

BALLOT

Proposed Rule and Bylaw Amendments Passed by the Board of Trustees to be Voted upon by the Membership

In order for your mail ballot to be counted, it must be marked, inserted, and sealed in the "Ballot For Amendment" envelope. That envelope must then be signed by the voter where designated and mailed to the Chairman of the Tellers office in the envelope provided. The ballot must reach the Chairman of the Tellers office on or before January 8, 2014.

BYLAW AMENDMENT NO. 1

~~YES~~ YES ~~NO~~ NO

Replace with the underlined in American Simmental Association ByLaws Section 2.
Rules Governing Membership. H. Charges Against Nonmembers – last sentence of the second paragraph

... And if such person or persons do not appear before the Executive Committee or such special committee in response to said notice, or in case such person or persons do appear and do not show any sufficient or satisfactory cause or make a satisfactory explanation of the offense charged against said person or persons and it shall satisfactorily appear that said charges are sustained, said person or persons shall be denied all privileges in the Association, and in any case whenever in the judgment of the Executive Committee the best interests of the Association require it, any person, firm, corporation or association not a member of the Association may be denied all the privileges of the Association pending the hearing upon said charges before the Executive Committee.

YES... (For the ByLaw)

NO... (Against the ByLaw)

PASSED

BYLAW AMENDMENT NO. 2

Add the underlined to American Simmental Association ByLaw Section 2.
Rules Governing Membership. N. Authorization:

~~YES~~ YES ~~NO~~ NO

Legal partnerships, corporations and individual memberships shall specify the primary membership representative and any additional membership representative(s) who shall be authorized to vote or act in the membership's behalf at any meeting of the Association or to sign registration and transfer applications. The primary membership representative shall be recognized as the authoritative person in all actions taken by that membership. Each membership will be assigned a user name and password to allow the membership to transact business with the Association electronically. The membership's username, password and primary email address will also serve as the authenticated electronic identification of the membership for the purposes of electronic voting.


In the event a membership wishes to terminate or change the primary or additional membership representative(s), the primary membership representative must notify the Association of the termination or change.

Any signature required by the Rules or the Bylaws of the Association may be satisfied by either a signature in writing or an electronic signature as provided in the Montana Uniform Electronic Transactions Act or the Montana Nonprofit Corporation Act.

Add or replace with the underlined in American Simmental Association ByLaws Section 4. Officers and Trustees B.
Duties of Trustees:

1. The Board of Trustees shall have the power and authority to make, amend, repeal and enforce such rules and regulations not contrary to law or the Certificate of Incorporation or these ByLaws as they may deem expedient concerning the conduct, management and activities of the Association, the fixing and collecting of dues and fees, regulations regarding registration, the expenditure of money, the auditing of books and records, the awarding of performance and progeny test awards and other details relating to the general purposes of the Association.
2. Trustees shall be nominated and elected by written or electronic ballot as authorized by the Montana Nonprofit Corporation Act according to the following plan. The United States shall be divided into four (4) geographical areas – the Eastern Area, the North Central Area, the South Central Area, and the Western Area; from these geographical areas shall be elected, annually, four (4) Trustees in accordance with paragraph 3 of this section. At no time shall more than two (2) members of the Board of Trustees reside in any one (1) state. In order to be elected or remain in office, the Trustee's primary residence must be located within the geographical area from which the Trustee was elected or seeks election.

In the event that more than two Trustees shall be elected from any one area in one year, the two Trustees receiving the highest number of votes shall serve three-year terms. Any other Trustees elected shall serve an initial two-year term.

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At least one hundred twenty (120) days prior to the Annual Meeting, the Executive Vice President shall **deliver** to the Active members of each geographical area a notice of the Board's nomination for his area with a request that the members nominate additional nominees, if they so desire. Such member nominations **must be returned to** the Chairman of the Tellers designated by the American Simmental Association no later than ninety (90) days prior to the Annual Meeting in order to be counted. In order that any additional nominee be eligible to be placed on the election ballot, he **or she** must receive at least ten (10) write-in nominations. The nominee receiving the most nominations from the members shall be contacted by the Executive Vice President, informed of his **or her** nomination and placed upon the election ballot. Should this nominee elect not to be placed upon the ballot, he **or she** shall inform the Executive Vice President of that decision at that time. The nominee receiving the next highest number of nomination votes shall then be contacted in the same manner as set forth herein with the same right of withdrawal; however, in the event that four (4) eligible nominees in each area who received the highest number of write-in nominations elect not to be candidates, there will be no additional nominees on the ballot and the name of the Board of Trustees' nominee(s) will be declared elected by acclamation, and no election ballots will be **delivered** in that area.

A tie vote will be broken by the chairman of the tellers drawing one (1) of the names from the lot and the name so drawn shall be declared the nominee.

No less than sixty (60) days prior to the Annual Meeting, the Executive Vice President shall **deliver** ballots to each Active member in each geographical area. This ballot shall include the Trustee nominees of the Board with an equivalent number which were nominated by the members. All ballots must be **returned to** the Chairman of the Tellers designated by the American Simmental Association not less than thirty (30) days prior to the Annual Meeting in order to be valid and counted.

The nominees receiving the most membership votes for the places to be filled in each geographical area shall be elected and shall be installed at the ensuing membership meeting. A tie vote will be broken by the chairman of the tellers drawing one (1) of the names from the lot and the name so drawn shall be declared the Trustee. The Executive Vice President shall canvass these returns, and any appeal from his decision shall be directed to the Board of Trustees.

Add or replace with the underlined in American Simmental Association ByLaws Section 6.

Meetings A. Membership Meetings:

1. An Annual Membership Meeting shall be held once in every fiscal year with a maximum time of eighteen (18) months between meetings. The time and place shall be designated by the Board of Trustees. **The Association will provide notice of the Annual Membership Meeting to** all Active members at least thirty (30) days prior to such meeting. Special business shall be mentioned in the notice of the meeting.
2. A quorum for an Annual Membership Meeting shall consist of the Active members, in good standing, present.
3. Standard parliamentary procedure will be followed at all meetings of the Association membership and at all meetings of the Board of Trustees.
4. Special Membership Meetings may be held at the discretion of the Board of Trustees. **The Association will provide notice of any Special Membership Meeting to** all members at least thirty (30) days prior to the meeting date. The special business shall be mentioned in the notice of the meeting and no other business shall be transacted.
5. Only Active Members who are in good standing and whose memberships are paid up are entitled to vote at any Association meeting.
6. Active members may vote for proposed amendments to the Rules and ByLaws **in person**, by mail **or by electronic ballot**. The proposed amendments shall be **delivered** to every active member **as follows:**

a. Mailing: The proposed amendments shall be mailed to the member with the words "Yes" and "No" printed underneath with directions to return in an enclosed envelope, upon which will be printed the words "Ballot for Amendment." The envelope shall have the signature of the voter and his ASA number on it and be sealed and enclosed in another envelope addressed to **the** Chairman of the Tellers as designated by the American Simmental Association. The envelopes must be received in the Teller's office no less than ten (10) days prior to the date of the annual meeting; **or**

b. Electronic Ballot: If a member consents to the receipt of an electronic ballot, the proposed amendments shall be delivered to the member utilizing the member's authenticated electronic identification in a manner which allows the member to vote "Yes" or "No" and which will create an electronic or digital record of the member's vote.

Amendments to the proposed ByLaw or Rule amendment from the floor not changing the intent (e.g. grammar, spelling, etc.) or a motion to table may be voted on by those Active Members present at the Annual Meeting but will require a two-thirds vote for passage.

YES...(For the ByLaw)

NO...(Against the ByLaw)