

Sec. 6. If a Director, during his or her term of office, shall cease to be qualified as a Director in accordance with Sec. 1 (b) of this Article, a vacancy shall occur; and if a Director shall fail to attend fifty percent of the regular and special meetings, in any year of his or her term the Board of Directors may, after notice in writing to such Director and affording the Director an opportunity to be heard on the question, remove the Director from office and declare a vacancy.

Sec. 7. Except as may be otherwise provided herein from time to time, the Board of Directors may take any action by a majority vote of those present at a meeting at which a quorum is present. Participation at meetings may be by means of any communications equipment if all Directors participating can hear each other. The Board of Directors may also, by the affirmative written vote or approval of all the Directors in office, take any action which it might take at a meeting. The President shall be entitled to vote on all matters presented to the Board of Directors.

Sec. 8. The remaining Directors may, by the vote of a majority of their number, appoint a member to fill any vacancy in the Board of Directors and the office of President until the next annual meeting; provided that, if a vacancy occurs after the deadline for nominations provided in Sec. 3 of this Article, then the appointee shall serve until the second successive annual meeting after the vacancy occurs. The appointee shall take office immediately upon his or her appointment. At the next annual meeting any such vacancy filled by the vote of the Directors shall be permanently filled for the unexpired term by ballot of the eligible members.

Sec. 9. In the event that a nominee for Director or President shall die, withdraw, or otherwise be unavailable for election between the date by which nominations must be made and the date of the election, then, in the event that no other nominee receives a plurality of the votes cast by all eligible members, a vacancy shall be considered to have occurred entitling the Directors to fill such vacancy in accordance with the provisions of Sec. 8, of this Article V.

Sec. 10. The Board of Directors shall establish an Executive Committee, consisting of the President, the Vice President and three (3) other Directors nominated by the President and approved by the Board. Meetings of the Executive Committee shall be called by the President when, in the President's judgment, the business of the Association requires them. The Executive Committee shall possess and exercise all the powers of the Board of Directors to the full extent permitted by law, and shall report to the Board all actions taken by it. The Board of Directors may establish such other committees, consisting of not less than three (3) Directors nominated by the President, as the President considers desirable and, to the extent permitted by law, may delegate to such committees any of its authority.

Sec. 11. A majority of the members of any committee of Directors shall constitute a quorum for the transaction of business and a committee may take any action at a meeting by a majority vote of the full committee or in a writing signed by a majority of the members of the committee. Participation at meetings of committees may be by means of any communications equipment if all the committee members participating can hear each other.

Sec. 12. Members of the Board of Directors and of committees of the Association shall be reimbursed for their actual, reasonable expenses incurred in attending meetings or other functions authorized by the Board of Directors or Executive Committee.

**ARTICLE VI
Officers**

Sec. 1. It shall be the duty of the President to maintain a general oversight of the affairs of the Association, to report to the annual meeting, and to make such recommendations to the Association as he or she may deem advisable.

Sec. 2. At the first meeting of the Board of Directors held after the annual meeting of members, one of the Directors shall be elected Vice President by the Board of Directors to serve for a term of one year. The Vice President shall perform the duties of the President in the absence of the President from the country or from any meeting of the Association or Board of Directors, or in case of the inability of the President to act for any reason whatsoever, until such absence or inability to act has terminated.

Sec. 3. An Executive Secretary shall be appointed by the Board of Directors to serve at the pleasure of the Board. He or she shall receive such compensation as the Board of Directors shall from time to time determine. The Executive Secretary shall keep, or cause to be kept, minutes of the meetings of the Association, of the Board of Directors and of the Executive Committee. He or she shall be the custodian of the corporate seal and of all Association records. He or she shall cause to be sent all official notices required by law, the Constitution, Bylaws, or Rules and Regulations of the Association. He or she shall have charge of the property of the Association and, in the performance of his or her duties, he or she shall at all times be responsible to the President and the Board of Directors. He or she shall give a surety bond, written by a corporate surety approved by the Board of Directors, for the faithful performance of his or her duties, the expense of which bond shall be borne by the Association.

Sec. 4. An Assistant Secretary may be nominated by the Executive Secretary and appointed by the Board of Directors to serve at the pleasure of the Board. In the event of inability of the Executive Secretary to serve for any reason, such Assistant Secretary shall perform all the duties of the Executive Secretary for such period of inability to serve of the Executive Secretary and, in addition thereto, such Assistant Secretary shall perform such other duties as may from time to time be assigned by the Executive Secretary.

Sec. 5. A Treasurer shall be nominated by the Executive Secretary and appointed by the Board of Directors to serve at the pleasure of the Board. He or she shall receive such compensation as the Executive Secretary with approval of the Board may from time to time determine. The Treasurer shall have the custody of all real estate monies and securities of the Association, subject to the direction and control of the Executive Secretary. He or she shall invest the Association's funds as authorized by the Board of Directors. The Treasurer shall see that the property and liabilities of the Association are fully protected by insurance, the amount thereof to be approved by the Board of Directors. He or she shall deposit the

Association's funds and securities with such depositories and custodians as the Board of Directors may from time to time designate. He or she shall prepare or cause to be prepared by a reputable firm of certified public accountants approved by the Board of Directors, financial statements of the Association including, without limitation of the generality of the foregoing, a statement of receipts and disbursements and a balance sheet. He or she shall perform such other duties as the Board of Directors or the Executive Secretary may prescribe and at all times shall be responsible to the President, the Board of Directors and the Executive Secretary. The Treasurer shall give a surety bond, written by a corporate surety approved by the Board of Directors, for the faithful performance of his or her duties, the expense of which bond shall be borne by the Association.

Sec. 6. An Assistant Treasurer may be nominated by the Executive Secretary and appointed by the Board of Directors to serve at the pleasure of the Board. The Assistant Treasurer may countersign all checks and other orders for the payment of monies of the Association and shall assist the Treasurer in the duties of his or her office generally, and perform such other duties as may be required of him or her by the Treasurer. He or she shall give a surety bond, written by a corporate surety approved by the Board of Directors, for the faithful performance of his or her duties, the expense of which bond shall be borne by the Association.

**ARTICLE VII
Debts**

Sec. 1. No Officer, Employee, Agent, or Member of the Association shall contract any debt in the name of the Association, unless authorized to do so by the Board of Directors.

**ARTICLE VIII
Limitation of Responsibility**

Sec. 1. It shall not be the responsibility of this Association to enforce any contract or agreement between buyers and sellers of Jersey cattle.

**ARTICLE IX
Indemnification**

Sec. 1. The Association shall indemnify any person (hereinafter referred to as an "Eligible 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, by reason of the fact that he or she is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director, Officer, Partner, Trustee or other fiduciary of another corporation, association, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such Eligible Person in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by the Nonprofit Corporation Law of the State of Ohio. Such indemnification, unless ordered by a court, shall be made as authorized in a specific case upon a determination that indemnification of the Eligible Person is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the Nonprofit Corporation Law. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not, and are not, parties to, or threatened with, any such action, suit or proceeding, or (2) or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel meeting the requirements of independence prescribed by the Nonprofit Corporation Law, or (3) by the members, or (4) by the Court of Common Pleas or the court in which such action, suit or proceeding was brought.

Sec. 2. The right to indemnification under this Article IX shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification by the Constitution, any agreement, vote of members or disinterested Directors, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, Partner, Trustee or other fiduciary and shall inure to the benefit of the heirs, executors and administrators of such person.

Sec. 3. To the extent permitted by the Nonprofit Corporation Law, the Association shall pay expenses on behalf of an Eligible Person, including reasonable attorneys' fees, incurred in defending any action, suit or proceeding referred to in this Article IX, in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized in this Article IX.

Sec. 4. For the purpose of this Article IX: the Association shall be deemed to have requested a person to serve as a fiduciary of an employee benefit plan if the performance of his or her duties to the Association involves services with respect to the plan; excise taxes imposed on a person with respect to an employee benefit plan shall be considered fines; and action taken by a person with respect to an employee benefit plan in the performance of his or her duties and reasonably believed to be in the best interest of participants and beneficiaries of the plan shall be deemed to be not opposed to the best interests of the Association.

**ARTICLE X
Amending the Constitution**

Sec. 1. This Constitution may be amended by an affirmative vote of three-fourths of the eligible members of the Association voting at an annual or special meeting, provided that the proposition to amend shall first have been slated in the notice of the meeting; the Constitution may also be amended by written consent of three-fourths of the active members of the Association whose consents are received at the principal office of the Association within thirty (30) days after a proposition to amend has been sent to such members by ordinary mail.

ASSOCIATE MEMBERSHIP IN THE AMERICAN JERSEY CATTLE ASSOCIATION

Who Is Eligible To Join

Any person who is interested in improving the Jersey breed may apply for membership.



APPLICATION FOR ASSOCIATE MEMBERSHIP

To The Board of Directors of the American Jersey Cattle Association:

I am acquainted with the rules governing membership of the American Jersey Cattle Association and hereby submit this application with the lifetime initiation fee of one-hundred dollars (\$100.00). I understand there are no annual dues, my membership privileges may not be transferred to any other person, membership ceases with death, and as an Associate member I am not entitled to vote or hold office in the Association.

I have read the Constitution of the American Jersey Cattle Association (*printed inside*) and agree to be bound by this Constitution.

PRINT NAME OF APPLICANT

SIGNATURE OF APPLICANT OR AUTHORIZED REPRESENTATIVE

MAILING ADDRESS

CITY

STATE

ZIP CODE

AREA CODE/PHONE NUMBER

EMAIL AND/OR OTHER CONTACT INFORMATION

DATE OF APPLICATION

AMERICAN JERSEY CATTLE ASSOCIATION
6486 E. MAIN STREET, REYNOLDSBURG, OHIO 43068-2362

Constitution of The American Jersey Cattle Association

Effective August 1, 2004

ARTICLE I

Purposes

Sec. 1. The purposes of the American Jersey Cattle Association, an association of Jersey breeders, are to improve and promote the breed of Jersey cattle in the United States and to maintain such records and activities as the Association deems necessary or conducive to the best interests of the breeders of Jersey cattle.

ARTICLE II

Membership

Sec. 1. The Association shall have five (5) classes of members. The designation of such classes and the qualifications for membership of such classes shall be as follows:

(a) *Active members.* A natural person who is an owner of one or more registered Jersey cattle and who has registered or had transferred to his or her ownership a Jersey animal within two (2) years immediately preceding the filing of his or her application for membership may be elected to active membership.

(b) *Inactive members.* An active member who does not register or have transferred to his or her ownership a Jersey animal for a period of two (2) years shall automatically become an inactive member. An inactive member shall again become an active member automatically upon registering or having transferred to his or her ownership a Jersey animal.

(c) *Honorary members.* The Board of Directors, upon the nomination of any Director and by unanimous vote of its members, may elect such persons as honorary members whose election, in its judgment, will enhance the efficiency, fortify the standing, or extend the usefulness of the Association. Such honorary members shall not be required to pay any initiation fee and shall neither be entitled to any vote, to members' rates for registration, nor to hold office in the Association.

(d) *Junior members.* The Board of Directors may establish such conditions and qualifications for junior members as it may determine from time to time.

(e) *Associate members.* A natural person, who does not own Jersey cattle but has exhibited an interest in the Jersey breed, may be elected to associate membership by the Board of Directors. An associate member shall not be entitled to vote or hold office in the Association.

Sec. 2. (a) Any person who is qualified for active membership may be elected an active member by the Board of Directors upon written application in the form prescribed by the Board of Directors. No person shall become an active member until he or she shall have paid an initiation fee as determined by the Board of Directors and signed a statement agreeing to be bound by this Constitution, Bylaws, and Rules and Regulations of the Association.

(b) Before membership is granted, an applicant for membership shall select an appropriate prefix name for the naming of Jersey cattle bred by such applicant.

Sec. 3. All interest and privileges of a member in the Association shall cease with his or her death, resignation, or expulsion; provided, however, the legal representative of any deceased member may, within one year from the date of death of such member, register in the name of the deceased member's estate or a farm or business entity owned by such estate Jersey animals owned by such estate, at member's rates.

Sec. 4. A member of the Association in good standing may resign from membership by giving to the Executive Secretary a notice in writing.

Sec. 5. Any member, and at the discretion of the Board of Directors or the Executive Committee any non-member (either a natural person, a farm or a business entity approved by the Board of Directors), may register or record change of ownership of Jersey animals or otherwise avail himself, herself, or itself of the privileges of the Association. Every member, and every non-member making application for registration or transfer of a Jersey animal or otherwise in any way whatsoever availing himself, herself, or itself of any of the privileges of the Association, shall be considered to have subjected himself, herself, or itself completely and without reservation to the terms, provisions, conditions and restrictions of the Constitution, Bylaws, and Rules and Regulations of the Association.

ARTICLE III

Duties of Members and Non-Members

Sec. 1. Any person, including any individual, corporation, partnership, association or other entity, and including any member or non-member of the Association:

(a) who violates the Constitution, Bylaws, or Rules and Regulations of the Association;

(b) whose practices in the breeding of Jersey cattle, maintaining herd records, or supplying information to the Association are such as to impair the reliability of the Association's records;

(c) who holds or manages a public sale of Jersey cattle or consigns Jersey cattle to, or purchase Jersey cattle at, such a sale and who violates the procedures and practices prescribed by the Bylaws or Rules and Regulations or by the Board of Directors with respect to such sale;

(d) who violates any public law relating to the pedigree, registration or transfer of purebred animals;

(e) who fails to cooperate with the Executive Secretary or other representatives of the Association in the course of an investigation or proceeding hereunder or fails to answer, completely, truthfully and in a timely manner, all requests for information received from the Executive Secretary or other representatives of the Association; or

(f) whose conduct may otherwise endanger the good order, welfare or credit of the Association; shall be deemed to have breached a duty owing to the Association and may be censured, suspended or expelled from membership in the Association, and denied

privileges of the Association including, without limitation, the privilege of registering and recording change in ownership of Jersey cattle on the records of the Association. Any sanctions authorized by this Sec. 1 may be imposed subject to terms and conditions deemed appropriate by the Executive Committee or the Board of Directors.

Sec. 2. The Executive Secretary shall investigate all complaints or other information received by the Association concerning the conduct or activities of any person, or the record of any animal, that in the opinion of the Executive Secretary may involve a breach of duty described in Sec. 1 hereof. If the Executive Secretary concludes that the results of the investigation should receive further consideration, the Executive Secretary shall prepare a formal statement of charges describing the breach of duty and shall forward the statement of charges to the President, or in the event of the absence or inability of the President, the Vice President.

Sec. 3. (a) If the President or Vice President determines, in his or her sole discretion, that the Executive Committee should consider the charges, he or she shall order a hearing on the charges before the Executive Committee. Hearings shall be held at a time and place determined by the President or Vice President. Notice of the time and place of any hearing shall be given by the Executive Secretary not less than thirty days prior to the date set for the hearing to each person charged with a breach of duty. The notice shall be accompanied by the statement of charges signed by the Executive Secretary, a copy of the Constitution and Bylaws of the Association, and any procedural rules adopted by the Board of Directors. Copies of the notice and statement of charges shall be mailed to each Director.

(b) Hearings shall be conducted in accordance with rules of procedure adopted by the Board of Directors. Any person entitled to notice of a hearing and, in the discretion of the President or Vice President, any other person having an interest in the matter, shall have the right to appear at the hearing in person, to be represented by counsel, and to give testimony and offer witnesses, affidavits, documents and other evidence. The Executive Secretary shall have the burden of proving the charges by a preponderance of the evidence.

(c) As soon as practicable following a hearing, the Executive Committee shall render its decision on the charges and shall impose any sanctions, and take any such other action, as it may deem appropriate, or the Executive Committee may dismiss the charges or order a further investigation and rehearing. The findings of fact and decision of the Executive Committee shall be reduced to writing, and the Executive Secretary shall promptly give notice of the Executive Committee's decision to each person who was entitled to notice of the hearing and to each Director.

Sec. 4. (a) Any decision of the Executive Committee may be appealed to the Board of Directors by any person who appeared and participated in the hearing including the Executive Secretary. The Board of Directors may hear and decide the appeal or may appoint a special committee of Directors to hear and decide the appeal. Written notice of an appeal must be mailed, postage prepaid, by certified mail, return receipt requested, to the Executive Secretary within thirty days after the date notice of the decision was mailed by the Executive Secretary.

(b) Hearings on appeal shall be held at a time and place determined by the President or Vice President. Not less than thirty (30) days prior to the date of the hearing on appeal, the Executive Secretary shall give notice of the time and place of the hearing to each Director and to any person who was entitled to notice of the hearing.

(c) The appeal shall be decided on the basis of the record of the Executive Committee proceedings and the arguments of the parties who participated in the hearing. No additional testimony or other evidence shall be introduced or received in connection with the appeal.

(d) As soon as practicable after the conclusion of the hearing on appeal, the Board of Directors or special committee shall render a decision on the issues presented by the appeal. The Board of Directors or special committee may affirm, reverse or modify any decision of the Executive Committee, including reducing or increasing any sanctions imposed, or other actions taken, by the Executive Committee, or may order a rehearing. The decision of the Board of Directors or special committee shall be reduced to writing, and the Executive Secretary shall promptly give notice of the decision to all parties who participated in the appeal.

Sec. 5. All decisions of the Executive Committee and of the Board of Directors or special committee to impose sanctions on any person shall be taken by the affirmative vote of a majority of all the members of the Executive Committee or of all the Directors in office or all the members of the special committee, as the case may be.

Sec. 6. Whenever, in the judgment of the Executive Secretary, the best interests of the Association so require, any or all privileges of any person, except the right of a member to vote and receive notice of meetings, may be suspended by the Executive Secretary with the written concurrence of the President or Vice President, or such privileges may be suspended by the Executive Committee, pending the results of any investigation or the final disposition of any charges of breach of duty to the Association.

Sec. 7. When any person has been denied privileges of the Association or censured, or suspended or expelled from membership, the fact thereof and the reasons for such action shall be publicly announced through publication in the *Jersey Journal* or other publication of the Association.

Sec. 8. Any notice permitted or required to be given by the Executive Secretary shall be deemed to be given when mailed, postage prepaid, by certified mail, return receipt requested, addressed to the person for whom it is intended at the address of such person in the files of the Association or at an address which the Executive Secretary has reason to believe will bring the notice to the attention of such person.

Sec. 9. The sole official record of all hearing and appeal proceedings shall be that produced in a manner approved by the Board of Directors. Copies of the record shall be made available to any party to the proceedings upon payment, in advance, of the reasonable costs thereof.

Sec. 10. Any provision of this Article III may be waived by any person, and such person shall not thereafter be entitled to claim the benefit or protection of such provision.

Sec. 11. Any action at law or in equity or other judicial proceeding instituted or prosecuted by a member or by an applicant for membership against the Association or by a member on behalf of, or in the right of, the Association, and any action against the Association by a non-member relating to registration or transfer of any animal or otherwise relating to privileges of the Association, shall be instituted and prosecuted only in the courts, Federal or state, within whose jurisdiction the principal office of the Association is located. Each such member, applicant for membership or non-member hereby waives the right to change of venue in any action at law or in equity or other judicial proceeding in which he or she is a party, whether plaintiff or defendant.

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 by first class mail, postage prepaid, to 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.

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 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, 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 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 shall 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 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 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. 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 the annual meeting 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.

(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 by any person other than himself or herself, and ballots marked 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 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 (100) hundred 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 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. 1. (a) The Board of Directors of the Association shall consist of the President and twelve (12) other Directors.

(b) Each Director including the President shall be an active member of the Association who is actively engaged in ownership or management of a recognizable Jersey herd. Each Director other than the President shall be a resident of the district, as defined in paragraph (c) of this Sec., from which he or she is elected, but not more than one of the twelve Directors other than the President shall be a resident of any one district.

(c) The territory covered by the Association shall be divided into twelve (12) districts to provide for equitable representation on the Board of Directors of all sections of the country, taking into account, without limitation, the number of active members, the population of registered animals served, and historical trends. The districts shall be defined by resolution adopted by the Board of Directors as provided in paragraph (e) of this Sec.

(d) The Board of Directors shall periodically review the districts to determine the need for redistricting. The Board may initiate such review at any time it determines, from information available to it or in response to requests from active members. Such a review shall, however, be made at least once every ten (10) years.

(e) The Board of Directors shall have the authority to change the composition of the districts as it may deem appropriate, but no such change shall change the number of districts or the number of Directors or have the effect of disqualifying any incumbent Director. Before any change by the Board of Directors shall become effective, it shall be reported to the membership at an annual meeting of the Association for review and comment. Any final action of the Board of Directors regarding such change, including any further changes it may make following that annual meeting, shall be reported at the next succeeding annual meeting and shall take effect at that annual meeting.

Sec. 2. (a) The President shall be elected at each annual meeting for a term of one (1) year and until a successor shall be elected. Four (4) other Directors shall be elected at each annual meeting for a term of three (3) years and until their successors shall be elected. The President and Directors shall take office immediately upon the conclusion of the annual meeting at which they are elected.

(b) The President and each Director shall be elected by a plurality of the votes cast by eligible members. In the case of a tie, the winner shall be determined by drawing lots.

(c) Each Director shall be eligible to serve for two (2) successive terms but a Director other than the President shall not thereafter be eligible for another term until one (1) year has elapsed after the termination of the Director's second, successive full term. A Director who, by appointment or election has filled out the unexpired term of a vacancy shall be eligible for election to serve two (2) successive, full three-year terms after the termination of such unexpired term.

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 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 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.