

BERNESE MOUNTAIN DOG CLUB OF THE GREATER TWIN CITIES

(December 1992)

Amended December 2004

Amended December 2008

Amended August 2009

CONSTITUTION

ARTICLE 1

Name and Objects

Section 1. The name of the Club shall be, Bernese Mountain Dog Club of the Greater Twin Cities.

Section 2. The objects of the Club shall be:

- a) to encourage and promote quality in the breeding of purebred Bernese Mountain Dogs and to do all possible to bring their natural qualities to perfection
- b) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Bernese Mountain Dogs shall be judged.
- c) to do all in its power to protect and advance the interest of the breed by providing a forum for the dissemination of information pertaining to the breed.
- d) to do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, rally trials, agility and tracking tests.
- e) to conduct sanctioned matches dog shows, obedience trials, rally trials, agility and tracking tests and any other event for which the Club is eligible under the Rules and Regulations of the American Kennel Club, and conduct draft tests under the rules of the Bernese Mountain Dog Club of America (BMDCA).

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

Section 1: Eligibility

There shall be two types of membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area:

- a) Full Membership with Voting Rights
 1. Regular (Individual) – Enjoys all club privileges including the right to vote and hold office
 2. Household – Two (2) adult members residing in the same household, each eligible to vote and hold office

- b) Associate Membership with No Voting Rights – Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active). Associate members may serve on committees, but may not chair a committee. Associate members are not counted in the quorum for Club meetings. Associate members may apply for Full Membership after a period of one full year of membership by submitting to the Full Membership process outlined in Article I, Section 3A, and must attend Club meeting at which time voting occurs.

Section 2: Dues

Membership dues shall not exceed \$100 per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. Dues and processing fees shall be established by the Board of Directors annually.

Section 3: Election to Membership

a) Full Membership

Each applicant for Full Membership with Voting Rights shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution, these by-laws and the rules of the American Kennel Club.

The application shall, at a minimum, state the name, address, and occupation of the applicant and it shall carry the endorsement of two unrelated Full Members in good standing not of the same household. Only members in good standing for two or more consecutive years of membership may endorse an applicant. Accompanying the application, the prospective member shall submit dues payment for the current year along with the non-refundable initiation fee. All applications are to be filed with the secretary and each application is to be read at the first meeting of the club following its receipt; the applicant will be required to attend this meeting. At the next meeting of the club's Board of Directors, the application will be voted upon by the Board. Applicants will be elected by secret ballot and require an affirmative vote of 2/3 of the Directors present at a meeting of the Board. The Membership Chair shall notify new members of their election to membership. If an application is rejected by the Board, it will be presented to the membership at the next club meeting to be voted on by secret ballot and will require an affirmative vote of 2/3 of the members present at the meeting.

Applicants for membership who have been rejected by the club may not reapply within one year of such rejection.

b) Associate Membership with No Voting Rights

Each applicant for Associate Membership with No Voting Rights shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution, these by-laws and the rules of the American Kennel Club.

The application form for Associate Membership will be made available on-line at the Club website or by mail or in person through the Membership chair. The application shall, at a minimum, state the name, address, and occupation of the applicant and it shall carry the endorsement of two unrelated Full Members in good standing not of the same household. Only members in good standing for two or more consecutive years of membership may endorse an applicant. Endorsement of the applicant may be delivered to the Membership

chair separately. Accompanying the application, the prospective member shall submit dues payment for the current year along with the non-refundable initiation fee

All applications are to be filed with the secretary and each application is to be read at the first meeting of the club following its receipt. At the next meeting of the club's Board of Directors, the application will be voted upon by the Board. Applicants will be elected by secret ballot and require an affirmative vote of 2/3 of the Directors present at a meeting of the Board. The Membership Chair shall notify new members of their election to associate membership. If an application is rejected by the Board, it will be presented to the membership at the next club meeting to be voted on by secret ballot and will require an affirmative vote of 2/3 of the members present at the meeting.

Applicants for membership who have been rejected by the club may not reapply within one year of such rejection.

Section 4: Termination of Membership

Membership may be terminated by:

- a) Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- b) Lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings and Voting

Section 1. Club Meeting

Meetings of the Club shall be held within the greater Minneapolis/St.Paul, MN area, at such hour and place as may be designated by the Board of Directors. At least six Regular Club meetings shall be held each year. Written notice of each such meeting shall be published in the Club's Newsletter at least 10 days prior to the date of the meeting. The quorum for any Club meeting shall be 20% of the voting members in good standing.

- a) Members may elect to receive e-mail notification of club meetings, dues notices, minutes, and newsletters; and board members may elect to receive notification of board meetings via email; provided that the member or board member signs an authorization agreeing to this method of communication. Such authorization may be revoked upon written request sent to the Secretary.

Section 2. Special Club Meeting

Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five Full Members of the Club who are in good standing. Such special meetings shall be held within the greater Minneapolis/St.Paul, MN area, at such place, date and hour as designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the

purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the Full Members in good standing.

Section 3. Board Meetings

Meetings of the Board shall be held within the greater Minneapolis/St.Paul, MN area, at such hour and place as may be designated by the Board. Board meetings shall be held every other month. Meetings of the Board may also be conducted via teleconference or video conference. Written notice of each such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. 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 President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the Greater Minneapolis/St.Paul, MN area at such place, date and hour or by teleconference or video conference as designated by the person authorized herein to call such meeting. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other business may be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting

Each Full Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III Directors and Officers

Section 1. Board of Directors

The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and five other persons, all of whom shall be Full Members in good standing and all of whom shall be elected for a two-year term at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management and direction of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers

The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally pertinent to the office of the President in addition to those specified in these by-laws. The President will also appoint the Regional Club Council Representative to the BMDCA as is necessary.
- b) The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity. The Vice-President shall conduct an annual review of the Club's financial records.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify new members of their election to membership, notify officers and directors of their election to office, and carry out such other duties as are prescribed in the by-laws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances ; and at the

annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. An annual review of the Club's financial records will be conducted in March by the Vice President.

- e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of 3 officers and six other persons.

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 the Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections, Nominations

Section 1. The Club Year

The Club's fiscal year shall begin on January 1 and end on December 31. The Club'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.

Section 2. Annual Meeting

The annual meeting shall be held in the month of December at which Officers, and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations

No person may be a candidate in a Club election who has not been nominated. During the month of August the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting which shall be held on or before September 15th.

- a) The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the October meeting, notify each member of the candidates so nominated.
- c) Additional nominations may be made at the October meeting by any Full Member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

Section 1. In the first quarter of the official Club year the Board, subject to a majority vote of the Board, shall appoint chairpersons, with the appointees acceptance, for those committees deemed

appropriate to advance the work of the Club, in such matters as Legislation, Breeder Referral, Newsletter, Ways and Means, Public Education/Events and Rescue and other fields which may well be served by committees.. Such committees shall always be subject to the final authority of the Board. Committees shall be composed of volunteers appointed by the respective chairpersons. Special committees may also be appointed by the board to aid it on particular projects.

Section 2. 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 VI Discipline

Section 1. American Kennel Club Suspension

Any member who is suspended from any privileges of the American Kennel Club shall be automatically suspended from the privileges of this Club for a like period.

Section 2. Charges

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50 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, 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 Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, they may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges they shall fix a date of hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail with return receipt 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 3. Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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 of the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club 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 in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak on his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those Full Members present and voting at the meeting shall be required for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII Amendments

Section 1. Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the Full 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.

Section 2. The constitution and by-laws may be amended by a 2/3 secret vote of the Full Members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

Section 3.

After amendments are voted upon, the Club shall provide AKC Club Relations with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document with new wording highlighted is to be submitted to AKC as soon as it is printed.

**ARTICLE VIII
Dissolution**

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the Full Members in good standing. In the event of 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 payments of the debts of the Club, the Club's property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.

**ARTICLE IX
Order of Business**

Section 1. At the meetings of the Club, the order of business so far as the character and nature of the meeting may 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)
Election of new members
Unfinished business
New business
Adjournment

Section 2. At the 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 the Secretary
Report of the Treasurer
Reports of Committees
Unfinished business
New business
Adjournment

**ARTICLE X
Parliamentary Authority**

Section 1. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the club 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.