

By-Laws

By-Laws of Suri Network
An Ohio Non-Profit Corporation

Article I - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be located in the State of Ohio at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. Any change with the registered agent or registered office shall be effective upon filing such change with the office of the Secretary of State of Ohio unless a later date is specified.

Article II - PURPOSE

The purpose of the Suri Network (the "Network") shall include, but not be limited to, the following:

1. To promote, through education to the alpaca community and the general public, awareness of and interest in Suri alpacas and their fiber and related business interests.
2. To promote the growth of the Suri alpaca industry.
3. To serve as an industry and marketing group to promote and protect the collective economic and legal interests of the Network's members.
4. To organize and conduct, from time to time, a Suri Alpaca event which shall be open to the public and which furthers the purposes of the Corporation and provides the Members and other participants with the opportunity to share with each other their ideas, encouragement, knowledge and companionship.

Article III - MEMBERSHIP

Any person or organization interested in the purposes of the Network may become a Member.

A Full Membership in the Network will be granted upon application to the Secretary of the Network and the payment of membership dues to be set by the Board of Trustees.

In addition, an Associate Membership in the Network will be granted upon application to the Secretary of the Network and the payment of membership dues to be set by the Board of Trustees. An Associate Member may attend all meetings and receive all newsletters and other Suri Network By-Laws.

Suri Network correspondence sent to Full Members, but shall not be included in any advertising literature of the Network.

Each Full membership shall have a single vote in all matters submitted to a vote of the membership. Lifetime members are entitled to two (2) votes per Lifetime Membership. An Associate Membership is non-voting.

International Full or Associate Members will pay Dues adjusted by the Board of Trustees for International postage, if deemed appropriate.

ARTICLE IV - MEETINGS OF THE MEMBERS

There shall be an Annual Meeting of the Membership called by the Board of Trustees. At the Annual Meeting of the Membership, the Members shall transact such business as shall properly come before them, including the election of Trustees. The first Annual Meeting shall take place in the Fall of 1997. Future Annual meetings will be at a time and location designated by the Board of Trustees. The meeting shall be open to the Membership for the purpose of allowing Trustees and the Membership an opportunity to discuss issues of importance to the Corporation. The minutes shall be taken by the Secretary and be available to the Membership.

There shall be one meeting of the Membership called by the Board of Trustees, which shall be the Annual Meeting.

For purposes of establishing a quorum, any mail ballot duly certified shall be considered as if the Member were present. If a quorum is not present, a majority of the Members present may adjourn the meeting to a time certain without further notice. A majority of Members present or voting by mail on a matter at a meeting at which a quorum is present shall be necessary for the adoption of the matter being voted on unless a greater proportion is required by law or the By-Laws. If a matter on the agenda of a Meeting is submitted to Members, and provision is made for voting by mail, a Member may vote by mailing his ballot to the

Secretary or other designated person. No vote shall be counted unless postmarked by a date set by the Board of Trustees which date shall be indicated on the ballot.

Special meetings of the Membership may be called by a majority of the Board of Trustees, or by petition to the Board of Trustees of not less than twenty (20) percent of the Members.

Written notice stating the place, day and hour of any meeting of the Membership shall be delivered by mail to each Member having voting rights not less than twenty (20) days and not more than forty-five (45) days before the date of the meeting. Such notice shall provide the opportunity for each Member to cast their ballot on the Meeting agenda items. Any such notice shall state the purpose of the meeting.

ARTICLE V - BOARD OF TRUSTEES

The affairs of the Network shall be managed by the Board of Trustees consisting of five (5) Trustees. Trustees must be Full Members in good standing in the Network.

Each Member elected as Trustee shall serve a two-year term. Any vacancy occurring in any Trusteeship shall be filled by the remaining Trustees even though less than a quorum of the Board of Trustees is remaining in office. The Board shall fill the vacancy by appointment of the unsuccessful candidate having received the most votes at the last election of Trustees. If this candidate is unwilling or unable to serve, the vacancy shall be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees. A Trustee appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

For the first election of Trustees by the Membership only, two Trustees will serve a single year term only so that in all subsequent years the terms of the Trustees will be staggered. No person shall serve more than (2) consecutive terms as Trustee.

Meetings of the Board of Trustees may be called at the request of any three Trustees. Special meeting by means of telephonic conference are authorized. Minutes of any meeting shall be taken by the Secretary and be made available to the Membership. Each Trustee shall have an equal vote on all matters and a vote of three Trustees shall authorize an act by the Board. Notice of the time and

place of any special meeting shall be given to each of the other Trustees in person or by telephone at least seventy-two (72) hours in advance of the meeting or by written notice mailed with postage prepaid to the address of the Trustee as it appears in the records of the Corporation. Such notice must be mailed not later than the fifth day before the day of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The purpose of the meeting shall be specified in the notice.

Absent approval by two-thirds vote of the Membership, the Board of Trustees and other Members serving on any committee or performing any other service for the Network shall not receive any compensation for their services. By majority vote of the Trustees, however, any reasonable expenses of these Members or Trustees may be reimbursed. Any such reimbursements shall be reported to the Membership as part of the Network's annual report.

A Trustee may be removed from office by a recall election. A Trustee may be removed by two-thirds (2/3) affirmative vote of all Members entitled to vote at the Annual Meeting or Special Meeting of the Membership called for the purpose of a recall election where twenty (20) percent of the Membership has signed a petition calling for a recall election at such meeting of the Membership. A petition to recall a Trustee must be filed with the Board of Trustees and the Secretary at least sixty (60) days before the date of the meeting. The notice of the meeting shall specify that the recall election will be on the agenda of the meeting. The recall election voting shall be governed by the provisions of Article V, paragraph 2.

ARTICLE VI - OFFICERS

The Officers of the Network shall be President, Vice-President, Secretary, Treasurer and one At-Large Trustee, all of whom shall be Trustees. The Officers shall be elected by the Trustees at the annual meeting of the Trustees. The Officers shall serve until their successors are appointed. No person shall serve any specific office for more than two (2) consecutive terms.

The President shall, subject to the direction and supervision of the Board, be the chief executive officer of the Corporation and shall have general and active control of its' affairs and business and

general supervision of its officers, agents and employees, and will conduct all meetings of the Board of Trustees.

The President shall have the power to execute and deliver on behalf of and in the name of the Network any instrument requiring the signature of an officer of the Network. Unless authorized to do so by these By-Laws or by the Board/Membership, no officer, agent or employee shall have any power or authority to bind the Network in any way, to pledge its' credit or to render it liable for any purpose or in any amount.

In the absence of the President or in the event of his or her inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President.

The Secretary shall keep the minutes of the meetings of the Board of Trustees and General Membership Meetings in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the Corporation records including current Membership records unless otherwise designated by the Board, keep a register of the post office address of each Trustee (which shall be furnished to the Secretary by each Trustee), and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Trustees.

The Treasurer shall maintain one or more bank accounts in the Network's name, pay such bills and other indebtedness as the Board of Trustees may authorize, keep complete books and records of the account and prepare and furnish to the Members annual statements of account showing the financial position of the Network and the results of its operations.

When a Trustee is removed as provided in these By -Laws, that Trustee shall also automatically be removed as an Officer.

**Article VII - NOMINATION AND ELECTION
PROCEDURES FOR BOARD OF TRUSTEES**

The Board of Trustees and President shall provide for the appointment, at least six (6) months before an Annual Meeting in which Trustees are to be elected, of five (5) Members of the Corporation, at least one (1) of whom shall be a Trustee, to constitute a Nomination Committee. The Committee shall actively recruit and nominate at least two (2) candidates for each vacancy of the Board. They shall prepare the ballots and mail them to all Members entitled to vote.

Three (3) or more members in good standing of the Network may nominate one (1) or more candidates for Trustee(s) by a petition delivered to the Nomination Committee not less than eighty (80) days prior to the Annual Meeting.

All nominees must be Members in good standing of the Corporation. Nominations shall be closed not later than forty-five (45) days before the Annual Meeting. The Trustees may require that the nominees individually submit a statement on behalf of their candidacy no later than thirty (30) days before the Annual Meeting. The form of the statement and its' distribution to the Membership shall be established by the Trustees, which shall decide any question or compliance with standards that they may establish with respect to such form.

The Trustees may appoint an Independent Inspector of Elections, who shall supervise, count the ballots, tabulate the results and report in writing to the Membership and the Board of Trustees the names of those elected. The Inspector of Elections shall be a Member of the Corporation in good standing, and not be a Trustee, nor a candidate, provided however, if the Secretary of the Corporation is not standing for election, the Secretary shall assume the duties of the Inspector of Elections. The candidates may inquire and receive the number of votes received by each candidate. Each candidate may designate an observer to be present during the vote count.

At least thirty (30) days before the Annual Meeting, a ballot containing the names of the nominees shall be mailed by the Trustees to each Member of the Corporation entitled to vote. The ballot may be accompanied by the statement of each nominee in a form approved by the Trustees.

Article VIII - COMMITTEES

The Board of Trustees, by resolution adopted by a majority of the Trustees, may designate and appoint Members in good standing to one or more committees which may include one or more Trustees where appropriate. These committees, to the extent provided in said resolution, shall have or exercise authority as specified by the Board of Trustees. Any Member thereof may be removed by the Trustees whenever the best interest of the Corporation shall be served by such removal. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or Officer, or any individual Trustee, of any responsibility imposed upon in or him by law.

The purpose of the committee is to discharge the task assigned to the committee by the Board of Trustees. The findings and recommendations of the committee shall be promptly reported to the Board of Trustees.

The Board of Trustees may establish an Advisory Committee. This committee may take recommendations to the Board of Trustees on any matter affecting the Corporation and may act upon matters delegated to it by the Board of Trustees. No Member of the Board of Trustees shall serve on this committee during his or her Board term. Members of the Advisory Committee must also be Members of the Corporation in good standing.

One (1) Member of each committee shall be appointed Chairperson by the Board of Trustees.

Vacancies in the Membership of any Committee may be filled by appointments made in the same manner as provided for in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole 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 IX - ANNUAL AND SPECIAL ASSESSMENTS

Annual assessments (dues) estimated to be sufficient to pay operational costs shall be the responsibility of the Board of Trustees. Special projects may be proposed by the Board of Trustees and included in the annual assessment. Upon Membership approval by a two-thirds (2/3) vote, annual assessments (dues) shall be due within thirty (30) days.

Overdue assessments shall result in the suspension of membership within ten (10) days after notice from the Treasurer.

Article X - MISCELLANEOUS PROVISIONS

Records and Right of Inspection: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its' Members and Board of Trustees and shall keep at its' registered and principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by an Member, or its' agent or attorney, for any purpose at any reasonable time. The Trustees may cause the books and records of the Corporation to be certified by a Certified Public Accountant. The report shall be open for discussion as an agenda item at the Annual Meeting of the Membership.

Dissolution: The dissolution of the Network may be authorized at a meeting of the Membership upon the adoption of a resolution to dissolve by a two-thirds (2/3) vote. Upon dissolution, all liabilities and obligations of the Network shall be paid, satisfied and discharged, or adequate provisions shall be made therefore and then the remaining assets shall be liquidated and distributed to labor, agricultural or horticultural organizations and that has established its' tax exempt status under 501(c) (5) of the Internal Revenue Code. The specific organizations shall be chosen by the Board of Trustees at the time of dissolution.

Amendments to the By-Laws: The By-Laws may be amended by a two-thirds (2/3) affirmative vote, including votes cast by mail, of all the Members entitled to vote. Amendments to the By-Laws may be proposed by a petition signed by twenty (2) percent of the paid Membership of the Corporation or by the majority vote of the Board of Trustees. Any proposed amendment of the By-Laws shall be submitted to the Board of Trustees not less than sixty (60) days before the Annual Meeting.

Article XI - LOANS

The Corporation may not lend money to or guarantee the obligation of a Trustee of the Corporation.

Article XII - FISCAL YEAR

The fiscal year of the Corporation shall end December 31st of each year unless otherwise set by resolution of the Board of Trustees.

Article XIII - INDEMNIFICATION OF THE TRUSTEES/OFFICERS

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (or other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Trustee, Officer, employee or Agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee or Agent of another corporation, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that he/her conduct was unlawful.

ADOPTED by the sole Incorporator this 28 day of January, 1997.
Miriam B. Donaldson, Incorporator
7779 Hickory Lane, Findlay, Ohio 45840