

Clydesdale Breeders of the United States of America

Policy & Procedures

Calling & Conducting Annual Member Meetings

Such Meetings Conducted in Person at a Designated Location, or by Teleconference, or Video Conference.

The Annual Meeting of the corporation shall be held at such time and place as designated by the majority of the Board of Directors. Sixty days previous notice must be mailed to each active member of the corporation, at his or her last known P. O. address, or to the electronic mailing address on record for each member, giving the date, time and place of the meeting.

This notice should include the official Call to the Annual Meeting, an official Agenda of business to be conducted at the meeting, a notice of which Board of Director seats will expire and a complete list of candidates for those seats, including letters or résumés provided by those candidates.

If in any year, a physical in-person meeting of the membership will be prevented due to circumstances outside the control of the corporation or its Board of Directors, including, but not limited to, natural disaster, pandemic, war or government restrictions, then an electronic meeting of the membership shall be called and conducted by the Board of Directors following this written “Policy & Procedures for Calling and Conducting Annual Meetings”, established by the Board of Directors.

All meetings of the general membership, whether in-person, or electronically, shall be conducted according to the current edition of Robert Rules of Order, newly revised, inasmuch as they do not conflict with the CBUSA By-Laws.

At all general membership meetings, whether held in-person, or electronically, the number of Members in good standing with the corporation who are present, shall constitute a quorum for the meeting.

For in-person meetings, the venue must accommodate all members who wish to attend, the maximum number for that venue having been established by the respective Fire Marshall and Health Department. Non-members may attend if space remains within the venue following the aforementioned criteria and only if the Board of Directors approves of non-members attending the meeting. All members in attendance at the meeting must be able to hear the business of the meeting. Electronic amplification of those speaking must be provided, if necessary to accomplish this. Venue should be ADA compliant for access by all members.

For electronically held meetings, teleconference and/or video conference communication equipment must function such that all persons participating can hear each other. Failure of an individual member's telephone, computer or other equipment to hear and/or see the meeting proceedings does not constitute a failure on the part of CBUSA to provide access to the meeting, Entire meeting should be electronically recorded and a Recording Secretary must be appointed to take additional notes as may be necessary to insure that complete minutes of the meeting can be prepared. All such writing or writings then shall be made a part of the records of this Corporation.

Business conducted at a general membership meeting is limited to those items listed in the official agenda distributed to all Lifetime Members prior to the meeting. Members, committees, or others wishing to have items included in that agenda must submit their request to the Board so that it is received by the CBUSA office a minimum of ten days prior to the distribution of the Call to the Annual Meeting and the official agenda of that meeting, that being a minimum of seventy days prior to the Annual Meeting.

Three Directors shall be elected each year to serve a three-year term. Members in good standing of the Corporation may vote for Directors in person at the Annual Meeting, OR by absentee ballot, either with a mailed paper ballot or electronically via policy and procedures established by the Board of Directors.

By-laws may be amended, altered, or changed at any called or Annual Meeting of the members, with the approval of two-thirds of the members present and voting at the meeting, sixty days notice being given to the active members of the corporation. The mailing of a copy of any proposed resolution or of any proposed change in these by-laws to the post office address of each active member shall be deemed a sufficient compliance with this article. It shall be the duty of the Board of Directors to determine which, if any, proposed amendments shall be placed before the members for their consideration.

Adopted September 21, 2021 Amended November 9, 2022