

BYLAWS
of the
United States Eurasier Club, Inc.

ARTICLE I
Name and Purpose

SECTION 1. Name. The name of this organization shall be United States Eurasier Club, Inc., which may also be referred to as the “USEC” or “US Eurasier Club.”

SECTION 2. Purpose. The United States Eurasier Club, Inc. is formed for the purpose of engaging in the following activities: To encourage, through education and information, the proper breeding, raising and care of the Eurasier, which is a rare dog breed, in the United States of America.

The mission of the United States Eurasier Club, Inc. is, as a national breed club, to encourage and promote quality in the breeding of purebred Eurasiers in the United States, and to do all things possible to bring their natural qualities to perfection by preserving the breed in accordance with the original FCI Standard, and by protecting the welfare of the Eurasier in the spirit of its country of origin.

To achieve its mission, the United States Eurasier Club, Inc. will:

- (a) provide support and information to Eurasier owners, breeders, USEC members and the public about the care, health and breeding of Eurasiers;
- (b) urge breeders, USEC members, judges and national breed registries to accept the standard of the breed as set forth in the original FCI Standard as the only standard of excellence by which the Eurasier shall be bred and judged;
- (c) establish positive working relationships with international Eurasier clubs, and encourage local and regional Eurasier clubs as they develop in the United States;
- (d) offer a link between prospective Eurasier owners and breeders who adhere to the United States Eurasier Club’s Code of Ethics;
- (e) participate in cooperative Eurasier breed rescue for Eurasiers in need;
- (f) develop and maintain a database of Eurasiers living or born in the United States of America;
- (g) use its power to protect and advance the interests and well-being of the Eurasier breed in the United States of America; and
- (h) encourage sportsmanlike competition at all dog competitions and events, including dog shows and performance events, such as obedience and agility trials; and, where

applicable, to conduct sanctioned matches, specialty shows and other events for which the Eurasier is eligible under the rules and regulations of The American Kennel Club.

ARTICLE II

Directors

SECTION 1. Board of Directors. The general management of the United States Eurasier Club, Inc.'s affairs shall be conducted by a Board of Directors. A Director of the United States Eurasier Club, Inc. shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest of the United States Eurasier Club, Inc., and with such care as would be used by an ordinarily prudent person in a like position with respect to a similar organization.

(a) There shall be five Directors constituting the Board of Directors. The Board of Directors may be enlarged by a 2/3 majority vote of the members at any meeting, or by a majority vote of the Directors then in office.

(b) The Directors named in the Articles of Organization as the first Board of Directors shall hold office until the first annual meeting of the members, at which time an election of Directors shall be held. The elected Board of Directors shall be comprised of members of the United States Eurasier Club, Inc., all of whom shall be members in good standing with the United States Eurasier Club, Inc. and all of whom are residents of the United States.

(c) The replacement of the Board of Directors shall be staggered as provided in Article VI of these bylaws. The initial term of office of each Director elected at the first annual meeting shall be staggered so that the subsequent election of one Director position shall be held after one year, at the second annual meeting; the subsequent election of two separate Director positions shall be held after two years, at the third annual meeting; and the subsequent election of the remaining two Director positions shall be held after three years, at the fourth annual meeting. All Director positions shall thereafter be held for terms of three years. Directors shall serve until their successors are elected.

(d) The President and Vice President of the United States Eurasier Club, Inc. shall be Directors.

SECTION 2. Meetings of Directors.

(a) ***Manner of Meetings.*** Meetings of the Directors of the United States Eurasier Club, Inc. may be held in the Commonwealth of Massachusetts or elsewhere, and may be held by telephonic conference call, electronic conferencing, or by any other medium in which all persons attending can actively communicate and participate in the meeting, and participation by such means shall constitute presence in person at the meeting.

(b) ***Regular meetings.*** (i) The first meeting of the Board shall be held immediately following the election of the Board at the annual meeting of the members. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board.

- (ii) Written notice of each such meeting shall be mailed the Directors, which may include electronic mailing by the Secretary, at least 5 days prior to the date of the meeting.
- (iii) Regular meetings of the Directors, including the first meeting of the Directors following the annual meeting of the members, may be held without notice if the time and place of such meetings is fixed by the Board.
- (iv) Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.
- (c) **Special Board Meetings.** Special meetings of the Directors shall be held only upon notice to the Directors.
- (i) Special meetings of the Board may be called by the President.
- (ii) Special meetings shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board.
- (iii) Special meetings shall be held at such place, date and hour as may be designated by the President.
- (iv) Written notice of such special meeting, which can include electronic mailing, shall be mailed by the Secretary at least two days and not more than fourteen days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted at that meeting. The meetings may be conducted telephonically or electronically, so long as all attending Board members are able to communicate and actively participate during the meeting.
- (v) Actual presence of a Director at any meeting shall constitute a waiver of any notice above provided as to such Director.
- (d) **Quorum.** A quorum at any annual, regular or special meeting shall consist of a majority of the directors then in office.
- (e) **Ratification of actions.** Annual, regular or special meetings, at which a majority of the Directors are not present and at which there is therefore not a quorum, may be held and business transacted; however, no action shall be valid unless approved at a subsequent meeting in which a quorum is present.
- (f) **Board Business.** The Board of Directors may conduct business by telephone conference call, electronic conferencing, mail, email or fax, provided it does not conflict with any other provision of these bylaws. Items voted upon by telephonic or electronic conference call, mail, email or fax must be confirmed in writing, which may include email, within seven days.

(g) **Committees.** The Board of Directors may create standing and special committees with such power and duties as the Board may determine.

SECTION 3. Amendment of Bylaws. The Directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or these bylaws requires action by the members.

(a) Notice of the making, amending or repealing by the Directors of any bylaw, stating the substance of such change, shall be given to all members entitled to vote on amending the bylaws.

(i) such notice shall be given no later than the time of giving notice of the next meeting of members following the making, amending or repealing by the Directors of the bylaws.

ARTICLE III Officers

SECTION 1. Officers. The officers of the United States Eurasier Club, Inc. shall consist of a President, Vice President, Treasurer, Clerk, Secretary, Database Administrator, an International Relations Officer, and such other officers as the Board of Directors may from time to time determine. The President and the Vice-President must be Directors; other officers may, but need not, be Directors. The Clerk shall be a resident of the Commonwealth of Massachusetts, unless the United States Eurasier Club, Inc. has appointed a resident agent pursuant to the laws of that state.

(a) At the annual meeting of the United States Eurasier Club, Inc. the offices of Treasurer and Clerk shall be elected by the voting members for the ensuing year. The elections of those officers by the members shall be by ballot if so requested by any member entitled to vote thereon.

(b) All other officers shall be appointed by the Board of Directors at its first meeting after the annual meeting of the United States Eurasier Club, Inc.

(c) Any individual may hold two offices by vote of the Board of Directors, providing it is not in conflict with any state law.

SECTION 2. Duties of Officers. The United States Eurasier Club, Inc.'s Officers shall serve in their respective capacities both with regard to the United States Eurasier Club, Inc. and its meetings and the Board and its meetings. An officer of the United States Eurasier Club, Inc. shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest of the United States Eurasier Club, Inc., and with such care as would be used by an ordinarily prudent person in a like position with respect to a similar corporation.

(a) *The President* shall be appointed by the Board of Directors at its first meeting after the annual meeting of the United States Eurasier Club, Inc. and shall preside at all meetings of the United States Eurasier Club, Inc. and of the Board. The President

shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

- (b) *The Vice President* shall be appointed by the Board of Directors at its first meeting after the annual meeting of the United States Eurasier Club, Inc. and shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) *The Treasurer* shall be elected by the voting membership of the United States Eurasier Club, Inc. at its annual meeting, and shall collect and receive all moneys due or belonging to the United States Eurasier Club, Inc. and shall pay expenses incurred, as authorized by the President, Vice President or the Board of Directors. Money shall be deposited in a bank designated by the Board, in the name of the United States Eurasier Club, Inc. The books shall at all times be open to inspection by the Board and a report shall be given by the Treasurer at every regular Board or annual meeting on the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall make all filings that may be required with state and federal tax entities, and shall be bonded, if at all, in such amount as the Board of Directors shall determine.
- (d) *The Secretary* shall be appointed by the Board of Directors at its first meeting after the annual meeting of the United States Eurasier Club, Inc. and shall create and keep a record of all meetings of the Club and of the Board, and of all votes, including those taken by mail, and of all matters of which a record shall be ordered by the United States Eurasier Club, Inc.; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws or the Board.
- (e) *The Database Administrator* shall be appointed by the Board of Directors at its first meeting after the annual meeting of the United States Eurasier Club, Inc., shall create and maintain an electronic database of Eurasiers living or born in the United States. The Database Administrator will be responsible for collecting information for the database, including but not limited to pedigree, location and health information for each Eurasier; for advising persons contributing information to the database on the possible uses of the data, including whether the information may be distributed to third parties or kept confidential; and for responding to requests for database information from any person or organization.
- (f) *The Clerk* shall be elected by the voting membership of the United States Eurasier Club, Inc. at its annual meeting of members, and shall be a resident of the Commonwealth of Massachusetts. The Clerk shall maintain in the Commonwealth of Massachusetts, at the United States Eurasier Club, Inc.'s principal office, the original or attested copies of the Articles of Organization, Bylaws and records of all

meetings of incorporators, the Board of Directors and members. The Clerk shall be responsible for filing annual reports, certifications and other required notices with the State Secretary of Massachusetts, and shall receive service of process on behalf of the United States Eurasier Club, Inc.

- (g) *The International Relations Officer* shall be appointed by the Board of Directors at its first meeting after the annual meeting of the United States Eurasier Club, Inc. and shall develop and maintain contact with foreign clubs, registries and federations relating to Eurasiers.
- (h) The office of Treasurer and the Clerk position may be held by the same person.
- (i) The offices of Database Administrator and International Relations Officer may be held by the same person.
- (j) *AKC Delegate*. If the USEC becomes an elected member club of the AKC, an AKC Delegate, shall be appointed by the Board of Directors. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's quarterly meetings.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the Offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV USEC Membership

SECTION 1. Eligibility. There shall be four types of memberships with the United States Eurasier Club, Inc.: Regular, Lifetime, Honorary and International Member.

- a. All of these memberships are open to all persons 18 years of age and older who:
 - i. subscribe to the purposes and mission of the United States Eurasier Club, Inc.; and
 - ii. agree to abide by the United States Eurasier Club, Inc.'s Code of Ethics.
- b. Regular and Lifetime members must be residents of the United States, and are entitled to vote and hold office.
- c. Honorary memberships may be granted by unanimous vote of the Board of Directors to those persons who have demonstrated a significant contribution and commitment to the development and welfare of the Eurasier. Honorary members who are residents of the United States shall not be required to pay dues, but shall be entitled to vote and hold office.
- d. International members are non-United States residents who share with the United States Eurasier Club, Inc. a commitment to the development and welfare of the

Eurasier in the United States. They shall have no voting rights, and are ineligible to hold office, but are nonetheless valued and important members.

SECTION 2. Dues. Membership dues shall be determined from time to time by the Board of Directors, and shall not exceed the following amounts:

- a. Regular: Annual membership fee of Fifty Dollars (\$50) per year.
- b. Lifetime: Five Hundred Fifty Dollars (\$500.00), made in one lump sum payment at any time.
- c. International Member: Annual membership fee of Twenty Dollars (US) (\$20.00)

Membership dues are due on or before March 1 annually, or at the time an application is made for membership during the fiscal year. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall send to each member a statement of dues for the coming year.

SECTION 3. Election to Membership. (a) Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Articles of Organization, Bylaws and Code of Ethics of the United States Eurasier Club, Inc., and, if the Eurasier becomes a breed recognized by the American Kennel Club ("AKC"), the rules of the AKC. The application shall state the name and address of the applicant, and it shall carry the endorsement of at least one member of the United States Eurasier Club, Inc. in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

(b) Applicants may be voted upon at any meeting of the Board of Directors or by vote of the Directors by mail, including email. Affirmative votes of 2/3 of the Directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail or email, shall be required to accept an applicant as a member of the United States Eurasier Club, Inc.

(c) An application which has been rejected by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the United States Eurasier Club, Inc. and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

(d) Applicants for membership who have been rejected by the United States Eurasier Club, Inc. may not reapply within twelve (12) months after such rejection.

SECTION 4. Rights and Liabilities of Members. The members of the United States Eurasier Club, Inc. shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of the United States Eurasier Club, Inc. shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

SECTION 5. Termination of Membership. Memberships may be terminated:

- (a) *by resignation.* Any member in good standing may resign from the United States Eurasier Club, Inc. upon written notice, which may be electronic email, to the Secretary, but no member may resign when in debt to the United States Eurasier Club, Inc. Dues obligations are considered a debt to the United States Eurasier Club, Inc. and they become incurred on the first day of March. No refund of dues shall be made to the resigning member.
- (b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid within 60 days after March 1. However, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any United States Eurasier Club, Inc. meeting whose dues are unpaid as of the date of that meeting.
- (c) *by expulsion.* A membership may be terminated by expulsion as provided in Article IX of these bylaws.

**ARTICLE V
Club Meetings**

SECTION 1. Annual Meetings. The annual meeting of the United States Eurasier Club, Inc. shall be held at a place, date and hour designated by the Board of Directors. Written notice of each such meeting shall be mailed, which may include electronic mailing, by the Secretary at least 30 days prior to the date of the meeting. If necessary, the meetings may be conducted telephonically or electronically, so long as the Directors, Officers and attending members are able to engage in active participation during the meeting.

The quorum for such meetings shall be 10% of the United States resident members in good standing.

SECTION 2. Special Club Meetings. Special United States Eurasier Club, Inc. meetings may be called by the President, or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail, including email; and shall also be called by the Secretary upon receipt of a petition signed by 10% of the United States resident members of the club who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the Board of Directors. If necessary, the meetings may be conducted telephonically or electronically, so long as the Directors, Officers and attending members are able to engage in active participation during the meeting. Written notice of such a meeting, which may include electronic mailing, shall be mailed by the Secretary at least 14 days and not more than 30 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other United States Eurasier Club, Inc. business may be transacted at that meeting.

The quorum for such meeting shall be 10% of the United States resident members in good standing.

SECTION 3. Consent to Action Taken without Meeting of Members. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing, which writing may include email, and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 4. Waiver of Notice of Meetings. Whenever notice of a meeting is required to be given to a member under these bylaws or the Articles of Organization, a written waiver thereof, executed before or after the meeting by the member or his representative and filed with the records of the meeting, shall be deemed equivalent to such notice. Actual attendance at the meeting may also be considered a waiver of notice of the meetings.

ARTICLE VI

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The United States Eurasier Club, Inc.'s fiscal year shall begin on the first day of January and end on the last day of December.

The United States Eurasier Club, Inc.'s official year shall begin immediately at the conclusion of the election at the annual meeting, and shall continue through the election at the next annual meeting. The elected Officers and Directors shall take office at the meeting of the Board of Directors immediately following the annual meeting, and each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. At the annual meeting or at a special meeting of the United States Eurasier Club, Inc., voting shall be limited to those United States resident members in good standing who are present at the meeting, except for the annual election of Officers and Directors and amendments to the Articles of Organization and Bylaws, which shall be decided by written ballot cast by mail. Voting by proxy will not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail or email.

SECTION 3. Annual Election. The election of elected Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary on or before September 15. Ballots shall be counted by three inspectors of election who are members in good standing and are neither members of the current Board nor candidates on the ballot. In its discretion, the Board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason,

such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a United States Eurasier Club, Inc. election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors on or before May 1. The committee shall consist of three United States Eurasier Club, Inc. members from different areas of the United States, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, including electronic mail.

- (a) The Nominating Committee shall nominate from among the eligible members of the club, one candidate for the offices of Treasurer and Clerk, which may be the same person, and for each position on the Board of Directors that is up for election at that time, and shall procure acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary on or before June 15. The Secretary shall mail the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the club on or before June 30th, so that additional nominations may be made by the members if they so desire.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before July 21st, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. Additional nominations postmarked after July 21st will not be included on any ballot.
- (c) The Secretary shall, on or before August 15th, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "ballot" and bearing the name of the member to whom it was sent.
- (d) So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting.
- (e) Ballots to be valid must be received by the Secretary on or before September 15th.

- (f) Nominations cannot be made at the annual meeting or in any manner other than as provided above.
- (g) Announcement of the elected Officers and Directors shall be made at the annual meeting.

ARTICLE VII Committees

SECTION 1. Standing Committees. The Board may each year appoint standing committees to advance the work of the United States Eurasier Club, Inc. in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Special Committees. Special committees may be appointed by the Board to aid on particular projects.

SECTION 3. Committee Powers. The standing and special committees will have such power and duties as the Board of Directors may determine.

SECTION 4. Termination of Appointment. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VIII Acceptance of Gifts and Donations

SECTION 1. *Acceptance on behalf of United States Eurasier Club, Inc.* The Board of Directors may from time to time on behalf of the United States Eurasier Club, Inc. accept gifts of money, goods or services, and may hold such cash or goods in the name of the United States Eurasier Club, Inc. and collect and receive the income therefrom, and devote the principal or income of such gifts to such purposes that are within the scope of the activities of the United States Eurasier Club, Inc. as the Board of Directors may determine.

ARTICLE IX Discipline

SECTION 1. *Charges.* An individual member may file charges against another individual member for alleged misconduct prejudicial to the best interests of the United States Eurasier Club, Inc. or the Eurasier breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 (fifty dollars), which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting.

(a) The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the United States Eurasier Club, Inc. or to the Eurasier breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the United States Eurasier Club, Inc. or the Eurasier breed, it may refuse to entertain jurisdiction.

(b) If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a Board committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter.

(c) The Secretary shall promptly send one copy of the charges to the accused member by certified mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 2. *Board Hearing.* The Board shall have complete authority to decide whether counsel or a representative may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.

(a) Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Board committee may by a majority vote of those present, reprimand or suspend the defendant from all privileges of the United States Eurasier Club, Inc. for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months.

(i) A written reprimand directed privately to the member may be somewhat detailed, but an official published reprimand shall only indicate that subsequent to a board hearing, the named member was officially reprimanded as a result of charges filed by another named member.

(b) If the Board deems that the level of punishment above is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension from privileges shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting, who shall consider the recommendation of the Board or Board committee and vote upon the proposed expulsion as provided in Section 3, below.

(c) Immediately after the Board or Board committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 3. *Expulsion.* Expulsion of a member from the United States Eurasier Club, Inc. may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the Board or Board committee, as provided in Section 2 of this Article. Such proceedings may occur at a regular or special meeting of the United States Eurasier Club, Inc. to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and

recommendations, and shall invite the defendant, if present, to speak on his own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

SECTION 4. *American Kennel Club Suspension.* Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the United States Eurasier Club, Inc. for a like period.

ARTICLE X Amendments

SECTION 1. *By Vote.* (a) Amendments to the Articles of Organization and Bylaws may be proposed at any time by (i) the Board of Directors or (ii) by written petition, including a copy of the proposed amendment, addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

(b) A copy of the proposed amendment shall be mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article VI, Section 4(d), above, shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 2. *By Board of Directors.* The Board of Directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the Bylaws requires action by the members. Such amendment or repeal of bylaws must be in accordance with Article II, Section 3 of these bylaws.

SECTION 3. *Approval by The American Kennel Club.* If the United States Eurasier Club, Inc. becomes a club recognized by The American Kennel Club as the national parent club for the Eurasier breed, no amendment to the Articles of Organization or Bylaws, or to the breed standard, that is adopted by the United States Eurasier Club, Inc. shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE XI
Dissolution

SECTION 1. The United States Eurasier Club, Inc. may be dissolved at any time by vote of not less than 2/3 of the members in good standing. In the event of the dissolution of the club other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE XII
Order of Business

SECTION 1. *United States Eurasier Club, Inc. Meetings.* At meetings of the United States Eurasier Club, Inc., the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Call Meeting to Order - Note date, time and place of meeting
- Roll Call
- Reading and approval of minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Clerk
- Report of Database Administrator
- Report of International Relations Officer
- Reports of committees
- Election of Officers and Directors (at annual meeting)
- Election of new members
- Unfinished business
- New Business
- Adjournment

SECTION 2. *Board Meetings.* At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Call meeting to order - Note date, time and place of meeting
- Roll Call
- Reading and approval of minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Clerk
- Report of Database Administrator
- Report of International Relations Officer
- Appointment of new Officers, if any
- Reports of committees

Unfinished business
New Business
Adjournment

SECTION 3. *Circulation of Minutes.* At least seven (7) calendar days prior to the Annual member meetings, the minutes of the last meeting of the members shall be distributed electronically to the members. At least three (3) calendar days prior to meetings of the Board of Directors, the minutes of the last meeting of the Board shall be distributed electronically to the Board members.

**ARTICLE XIII
Parliamentary Authority**

SECTION 1. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the United States Eurasier Club, Inc. in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

IN WITNESS WHEREOF, these Bylaws of the United States Eurasier Club, Inc. have been first duly adopted by its initial Board of Directors on this 14th day of March, 2006.

/s/ _____
Nancy DaCosta, USEC Director
[address omitted]
Albuquerque, New Mexico

/s/ _____
Kristin Gerlach, USEC Director
[address omitted]
Boulder, Colorado

/s/ _____
Jacqueline Murtha, USEC Director
[address omitted]
Hanover, Massachusetts

/s/ _____
Gisele Kusmik, USEC Director
[address omitted]
Fairfax, Virginia

/s/ _____
Ute Molush, USEC Director
[address omitted]
Schwenksville, Pennsylvania