

Bylaws of:

INTERNATIONAL MINIATURE LLAMA FEDERATION, INC.

ARTICLE I ~ PURPOSE

- 1.1 The International Miniature Llama Federation (IMLF) has been created as an organization for the perpetuation of the Miniature Llama industry. The Federation has defined five specific areas needing to be addressed for the future of the Miniature Llama industry: Research, Education, Enhancement, Functionality and Representation, which includes IMLF Llama Certification. These are the key elements which will be focused on and encouraged with the Foundation and participation in the IMLF.
- 1.2.a There has been very little professional **research** conducted in the infant stage of the Miniature Llama breed. Therefore, producers feel strongly that the time for this research is now at a vital and essential point;
- 1.2.b **Education** is the key to success. The Miniature Llama producers and owners agree that expanding education in regard to the attributes of the Miniature Llama is paramount to the success of its breeding programs and development. Additionally, in order to promote the Miniature Llama, it is important to make the general public aware of the social and public relations aspects of the Miniature Llama;
- 1.2.c Professional guidelines by qualified Camelid veterinarians must be acquired, monitored and implemented for the improvement and augmentation of, not only the physical size of Miniature Llama, but the anatomical structure, and overall confirmation. The integrity to the breed must be maintained. In addition, the Miniature Llama breeders must do all they can to **enhance** the unique beauty and attributes of the Miniature Llama fiber;
- 1.2.d **Functionality** is a very active social feature of the breed. Enhancing the Miniature Llama for presentation in the professional show-ring, and the utilization of solid and uncompromised professional competition will only add to the over-all value and appeal of the Miniature Llama;

- 1.2.e Finally, **representation** is the key to promotion. It will be through respectfully seeking and utilizing a qualified and forward approach to marketing procedures that will provide a solid return on the investments made in the Miniature Llama industry.
- 1.3 The **IMLF** emphasizes that accurate care of the Miniature Llama and its attributes will return the basic foundation and love of the animal back into an industry that is in need of fine tuning. Our focal point is the Miniature Llama: fabulous little creatures that bring great joy and unabridged love and trust to their owners

ARTICLE II ~ OFFICES

- 2.1 The principal office of the **IMLF** shall be fixed and located at such place as the Board of Directors shall determine from time to time in accordance with the Articles of Incorporation. The Board is granted the full power and authority to change the principal office from one location to another.

ARTICLE III

IMLF HEIGHT STANDARDS FOR CERTIFICATION

- 3.1 All **IMLF** Certified Llamas must be registered with the International Llama Registry [ILR] prior to submitting the application for **IMLF** Certification.
- 3.1.a All **IMLF** Certified Llamas must be measured and the measurement certified by a Licensed Veterinarian in order to verify and certify the Llama's height. **IMLF** Height Certification Forms for **IMLF** Certified Llamas will be provided by the **IMLF** to its members.
- 3.2 Miniature Llama [**IMLF-ML**] Certification. A Llama that is three (3) years of age or older and that measures no more than thirty-eight (38) inches at the highest point of the center of the shoulder bone may be certified as an **IMLF** Miniature Llama.

- 3.2.a The **IMLF** does not utilize the term "withers" in regard to height measurement as the anatomical bone structure of the llama is different than other animals, and the wither actually falls in front of, and lower than, the shoulder. Utilizing the highest point at the center of the shoulder blade as the standard for measurement in determining llama height prevents measuring misunderstandings.
- 3.2.b The **IMLF** requires that when a veterinarian is measuring a llama for IMLF Certified status, the llama must be: [a] on a flat level surface, [b] the llama's head should be held in the upper position, and [c] the llama should be relaxed and not stressing, taking into consideration that when a llama is stressed, the back-strap muscle adds height to the measurement. Having the llama in a relaxed state will provide for a more accurate measurement.
- 3.3 Foundation Miniature Llama [**IMFL-FML**] Certification. Both male and female llamas that are used in a breeding program for producing Miniature Llamas that measure 38.1 to 40 inches, according to Section 3.2.a, may be Certified as Foundation Miniature Llamas. This standard is set by the **IMLF** in recognition that height is a genetic trait, and professional standards in the breeding-down process must be a realistic and ethical approach in developing the Standards for Miniature Llamas.
- 3.4 Immature Miniature Llama [**IMLF-IML**] Certification A llama under three (3) years of age may be Certified if its sire or dam is a certified Miniature Llama as defined in Section 3.2 or if the dam and sire are certified Foundation Miniature Llamas according to Section 3.3.
- 3.5 Measuring the Miniature Llama: see Article 3.2.a and 3.2.b.

SECTION IV

STANDARDS FOR IMLF MINIATURE LLAMA COMPETITION

- 4.1 Halter Classes
 - 4.1.a All **IMLF** competition llamas must be 38" or under (ref. Article # 3.2.a) to compete in the show ring.
 - 4.1.b Wool divisions will be recognized if a class size permits. At the discretion of the show superintendent, wool divisions may be combined until such time as a class size permits.
 - 4.1.c Wool divisions recognized by the **IMLF** are as follow:
 - a] Suri
 - b] Light
 - c] Medium
 - d] Heavy
 - e] Argentine
 - f] Classic
 - 4.1.d Age Divisions recognized by the **IMLF** are as follows:
 - a] Juvenile: 5 to 12 months
 - b] Yearling: 12 to 24 months
 - c] Two Year Old: 24 to 36 months
 - d] Mature: 36 months and older
 - 4.1.e Male Classes are for Intact Males.
 - 4.1.f Female Classes are for projected Breeding Females.
 - 4.1.g Sex Divisions may not be combined.

- 4.1.h Non-Breeding males must have Veterinarian Certification as to their non-breeding status.
- 4.1.i Non-Breeding females must have Veterinarian Certification as to their non-breeding status.
- 4.2 **IMLF** Miniature Llamas are to be judged utilizing the same general criteria as that of the standard-size llama: conformation, movement, balance and fiber.
- 4.3 When a judge determines two (or more) **IMLF** Llamas in the show ring are equal when it comes to the judging criteria, the judge should utilize the llama's age, height and fiber quality as "tie-breaking" criteria in placing one llama ahead of the other(s).
- 4.4 In a Performance Class, **IMLF** Certified Llamas are to be shown with standard-size Llamas. However, the lighter weight rules which apply to Alpacas are to be utilized and taken into consideration.

ARTICLE V ~ MEMBERS

- 5.1 Membership. Membership in the International Miniature Llama Federation (**IMLF**) is on a volunteer basis. A letter of membership intent/application, accompanied by payment of the annual dues, is required to be submitted by the prospective member to the Federation.
- 5.1.a Membership Stipulation. Membership in the Federation requires all llamas to be registered with the International Llama Registry [ILR]. However, membership in any other Camelid organization is not required.
- 5.2 Membership Title. Memberships will be titled in the registered name of the farm and/or professional veterinary designation (i.e.: Blackberry Llama Farm ~ Dr. John Doe, DMV).
- 5.3 Voting Rights. Each member shall be entitled to one (1) vote on all matters submitted to the membership for vote.
- 5.4 Annual Dues. The annual dues shall be set by the Board of Directors and is to be approved by the membership.

- 5.5 An **IMLF** member in good standing may submit the name of any qualified veterinarian with camelid experience for an Honorary Federation membership (which includes voting rights). The Honorary Membership is contingent upon membership acceptance of the nominated veterinarian.
- 5.5.a All Veterinarians extended an Honorary Membership with Voting Rights will also comprise an advisory Board entitled: IMLF Board of Consulters.
- 5.5.b The **IMLF** Board of Consulters will report directly to and at the discretion of the Board of Directors as an advisory commission, unless otherwise directed by the Board of Directors.
- 5.5.c The **IMLF** Board of Consulters will elect among themselves a Chairman of whom is included as a advisor during regular meetings of the Board of Directors.
- 5.5.d If a member of the **IMLF** Board of Consulters is elected as a member of the **IMLF** Board of Directors, that member may not serve as the Chairman of the **IMLF** Board of Consulters.

ARTICLE VI ~ MEETING OF MEMBERS

- 6.1 There shall be an Annual Meeting of the Membership. At this meeting, the members shall transact business matters that have been placed before them.
- 6.1.a At the Annual Meeting, the Board of Directors shall render an annual report. The Treasurer shall render a Financial Report. The membership may be polled of its opinion on various issues, and the Board of Directors shall answer questions on issues that are properly placed before the Board. The Annual Meeting of the membership shall be held at the place, date and time established by resolution of the Board of Directors.
- 6.2 Special meetings of the membership may be called by a majority vote of the Board of Directors or by the request of at least twenty-five percent (25%) of the **IMLF** members who sign, date and deliver to any corporate officer, one (1) or more written demands for the meeting that describe the purpose or purposes for which it is to be held. Special meetings of the members shall be held at the place, date and time established by resolution of the Board of Directors.

- 6.3 Written notice stating the place, the date and the time of any regular or special meeting of the members shall be given to each member not less than ten (10) days before the date of the meeting. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Notice of Annual or Regular Meetings shall include an agenda of matters to be brought before the membership and any other notice required by applicable law.
- 6.4 **IMLF** members holding twenty-five percent (25%) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn and reschedule the meeting to another date and time. At the second properly noticed meeting, those members present constitute a legal quorum and may conduct the business of the **IMLF** without further notice.
- 6.5 Manner of Acting at Meeting. A majority vote of the members present, or voting on a matter at which a quorum is present, shall be necessary for the adoption of any matter, unless otherwise stipulated by law or by the Bylaws.
- 6.6 Action by Written Ballot. If it is determined by a resolution of the Board of Directors, any action that may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the **IMLF** delivers a written ballot to every member entitled to vote on the matter. The written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action.
- 6.6.a Approval by written ballot pursuant to Section 6.6 is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action. The number of approvals must equal or exceed the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 6.6.b All solicitations for votes by written ballot must indicate the number of responses needed in order to meet the quorum requirements. Each ballot must also state the percentage of approvals necessary to approve each matter (other than election of directors), and specify the time by which a ballot must be received by the **IMLF** in order to be counted. A written ballot may not be revoked by a member after it has been received by the **IMLF**.

ARTICLE VII ~ BOARD OF DIRECTORS

- 7.1 General Powers The affairs of the **IMLF** shall be managed by a Board of Directors. The Directors must be members in good standing of the **IMLF**. The Board of Directors shall have all powers necessary to properly manage the affairs of the **IMLF**. Such powers shall include, without limitation:
- 7.1.1 All powers granted under the Articles of Incorporation of the International Miniature Llama Federation, Inc., (**IMLF**) a non-profit corporation, or any amendment thereto.
- 7.1.2 All powers reasonably necessary to enforce the **IMLF** Policies or any amendment or supplement thereto ("Policies"), including, without limitation, the power to conduct investigations and hold hearings whenever the Board of Directors determines that there is sufficient evidence of a member's violation of the Policies, and to impose sanctions against any member who is found by the Board of Directors to have violated the Policies. Sanctions shall include, without limitation, the power to refuse **IMLF** Certification, the suspension of a member's membership, the expulsion of a member and/or the imposition of fines against a member, including all costs and attorney fees incurred by the **IMLF** in the investigation and enforcement of a member's violation of the Policies.
- 7.2 Number, Tenure and Term. The number of Directors shall be five (5). Each Director shall hold office for a term of five (5) years, with terms staggered so that one (1) director will be elected each year. An elected Director's term shall begin on the date of the first lawfully convened Board of Directors meeting. Directors may serve for more than one (1) term, provided that a minimum of one (1) year's absence from the Board of Directors shall occur after any two (2) consecutive terms.
- 7.3 Annual Meetings. A regular public meeting of the Board of Directors shall be held annually at a place, date and time to be established by resolution of the Board of Directors. The meeting shall be open to the members of the **IMLF** for the purpose of allowing the Board of Directors and members to discuss issues of importance to the **IMLF**.

- 7.4 Special Meetings. Special meetings of the Board of Directors may be called at the request of three (3) Directors or by the President. The Directors calling the meeting may fix the place, date and time of the meeting. Special meetings by means of teleconference calls and/or Email are authorized.
- 7.4.a Special and Regular meeting of the **IMLF** Board of Directors may be held in person, via tele-conference, Email or any other means of transmission to which all the Board members agree.
- 7.4.b Such method of meeting will be properly noted and attested to by the Corporate Secretary, and all votes must be recorded with Email verification attached to original meeting minutes.
- 7.5 Notice. Notice of the time, date and place of regular or special Board of Directors meetings shall be given to each of the Directors in person, by telephone, by facsimile or by other form of wire or wireless communication at least forty-eight (48) hours in advance of the meeting. A written meeting notice that is mailed must be postmarked no later than the 15th day before the day of the meeting to the address of each of the directors. The purpose of the meeting shall be specified in the notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 7.6 Quorum. A quorum of the Board of Directors shall consist of a majority of the Directors in office who are present immediately before a meeting begins. If a majority is not present, a majority of those present may adjourn the meeting to a time to be determined without further notice.
- 7.7 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors shall be deemed to be the act of the Board of Directors unless a greater number is required by law, the Articles of Incorporation or these Bylaws.
- 7.8 Vacancies. A vacancy occurring in a Directorship shall be filled by the remaining Directors in accordance with the following provisions:

- 7.8.a The Board shall fill the vacancy by appointment within thirty (30) days. However, if there are six (6) months or less before the next election of Directors, the vacancy may remain open until the next scheduled election. If appointed, the appointee will serve until the next regularly scheduled election, at which time the membership will elect the replacement director. The Board may not consist of fewer than five (5) members.
- 7.8.b If two Directors are elected in an election because of a vacancy on the Board, the person with the highest vote count will be elected for a five-year (5) term and the person with the second highest vote count will serve for the remainder of the vacated term.
- 7.9 Compensation. Directors shall not receive a salary or any other compensation for their services. The preceding shall not prohibit the reimbursement of expenses incurred while performing their duties as Directors. Directors may not serve the **IMLF** in any other capacity or receive compensation during their term as Directors.
- 7.10 Removal of Director by Members. Upon receipt of a petition signed and dated by not less than twenty-five percent (25%) of the members of the **IMLF**, a recall election shall be scheduled within a reasonable time thereafter. At such election, the members may remove one (1) or more directors without cause, if the number of votes cast to remove the director(s) would be sufficient to elect the director(s) at a meeting to elect directors. The notice of the meeting must state that the purpose or purposes for the meeting is the removal of the director(s). The recall election shall be governed by the provisions of Section 8.6.

ARTICLE VIII
NOMINATION AND ELECTION PROCEDURES FOR
BOARD OF DIRECTORS

- 8.1 Nomination Committee. The Board of Directors shall provide for the appointment of five (5) members of the **IMLF** to constitute a nomination committee. This committee shall actively recruit and nominate candidates for the election of director(s) for the ensuing term(s). The nomination committee shall make certain that there are at least two (2) candidates for each vacancy on the Board.

- 8.2 Nominations by Petition. Ten (10) members of the **IMLF** may nominate one (1) or more candidates for Director by a petition delivered to the Chairperson of the Nomination Committee prior to the closure of nominations.
- 8.3 Qualifications, Statement of Candidacy. All nominees must be members in good standing of the **IMLF**. Nominations shall be closed not later than two (2) months before the election. The Nomination Committee shall require that each nominee submit a statement on behalf of his or her candidacy. The form of this statement and its distribution to the membership shall be established by the nomination committee.
- 8.4 Tabulation of Ballots. The Board of Directors shall utilize three (3) or more disinterested persons to count the ballots, tabulate the results and report to the Board of Directors, in writing, the names of those individuals elected to the Board of Directors. Ballots, envelopes and tabulations of results shall not be destroyed for at least one hundred twenty (120) days after an election.
- 8.5 Ballot. At least four (4) weeks before the election, a ballot containing the names of the nominees shall be mailed to each member entitled to vote. The solicitation for votes accompanying the written ballot must indicate the number of responses needed to meet the quorum requirement and will specify the time by which the ballot must be received by the **IMLF** in order to be counted. Once received by the **IMLF**, a written ballot may not be revoked by the member. The ballot shall be accompanied by the statement of each nominee in a form approved by the Nomination Committee.
- 8.6 Voting Procedure. Unless otherwise established by resolution of the Board of Directors, all voting for the election of Directors shall be by written ballot. Each member may exercise his or her right to vote for the election of directors. The ballots will be mailed to the **IMLF** at the designated address. Except in the case of a tie, no ballot shall be counted unless it is received by the **IMLF** on or before the return date set by the Board of Directors. In the event of a tie, late ballots that would not otherwise be valid will be counted and used as a tie-breaker. Procedures for balloting by mail must be established to assure the secrecy of each member's vote.

- 8.7 Elections. Elections to fill Board of Directors' vacancies will be held annually during the third quarter of each year. The Board of Directors shall announce the results as soon as practical after the election. Newly elected Board members will take office at the first regular or special meeting of the Board of Directors following their election.

ARTICLE IX ~ OFFICERS

- 9.1 Officers. The officers of the **ILMF** will consist of a President, a Vice President, a Secretary and a Treasurer elected from the Board of Directors. No two (2) offices may be held by the same person.
- 9.2 Election and Term of Office. The Officers of the **IMLF** shall be elected annually by the Board of Directors. They are to hold office until his or her successor shall have been duly elected.
- 9.3 Removal. Any Officer may be removed by the Board of Directors whenever the Board of Directors shall determine the best interests of the **IMLF** will be served by such removal. Removal of any Officer must be voted upon. Such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.
- 9.4 Vacancy. A vacancy in any office because of death, resignation, removal or disqualification may be filled by the Board of Directors for the remaining portion of the term of such office.
- 9.5 President. The President will be the principal executive officer of the **IMLF** and shall in general supervise and direct all of the business affairs of the **IMLF**. The President shall preside at all meetings of the Board of Directors. The President will sign with the Secretary, or any other proper Officer of the **IMLF**, contracts or other instruments which the Board of Directors has authorized to be executed. Exceptions to this involve cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by the Bylaws, or by statute to some other Officer or agent of the **IMLF**. In general, the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- 9.6 Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President will perform the duties of 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 by the Board of Directors.
- 9.7 Treasurer. The Treasurer will be responsible for overseeing all funds and securities of the **IMLF**. The Treasurer shall give reports on the financial condition of the **IMLF** to the Board of Directors at their Directors meetings and a full and comprehensive annual report of the financial standing and affairs of the **IMLF** to the membership at the Annual Meeting.
- 9.7.a The Treasurer will perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- 9.8 Secretary. The Secretary will keep the official minutes of the meetings of the Board of Directors. The Secretary shall see that all notices are given in accordance with the provisions of these Bylaws or as requested by law; be the custodian of the **IMLF**'s records, including current membership records, unless otherwise designated by the Board of Directors; and keep a register of the official mailing address of each Director. The Secretary will perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE X ~ COMMITTEES

- 10.1 Committees. The Board of Directors may create one or more committees of the Board and may appoint members of the Board to serve said committee. Each committee must have two or more members who serve at the pleasure of the Board. The creation of a committee, and the appointment of members must be approved by the Board of Directors as required by the Articles of Incorporation or these Bylaws. To the extent specified by the Board of Directors, or in the Articles of Incorporation, or these Bylaws, each committee of the Board may exercise the Board's authority. However, a committee of the Board may not authorize distributions; approve or recommend to members, dissolution, merger or the sale, pledge or transfer of all or substantially all of the **IMLF**'s assets; elect, appoint or remove Directors, or fill vacancies on the Board or any of its committees; or adopt, amend or repeal the Articles of Incorporation or Bylaws of the **IMLF**. Committees, to the extent provided by resolution of the Board of Directors, shall have and exercise the authority as specified by the Board of Directors.

- 10.1.a Except as otherwise provided in such resolution, members of each committee shall be members in good standing of the **IMLF**. Any committee member may be removed by the Board of Directors whenever the Board of Directors shall determine that the best interests of the **IMLF** shall be served by such removal.
- 10.1.b The designation and appointment of any committee, and the delegation of this authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by these Bylaws, the Articles of Incorporation or law.
- 10.2 Chair. One member of each committee shall be appointed the Chair of the committee with the approval of the Board of Directors.
- 10.2.a The Chairman of said Committee cannot be the Board Representative.
- 10.3 Vacancies. Vacancies in the membership of any committee may be filled in the same manner as original appointments.
- 10.4 Quorum and Voting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, the quorum and voting requirements of the committee shall be the same as the quorum and voting requirements of the Board of Directors.
- 10.5 Advisory Committees. In addition to the committees set forth in Section 10.1 above, the Board of Directors may, from time to time, create one or more advisory committees which shall not have authority to act on behalf of the Board of Directors. Such non-binding advisory committees shall have as their primary purpose the making of recommendations and the rendering of advice to the Board of Directors. The purpose, scope, duration, composition and other requirements of any such advisory committee shall be as established by resolution of the Board of Directors.
- 10.6 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or the rules adopted by the Board of Directors.

ARTICLE XI ~ BOOKS AND RECORDS

- 11.1 The **IMLF** shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and the Board of Directors.
- 11.1.a The books and Records shall keep at its principal office and include a record giving the names and addresses of the members entitled to vote.
- 11.1.b Subject to payment of a reasonable charge to cover the costs of labor and material for copies of documents provided to a member, any member or such member's agent or attorney, shall be entitled to inspect and copy at a reasonable time and location specified by the **IMLF**, any of the records of the **IMLF** if the member gives the **IMLF** written notice of such request at least ten (10) business days before the date upon which the member wishes to inspect and copy such records.
- 11.1.c Such member's demands shall be made in good faith for a proper purpose and shall describe with reasonable particularity, the purpose of the inspection and the records the member desires to inspect.

ARTICLE XII ~ INDEMNIFICATION

- 12.1 The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending or completed claim, action, and/or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, Officer, member of a Committee or Agency of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, Member of a Committee, Trustee or Agent of another corporation, partnership, joint venture, trust of enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, lawsuit or proceeding if each person acted in good faith and in a manner such person 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 no cause to believe the conduct was unlawful. The Corporation may elect to participate directly on behalf of such person in such claim, action, suit or proceedings.

- 12.1.a The termination of any such claim, action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of *nolo contendae*, or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or opposed to the best interests of the Corporation and, with respect to any criminal action or proceedings has reasonable cause to believe that such person's conduct was unlawful.
- 12.2 In the event that the threatened, pending or completed claim, action, suit or proceedings to which Section 12.1 of these Bylaws is applicable, it is the right of the Corporation to procure judgment in the favor of the Corporation, notwithstanding the provisions of Section 12.1 of these Bylaws, and in addition to the requirements of Section 12.4.
- 12.3 If a person has been successful on the merits or otherwise in the defense of any claim, action, suit or proceeding to which Section 12.1 and 12.2 of these Bylaws are applicable, or in defense of any claim, issue or matter therein, or in seeking indemnification in accordance with this Article, such person shall be indemnified by the Corporation against expenses (including Attorney's fees) actually and reasonably incurred by such person in connection therewith. In the event that such a person is successful as to some but not all claims, issues or matters, or in the event that the applicable standards as set forth in Section 12.1 and 12.2 of these Bylaws are met as to some claims, issues or matters, but not as to others, such person shall be indemnified against all expenses (including Attorney's fees) actually and reasonably incurred by such person in connection with the claim, action, suit or proceeding as to which such person was successful. Nothing in the Section shall limit the liability of the Corporation to indemnify such person as provided elsewhere in this Article.
- 12.4 Any indemnification under Sections 12.1, 12.2 or 12.3 of these Bylaws (unless ordered by a Court) or any election to participate in a claim, action, suit or proceedings, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standards set forth in Section 12.1 and 12.2 of these Bylaws have been met or the person to be indemnified has been successful on the merits or otherwise as set forth in Section 12.3 of these Bylaws. Such determination shall be made (1) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not parties to such claim, action, suit or proceedings or (2) if such a quorum is not obtainable, or even if such a quorum is obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

- 12.5 Expenses (including attorney fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding and as such expenses accrue, as authorized in the manner provided in Section 12.4 of these Bylaws upon receipt of an undertaking by or on behalf of the person seeking indemnity to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article.
- 12.6 The indemnification provided by this Article shall be in addition to, and shall not be deemed exclusive of, any other rights to which a person may be entitled under any statute, agreement, vote of members or disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.
- 12.7 This Article shall be applicable to all claims, actions, suits or proceedings commenced after the date hereof, whether arising from acts or omissions occurring before or after the adoption hereof. Each person who is now serving or who shall hereafter serve as a Director, Officer, member of a Committee or Agent of the Corporation, or, at the request of the Corporation, as a Director, Employee, member of a Committee, Agent or Trustee of another Corporation, partnership, joint venture, trust or other enterprises, shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this Article and such rights of indemnification shall continue as to a person who has ceased to be a Director, Employee, member of a Committee, Agent or Trustee, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 12.8 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, Employee, member of a Committee or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, member of a Committee, Agent or Trustee of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against such person and incurred by such person in any such capacity arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

- 12.8.a The corporation has the right to purchase life insurance of any type for any of its Officers, Directors or Members, at any amount determined by the Board of Directors. The Corporation shall be the sole beneficiary of any and all life insurance policies that it has acquired on behalf of the individual for the benefit of the Corporation. This life insurance policy is not restricted to what is commonly known in the insurance industry as *Key Man Insurance*, but in fact, may be any type of life insurance policy.
- 12.9 For further clarification purposes, the Corporation is to be guided at all times in regard to *Nonliability/Indemnification* according to *Article VI* of the Articles of Incorporation of this Corporation as stated in the Laws of Illinois and any and all changes made to these laws by the State of Illinois. These Laws of Illinois and their updates, whether recorded and/or updated here in the Bylaws, will always and forever supersede and take precedence in reference to *Nonliability/Indemnification* of this Corporation.

ARTICLE XIII ~ DISSOLUTION

- 13.1 Decision to Dissolve. The dissolution of the **IMLF** shall be authorized by the Board of Directors with the approval of the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.
- 13.2 Payment of Liabilities and Distribution of Assets. Upon dissolution, all liabilities and obligations of the **IMLF** shall be paid, satisfied and discharged, or adequate provisions shall be made therefore. 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(c)3 of the Internal Revenue Code. The specific organization(s) shall be chosen by the Board of Directors at the time of dissolution and approved by the members.

ARTICLE XIV ~ AMENDMENT

- 14.1 Amendments to these Bylaws may be proposed by a petition signed by not less than twenty-five (25) percent of the members of the **IMLF** or by the Board of Directors. The Bylaws may be amended upon approval by the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.

- 14.1.a A copy of any proposed amendment of the Bylaws, including any recommendations of the Board of Directors, shall accompany any ballot for an amendment to the Bylaws.

ARTICLE XV ~ AMENDMENTS

15.1 **RESOLUTION: 2-22-10-1**

Resolved, that the By-Laws of the **IMLF** cannot be altered or changed unless said alteration or change has been approved by a 3/4 (three-quarters) vote of the **Membership** approving and/or authorizing said change for the Corporation. (Ref: See Board of Directors Meeting Minutes of February 22, 2010)

15.2 **RESOLUTION 3-24-10-1**

Resolved, that all cria born on or subsequent to the date of January 1, 2010 must be DNA tested with this information on file within the ILR database before they are eligible for **IMLF** Certifications;

Further Resolved that all cria born on or subsequent to the date of January 1, 2010 must have a **micro-chip** implanted with the numbers on file with the ILR and the **IMLF** before they are granted **IMLF** Certification;

Further Resolved that all future offspring of these *first generation IMLF Llamas* (i.e. Born on or subsequent to the date of January 1, 2010) must be DNA verified to match both sire and dam before they are granted **IMLF** Certification;

Further Resolved that this **RESOLUTION** be incorporated into the **IMLF** Corporate By-Laws and become effective as of the date approved by the **IMLF** Board of Directors and membership on March 24, 2010. (Ref: See Board of Directors Meeting minutes of March 24, 2010)