



Members of the American Jersey Cattle Association:

The amendment to the American Jersey Cattle Association (AJCA) Constitution is being presented for your consideration at this year's Annual Meeting. The amendment would allow electronic voting and delivery of official communications electronically in the future.

Following, we discuss the reasons for proposing the amendment to the Constitution. The exact wording of the amendment, developed with the advice and assistance of our legal counsel, is provided on the enclosed Information Statement.

### ***AJCA PROPOSED AMENDMENT***

Notices of meetings and membership voting are defined in Article IV of the American Jersey Cattle Association Constitution. Currently, eligible members must be notified of meetings and provided voting information by first class mail. In addition, eligible members must mail ballots and proxies or deliver them to the Inspectors of Election at the place of the annual meeting. With changes in technology over time, these processes have become almost obsolete. Therefore, the proposed amendment, if approved, will allow for information of any official communications to be distributed by mail, or by any authorized electronic communication equipment permitted under the laws of the State of Ohio. Likewise, if approved, the amendment would allow for eligible members to vote by mail or any authorized electronic communication equipment.

Article V of the Constitution defines certain processes and notices to the Board of Directors must be mailed. The proposed amendment, if approved, will allow for the distribution of official communication to be sent by mail, or any authorized communications equipment permitted under the laws of the State of Ohio, to directors.

The proposed language that shall be adopted if AJCA Proposed Amendment is approved, is attached hereto as Exhibit A.

### ***RECOMMENDATION***

The proposed amendment was unanimously approved by the American Jersey Cattle Association Board of Directors at the March 2019 meeting. If the proposed amendment is approved, the changes would become effective after the AJCA Annual Meeting on June 29, 2019.

### ***SUBMITTING YOUR VOTE***

Amendments to the Constitution require an affirmative vote of 75% of the eligible members of the Association voting at an annual or special meeting. You can vote on the proposed amendment either in person at the AJCA Annual Meeting on June 29, 2019, in Saratoga Springs, New York, or by proxy, which is enclosed. This will assist the Inspectors of Election in tabulating the results during the Annual Meeting.



*Exhibit A: AJCA Constitution with Proposed Amendment*

**CONSTITUTION OF THE AMERICAN JERSEY CATTLE ASSOCIATION  
Effective July 1, 1994**

**ARTICLE IV  
Meetings**

**Sec. 1.** The annual meeting of the Association for the election of Directors and the President, and for the transaction of such other business as may come before it, shall be held during the month of June each year unless the Board of Directors shall call the meeting for a different month, at such place within or without the State of Ohio and at such time as the Board of Directors shall designate. The date and location of the annual meeting shall be published in the *Jersey Journal* not less than ninety (90) days before the date of the meeting. Notice of the annual meeting shall be sent to eligible members (as defined in Sec. 3, below) by first class mail, postage prepaid, to eligible members personal delivery, mail, electronic mail, telecopy, or any other authorized communication equipment (as that term is defined in Ohio Revised Code 1702.01(Q)), provided that such notice is sent to the eligible members (as defined in Sec. 3, below) at their addresses as shown on the record of members, not less than thirty (30) nor more than fifty (50) days before the date of the meeting. If mailed or sent by overnight delivery service, that notice shall be addressed to the eligible member at the eligible member's address as it appears on the records of the corporation. If sent by means of authorized communications equipment, that notice shall be sent to the address furnished by the eligible member for transmissions by authorized communications equipment. Notice of adjournment of a meeting need not be given if the place, if any, and the time to which it is adjourned and the procedure by which the eligible members can be present and vote at the adjourned meeting through the use of authorized communications equipment are fixed and announced at the meeting.

**Sec. 2.** The Board of Directors may call, and the President upon the written request of ten (10) percent of the active members shall call, special meetings of the Association, subject to the following conditions: (a) such meetings may be held by any authorized communications equipment within or without the State of Ohio, (b) notice of such meetings shall be sent by first class mail, postage prepaid, to all eligible members at their addresses as shown on the record of members in a manner consistent with the notice required by Article IV, Section 1 above, not less than thirty (30) nor more than fifty (50) days before the date of the meeting, and (c) only business set forth in the notice of the meeting shall be transacted at such meetings.

**Sec. 3.** All active members shown on the membership books of the Association on the date fifty (50) days prior to the annual or any special meeting (hereafter called "record date"), and no others, shall be eligible to vote at such meeting and are referred to as "eligible members" throughout this Constitution.

**Sec. 4.** (a) Voting for the offices of Director and President shall be by a majority vote of the eligible members provided a quorum is present. Eligible members may participate at the annual meeting through any authorized communications equipment permitted under the laws of the State of Ohio. Participation through any such authorized communications equipment shall constitute attendance at such meeting.

official ballot printed and provided by and at the expense of the Association, which ballot shall contain only the names of the persons nominated for such offices pursuant to the provisions of Article V, Sec. 3, hereof.

(b) Ballots—Each eligible member, or another person designated by the Executive Secretary or by the Board of Directors at least thirty (30) days prior to the date of the annual meeting, shall receive, by any authorized communications equipment, an official ballot, which ballot shall contain only the names of the persons nominated for such offices pursuant to the provisions of Article V, Section 3 hereof. be sent by first class mail to eligible members by the Executive Secretary—or another person designated by the Executive Secretary or by the Board of Directors, at least thirty (30) days prior to the date of the annual meeting. The mailing official ballot shall also include a list of all candidates nominated and their places of residence, the names of the signers of each candidate's petition, and the name and place of residence of each retiring Director.



(c) Ballots shall be voted by eligible members by ~~marking and mailing or~~ delivering their completed ballots to the Executive Secretary or the Inspectors of Election in strict accordance with this Constitution and any procedural requirements adopted by the Board of Directors. Ballots received at the office of the Executive Secretary not later than seven (7) days prior to the date of the annual meeting shall be delivered to the Inspectors of Election by the Executive Secretary before 12:00 o'clock noon, local time of the place of the meeting, on the day before the date of the meeting. An eligible member present at the meeting whose ballot has not been timely received at the office of the Executive Secretary may obtain a ballot from the Inspectors of Election at the place of the meeting at the time of the meeting provided such eligible member requests and the Inspectors of Election approve, such request. Ballots shall be valid and counted only if received at the office of the Executive Secretary not later than seven (7) days prior to the date of the annual meeting or delivered to the Inspectors of Election at the place of during the annual meeting as provided herein but not later than 12:00 o'clock noon, local time of the place of the meeting on the day before the date of the meeting, or by such other time as the Executive Secretary may designate.

(d) Ballots shall not be revocable, and voting by proxy for the offices of Director and President is prohibited. An eligible member shall not knowingly permit his or her ballot to be marked or submitted by any person other than himself or herself, and ballots marked or submitted by any person other than the eligible member whose signature appears on the ballot shall be invalid. Whenever the Inspectors shall have received more than one (1) ballot of an eligible member, none of such eligible member's ballots may be counted by the Inspectors.

(e) ~~Enclosed with each ballot mailed to eligible members there shall be~~ Each ballot shall include a proxy to vote on other business as may come before the annual meeting. Such proxy shall be made only in favor of, and voted by, eligible members of the Association and must have been executed within fifty (50) days of the date of the annual meeting.

(f) Proxies must be filed with the Inspectors not later than 12:00 o'clock noon, local time of the place of the meeting, on the date prior to the date of the meeting as shown in the notice thereof; and no proxy may be revoked after the foregoing deadline for filing proxies.

(g) The Board of Directors shall, by resolution from time to time, adopt procedures which will reasonably assure the secrecy of member's ballots.

**Sec. 5.** For the purpose of an election or the transacting of other business, a quorum shall consist of that number of eligible members present in person, or by proxy or ballot as the case may be, equal to one-eighth of the total number of eligible members, but in no event shall a quorum consist of less than one hundred (100) votes.

**Sec. 6.** At least fifty (50) days prior to a meeting, the President, with the approval of the Board of Directors, shall appoint three (3) or more Inspectors of Election, none of whom may be an Officer, Director or Employee of the Association, who shall hear all complaints concerning the status of any person as an eligible member and certify its decision as to such status, which decision shall be final and binding on all persons. In addition, the Inspectors shall tabulate and determine the validity of all proxies, count all ballots cast by mail and in person as to each question and office, shall certify the result of such counts, and shall perform such other duties as may be provided by law. Each Inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of Inspector with strict impartiality and according to the best of his or her ability.

**Sec. 7.** Prior to the time for mailing of sending official ballots to eligible members as provided for in Article IV, Sec. 4, hereof, the President, with the approval of the Board, shall appoint a Proxy Committee of three eligible members and two (2) alternates who shall also be eligible members. No proxy shall be valid after ninety (90) days from the date of its execution.

## ARTICLE V Directors

**Sec. 3.** (a) Each Director shall be nominated by petition, signed by twenty (20) active members residing in the District on which his or her eligibility is based under the provisions of Sec. 1 of this Article.

(b) Nominations for President shall be by petition signed by any thirty (30) active members of the Association.



(c) All nominations for Director or President must be received at the office of the Executive Secretary of the Association not later than sixty-five (65) days in advance of the date of commencement of the annual meeting as shown in the notice thereof.

(d) A list containing the names and addresses of all eligible members shall be ~~mailed-sent~~ to each nominee for Director and President as soon after the record date as the same can be prepared ~~for mailing~~.

**Sec. 4.** Regular meetings of the Board of Directors shall be held immediately preceding and following the annual meeting of the members and at such other times as the Board of Directors may determine. No notice of regular meetings of the Board of Directors is necessary, except that the Executive Secretary and the President shall determine the time and place of the meeting to be held immediately preceding the annual meeting of the members, written notice of the time and place of which shall be given to each Director by the Executive Secretary at least ten (10) days prior to the date of such meeting.

**Sec. 5.** Special meetings of the Board of Directors may be, and upon request of five (5) Directors shall be, called by the President, by causing to be ~~mailed-sent by mail, or any authorized communications equipment permitted under the laws of the State of Ohio~~, a notice thereof at least ten (10) days prior to the date of such meeting. At all meetings of the Board of Directors a majority of the whole Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn such a meeting from time to time without further notice.

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## National All-Jersey Inc.

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Members of National All-Jersey Inc.:

The following amendment to the National All-Jersey Inc. (NAJ) Constitution is being presented for your consideration at this year's NAJ Annual Meeting. The amendment would allow delivery of official communications electronically in the future.

Following, we discuss the reasons for proposing the amendment to the Constitution. The exact wording of the amendment, developed with the advice and assistance of our legal counsel, is provided on the enclosed Information Statement.

### ***NAJ PROPOSED AMENDMENT***

Notices of meetings and membership voting are defined in Article II, Section 3 and Article IV, Section 5(b) of the National All-Jersey Inc. Constitution. Currently, eligible members must be notified of meetings and provided voting information by first class mail. With changes in technology over time, these processes have become almost obsolete. Therefore, the proposed amendment, if approved, will allow for information of any official communications to be distributed by mail, or any authorized electronic communication equipment permitted under the laws of the State of Ohio.

Article IV, Section 8 of the Constitution defines certain processes and notices to the Board of Directors must be mailed. The proposed amendment, if approved, will allow for distribution of official communication to be sent by mail, or by any authorized communications equipment permitted under the laws of the State of Ohio to directors.

The proposed language that shall be adopted if NAJ's proposed Amendment is approved is attached hereto as Exhibit A.

### **RECOMMENDATION**

The proposed Amendment was unanimously approved by the National All-Jersey, Inc., Board of Directors at the March 2019 meeting and have been approved by the American Jersey Cattle Association Board of Directors. If the Amendment is approved, the changes would become effective after the NAJ Annual Meeting on June 27, 2019.

### ***SUBMITTING YOUR VOTE***

Amendments to the Constitution require an affirmative vote of two-thirds majority of the voting members represented in person or by proxy at an annual or special meeting. You can vote on the proposed amendment either in person at the NAJ Annual Meeting on June 27, 2019, in Saratoga Springs, New York, or by proxy, which is enclosed. This will assist the Proxy Committee in tabulating the results during the Annual Meeting.



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***Exhibit A: NAJ Constitution with Proposed Amendment***

**Constitution of National All-Jersey Inc.**

**ARTICLE II**

**Meetings**

**1. ANNUAL MEETING:** The annual meeting of Voting Members for the election of directors, and for the transaction of such other business as may come before the meeting, shall be held during the month of June at such place within or without the State of Ohio and on such date and at such hour as the Board of Directors shall designate.

**2. SPECIAL MEETINGS:** The President or the Board of Directors may call, and the President, at the written request of at least one-half of the Voting Members shall call, a special meeting of Voting Members.

Such meetings shall be held in the City of Columbus, Ohio or at such other places in or outside the State of Ohio as the President or Board of Directors shall designate.

**3. NOTICE OF MEETINGS:** Notice of the place and time of each meeting of the Voting Members stating the matters to be acted upon at such meeting shall be given to each Voting Member by personal delivery, mail, electronic mail, telecopy, or any other authorized communication equipment (as that term is defined in Ohio Revised Code 1702.01(Q))~~first class mail~~ not less than thirty ~~nor~~ more than sixty days before the meeting.

**4. QUORUM:** At all meetings one-tenth of the Voting Members as reflected by the membership records of the Corporation on the record date shall constitute a quorum.

**5. PROXIES:** Voting Members may vote in person or by proxy. Proxies may be voted by Voting Members of the Corporation only and must have been executed within sixty days of the date of the meeting.

**ARTICLE IV**

**5. ELECTION:**

(a) The members of the Board of Directors will be designated as follows:

Director #1 from District 1

Director #2 from District 2

Director #3 from District 3

Director #4 from District 4

Director #5 from District 5

Director #6 at-large

Director #7 at-large

Director #8 at-large

Director #9 President, American Jersey Cattle Association

District directors shall be nominated and elected by the Voting Members of the Corporation residing in the district from which a director is to serve. Partnerships, corporations and similar entities shall be considered to reside in the district in which their principal business office is located. Directors-at-large shall be appointed by the American Jersey Cattle Association Board of Directors.

(b) Nominations for district directors shall be made by written petition signed by ten or more Voting Members, and shall be filed with the Executive Secretary of the Corporation not less than sixty days prior to the annual meeting. The Executive Secretary shall, at least thirty days prior to the annual meeting, ~~mail~~ send to each Voting Member of a district from which a director is to be elected a ballot and a list of all candidates thus nominated, their places of residence and the signers of the nominating petitions, with the name of the director whose term is expiring and his/her place of residence.

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**National All-Jersey Inc.**

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(c) Each director shall be elected by a plurality of the votes cast by all Voting Members. In the case of a tie, the winner shall be determined by drawing lots.

- 8. NOTICE OF MEETINGS:** Written notice stating the place, date, and time of any meeting of directors shall be given by the Executive Secretary to each director not less than ten days before the date of the meeting. The notice may be delivered by first class mail, ~~or~~ facsimile transmission, **or any authorized communications equipment. ~~The~~ If mailed, the** notice shall be deemed to be given if mailed or otherwise sent or delivered to the director at his or her address as it appears on the records of the Corporation or if evidence of receipt is received by the Corporation. **If sent by means of authorized communications equipment, that notice shall be deemed to be given if sent to the address furnished by the director for transmissions by authorized communications equipment.** The notice need not specify the purpose of the meeting.