

CONSTITUTION AND BYLAWS OF THE BERNESE MOUNTAIN DOG CLUB OF AMERICA, INC.

CONSTITUTION

Approved by the Board of Directors of the American Kennel Club in 1972 and subsequently amended with the most recent being December 2, 2010 with approval by the Board of Directors of the American Kennel Club, February 11, 2011.

ARTICLE I

Section 1. The name of the Club shall be: The Bernese Mountain Dog Club of America.

Section 2. Objectives of this Club shall be:

- (a) to encourage and promote quality in the breeding of pure-bred Bernese Mountain Dogs (Berner Sennenhund) and to do all possible to bring their natural qualities to perfection;
- (b) to encourage the organization of independent local Bernese Mountain Dog Specialty Clubs where sufficient fanciers of the breed exist to meet American Kennel Club requirements;
- (c) 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;
- (d) to do all in its power to protect and advance the interests of the breed and encourage sportsmanlike conduct at dog shows, obedience trials, tracking tests, working/performance events and other club sponsored activities and club functions;
- (e) to conduct sanctioned matches, specialty shows, obedience trials 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;
- (f) to promote events and activities which reflect the breed's history and heritage;
- (g) to do all possible to improve the health of the breed;
- (h) to provide education appropriate to the needs of owners, breeders, judges, potential owners and all others with an interest in the breed;
- (i) to advocate honesty and integrity in all matters concerning Bernese Mountain Dogs.

Section 3. This Club shall not be conducted or operated for profit. No part of any profits or residues from dues or donation to the Club shall inure to the benefit of any member or individual.

Section 4. Bylaws shall be adopted and may from time to time be revised by the members as required to carry out these objectives.

BERNESE MOUNTAIN DOG CLUB OF AMERICA, INC.

BYLAWS

Article I – MEMBERSHIP

Section 1. Eligibility - There shall be four types of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

Regular (Individual) - Open to persons 18 years of age and older who enjoy all the privileges of this Club including the right to vote and hold office.

Regular (Household) - Open to two (2) persons 18 years of age and older, residing in the same household, who enjoy all the privileges of this Club including the right to vote and hold office.

Junior - Open to persons 10 and Under 18 years of age. Junior Members cannot vote or hold office. A Junior Member may convert to regular membership upon reaching his/her 18th birthday. No additional sponsorship shall be required.

Lifetime - May be conferred by the Board of Directors in conjunction with the BMDCA Outstanding Service Award. Lifetime members are eligible to vote and to hold office.

Section 2. Dues and Initiation Fees. A schedule of dues and non-refundable initiation fees shall be established by the Board of Directors annually. In every category of membership, the dues shall always be in amounts that are rounded up to the nearest \$5. In no case will resident Regular (Individual) Membership annual dues exceed \$60.00 without the approval of the Club membership as set forth in Article VII, Section 2. The complete dues schedule shall be calculated as follows:

Regular (Individual): Dues shall be established by the Board of Directors. A dues reduction for an Individual Age Sixty and Over (Individual) residing in the U.S. shall be at 75% of the Regular (Individual) dues rate. A one time proof of age shall be required for dues reduction by age.

Regular (Household): Dues shall be at the rate for a Regular (Individual) for the first member and no less than \$20.00 and no more than 40% of Regular (Individual) dues for the second person. Dues reduction for a Household with an Individual Member Age Sixty and Over residing in the U.S. shall be at 75% of the Regular (Individual) dues rate. A one time proof of age shall be required for dues reduction by age. A second member, regardless of age, shall be at the same rate as for the second Regular (Household) member.

Junior Members: Individual dues as a stand alone membership shall be no less than \$20.00 and no more than 40% of the rate for Regular (Individual) Members. Dues for a Junior Member in the same household with an adult member shall be \$5.00 less than the dues rate for an Individual Junior Member.

Lifetime Members: Dues are waived.

Nonresident and Overseas Members: All dues categories shall be at a higher rate to cover additional expenses for membership service.

Payment of Dues: Dues are payable on or before the 1st day of April each year. During the month of February, notification shall be sent to each member of his/her dues for the ensuing fiscal year. Notification of unpaid dues as of April 1st shall be sent by the Membership Committee by May 15th. No member may vote whose dues are not paid for the current fiscal year.

Initiation Fees: Non-refundable initiation fees shall be established by the Board of Directors annually and may not exceed the annual dues established for each of type of membership. Membership applications *approved* after December 1st shall be credited for the entire next fiscal year's dues.

Section 3. Election to Membership. 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 these constitution and bylaws, the code of conduct, and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant; and it shall carry the endorsement of two unrelated members from separate households who are in good standing. 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. Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. 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, shall be required to elect an applicant. The Membership Committee shall notify new members of their election to membership.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club, and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present. If membership is denied at the Annual Meeting, said applicant may not be eligible for re-application for membership for one year and shall require the endorsement of two new sponsors from separate households who are unrelated and are members in good standing for two or more consecutive years of membership.

Section 4. *Termination of Membership.* Memberships may be terminated:

- (a) *by resignation.* Any member in good standing may resign from the club upon written notice to the Corresponding Secretary, but 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) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days (grace period) after the first day of the fiscal year, April 1st. For up to 90 days after the 30-day grace period, an individual can apply for reinstatement of membership status on a form approved by the Board. The reinstatement application, along with a reinstatement fee and the regular dues payment must reach the BMDCA Membership Chair by August 1st in order for the individual to continue membership. The reinstatement procedure does not require sponsor signatures, letters, or Board approval. On reinstatement, membership is considered continuous with previous years. For members whose dues remain unpaid after April 1st, all membership privileges are suspended until dues are paid. 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) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II- MEETINGS

Section 1. *Annual Meeting.* The Annual Meeting of the Club shall be held in conjunction with the Club's specialty show at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Corresponding Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing.

Section 2. *Special Club Meetings.* Special Club 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, and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing.

Such meeting shall be held at such place, date, and hours as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Corresponding Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

Section 3. *Board Meetings.* Meetings shall be in person, by video conference, or by teleconference. The first meeting of the Board shall be held after January 1st. Other meetings of the Board of Directors shall be held at

such times and places as are designated by a majority vote of the entire Board. Advance written notice by the Corresponding Secretary shall be required for notification of such a meeting. Their business may be conducted by mail through the Recording Secretary. The quorum for a Board meeting shall be a majority of the Board.

The Board of Directors may conduct its business by mail, fax, or e-mail through the Recording Secretary. Business conducted by e-mail must include the following precautions: (1) every Board member *must* be provided with the means to participate; (2) a procedure must be in place to verify the identity of all individuals participating to ensure that they are the eligible Board members; (3) a mechanism must be in place to verify that the eligible Board members are “listening”; (4) all Board members must agree to participate in this manner. The quorum for conducting business shall be a majority of the Board.

Article III - DIRECTORS AND OFFICERS

Section 1. *Board of Directors.* The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and five other members, all of whom shall be members in good standing with residency in the United States. The Officers and five Directors shall be elected for two-year terms. The President, Treasurer, Corresponding Secretary, and two Directors will rotate together in two-year terms, and in alternate years the Vice President, Recording Secretary, and the three other Directors will rotate together in two-year terms. They shall be elected to these terms as provided in Article IV and shall serve through December 31st, of the year their terms expire.

General management of the Club's affairs shall be entrusted to the Board of Directors. Any Board member may be removed from office if absent without notice for three consecutive meetings. Such vacancy shall be filled in accordance with Article III, Section 3.

The Club shall have a Delegate to the American Kennel Club. Such Delegate shall be elected by the majority vote of the Board of Directors at its first meeting after January 1st.

Section 2. *Officers.* The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding 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 particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) The Recording Secretary shall notify officers and directors of their election to office and shall keep a record of all meetings of the Club and the Board, of all votes taken by mail, and of all matters of which a record shall be ordered by the Club, and carry out other such duties as are prescribed in these bylaws.
- (d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify the Board of meetings, keep a roll of the members of the Club with their addresses, and carry out other such duties as are prescribed in these bylaws.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. His/her books shall at all times be open to the inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before

reported; and at the Annual Meeting he/ she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

- (f) The Delegate to the American Kennel Club shall travel to New York to attend meetings of the American Kennel Club as the authorized representative of the Club and report to the Club. A Delegate need not be a member of the Board of Directors, and if he/she is not a member of the Board of Directors, he/she shall be invited to attend meetings of the Board without vote. The Delegate shall hold office for a term of one year and until his/her successor shall have been duly elected and qualified.

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; 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 THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall begin on the 1st day of April and end on the 31st day of March. The Club's official year shall begin the first day of January and continue through December 31st. The elected Officers and Directors shall take office on January 1st and each retiring officer shall turn over to his/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 Club, voting shall be limited to those members in good standing who are present at the meeting, except for annual election of Officers and Directors and amendments to the constitution and bylaws, and the standard of the breed, which shall be decided by written ballot by mail.

Voting by proxy shall 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.

Section 3. Annual Election. The election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Recording Secretary or independent professional firm designated by the Board by December 2nd. Ballots shall be counted by three (3) inspectors of election who are members in good standing and who are neither members of the current Board nor candidates on the ballot provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots before December 15th. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time the ballots are counted, 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 Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before August 15th. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the 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 Recording Secretary who shall mail the list to each member of the Club on or before September 15th, 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 Recording Secretary and received at his/her regular address on or before October 15th, signed by five (5) members and accompanied by the written acceptance of such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations provided for herein may be made only from among those members who have not accepted a nomination of the nominating committee.
- (c) If no valid additional nominations are received by the Recording Secretary on or before October 15th, the Nominating Committee's slate shall be declared elected and no election meeting and no balloting will be required.
- (d) If one or more valid additional nominations are received by the Recording Secretary on or before October 15th, he/she or an independent professional firm designated by Board, shall, on or before November 1st, 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 resume of each nominee, a blank envelope and a return envelope addressed to the Recording Secretary or designated professional firm marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope, which in turn shall be placed in the mailing envelope addressed to the Recording Secretary or designated professional firm. The inspectors of election or designated professional firm 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 furnished to the President and Recording Secretary not later than December 15th. The Recording Secretary shall notify immediately each of the nominees of the numerical results of the election, as well as the editors of the Club's official publications for notification of the membership.
- (e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

Article V - COMMITTEES

Section 1. The Board may each year appoint standing committees, subject to their final authorization to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, rescue and other fields which may well be served by committees. 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 service has been terminated.

Article VI - DISCIPLINE

Section 1. *American Kennel Club Suspension.* Any member who is suspended from any privilege of the American Kennel Club automatically shall be 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 or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$100.00 which shall be forfeited if

such charges are not sustained by the Board or a Hearing Committee following a hearing. The Recording 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall first attempt to resolve the grievance prior to a formal hearing by appointing a mediator who will seek to resolve the grievance to the mutual satisfaction of the parties involved. If that fails within thirty (30) days from the date that the Board entertained jurisdiction of the charges, the Board shall fix a date of hearing by the Board or a Hearing Committee of not less than three (3) members of the Board, not less than three (3) weeks or more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail, return receipt, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her defense and bring witnesses if he/she wishes. The hearing may be conducted via teleconference call or video conference, provided that all parties to the hearing consent in writing.

A member who resigns while charges have been preferred against him/her or allows his/her membership to lapse during the fiscal year in which the charges were sustained may not apply for membership for a minimum period of two (2) years from the time of resignation or lapse or the end of any suspension, after which time, he/she must apply in accordance with Article 1, Section 3.

Section 3. Board Hearing. The Board or Hearing Committee 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 complainant and defendant, the Board or Hearing Committee may by a majority vote of those present reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a Board or Hearing Committee hearing "...member (x) was officially reprimanded as a result of charges filed by member (y).") or suspend the defendant from all privileges of the Club, which may include, at the discretion of the Board or Hearing Committee, entry and/or participation in events held under the rules of the BMDCA, for not more than twelve (12) months from the date of the hearing. And if it deems that punishment insufficient, it may also recommend to the membership at the first Annual Meeting following the start of the suspension, that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Hearing Committee. Immediately after the Board or Hearing Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary in turn shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Hearing Committee as provided in Section 3 in this Article. The defendant shall have the privilege of appearing in his/her 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 in his/her own behalf. The meeting shall then vote by secret ballot (written) 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 suspension shall stand.

Article VII - AMENDMENTS

Section 1. Amendments to the constitution and bylaws, the standard for the breed, and the code of conduct may be proposed by the Board of Directors or by written petition addressed to the Recording 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 Recording Secretary for a vote within three (3) months of the date when the petition was received by the

Recording Secretary.

Section 2. The constitution and bylaws, the standard for the breed, and the code of conduct may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. The notice shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Recording 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 3. No amendment to the constitution and bylaws or to the standard for the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

Article VIII - DISSOLUTION

Section 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. 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 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:

- 1) Roll Call
- 2) Minutes of last meeting
- 3) Report of President
- 4) Report of Secretary a. Recording b. Corresponding
- 5) Report of Treasurer
- 6) Reports of Committees
- 7) Election of new members
- 8) Unfinished business
- 9) New business
- 10) Adjournment

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

- 1) Reading of minutes of last meeting
- 2) Report of Secretary a. Recording b. Corresponding
- 3) Report of Treasurer
- 4) Report of Committees
- 5) Unfinished business

- 6) Election of new members
- 7) New business
- 8) 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.

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