July 3, 2014

Dear PAUS Members,

This is a reminder that the Piedmontese Association of the United States will hold its Annual Corporate Meeting; Friday, August 1, 2014 at B & B ranch is located in Fly Creek, New York (just outside Cooperstown) at 434 Bedbug Hill Road at 1:30 pm.

The PAUS Bylaws, Article IX, Section 4. Voting Privileges state:

Only Active Members in good standing shall be entitled to vote at any meeting of the members of the Corporation. Each active member, or his or her proxy, shall have one vote; only an active member in good standing may act as a proxy for a member, no non-member or inactive member shall vote as a proxy for a member, and no member shall vote as proxy for more than three other members. A member in good standing is a member whom has been a member for sixty (60 days) or more and is not in default under any of the By-laws hereof and who is not in arrears in payment of any membership fees, dues or other monies due to the Corporation. Notwithstanding anything contained herein, no individual shall be at liberty to cast more than four votes (including all proxies and all designations by partnerships, firms or companies) on any matter coming before a General Meeting.

Active and lifetime members in good standing have received the following voting documents with this mailing:

- Ballot card for Regional Director
- Ballot card for At-Large-Directors
- Proxy Form
- Ballot envelope

If you attend the Annual Meeting, please bring your ballot cards with you. In the event it is impossible for you to attend the Annual Meeting in person, please cast your vote on the ballot cards and return them in the enclosed Ballot envelope to the PAUS office. The Ballot envelope must be mailed to the PAUS office by **Friday, July 25, 2014**. Be sure to complete the Ballot envelope by writing your PAUS membership number, signature, and Proxy designee in the spaces provided. If you fail to sign the ballot envelope or designate a proxy, your ballot cards will not be counted. Ballot envelopes mailed by **July 25** and properly completed for proxy voting will be distributed to the appointed proxies at the Annual Meeting. I encourage you to contact your designated proxy before returning your ballots to confirm that the person you designate as your proxy is a member in good standing, is planning to attend the Annual Meeting, and is not holding more than three (3) proxies.
Attached is a list of nominees for the Director positions as well as some background information on each candidate. Nominations will also be accepted at the Annual Meeting; however, you are encouraged to contact potential nominees prior to the meeting in order to determine their willingness to serve, if elected to the Board of Directors.

Summer Field Days, hosted by B & B Ranch is held in conjunction with the Annual Meeting, information on this event is included in this packet. This year’s program sounds very interesting.

As you may know, one of the fundraisers for PAUS is the impromptu auction will be held Friday evening, August 1 after the banquet. The Association depends on the income generated from this auction to help pay for promotion of the Piedmontese breed and other expenses. We appreciate all contributions you would like to make to this fun and essential event. Please bring your auction item with you or make other arrangements with the office prior to July 25. All 12 months of the 2015 Calendar and the 2015 Membership Directory front page, centerfold and back page, will be auctioned off also at this time. If you are unable to attend, we will take phone bids that evening.

If you have any questions, please do not hesitate to contact any of the Directors or the PAUS office. I look forward to seeing you at the 2014 Summer Field Days and Annual Meeting.

Sincerely,

Beth Lavy
Executive Director
Ph. (573) 384-5685
August 1, 2014
Registration: 1:00 pm
Meeting Start: 1:30 pm
Meeting to be Held at:
B &B Ranch
434 Bedbug Hill Road
Fly Creek, NY

Meeting called by:
Dennis Hennerberg
President

Type of meeting:
PAUS Annual Corporate Membership Meeting

**Agenda**

**Call Meeting to Order** - Hennerberg

**Introductions** – Hennerberg

**Minutes of 2013 Annual Meeting** - Johnson

**Correspondence** - Lavy

**Treasurer's Report** – Miller

**Executive Directors Report** - Lavy

**Committee Reports**
- Executive Committee
- By-Laws Committee
- Research/EPD Committee
- Field Days Committee
- Fund Raising/ Promotions Committee
- Nominating Committee
- Publications/ Website Committee
- Sale Committee
- Show Committee
- Budget Committee
- Scholarship

**Old Business**
- Review Credit Card usage
- Other

**New Business**
- Elections
- SNIP DNA Testing
- Other
If you attend the Annual Meeting, 
bring your official signed voting envelope with you. 
All voting will take place at the Annual Meeting.

If you cannot attend the 2014 Annual Corporate membership meeting, and you wish to vote, please do the following:

1. Select a proxy to vote for you, someone attending the Annual Meeting. Keep in mind the person selected must be a member in good standing with PAUS.

2. Call the person you have selected and make sure they are not already carrying three (3) proxy votes to the Annual Meeting, as no one person may carry more than three (3) proxy votes.

3. If the person you have selected qualifies, write their name on the line provided on the back of the voting envelope and on your proxy designation sheet.

4. Sign your name on the Registered Member line on the bottom of the envelope and designation sheet.

(Unsigned ballot envelopes cannot be counted)

5. Send this Official proxy designation to the proxy of your choice or another member to carry and deliver to your proxy at the meeting or mail it to the PAUS office so that it can be distributed to your appointed proxy at the Annual Meeting. Proxies sent to the PAUS office must be mailed no later than July 25, 2014.

Directors at Large and bylaw proposed changes and/or resolutions may be voted on by all Annual & Lifetime members in good standing either in person or by proxy.

Please note: No more than one At Large Director will be elected from a single region.

When you vote for a Regional Director, you may vote only for director nominees in your region. When you vote for the Director-at-Large positions, you may vote for three (3). The two (2) that have the highest number of votes will fill the two (2) two-year Director-at-Large positions and the person with the third highest votes will fill the one (1) one-year Director-at-Large position.

Ballot MUST BE SIGNED On Back of Envelope
PIEDMONTESI ASSOCIATION OF THE UNITED STATES
PROXY FOR ANNUAL MEETING
Friday, August 1, 2014

The undersigned, an active member of the Piedmontese Association of the United States, hereby appoints ______________________ as the undersigned's proxy to vote or otherwise act for the undersigned with respect to any matter on which the undersigned is entitled to vote at the Annual Meeting of the Piedmontese Association of the United States scheduled for August 1, 2014 or any adjournment thereof. This proxy is revocable to the undersigned and is revoked if the undersigned attends the foresaid meeting.

The undersigned is a member of Region _______ and directs the proxy to vote for the following person to be the Regional Director from such region: _______________________________. If no name is written in, the proxy shall vote in the proxy’s discretion. The proxy is further directed to vote for the following persons to be At Large Directors ______________________ and ______________________. If no names are written in, the proxy shall vote in the proxy’s discretion.

If the undersigned desires to restrict the voting of the proxy in any way, such restrictions, if any, shall be set below:

Restrictions, if any:

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

____________________________________________________
Undersigned Active Member

NOTE: This proxy is not effective until received by the Executive Director or other officer or agent authorized by the Piedmontese Association of the United States to tabulate votes.

PAUS Regions:

Region I: California, Nevada, Utah, Colorado, Arizona, New Mexico, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Texas, and Alaska
Region II: Minnesota, Wisconsin, Illinois, Indiana, and Iowa
Region III: Missouri, Arkansas, Louisiana, Tennessee, Mississippi, Alabama, South Carolina, Georgia, and Florida
Region IV: Ohio, Kentucky, Virginia, Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia
OFFICIAL BALLOT
PIEDMONTSESE ASSOCIATION OF THE UNITED STATES
Proposed Bylaw Amendment 1

This ballot is to amend Article V Board of Directors, Section 3: Number of Qualifications and Section 4: Regional Directors to reword as follows below the voting box:  (changes are noted in bold italicized print)

To vote for the proposed bylaw amendment, mark (X) in the box to the left of IN FAVOR, AGAINST, or ABSTAIN.

☐ In Favor  ☐ AGAINST  ☐ ABSTAIN

PAUS Membership Number ____________

All changes have been highlighted in red.

Article (v)

Section (3)
The Board of Directors shall be composed of four (4) Regional Directors, each of whom shall represent one of four (4) Regional divisions of the United States established pursuant of section 4 of this article, and shall be elected as set forth in this article, and eight (8) Directors-at-Large, each of whom shall be elected, or appointed by the board if there is no candidate running for said opening, as set forth in this article. There shall be no more than three (3) directors from any one region. Each Director shall be a United States citizen who was or is an active member or active life time member in good standing for at least one (1) year prior to his or her nomination as a candidate for the Board of Directors. Each Director shall at all times during his or her tenure, be an active member or active lifetime member of the corporation in good standing, and eligible to vote pursuant to these by laws or association with and, designee of a legal entity that is an active member or active lifetime member in good standing of the corporation and eligible to vote pursuant to these by laws for purpose of this article, an individual shall be deemed to be the designee of a legal entity which is a member if he, or she has been authorized to represent and act on behalf of send legal entity with regard to the business and activities of PAUS, and shall be deemed associated with a legal entity if, and only if, such individual is:

(A):  An officer, director, or share holder of a corporate member;

(B):  A general partner of a partnership member;

(C):  A trustee of a member which is a trust;

(D):  The personal representative of an estate which is a member;

(E):  A member, manager, or officer of a limited liability company member; or

(F):  A member, director, or officer of a nonprofit corporate member.

Section 5. Directors-at-Large.

a. There shall be four (4) Directors at Large selected from the general membership, as hereinafter set forth. No two Directors at Large shall be elected from any one Region, as that term is defined in Section 4 of this Article.

b. The term of office of and for each Director at Large shall be two (2) years. The terms of the four (4) Directors at Large will be staggered. Two will be elected each year. To implement this provision, four (4) Directors at Large were elected in 2001. Of those elected, the two with the highest number of votes were awarded two-year terms. Each of the two with the lower number of votes was awarded one-year terms.
Section 6. Term Limits. Each member of the Board of Directors shall be permitted to serve as a director for two (2) consecutive terms. Upon the expiration of a director's second consecutive term as a director, one (1) year must elapse before such individual is again eligible to be elected to the Board of Directors. For purposes of this Section, “two (2) consecutive terms” shall include any of the following:

a) Two (2) consecutive terms as a Regional Director;
b) Two (2) consecutive terms as a Director at Large;
c) One (1) term as a Regional Director immediately followed by one (1) term as a Director at Large; or
d) One (1) term as a Director at Large immediately followed by one (1) term as a Regional Director.

NOTE: These regions and Director-at-large positions will be phased in over a period of 3 years as the current Directors either term out and/or will come up for re-election.

a) Region 1 director will be elected in 2014
b) Region 2 director will be elected in 2013
c) Region 3 Director will be elected in 2013
d) Region 4 Director will be elected in 2015

This was submitted by Dan Schaffer, MI and Eldon Cherry, Jr, OH
OFFICIAL BALLOT
PIEDMONTESI ASSOCIATION OF THE UNITED STATES
Region III Director

This ballot is for the election of Regional Director to serve a term of three (3) years. To vote for a nominee, mark (X) in the box to the left of the name. Vote for one (1) nominee.

<table>
<thead>
<tr>
<th>Brian Beagle, MO</th>
<th>In Favor</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
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<tbody>
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<td>In Favor</td>
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<td>In Favor</td>
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PAUS Membership Number __________

OFFICIAL BALLOT
PIEDMONTESI ASSOCIATION OF THE UNITED STATES
Region III Director

This ballot is for the election of Regional Director to serve a term of three (3) years. To vote for a nominee, mark (X) in the box to the left of the name. Vote for one (1) nominee.

<table>
<thead>
<tr>
<th>Brian Beagle, MO</th>
<th>In Favor</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
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<td>In Favor</td>
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<td>In Favor</td>
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PAUS Membership Number __________
OFFICIAL BALLOT
PIEDMONTESI ASSOCIATION OF THE UNITED STATES
Region I Director

This ballot is for the election of Regional Director to serve a term of three (3) years. To vote for a nominee, mark (X) in the box to the left of the name. Vote for one (1) nominee.

<table>
<thead>
<tr>
<th>Wayne Krasslt, ID</th>
<th>In Favor</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
</tr>
</thead>
<tbody>
<tr>
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PAUS Membership Number ___________
OFFICIAL BALLOT
PIEDMONTESI ASSOCIATION OF THE UNITED STATES
Director-at large

This ballot is for the election of Regional Director to serve a term of two (2) years. To vote for a nominee, mark (X) in the box to the left of the name. Vote for one (2) nominee.

<table>
<thead>
<tr>
<th>Nominee</th>
<th>In Favor</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
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</thead>
<tbody>
<tr>
<td>Josh Staley, IL</td>
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<td>Region 2</td>
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<td>Chris Morris, KY</td>
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<tr>
<td>Region 4</td>
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PAUS Membership Number __________
PAUS Membership Number: ________

Please check one of the following:

☐ Voting in person at Annual Meeting
☐ Voting by Proxy

ENVELOPES MUST BE SIGNED BY VOTING MEMBER otherwise the enclosed ballots will not be counted.

PROXY BALLOT:
I do hereby constitute and appoint

____________________________
(name of proxy on line above)

To attend the Annual Meeting of the Piedmontese Association of the United States and vote my proxy just as though I were present.

____________________________
Signature of PAUS Voting Member

MAILING CHECKLIST:

☐ Completed ballot for Regional Director for your Region
☐ Completed ballot for At Large Directors.
☐ Sign and return your Proxy Letter
☐ Completed and signed ballot envelope.

Print these pages and mail them to the PAUS Office at:
343 Barrett Road
Elsberry, MO 63343
Meeting called to order at 2:36pm by Dennis Hennerberg, President.

Board members present: Dennis Hennerberg, Dan Schafer, Jonathan Miller, and Kenyon Maier

Minutes of 2012 Annual Meeting
Minutes were read and reviewed. Leroy Schieffer made a motion to accept the minutes as written. Mike Green seconded.

Correspondence
Beth Lavy stated that the office gets calls from breeders looking for cattle. She would like to know who has cattle for sale. She is also addressing lab questions that breeders have.

Treasurer’s Report
Copies of the financial sheets were reviewed by the members present. Current general fund balance is $8945.98. Discussion held. There are no outstanding bills at this time.

Executive Directors Report
There are currently 98 members. The transfers and registrations are slightly down from last year at this time.

Committee Reports
- Executive: Jonathan Miller stated that “we need to work together”. Dennis Hennerberg informed the membership that PAUS is going to be using the SNP testing.
- By-Law: Changes submitted to the by-law committee by fellow members. To be voted on today by the general membership.
- Research/EPD’s: No new information at this time.
- Field days: Dennis Hennerberg thanked Patrea Pabst for hosting 2013. Still looking for a host for 2014.
- Fund Raising/Promotions: Kenyon Maier stated that not many tickets for the gift card raffle have been sold yet. Drawing postponed until Nov 2013 in Louisville.
- Nominating: To be discussed later in the meeting.
- Publication/Website: Sue Graves currently working on the PAUS Newsletter. Beth Lavy working with the website. Contact either one with any questions or concerns.
- Sale: Jonathan Miller stated that PAUS did not have a spring cattle sale. Possible sale this fall. Make sure that all cattle papers are correct and finalized.
- Show: Dan Schafer reported that both Louisville and Milwaukee will be having a show this fall. (Also there is the Kentucky State Fair Show in August).
- Budget: Jonathan Miller stated that the general fund is down slightly from this time last year. PAUS is still doing ok. Office hours will stay at 32 hours per week and will be revisited at the next board meeting.
Old Business
- Review Credit Card usage: Beth stated that it was “a necessity to have”. Jonathan Miller made a motion to keep it going. Kenyon Maier seconded. Motion passed.
- Other: None at this time.

New Business
- By-laws: Dan Schafer stated that he, along with the board; recommend that the by-law change # 2-requesting the change of the districts from 8 to 4, to not be approved. This would on give the board 8 members instead of 12. (Harder to have a board meeting with less people). Also on by-law change # 3-he recommended that the 2 year waiting period for a new member, to wait before serving on the board, is too long of a wait.
- Elections: Results---
- Ballot #1…regarding voting on a majority. 22 in favor, 5 against, and 1 abstained.
- Ballot #2…to change the number of regions from 8 to 4. 21 in favor, 7 against. Ballot #2 passed.
- Ballot #3…drop 2 year new member waiting period to be on the board. 12 in favor, 16 against. Did not pass…the majority as to be 2/3. Treat this is a no vote.

New Regions/Board members are:
Region 1: Chance Krasselt Regional Director, Dennis Hennerberg Director-at-Large.
Region 2: Mick Eldred Regional Director
Region 3: Kenyon Maier Regional Director and Jonathan Miller Director-at-Large.
Region 4: Ed Johnson Regional Director
Dennis asked for nominations for the other 2 Director-at-Large positions…no nominations.

- SNP DNA Testing: Board voted that PAUS will be using SNP testing. Discussion held.
- PAUS DNA Date Base at GeneSeek: This is being addressed.
- Other: Office now has a new laptop computer.
- The board thanked Patrea Pabst for hosting Field Days 2013.

4:35pm Dan Schafer made a motion to adjourn the meeting. Kenyon Maier seconded.

Minutes recorded by Jane Schafer