



U.S. Registered Holsteins
FOR MAXIMUM PROFIT



HOLSTEIN ASSOCIATION USA, INC.
1 Holstein Place, PO Box 808
Brattleboro, VT 05302-0808

NOTICE 130th Annual Meeting • Holstein Association USA, Inc. • June 25-26, 2015

PRSR FIRST CLASS
U.S. POSTAGE PAID
PUTNEY VT
PERMIT NO 1



NOTICE
130th Annual Meeting
Holstein Association USA, Inc.
June 25-26, 2015

**TO THE MEMBERS OF
HOLSTEIN ASSOCIATION USA, INC.**

You are hereby notified that the 130th Annual Meeting of Holstein Association USA, Inc., will be held June 25-26, 2015, during the National Holstein Convention at the Pheasant Run Resort, 4051 East Main Street, St. Charles, Illinois 60174, commencing at 9 a.m., June 25, 2015, local time. The purpose of the meeting is to elect directors and officers and to transact any other business that may properly come before the organization.

PROPOSED AMENDMENTS TO THE CONSTITUTION AND BYLAWS

(Text to be deleted is ~~struck out~~. Text to be added is in **bold** type and underlined.)

A1. PROPOSAL TO AMEND THE CONSTITUTION

by President Glen E. Brown on behalf of the Board of Directors

COMMENT: This amendment to the Constitution and the following amendment to the Bylaws remove the requirement that the Annual Meeting must be held in June or July every year, providing the needed flexibility to move the dates of the Annual Meeting if the Board feels that would increase attendance. The Bylaw amendment also adds the requirement that Annual Meetings must be scheduled at least six months apart, ensuring that no two Annual Meetings would be scheduled too close together. These amendments would not affect any upcoming Annual Meetings for which dates and locations have already been approved.

CONSTITUTION

ARTICLE III

The Annual ~~Convention or~~ Meeting shall be held at any time ~~during the months of June and July~~ each year, and at such place within the United States as shall be determined by the Association in the manner prescribed by its Bylaws. (Remaining text in Article III unchanged)

A2. PROPOSAL TO AMEND THE BYLAWS

by President Glen E. Brown on behalf of the Board of Directors

Time and Place of Annual ~~Convention~~ Meeting *ART. III, SEC. 5.*

The Annual ~~Convention or~~ Meeting is held at any time ~~during the months of June and July~~ each year at least six months after the conclusion of the previous Annual Meeting at a date and location approved by the Board of Directors.

B. PROPOSAL TO AMEND THE BYLAWS

by President Glen E. Brown on behalf of the Board of Directors

COMMENT: The decreasing number of dairy farms results in fewer Annual Meeting delegates allowed from each district. This amendment will increase the number of delegates allowed to serve, hopefully increasing member representation at the Annual Meeting. If approved, this amendment would take effect for delegate elections in 2016 for the 2017 Annual Meeting.

ARTICLE III MEETINGS

Election Districts and Delegates *ART. III, SEC. 6.*

The 48 states of the United States admitted to the Union prior to January 1, 1958 each constitute a single election district. Alaska, Hawaii, Washington D.C., and Puerto Rico together constitute a single special election district. Each election district is entitled to one delegate and one additional delegate for every ~~150~~ 100 active members or major fraction thereof residing in said district as indicated by the lists of active members in the office of the Association on May 1 of each preceding year. (Remaining text in Article III unchanged)

C. PROPOSAL TO AMEND THE BYLAWS

by President Glen E. Brown on behalf of the Board of Directors

COMMENT: To further the cause of having more delegates eligible to do the business of the Association, this amendment would allow someone to be appointed to fill a seat for another state in the same governance region.

Committee on Elections *ART. III, SEC. 9.*

The President appoints a Committee on Elections consisting of three members. It is the duty of the committee to audit the preliminary roll of the Annual Meeting. Those receiving the highest number of votes in each district are declared elected. In case of a tie vote in any district, the Committee breaks the tie by random drawing.

If the number of delegates representing a district is less than the number of delegates allowed for that district, the Committee fills vacant positions for that district by selecting nominated delegates from other districts in the same governance region. To do so, the Committee ranks all unelected nominees in each governance region by total votes, breaking ties as necessary. The candidate with the highest number of votes is declared elected to fill the vacant position within the same governance region.

After all ties are broken, After this process is completed, this the Committee submits a preliminary roll to the Executive Secretary. Each member of the Committee is reimbursed for reasonable expenses, consistent with Board policy.

NOTE: The following changes are just "housekeeping."

- (a) The Executive Secretary sends notice of election to all those who appear on the preliminary roll. If an elected delegate does not intend to be present at the Annual Meeting, the delegate candidate standing next highest on the preliminary roll will serve. Such procedure is repeated as necessary.

Committee on Credentials and Permanent Membership *ART. III, SEC. 10*

When the Annual ~~Convention~~ or Meeting assembles, a Committee on Credentials and Permanent Membership is appointed, to consider the report of the Committee on Elections, to receive credentials from elected delegates and to prepare a permanent membership roll for the ~~Convention~~ or Annual Meeting.

- (a) The Executive Secretary transmits to the ~~Convention~~ or Annual Meeting, and to the Committee on Credentials and Permanent Membership immediately upon at its meeting immediately prior to the in Annual ~~Convention~~ Meeting, the report of the Committee on Elections ~~appointed by the President~~. The list of delegates prepared by the Committee on Credentials and Permanent Membership, and approved by the ~~Convention~~ or Annual Meeting, constitutes the official list of delegates until the next Annual Meeting or Convention.

(the current ART. III, SEC. 10 and SEC. 11 will be renumbered as SEC. 11 and SEC. 12 respectively)

D. BOARD OF DIRECTORS COMPENSATION

The delegates will be asked to consider a proposal by President Glen E. Brown on behalf of the Board of Directors to increase the per diem allowance for Board members from one hundred fifty dollars (\$150) to three hundred dollars (\$300) and for the President and Vice President to four hundred fifty dollars (\$450), to take effect at the November 2015 Board of Directors meeting.

