

Clydesdale Breeders of the United States of America

Policy & Procedures

Special Meeting of the Board of Directors: Such Meetings Conducted in Person at a Designated Location, or by Written Correspondence, Electronic Correspondence, Teleconference, or Video Conference.

“If at any time any question, or questions shall arise, that in the opinion of the President (or three or more Board members) should be settled by the vote of the Board of Directors, but that conducting such business cannot wait until the next semiannual regular Board meeting, said President (or three or more Board members) may call a Special Meeting of the Board of Directors by following the written *Policy & Procedures for Calling and Conducting Special Meetings*, previously established by the Board of Directors”

“In such cases, the President (or three or more Board members) shall instruct the Secretary/Treasurer to:

A. “When it has been determined that only one or two questions need be addressed with no additional discussion necessary, then “action without meeting” is authorized and the Secretary shall prepare such questions in writing and mail to each Director via USPS in the form of resolutions so that each Director may vote on the same by voting “yes” or “no” and mail their vote, signed and dated, prior to a pre-established postmark deadline of not less than 10 days, to the Secretary/Treasurer who shall count the same and report the resolutions of the vote to the President with the written vote cast, for the President’s inspection. If the votes cast be unanimously in favor of the resolution, or resolutions, the President shall so declare and rule that the resolution, or resolutions, have been approved. The written resolution(s), voted on and signed by each director shall be included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

If the votes cast are NOT unanimously in favor of the resolution, then any action described in the resolution cannot be taken. The question may be addressed again at a future Regular or Special Meeting; or”

B. “When it has been determined that only one or two questions need be addressed with no additional discussion necessary, then “action without meeting” is authorized and the Secretary/Treasurer shall prepare such questions in writing and electronically mail (email) to each Director at the email address of record for each director in the form of resolutions so that each Director may vote on the same by printing a copy of the resolution document, indicating “yes” or “no” as their vote, signing and dating the copy, scanning the completed document and returning it to

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the Secretary/Treasurer at the email address of record for that office, prior to a pre-established deadline of not less than 10 days. The Secretary/Treasurer shall print the returned voting document of each Director, count the same and report the resolutions of the vote to the President with the written vote cast, for the President's inspection. If the votes cast be unanimously in favor of the resolution, or resolutions, the President shall so declare and rule that the resolution, or resolutions, have been approved. The written resolution(s), voted on and signed by each director shall be included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. If the votes cast are NOT unanimously in favor of the resolution, then any action described in the resolution cannot be taken. The question may be addressed again at a future Regular or Special Meeting; or"

- C. "When circumstances require more direct discussion of the matter between Directors than can be accomplished through written or electronic letter of resolution, the President may determine that a teleconference and/or video conference call is necessary and will direct the Secretary to notify each Board Member using the respective preferred means of contact for each member, that a Special Meeting has been called, giving the date, time and location for the meeting, not less than ten (10) days from the time of notice, and to provide the connection instructions needed to attend the meeting via phone or internet and to provide a list of the agenda items to be considered at said meeting. The meeting shall be recorded and any vote or decision made as a result of the teleconference call shall have the same force and effect as if the decision had been made at a special meeting called by said Board of Directors; or"
- D. "When circumstances require more direct discussion of the matter between Directors than can be accomplished through written or electronic letter of resolution, the President may determine that Board members should meet in person to conduct the business and will direct the Secretary to notify each Board Member using the respective preferred means of contact for each member, that a Special Meeting has been called, giving the date, time and location for the meeting and to provide a list of the agenda items to be considered at said meeting. To accommodate travel, at least 30 days' notice should be provided. Upon notice, each member should advise the Secretary of their intention to attend the meeting, or not, in order to determine availability of a quorum. For this option, Board Members must attend the meeting in person to be considered present; or"

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- E. “When circumstances require more direct discussion of the matter between Directors than can be accomplished through written or electronic letter of resolution, the President may determine that Board members should meet in person for those members where physical attendance is feasible or via teleconference or videoconference for members unable to attend in person. The President will direct the Secretary to notify each Board member using the respective preferred means of contact for each member, that a Special Meeting has been called, giving the date, time and location for the meeting and the connection instructions needed to attend the meeting via phone or internet and to provide a list of the agenda items to be considered at said meeting. To accommodate travel, at least 30 days’ notice should be provided. For this option, Board Members may attend the meeting in person, or join the meeting remotely via teleconference or videoconference to be considered present.

Special Meetings (Options C, D, & E above) should be conducted following the same rules as a regularly scheduled Board of Directors meeting. All meetings of the Board of Directors shall be conducted according to the current edition of Robert’s Rules of Order.

At all Special Meetings of the Board of Directors a majority of the whole authorized number of Directors is necessary to constitute a quorum for the meeting of such Board of Directors, except that a majority of the Directors in office constitutes a quorum for filling a vacancy in the Board of Directors. The act of a majority of the Directors present at a Special Meeting at which a quorum is present is the act of the Board.

Teleconference and/or video conference communication equipment must function such that all persons participating can hear each other. 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 Special Meeting is limited to those items listed in the official agenda distributed to all Board Members prior to the meeting. Board members, Committees, CBUSA members, or others wishing to have items included in that agenda must submit their request to the Board President a minimum of seven days prior to the Regular or Special Meeting of the Board. Additional items, if discussed, must be tabled to a future meeting for any action, thus no vote or other action related to that item is permitted during the Special Meeting.

Non-Board Members may be invited to attend a Special Meeting for the purpose of providing information related to one or more agenda items which may aid in the decision making process. These may be Association committee members, other Association members, contractors, legal advisors, or other individuals with knowledge which may benefit the Association.

For all Special Meetings of the Board of Directors, notice shall be posted prior to the meeting on the CBUSA website providing the date, time, location (options D & E), and the agenda.

Adopted October 19, 2019 Amended November 9, 2022

Clydesdale Breeders of the United States of America

Policy & Procedures

Emergency Special Meeting of the Board of Directors: Such Meetings Conducted by Teleconference, or Video Conference.

“If at any time any question, or questions shall arise, that in the opinion of the President (or three or more Board members) should be settled by the vote of the Board of Directors, but that conducting such business is considered an *Emergency* and cannot wait until the next semiannual regular Board meeting, or for the normal notification period required for Special Meetings, said President (or three or more Board members) may call an Emergency Special Meeting of the Board of Directors by following the written *Policy & Procedures for Calling and Conducting Special Meetings*, Option C, previously established by the Board of Directors, but with a shorter notification period required. To be considered an *Emergency*, the issue must involve a pending legal issue, financial matter, or personnel issue, any of which would significantly and negatively affect the Association if a Board Meeting were delayed. The agenda of an Emergency Special Meeting shall be limited to the issue that was deemed an emergency.”

“In such cases, the President (or three or more Board members) shall instruct the Secretary/Treasurer to:

“When circumstances require direct discussion of a matter between Directors and the President (or three or more Board members) has declared the issue an emergency, the President (or three or more Board members) may determine that a teleconference and/or video conference call is necessary and will direct the Secretary to notify each Board Member using the respective preferred means of contact for each member, that an Emergency Special Meeting has been called, giving the date, time and location for the meeting, not less than 48 hours from the time of notice, and to provide the connection instructions needed to attend the meeting via phone or internet and to provide a list of the agenda items to be considered at said meeting. The meeting shall be recorded and any vote or decision made as a result of the teleconference call shall have the same force and effect as if the decision had been made at a special meeting called by said Board of Directors.”

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Emergency Special Meetings should be conducted following the same rules as a Special Meeting of the Board of Directors. All meetings of the Board of Directors shall be conducted according to the current edition of Robert's Rules of Order, newly revised.

At any Emergency Special Meeting of the Board of Directors a majority of the whole authorized number of Directors is necessary to constitute a quorum for the meeting of such Board of Directors, except that a majority of the Directors in office constitutes a quorum for filling a vacancy in the Board of Directors. The act of a majority of the Directors present at an Emergency Special Meeting at which a quorum is present is the act of the Board.

Teleconference and/or video conference communication equipment must function such that all persons participating can hear each other. 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 an Emergency Special Meeting is limited to those items listed in the official agenda distributed to all Board Members prior to the meeting. Additional items, if discussed, must be tabled to a future meeting for any action, thus no vote or other action related to that item is permitted during the Emergency Special Meeting.

Non-Board Members may be invited to attend a Special Meeting for the purpose of providing information related to one or more agenda items which may aid in the decision making process. These may be Association committee members, other Association members, contractors, legal advisors, or other individuals with knowledge which may benefit the Association.

For all Special Meetings of the Board of Directors, notice shall be posted prior to the meeting on the CBUSA website providing the date, time, location (options D & E), and the agenda.

Adopted October 19, 2019

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Policy & Procedures

Executive Session of the Board of Directors:

Open meetings - exceptions.

The Board of Directors shall be required to take official action and to conduct all deliberations upon official business only in open meetings unless the subject matter meets specific exceptions, in which case the President, or a Director, may move that a meeting of the Board of Directors enter into Executive session.

The Board of Directors may hold an executive session only after a majority of a quorum of the Board, by a roll call vote, to hold an executive session and only at a regular or special meeting for the sole purpose of the consideration of any of the following matters:

To meet with legal counsel related to matters affecting the Association, including disputes involving the public body that are the subject of pending or imminent court action;

For an audit conference with a certified public accountant;

To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of an employee;

Preparing for, conducting, or reviewing negotiations or bargaining sessions with employees concerning their compensation or other terms and conditions of their employment;

To investigate charges or complaints against an employee, a Director, an Association member, or a non-member Clydesdale breeder;

To consider the purchase of property, or the sale of property, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the Association's interest.

If the Board of Directors holds an executive session, the motion and vote to hold that executive session shall state which one or more of the approved purposes listed are the purposes for which the executive session is to be held, but need not include the name of any person to be considered at the meeting. Discussions conducted in an Executive Session are limited to those items stated as reason for conducting the Executive session.

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A resolution, rule, or formal action of any kind is invalid unless adopted in an open meeting of the Board of Directors. A resolution, rule, or formal action adopted in an open meeting that results from deliberations in a meeting not open to the public is invalid unless the deliberations were for a purpose specifically authorized in this Board policy and conducted in an executive session held in compliance with this policy.

Non-Board Members may be invited to attend an Executive Session for the purpose of providing information related to one or more agenda items which may aid in the discussion. These may be an employee, an Association committee member, other Association members, legal advisors, or other individuals with knowledge which may benefit the Association.

The minutes of a regular or special meeting shall be promptly prepared, filed, and maintained and shall be open to public inspection. The minutes need only reflect the general subject matter of discussions in executive sessions.

Adopted October 19, 2019