

Resolutions for the 2020 AHA Board Election

The American Hereford Association Board of Directors adopt resolutions for the voting process for the upcoming Board election.



Jack Ward is the executive vice president of the American Hereford Association. He can be reached at jward@hereford.org.

The 2020 American Hereford Association's (AHA) Annual Membership Meeting and Board election will be hosted at the Loews Hotel in Kansas City, Mo., (built on the location of the former AHA headquarters) Oct. 24 at 9 a.m. CST.

With concerns over the safety of AHA voting delegates traveling to Kansas City for the event, the following resolutions were unanimously adopted by the AHA Board of Directors in order to replicate the election of the new directors:

Resolutions adopted

WHEREAS, Article IV, Section 2 and Article V, Section 4 of the Bylaws of American Hereford Association, an Arizona nonprofit corporation (the "Association"), provide for an annual meeting of the Association's members and delegates, respectively, during the American Royal Show in Kansas City, Missouri, or the week preceding the beginning thereof, on such date and at such time and place as determined by the Association's Board of Directors and specified in the notice of the meeting.

WHEREAS, the Association's Board of Directors desires to hold the annual meeting of members and delegates at 9:00 a.m. Central Time on October 24, 2020, which is during the week of the American Royal Show, at Loew's Kansas City Hotel, 1515 Wyandotte, Kansas City, Missouri 64108 (the "2020 Annual Meeting").

WHEREAS, Article V, Section 5 of the Association's Bylaws provides: "At a meeting for the election of

members to the Board of Directors, each delegate who is present in person at such meeting shall be entitled to cast one (1) vote in favor of a director candidate for each opening on the Board of Directors that is the subject of such election...A delegate shall be entitled to vote at a meeting of delegates only if such delegate is present in person at such meeting."

WHEREAS, the COVID-19 pandemic has created extreme safety risk in traveling and in holding gatherings of more than ten (10) people, which includes the 2020 Annual Meeting.

WHEREAS, Article IV, Section 7 and Article V, Section 7 of the Association's Bylaws grant the Association's Board of Directors the power to establish procedures for the conduct of elections and other business of meetings of members and delegates, respectively, consistent with the Association's Bylaws.

WHEREAS, Arizona Statute § 10-3708(F) contemplates that, in lieu of a meeting, a written ballot may be delivered through an online voting system that: (i) authenticates the member's identity, (ii) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit, (iii) transmits a receipt to each member who casts an electronic vote, and (iv) stores electronic votes for recount, inspection and review purposes, and Arizona Statute § 10-3708(G) further provides that there must be a reasonable procedure by which

a ballot may be obtained and cast through some other form of delivery.

WHEREAS, out of caution and concern for the safety of the Association's members and delegates, pursuant to the power granted in Article IV, Section 7 and Article V, Section 7 of the Association's Bylaws and consistent with the use of an online voting system that is contemplated by Arizona Statute § 10-3708(F), the Association's Board of Directors has determined it to be advisable and in the best interests of the Association, its members, and its delegates to provide for certain alternative attendance and voting procedures for the 2020 Annual Meeting, as follows (the "Special Procedures"):

- Members and delegates will be able to attend the 2020 Annual Meeting live in person.
- The Association will also broadcast the 2020 Annual Meeting live on the internet so that members and delegates will be able to attend virtually. The virtual capability will permit members and delegates to listen to and view the conduct of the 2020 Annual Meeting, but they will not be able to speak to or see each other through the internet broadcast.
- Prior to the 2020 Annual Meeting, each candidate nominated for election as a director will submit a video for the Association to disseminate to the delegates and to make available to the members, but such videos will not be broadcast during the 2020 Annual Meeting. In the event that a candidate is nominated "from

the floor” and such candidate is in attendance at the live meeting, such candidate will be entitled to address the members and delegates at the meeting for no more than seven (7) minutes.

- Only those delegates attending the 2020 Annual Meeting live or virtually in person will be permitted to vote for directors.
- Voting will only be permitted during the 2020 Annual Meeting; voting before or after the 2020 Annual Meeting is not permitted. Voting will remain open for sixty (60) minutes during the 2020 Annual Meeting.
- At their option, delegates will be permitted to vote for directors pursuant to an online voting system, e-mail, or telephone.
- In all events, the delegates will be required to provide their member number and a password assigned by the Association’s auditor, KCOE Isom, LLP, so that their identity can be verified during the voting process.
- During the 2020 Annual Meeting, but prior to submitting a vote, each delegate attending the live meeting will be required to check in and each delegate attending the meeting virtually will be required to verify their attendance through the online voting system, e-mail, or telephone and providing their member number and password.
- Any nomination for director by a delegate during the 2020 Annual Meeting will be made “from the floor” by delegates attending

the live meeting or by e-mail or telephone by delegates attending the meeting virtually. As such, all delegates will have equivalent rights as they have had in prior annual meetings (that is, they can nominate and vote on directors).

- If there is a tie between candidates for a director position, there will be a run-off election with voting conducted during the 2020 Annual Meeting as described above.
- If it becomes unlawful for the Association to hold the 2020 Annual Meeting in person, the 2020 Annual Meeting will be conducted at the Association’s headquarters by essential directors and officers and broadcast online so that all delegates may attend virtually, with voting procedures remaining the same as outlined above.

NOW, THEREFORE, BE IT RESOLVED, that the Association’s annual meeting of members and delegates be held at 9:00 a.m. Central Time on October 24, 2020, which is during the week of the American Royal Show, at Loew’s Kansas City Hotel, 1515 Wyandotte, Kansas City, Missouri 64108.

FURTHER RESOLVED, that the Special Procedures be, and they hereby are, approved for the Association’s use in connection with the 2020 Annual Meeting.

FURTHER RESOLVED, that, for purposes of Article V, Section 5 of the Association’s Bylaws, delegates attending the 2020 Annual Meeting virtually be, and they hereby are,

deemed to be “present in person” at the 2020 Annual Meeting.

FURTHER RESOLVED, that the engagement of the Association’s auditors, KCOE Isom, LLP, to provide the online voting system for use in connection with the 2020 Annual Meeting and to receive and count the delegates’ votes submitted through the online voting system, e-mail, or telephone as contemplated by the Special Procedures be, and such engagement hereby is, approved, upon such terms and conditions as any officer of the Association shall approve.

FURTHER RESOLVED, that, as contemplated by Arizona Statute § 10-3708(F), the online voting system to be used by the Association in connection with the 2020 Annual Meeting shall: (i) authenticate the delegate’s identity, (ii) authenticate the validity of each electronic vote to ensure that the vote is not altered in transit, (iii) transmit a receipt to each delegate who casts an electronic vote, and (iv) stores electronic votes for recount, inspection and review purpose.

FURTHER RESOLVED, that the ability of a delegate to vote by e-mail or telephone as contemplated by the Special Procedures constitutes alternative reasonable voting procedures as contemplated by Arizona Statute § 10-3708(G).

FURTHER RESOLVED, that, pursuant to Article IV, Section 4 of the Association’s Bylaws, the officers of the Association be, and each officer hereby is, authorized and directed, on behalf of the Association, to cause

a notice of the 2020 Annual Meeting to be prepared and published in the Hereford World at least ten (10) days prior to the 2020 Annual Meeting, which notice shall include a description of the Special Procedures and such other instructions and information relating to the 2020 Annual Meeting as approved by such officer.

FURTHER RESOLVED, that pursuant to Article V, Section 4(b) of the Association’s Bylaws, the officers of the Association be, and each officer hereby is, authorized and directed, on behalf of the Association, to cause a notice of the 2020 Annual Meeting to be prepared and mailed to the delegates at least thirty (30) days prior to the 2020 Annual Meeting, which notice shall include a description of the Special Procedures and such other instructions and information relating to the 2020 Annual Meeting as approved by such officer.

FURTHER RESOLVED, that the officers of the Association be, and each hereby is, authorized and directed, on behalf of the Association, to execute and deliver such agreements, certificates, and documents, to incur such expenses on behalf of the Association, and to take such other action as the officer so acting deems necessary or appropriate to carry out the purpose and intent of the foregoing resolutions.

FURTHER RESOLVED, that any and all actions heretofore taken by the officers of the Association in connection with the subject matter of the foregoing resolutions are hereby, in all respects, confirmed, ratified, adopted, and approved. **HW**