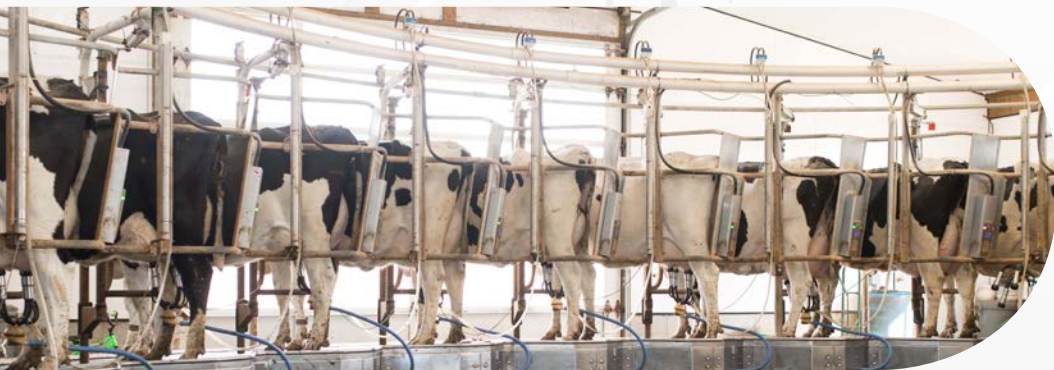


EST. 1884



HOLSTEIN CANADA

2022 PROPOSED BY-LAW AMENDMENTS

By-law 9.11.1



The Board shall, at its first meeting in each year, elect by ballot from among its members, a President, a Vice-President and a Second Vice-President.

Repeal Section 9.11.1, which reads as follows:

9.11.1 The Board shall, at its first meeting in each year, elect by ballot from among its members, a President, a Vice-President and a Second Vice-President.

And substitute therefor the following:

9.11.1 The Board shall, at its first meeting in each year, elect by ballot from among its members, a President, a Vice-President and a Chairperson. If the position of Chairperson is assumed by the President or Vice President, the Board shall elect a 3rd member to the Executive.

Remove the role of Chairmanship from the duties of the Vice-President and replace with Chairperson or elected 3rd member to the Executive.

By-law 9.11.2



The President, Vice-President, Second Vice-President, Secretary and such other officers as may from time to time be appointed by the Board shall be the officers of the Association.

Repeal Section 9.11.2, which reads as follows:

9.11.2 The President, Vice-President, Second Vice-President, Secretary and such other officers as may from time to time be appointed by the Board shall be the officers of the Association.

And substitute therefor the following:

9.11.2 The President, Vice-President, 3rd member to the executive, Secretary and such other officers as may from time to time be appointed by the Board shall be the officers of the Association.

Replace Second Vice-President with 3rd member to the executive.

By-law 9.12.1



The President, Vice-President and Second Vice-President of the Association shall hold office for a period of one (1) year, or until their successors are elected or appointed.

Repeal Section 9.12.1, which reads as follows:

9.12.1 The President, Vice-President and Second Vice-President of the Association shall hold office for a period of one (1) year, or until their successors are elected or appointed.

And substitute therefor the following:

9.12.1 The President, Vice-President and 3rd member to the executive of the Association shall hold office for a period of one (1) year, or until their successors are elected or appointed.

Replace 2nd Vice-President with 3rd member to the executive.

Duties of the Vice-President - **By-law 9.16.2**



The Vice-President shall be the Chairman of the Board and preside at all meetings of the Board, when he is present and when absent or unable to perform such duties, the President will, act in his stead. The Vice-President shall perform such other duties as the President may, from time to time, direct.

Repeal Section 9.16.2, which reads as follows:

9.16.2 The Vice-President shall be the Chairman of the Board and preside at all meetings of the Board, when he is present and when absent or unable to perform such duties, the President will, act in his stead. The Vice-President shall perform such other duties as the President may, from time to time, direct.

And substitute therefor the following:

9.16.2 The Vice-President is responsible for assisting the President and replacing him in case of absence or resignation. The Vice-President shall be called upon to represent the Association and to serve on the executive.

Remove role of Chairperson from the duties of the Vice-President, Chairperson will be elected by the Board of Directors.



Duties of the Second Vice-President - By-law 9.16.3

Title Change: Duties of 3rd Member of the Executive

If neither the President nor the Vice-President are able to be present at a meeting of the Board or a meeting of the members of the Association then the Second Vice-President shall act in their place.

Repeal Section 9.16.3, which reads as follows:

9.16.3 If neither the President nor the Vice-President are able to be present at a meeting of the Board or a meeting of the members of the Association then the Second Vice-President shall act in their place.

And substitute therefor the following:

9.16.3 If neither the President nor the Vice-President are able to be present at a meeting of the Board or a meeting of the members of the Association then the third member of the executive shall act in their place.

Remove Second Vice-President and replace with third member of the executive.

NEW By-law: Duties of the Chairperson



The Chairperson is responsible for making sure that each meeting is planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner. The chairperson will be part of the executive.

Audit and Risk – By-Law 9.14.2



The Board may appoint annually an Audit and Risk Committee to assist the Board in the effective discharge of its responsibilities for Committee financial reporting, internal controls, financial risk management and external audit.

Repeal Section 9.14.2, which reads as follows:

The Board may appoint annually an Audit and Risk Committee to assist the Board in the effective discharge of its responsibilities for Committee financial reporting, internal controls, financial risk management and external audit.

And substitute therefor the following:

The Board may appoint annually an Audit Committee to assist the Board in the effective discharge of its responsibilities for Committee financial reporting, internal controls, financial risk management and external audit.

Remove "and Risk"