



## Written Consent in Lieu Of Special Board Meeting

Whereas the Board of Directors of the Club de l' Epagneul Breton of the United States Inc. (hereinafter referenced as CEB-US) has carefully considered for formal adoption the following policies and procedures:

1. Official Policies and Procedures for Confirming and Assigning Overall Rating For the Epagneul Breton (to include all applicable forms attached thereto as Exhibits "A", "B", and "C"); and the
2. Official Policy on Sable or Fauve Dogs; and

And whereas a complete copy of such Polices and all Exhibits thereto are attached hereto as Exhibits "A-1" and "B-1" respectively, for filing in the official Corporate Record Book;

Whereas the CEB-US Committee on Confirming and Using the Epagneul Breton, composed of Chairman R.L. Dalrymple, Secretary-Fred Overby, and Members Robert Olson, Jr., Lynda Kieres, Sherry Hughes, Randy Meester, and Wallace Huey (ex officio) have collectively worked to craft such policy on confirming and rating dogs so as to provide documentation of the rules and methods for the club to formally evaluate the confirmation of Epagneul Bretons and to assign overall ratings as to the quality of such confirmation in UKC licensed shows which are specifically approved by CEB-US, and have unanimously recommended to the Board of Directors that same be formally adopted by the Board of Directors as the governing body of the Corporation and its membership; and

Whereas in the collective judgment of the members of the Board of Directors, it is in the best interests of the CEB-US and the Epagneul Breton Breed for the Board of Directors to adopt and implement both of such policies and procedures in a timely fashion so that the United States shall become the second country in the world to provide a formal process for evaluating the confirmation of members of the Epagneul Breton Breed and such that the issue of sable or fauve coloration shall be appropriately addressed by the club; and

Whereas the CEB-US has carefully studied the issue concerning dogs of sable or fauve coloration, has attempted to inform and to educate the membership and breed constituency concerning this issue, and has sought to address this matter in a timely and

appropriate manner, by taking into consideration the manner in which the CEB-France has addressed this issue in the breed's country of origin;

Now therefore be it resolved, by consent of a majority of the Board in lieu of a special formal board meeting, and evidenced by this writing, that the Board of Directors has formally acted to hereby formally adopt and approve both of said policies as set forth above and as specifically incorporated herein by reference, which policies shall become effective immediately, upon execution of this written consent in lieu of board meeting by the President of CEB-US, and being properly attested by the Corporate Secretary.

The Board anticipates formal ratification of this written consent at the upcoming 2010 Annual Business Meeting of the Board of Directors of the Corporation scheduled for Wilsall, Montana in addition to the filing of this Written Consent in Lieu of Special Board Meeting in the official records of the Corporation; and

Be it further resolved that the President of CEB-US and other authorized representatives of CEB-US are authorized and requested to publish such policies in appropriate forums to include the club official web site, the club magazine, and to inform the membership at the 2010 Annual Meeting and Conclave.

Resolved by official act and consent of a majority of the Board of Directors of CEB-US as indicated to the President and Secretary in writing, via electronic mail, and whereupon I have set my hand, as President of the Corporation, with the Corporate Secretary attesting same, and affixing the Seal of the Corporation this \_\_\_\_\_ day of

\_\_\_\_\_, 2010.

Club de l'Épagneul Breton of the United States, Inc.

By: \_\_\_\_\_  
Wallace Huey, President

Attest: \_\_\_\_\_

Randy Meester  
Secretary of the Corporation

Corporate Seal