

**Bylaws**  
**Of the**  
**United English Shepherd Association, Inc.**

**Article I. Membership.**

**Section 1. Eligibility.** There shall be five (5) types of membership open to any breeder, owner or fancier of the English Shepherd breed who subscribes to the purposes and objectives and Code of Ethics and Bylaws of the Association, and who is in good standing with the U.K.C. Exceptions to eligibility are any person, or household who has a household member, who is currently suspended or expelled under Article VIII. Discipline.

**Section 2. Types of membership.**

**Section 2.1. Single membership.** Open to members eighteen (18) years of age and older. Single members are entitled to one (1) vote and are eligible to hold office in the Association.

**Section 2.2. Charter membership.** Single members who joined the Association on or before January 15, 2004, shall be entitled to the designation "Charter Member."

**Section 2.3. Family/Household membership.** Open to any two (2) members of a household eighteen (18) years of age or older. Each Family/Household membership is entitled to two (2) votes but only one (1) member may hold office at any given time.

**Section 2.4. Honorary membership.** The Board of Directors may elect to honorary membership any member in good standing or any non-member who meets the eligibility requirements for membership. An affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board shall be required to elect an honorary member. Honorary members shall be exempt from dues. No honorary members may vote unless he/she was a member in good standing of the Association at the time he/she was elected to honorary membership.

**Section 2.5. Junior membership.** Junior membership is open to any individual who is seventeen (17) years of age or younger. Juniors may convert to regular membership upon reaching their 18<sup>th</sup> birthday. Junior members shall not be entitled to vote nor eligible to hold office, but shall be eligible for trophies or awards offered by or through the Association.

**Section 3. Dues.**

**Section 3.1. Amount.** Annual membership dues for each category of membership shall be determined and may be changed from time to time by the discretion of the Board of Directors.

**Section 3.2. Payment of dues.** Dues are payable on or before the 1<sup>st</sup> day of January of each year. Members who join the club subsequent to September 30<sup>th</sup> of the current year shall be paid for the remainder of that year and the next calendar year.

**Section 3.3. Dues statement.** The treasurer shall send to each member a statement of dues for the ensuing year on or before November 1<sup>st</sup>.

**Section 3.4. Nonpayment of dues.** No member may vote whose dues are not paid for the current year. The names of members who have not paid their dues shall be published in the first Association newsletter published after January 1<sup>st</sup> of each year. The membership of any member who has not paid his/her dues by March 31<sup>st</sup> of any calendar year shall lapse. The Board of Directors may grant a grace period of an additional thirty (30) days for payment to any member who applies for an extension.

**Section 4. Application for membership.**

**Section 4.1. Submitting the application.** Each applicant for membership in the Association shall apply on a board-approved application for membership which shall provide that the applicant agrees to abide by the Constitution, Bylaws, Membership Bill of Rights and Code of Ethics of the Association, and the rules and regulations of the United Kennel Club. In addition, the prospective member shall affirm that he/she is not currently suspended from any Kennel Club, that he/she has not been charged and found guilty, pleaded no contest, or paid a fine due to any government agency's or humane society's charges of animal mistreatment or neglect. The prospective member shall submit the completed application and dues payment for the current year to the Secretary.

**Section 4.2. Sponsors.** Each applicant must be endorsed by one Association member in good standing. If the applicant does not have a sponsor he/she will be contacted by a member of the Board for membership recommendation and further discussion of the applicant's interests in the United English Shepherd Association and the English Shepherd breed. All applicants are required to complete the application and questionnaire. All applications and payments must be sent to the Treasurer/Membership Chair. The Membership Chair will acknowledge each applicant upon receipt of application and payment.

**Section 4.3. Publication of applicants' names.** The name and state of each applicant and the name of the applicant's sponsor or recommendation letter of the Board shall be posted to the general membership list. Comments regarding the applicant must be submitted to the Membership Chair by a member of the Association in good standing. The deadline for comments shall be seven (7) days after publication on the online list. The Membership Chair shall provide all comments to the Board of Directors at the first Board meeting after the deadline for comments.

**Section 5. Election to membership.** Applicants will be elected by vote of members in good standing with the exception of questionable applicants who have been given negative reviews as described above. The Membership Chair shall report the names of these applicants and the concerns of the members to the Board of Directors prior to the vote. Affirmative votes of a majority of the Directors present shall be required to elect the applicant. The results of the vote in all cases shall be revealed to the new applicant. All applicants accepted by an affirmative vote of the majority of the membership will be given access to the online discussion list and the "Members Only" section of the website.

**Section 6. Rejected applications.** The sponsor of any applicant whose membership application is rejected by the Board may personally present the application at the next meeting of the Association. The Association membership may elect such applicant by secret ballot and a favorable vote of 75 percent of the members present, in good standing, and voting.

**Section 7. Termination of membership.** Memberships may be terminated for any of the following reasons:

**Section 7.1. Resignation.** Any member in good standing may resign from the Association upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Association. Dues are considered an obligation to the Association and are incurred the first day of each fiscal year.

**Section 7.2. Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 31<sup>st</sup>. The Board of Directors may grant a grace period of an additional thirty (30) days for payment to any member who applies for an extension. In no case may a person whose dues are unpaid as of the date of the meeting be entitled to vote at any Association meeting. Dues paid at such a meeting allows that member reinstatement of voting rights.

**Section 7.3. Suspension.** Any member who is suspended or barred from the privileges of any recognized Kennel Club is automatically suspended or barred from the Association.

**Section 7.4. Expulsion.** A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these Bylaws.

**Section 8. Reinstatement of membership.** In the case of members with tardy dues payments, membership may be reinstated by payment of all dues in arrears, except those members who have been expelled or suspended. Previously suspended members must pay the current year's dues at the end of any suspension to be reinstated.

**Article II. Association year.**

**Section 1. Fiscal year.** The Association's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the last day of December.

**Section 2. Official year.** The Association'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.

**Article III. Meetings.**

**Section 1. Annual Association meeting.** The annual meeting of the Association shall be held annually, if possible in conjunction with a UKC sanctioned event, and will be decided upon by the current Board of Directors. Written notice of the time, place and location of this meeting shall be printed in the newsletter of the Association and shall be postmarked and mailed no less than sixty (60) days prior to the meeting. The quorum for this and all other Association membership meetings shall be ten (10) percent of the members in good standing.

**Section 2. Special Association meetings.** Special meeting may be called by the President or by a majority vote of the members of the Board of Directors, and shall be called by the Secretary upon receipt of a petition signed by ten (10) percent of the members of the Association who are in good standing. If by petition, the Board shall impose a reasonable fee to be paid by the petitioners to reimburse the Association for the costs of holding a special meeting. Such special meetings shall be held at a place, date and hour as may be designated by the person or person(s) authorized herein to call such a meeting. Written notice of such a meeting shall be mailed or e-mailed, read receipt requested, by the Secretary at least fifteen (15) days and not more than thirty (30) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other Association business may be transacted thereat. The quorum for such a meeting shall be ten (10) percent of the members in good standing.

**Section 3. Board meetings.** The first meeting of the Board is required and shall be called by the President, to be held within a reasonable time (not to exceed 45 days) following the election of the new Board and at approximately the same time each year thereafter. Regular meetings of the Board will be held at a time best for the members of the Board within the first week of each month on chat and/or e-mail. 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 Board. The quorum for such a meeting shall be a majority of the Board.

**Section 4. Special Board meetings.** Special meetings of the Board may be called by the Association President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such a meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

**Section 5. Conducting the Association business via electronic communication.** Association and Board members may use e-mail, chat rooms, message boards and other means of electronic communication to facilitate Association discussion. Items voted upon by telephone conference calls or other undocumented communication must be confirmed in writing within seven (7) days.

**Section 5.1. Association discussions.**

**a. Notice.** Written notice of Association on-line discussions shall be mailed or e-mailed to all Association members in good standing by the Secretary at least fourteen (14) days and not more than thirty (30) days prior to the scheduled discussion. Notice shall include:

i. A designated e-mail list, chat room or message board with instructions how to access the list;

ii. The purpose(s) of the meeting and the starting and ending dates and times during which the discussion may take place. No other Association business shall be discussed.

**b. Quorum.** No quorum shall be required for Association discussions.

**c. Voting.** No vote may be taken on any motion.

**d. Minutes.** The Secretary shall be responsible for keeping minutes of these discussions by using e-mail from the list, or by taking notes of the discussion.

**Section 5.2. Board discussions.** A majority of the Board may designate a regular date, and electronic means for Board discussions.

**a. Notice.** These regular discussions may be held without notice but the President shall publish an agenda at the beginning of each discussion roll call. The Secretary will take a roll call at the beginning of each designated meeting period.

**b. Quorum.** No quorum shall be required for Board discussions.

**c. Voting.** No vote may be taken on any motion.

**d. Minutes.** The Secretary shall be responsible for keeping minutes of these discussions using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

**Section 6. Voting.** Each Association member in good standing whose dues are paid for the current year, and who is entitled to vote pursuant to Article I, Section 2, shall be entitled to vote at any meeting at which the member is present or by ballot. Proxy voting shall not be permitted. In the case of meetings of the Board of Directors, only Board of Directors and Board of Director Officers shall vote.

**Article IV. Directors and Officers.**

**Section 1. Board of Directors.** The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and one (1) At-Large Director position. The initial Board of Directors shall hold office until the annual meeting, at which time the first Board of Directors elected as provided in Article V shall assume office. No two (2) members from the same household shall serve on the Board of Directors at the same time. General management of the Association's affairs shall be entrusted to the Board of Directors. All notices, announcements and general communication from the Board to the members shall be by the regular Association publication and/or e-mail on the Association e-mail list. All Directors are required to participate in the United English Shepherd Association. E-mail must be checked on a routine basis, so that all meetings can be attended, discussions can be held, or questions can be answered in a timely manner. Lack of participation shows non-interest in the Association, and will cause actions for excusal or removal of such persons, unless there is a valid excuse, which is required to be reported to the President prior to the meeting, for which absence is asked, if at all possible.

**Section 2. Term of office.** The President, Vice President, Secretary, Treasurer and At-Large Director shall initially serve a three-year term. Following the beginning three-year term officers will thereafter be elected to two-year terms for the duration of the Association. No person may hold more than one (1) office per term. Any Director who misses more than two (2) Board meetings within an Association year shall be given a warning and the Director should be allowed to respond to the warning. This response should be taken into consideration by the Board of Directors before action to remove the Director is taken. The majority of the Board members present and voting at the meeting from which the Director is absent for the second time may vote to excuse one (1) or both of the absences.

**Section 3. Officers.** The Association's Officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both in regard to the Association and its meetings and the Board and its meetings. All Officers must be in good standing with the United Kennel Club. The Board of Directors shall determine the need to bond individuals handling monies. All records of applications, minutes, funds, and bank statements are the sole property of the Association and must be relinquished upon termination, resignation, or end of electoral term to the next elected official or to the President within fifteen (15) days.

**Section 3.1. President.** The President shall preside at all meetings of the Association and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

**Section 3.2. Vice president.** The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity, or at the direction of the President.

**Section 3.3. Secretary.** The Secretary shall keep a written record of all meetings of the Association and the Board of Directors and of all matters of which a record shall be ordered by the Association; shall have charge of and be responsible for correspondence, including but not limited to:

a. Notifying members of meetings and events;

b. Preparing, printing, and mailing official Association ballots;

c. Notifying Officers and Directors of their election to office;

d. In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President;

e. Maintaining a current record of all committee chairs and members; and

f. Carrying out other such duties as are prescribed in these Bylaws.

**Section 3.4. Treasurer.** The Treasurer shall collect and receive all monies due or belonging to the Association. Monies shall be deposited in a bank designated by the Board, in the name of the Association. The books shall at all times be accurate, up to date, and open to inspection by the Board. A report item of the given at every regular Board meeting of the condition of the Association's finances and every item of receipt or payment not before reported; the fourth quarter Association publication shall publish an accounting of all monies received and expended during that fiscal year, including the most recent copy of a bank statement. The Treasurer shall send dues notices. The Treasurer shall serve on the Ways & Means committee, providing reports of projected income for the coming fiscal year, and provide input for budgets, reflecting all known projected expenses, both fixed and discretionary. In the event of the resignation, expulsion or death of the Treasurer, all monies and account books of the Association shall be handed over to the President until the office of the Treasurer is filled. The President shall sign for the Treasurer during this interim period. Both the Treasurer and the President will be designated to sign for the bank account. This one (1) signature will be required for checks. The Board shall determine the procedure for reviewing the financial records. The Treasurer will serve as the Membership Chair. The Treasurer will be responsible for the following membership activities:

a. Notifying new members of their election to membership;

b. Keeping a roll of the members of the Association with their addresses, phone numbers and e-mail; and

c. Posting new applications to the Board list and the general membership list.

**Section 4. Vacancies.** Any vacancies occurring on the Board or among its offices during the year shall be filled until the next annual election by a majority of all the then members of the Board at the first regular meeting following the creation of such a vacancy, or at a special Board meeting called for that purpose, except that a vacancy of the office of President shall be filled automatically by the Vice President and resulting vacancy in the office of Vice President shall be filled by the Board.

**Section 5. Compensation.** The members of the Board shall serve without compensation for time and labor but may be compensated for reasonable and necessary expenses.

**Article V. Elections.**

**Section 1. Annual election.** The annual election of Officers and Directors shall be conducted by secret written ballot, except if no nominations are received by the Secretary as provided in Article V, Section 2.4, no ballot will be necessary. In this case the persons selected by the Nominating Committee and approved by a vote of the majority of the Board of Directors will be declared elected by the Secretary at the annual meeting of the Association. If additional nominations have been made as provided in Article V, Section 2.4, the chairperson of the Tally Committee shall report the results of the election at the annual meeting. The nominated candidate receiving the greatest number of votes for each office or position on the Board shall be declared elected.

**Section 2. Nominations.** No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

**Section 2.1. Nominating committee.** Before November 15<sup>th</sup>, the Board shall select a Nominating Committee, consisting of five (5) members and two (2) alternates, all members in good standing, none of which shall be a member of the current Board of Directors. In choosing the members of the Nominating Committee, the Board should try to ensure that different parts of the country have representation on the committee. The Board shall name one (1) member of the committee to serve as chairperson, who shall be responsible for setting times and dates for committee meetings and for reporting results to the Association Secretary. The Nominating Committee may conduct its business in person or by use of mail, fax, telephone or other electronic communications, provided that all decisions must be confirmed in writing to all members of the Committee within ten (10) days.

**Section 2.2. Tally of votes.** At the same time it selects a Nominating Committee, or immediately after submitting a proposed amendment to the Constitution or Bylaws to the Secretary, the Board of Directors shall select a notary public, involved in the Association, to receive the ballots in the event that it becomes necessary to hold an election or vote on a proposed amendment to the Constitution and Bylaws, and thereafter to count ballots. The Board shall direct the notary public to report, in writing and by his/her signature as being accurate, the results of all ballot counts to the Association Secretary. The Board shall approve payment of any necessary fees to the notary public for this service.

**Section 2.3. Candidates.** The Nominating Committee shall nominate from among the eligible members of the Association one (1) candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The committee shall consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one (1) position. However, there shall be no rule against being reelected to any position in the Association. The committee shall submit its slate of candidates to the Secretary not later than January 15<sup>th</sup>. The Secretary shall mail the list, including the full name of each candidate and the state in which the candidate resides, before February 1<sup>st</sup>, so that members may make additional nominations, if they so desire.

**Section 2.4. Additional nominations.** Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at the Secretary's regular address on or before March 15<sup>th</sup>, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one (1) position.

**a.** If no valid additional nominations are received by the Secretary on or before March 15<sup>th</sup>, the Nominating Committee's slate of candidates shall be declared elected at the time of the annual meeting and no balloting will be required.

**b.** If one (1) or more valid nominations are received by the Secretary on or before March 15<sup>th</sup>, the Secretary shall mail no later than April 7<sup>th</sup> to each member in good standing a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the chairperson of the Tally Committee. Ballots may be mailed with the March/April newsletter.

**Section 3. Counting the ballots.** Ballots must be delivered unopened by U.S. mail to the designated notary public not later than May 1<sup>st</sup>. Ballots postmarked after that date shall be invalid. The Tally Committee chairperson shall set a meeting time for the Tally Committee as soon as practicable after May 1<sup>st</sup> and a place convenient to all committee members, at which meeting the committee shall count the ballots in the presence of the notary public. The chairperson shall report the election results to the Association Secretary not later than June 1<sup>st</sup>. All ballots with the envelopes in which they were received, stapled to the ballot, shall be given to the Secretary who shall keep them for two (2) years as part of the Association's official records.

**Section 4. Election results.** Election results will be announced by the Secretary at the annual meeting of the Association.

**Section 5. Change of Officers and Board members.** The newly-elected Officers and Board members shall take office at the conclusion of the annual meeting at which they were elected. Each retiring Officer and Board member shall turn over to his/her successor in office all properties and records relating to that office within fifteen (15) days after the election.

**Article VI. Contracts, loans, checks.**

**Section 1. Contracts.** The Board shall authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

**Section 2. Loans.** No loan shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

**Section 3. Checks, drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by the Association Treasurer. In the event that the Treasurer is unable to sign, the President of the Association shall sign.

**Article VII. Committees.**

**Section 1. Appointing committees.** The Board shall each year appoint such standing committees as needed to advance the operation of the Association or to aid the Board on particular projects. Such committees shall always be subject to the final authority of the Board.

**Section 2. Terminating committee appointments.** Any committee appointment may be terminated by a majority vote of the membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

**Section 3. Expectations of committees.** Committee chairpersons are expected to furnish a report to the Board of Directors monthly, if the Board does not receive a committee report for two (2) consecutive months, they will consider either replacing that committee chair or whether the committee is no longer needed and should be dissolved.

**Article VIII. Discipline.**

**Section 1. United Kennel Club suspension.**

**Section 1.1.** Any member who is suspended from the privileges of the United Kennel Club shall be automatically suspended from the privileges of this Association for a like period.

**Section 1.2.** Any member of the Association exhibiting obscene behavior, such as slander, intimidation, belittling, not following set agendas, etc., toward another member of this Association shall be put into moderation/probation for a period of 60 days. All privileges will be suspended until reinstated. If so-called behavior persists, termination of membership without reimbursement of dues shall follow.

**Section 2. Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit in certified funds of \$150, which shall be forfeited if the Board does not sustain such charges following a hearing. If charges are sustained the deposit will be returned to the member after the Board hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the respondent may personally appear in his/her own defense and bring witnesses if he/she wishes.

**Section 3. Board hearing.** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may, by a majority vote of those present, suspend the respondent from all privileges of the Association for not more than six (6) months from the date of the hearing. If the Board deems that punishment insufficient, it may also recommend to the membership that the respondent's right to appear before his fellow members at the next Association meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any.

**Section 4. Expulsion.** Expulsion of a member from the Association may be accomplished only at the annual meeting of the Association, following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent shall have the privilege of appearing in his/her own behalf though no evidence shall be taken to this meeting. The President shall read the charges and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary to override the Board's recommendation for expulsion. If expulsion is overridden, then the suspension shall stand.

**Article IX. Amendments.**

**Section 1. Proposing amendments.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty (20) percent 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 the recommendations of the Board by the Secretary for a vote at the annual election subsequent to date when the petition was received by the Secretary.

**Section 2. Publishing proposed amendments.** Proposed amendments must be published in the newsletter with the recommendations of the Board. The Secretary shall mail to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the chairperson of the Tally Committee. Ballots may be mailed with the newsletter. The same ballot form may be used for the proposed amendments as for the annual election of Officers and Board members.

**Section 3. Voting procedure.** Proposed amendments to the Constitution and Bylaws may be included on the same ballot used for the annual election of Board members. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 4.4 and 4.5. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

**Article X. Dissolution.** The Association may be dissolved at anytime by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by an operation of law other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be given to a charitable organization for the benefit of the dogs.

**Article XI. Order of business.**

**Section 1. Association meetings.** At meetings of the Association the order of business, so far as the character and nature of the meeting permit, shall be as follows:

Roll Call  
Minutes of last meeting  
Report of President  
Report of Secretary  
Report of Treasurer  
Reports of committees  
Election of Officers and Board (at annual meeting)  
Unfinished business  
New business  
Adjournment

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

Reading of minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of committees  
Unfinished business  
New business  
Adjournment

**Article XII. Parliamentary authority.** The rules contained in the current edition of *Roberts' Rules of Order, Newly Revised*, shall govern the Association 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 Association may adopt.

**Article XIII. Certification.** We hereby certify that the foregoing Constitution and Bylaws, consisting of 12 pages including this page, constitute the Bylaws of the United English Shepherd Association, Inc., duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present, on the 1<sup>st</sup> day of August, 2005.