not limited to a show committee, website committee, etc.
 - i. Unless expressly authorized by the board a committee has:
 - no authority to expend funds,
 - no authority to bind the Society to a financial commitment.
 - no authority to bind the Society to a decision or undertaking

4.3 Budget & Setting Fees

- a) Board will review the budget and set the membership fees annually by presenting to the members at the AGM for a simple majority vote.
- b) Board may set charges for admission to special functions or occasions

4.4 Election of Directors

- a) Election of Directors shall be an order of business at each AGM as required
- b) Members in good standing shall elect the following Board positions:
 - i. President,
 - ii. Vice President, and
 - iii. A minimum of 3 and a maximum of 5 additional Directors from which the Board will appoint a Secretary and Treasurer (or a Secretary-Treasurer)
- c) Any member of the Board may be removed from the Board by a majority vote of the membership at any meeting of the Society properly called and constituted.

4.5 Conflict of Interest

- a) Directors shall declare any conflict of interest prior to voting on any matters brought before the Board of Directors.

4.6 Term of Office

- a) Board of Director positions are elected to a 2-year term at the AGM by the members
- b) There shall be no limit to the number of terms, conditional upon the individual being re-elected into the position by the members

- c) Board may appoint, by a simple majority vote, a general member in good standing to fill a vacant position on the Board for the remainder of the term.

4.7 Roles & Responsibilities

All Board positions are required to perform the duties of the General Director role in addition to the specific duties of their position such as, but not limited to the following:

- a) President shall:
 - i. Chair of Society meetings and Board meetings
 - ii. Is an ex-officio member to all committees
 - iii. Acts as official spokesperson unless responsibility is delegated
 - iv. Serve as the liaison to other agencies or associations unless responsibility is delegated
- b) Vice-president shall:
 - i. Carry out the duties of the President in the absence of the President
- c) Secretary shall:
 - i. attend all meetings of the Society and the Board
 - ii. keep accurate minutes of meetings
 - iii. maintain membership directory
 - iv. send notices of meetings
- d) Treasurer shall:
 - i. receive all monies paid & deposit in bank
 - ii. account for funds by keeping accurate books
 - iii. present full detailed account of receipts and disbursements to board whenever requested
 - iv. prepare Society's financial statements
 - v. submit audited financial statement to AGM
 - vi. file Society's return
- e) General Directors shall
 - i. Attend and participate in Board, committee, and other meetings as required
 - ii. Bring matters of interest or concern to board for discussion
 - iii. Act as a champion for the Society

Part 5 – FINANCIAL & ADMINISTRATION

5.1 Audit & Inspections

- a) Statement of financial standings of previous year shall be submitted to the members at the AGM;
- b) Books, accounts and records shall be audited once per year by a qualified auditor who is not a member of the Society, or 2 members designated by the Board
- c) Fiscal year end is December 31
- d) Books & records may be inspected by any member at AGM or at any time upon giving reasonable notice and arranging a time satisfactory for Treasurer and at no cost to the Board
- e) Each Board member shall have access to books and records upon request giving reasonable notice

5.2 Indemnification & Assets

- a) While acting in good faith, no member is, in their individual capacity, liable for any debt or liability of the Society.
- b) An inventory of the Society’s assets will be maintained

5.3 Signing authority

- a) All official documents including cheques that must be signed on behalf of the Society shall require signatures from any 2 Directors
- b) Board shall appoint, by simple majority vote, at least 3 Directors of the Board to hold signing authority.

5.4 Compensation & Reimbursement

- a) Directors shall not receive remuneration for services or time unless preapproved by the Board.
- b) Directors may be reimbursed for expenses incurred on behalf of Society while fulfilling responsibilities with preapproval by the Board.
- c) Members may be reimbursed for expenses incurred on behalf of the Society upon direction of the Board.
- d) Reasonable compensation may be paid to a member who is not a Director for services provided to Society with preapproval by the Board.
- e) No payments are to be issued without a receipt or invoice.
 - i. If receipt or invoice is missing or not available a signed declaration from the member is required before payment or reimbursement can be made

5.5 Borrowing Powers

- a) Society may, for the purpose of carrying out the business of the Society, borrow, raise, or secure funding in such a manner as it sees fit.
- b) Board of Directors shall require a Special Resolution of the members of the Society to borrow monies to secure funding.

5.6 Amending Bylaws

- a) Changes to Society bylaws can only be made by a Special Resolution passed at a general meeting or AGM of the members.

5.7 Force & Effect

- a) Invalidity of any section, clause, sentence, or provision of this bylaw shall not affect the validity of any other part of this bylaw, which can be given effect with such invalid part or parts.
- b) This Bylaw shall take effect upon approval and registration by the Registrar.

DATE APPROVED BY MEMBERS: April 4, 2025

SIGNATURES: Original Signed
Paityn Eidt, President

Original Signed
Debbie Oyarzun, Secretary