



Bernese Mountain Dog Club

OF NORTHERN CALIFORNIA

CONSTITUTION & BYLAWS

CONSTITUTION

ARTICLE I

Name and Objectives

- Section 1.** The name of the Club shall be Bernese Mountain Dog Club of Northern California.
- Section 2.** The objectives of the Club shall be:
- A. To encourage and promote quality and integrity in the ethical breeding of purebred Bernese Mountain Dogs and to do all possible to bring their natural qualities to perfection while protecting the overall health of the breed;
 - 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 interests of the breed by encouraging sportsmanlike competition at dog shows, trials and working events;
 - D. To conduct sanctioned and licensed specialty shows, and all AKC events for which the club is eligible under the rules and regulations of The American Kennel Club;
 - E. To promote the special qualities of the breed by conducting working events under the rules of the Bernese Mountain Dog Club of America;
 - F. To sustain and support a rescue program for purebred Bernese Mountain Dogs;
 - G. To provide a social setting for the enjoyment of Bernese Mountain Dogs.
- 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 Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I

Membership

- Section 1.** **Eligibility** - There shall be three types of membership open to all persons 10 years of age and older who are in good standing with the American Kennel Club and who subscribe to the objectives of this club:
- A. Adult Membership (Voting) - open to all persons 18 years of age and older, who shall enjoy all the privileges of this club including the right to vote and hold office.
 - B. Honorary Membership (Voting) - awarded to an existing Adult Member in good standing, who shall continue to enjoy all the privileges of this club including the right to vote and hold office without yearly dues.
 - C. Junior Membership (Non-Voting) - open to all persons 10 through 17 years of age, who shall enjoy all the privileges of this club without the right to vote or hold office. Junior Membership shall be automatically

converted to Adult Membership at the age of 18.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors and fanciers in its immediate area.

Section 2. Dues - Membership dues shall be reviewed by the Board of Directors each August, and any recommended changes shall be approved by an affirmative vote from 2/3 of the membership in good standing, present and voting at the Fall Membership Meeting. Dues for Adult Membership shall not exceed \$50 per year, and dues for Junior Membership shall not exceed \$20 per year. Dues are payable on or before the first day of February of each year. No member may vote whose dues are not paid for the current year. The Treasurer shall announce the dues for the ensuing year in the November newsletter.

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 and the rules of The American Kennel Club. The application shall state the name, address, contact information and occupation of the applicant. Accompanying the application, the prospective member shall submit payment for the current year's dues plus a \$10 non-refundable initiation fee. An application will remain valid for up to one year from the date it was submitted, after which a new application must be submitted.

- A. To be elected to membership as an Adult or Junior Member, each applicant must:
1. have attended two Club sponsored events, or attended one Club sponsored event and actively assisted a Club committee outside of the attended event;
 2. have obtained the signature endorsement of two unrelated members from separate households who have each been in good standing for two or more consecutive years;
 3. be present during the voting of his or her application.
- B. At the Board's discretion, Honorary Membership may be conferred upon existing Adult Members who have:
- A. been members in good standing for a minimum of 10 years;
 - B. demonstrated exemplary service to this club and its members;
 - C. been involved with the Bernese Mountain Dog breed a minimum of 20 years;
 - D. demonstrated outstanding dedication to the Bernese Mountain Dog breed;
- Any member in good standing may nominate an individual club member for Honorary Membership. Upon nomination, the Board will review the qualifications, and will award Honorary Membership upon majority approval of the Board. The Board may award a maximum of one Honorary Membership per year.

All applications are to be filed with the Membership Chairperson, who shall read each application at the first Membership Meeting of the Club following its receipt. At the next Membership Meeting where all application requirements have been met, the application will be voted on by secret ballot. To be elected, the applicant must receive affirmative votes from 2/3 of the members in good standing, present and voting at that meeting. The Membership Committee shall notify new members of their election to membership.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection. Re-application requires the endorsement of two new sponsors who are unrelated and from separate households, who have each been members in good standing for two or more consecutive years.

Section 4. Termination of Membership - Memberships may be terminated with non refundable dues:

- A) by resignation. Any member in good standing may resign from the Club on written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- B) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by May 1 (grace period). After May 1, an individual can apply for reinstatement of membership status on a form approved by the Board. The reinstatement application, along with a \$10 reinstatement fee and the regular dues payment, must reach the Membership Chair by August 1 of the same year in order for the individual to continue membership. The reinstatement procedure does not require sponsor signatures or Board approval. Upon reinstatement, membership is considered continuous with previous years. For members whose dues remain unpaid after May 1, 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.

Section 5. Club Communications - The Club may send members official notices, reports, meeting minutes and newsletters via electronic communication – including facsimile telecommunication or electronic mail, or posting to an electronic message board or network which the Club has designated for those communications (together with a separate notice to the recipient of the posting), or other means of electronic communication – to a member who has provided an unrevoked consent to the use of those means of transmission for communications.

ARTICLE II Meeting and Voting

Section 1. Club Meetings - Membership Meetings of the Club shall be held quarterly in the greater Santa Rosa, CA area (including Marin, Napa, Sonoma, Solano and Lake counties) at such date, hour and place as may be designated by the Board of Directors. Quarters shall be Spring (March/April/May), Summer (June/July/August), Fall (September/ October/November) and Winter (December/January/February). Notice of such meeting shall be given either personally, by electronic transmission, or by mail or other means of written communication, by the Secretary at least 21 days prior to the date of the meeting. The quorum for such a meeting shall be 20% 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 and voting at any regular or special meeting of the Board; and shall be called by the Secretary on receipt of a petition signed by 5% or more of the members of the Club who are in good standing. Such special meetings shall be held in the greater Santa Rosa, CA area (including Marin, Napa, Sonoma, Solano and Lake counties) at a time fixed by the Board not less than 35 nor more than 90 days after the receipt of the request and at such place as may be designated by the person(s) authorized herein to call such meetings. Notice of such meeting shall be given either personally, by electronic transmission, or by mail or other means of written communication by the Secretary within 20 days after receipt of the request, 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 members in good standing.

Section 3. Board Meetings - Meetings of the Board of Directors shall be held a minimum of eight (8) times a year, in the greater Santa Rosa, CA area (including Marin, Napa, Sonoma, Solano and Lake counties) at such place, date and hour as shall be designated by the Board of Directors. Notice of such meeting shall be delivered personally or by telephone (including a voice messaging system) or by electronic transmission by the President or Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Members of the board may participate in meetings through the use of conference telephone or electronic video screen communication as long as all members participating in the meeting are able to hear one another.

Participation in meetings through the use of other methods of electronic transmission constitutes presence in person at that meeting if both of the following apply:

- A) Each member participating in the meeting can communicate with all of the other members concurrently.
- B) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or object to, a specific action to be taken by 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 on receipt of a written request signed by at least three members of the Board. Such special meeting shall be held in the greater Santa Rosa, CA area (including Marin, Napa, Sonoma, Solano and Lake counties) at such place, date and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be given either personally or by mail or other means of written communication delivered personally or by telephone (including a voice messaging system) or by electronic transmission by the President or Secretary at least five days and not more than 10 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 thereat. The quorum for such a meeting shall be a majority of the Board.

Members of the board may participate in special meetings through the use of conference telephone or electronic video screen communication as long as all members participating in the meeting are able to hear one another.

Participation in special meetings through the use of other methods of electronic transmission constitutes presence in person at that meeting if both of the following apply:

- (A) Each member participating in the meeting can communicate with all of the other members concurrently.
- (B) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or object to, a specific action to be taken by the Board.

Section 5. Voting - Each Adult Member in good standing whose dues are paid for the current year shall be entitled to one vote at any Membership Meeting of the Club at which they are present. Voting at Board meetings and Special Board meetings is restricted to Officers and Directors of the Club. 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 who shall be members in good standing and all of who shall be elected for two-year terms at the Club's Annual Meeting as provided in Article IV, and shall serve until their successors are elected. The President, Secretary and two Board Members shall be elected in even years; the Vice President, Treasurer and three Board Members shall be elected in odd years. General management for 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 meeting 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 appurtenant to the office of 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; and shall plan program and Club functions in the absence of an Events Committee.
- C. The Secretary shall keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club; shall have charge of the correspondence, notify members of meetings, 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.
- 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 of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
- E. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and six other persons .

Section 3. Vacancies - A Board member may resign from the Board upon written notice to the Secretary. Any Board Member who is properly notified of meeting dates, and fails to attend three or more Board meetings per year, may be removed by a majority vote of the remaining Board.

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.

Section 4. Terms - All Board of Directors shall be limited to serving a maximum of three consecutive full terms in any one office. An eligible Member may serve a maximum of 12 consecutive years on the Board of Directors. Any member serving the maximum consecutive term may not be re-elected for any Board position for a minimum of one year after the expiration of his or her final term of office.

ARTICLE IV

The Club Year, Annual Meeting and Elections

- Section 1. Club Year** - The Club's fiscal year shall begin on the first day of February and end on the last day of January. 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 on or about April 1, at which Officers and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 3 of this Article. They shall take office immediately on 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. Nominations** - No person may be a candidate in a Club election who has not been nominated. During the month of September, 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 committee persons and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be such persons duty to call a committee meeting which shall be held by October 15.
- A) Eligible nominees shall be voting members who have been members in good standing for a minimum of one year prior to their nomination.
 - B) The Committee shall nominate one candidate for each office and position on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
 - C) On receipt of the Nominating Committee's report, the Secretary shall notify each Club member in writing of the candidates so nominated by November 15.
 - D) Additional nominations may be made at the Winter Membership Meeting by any voting member in attendance, provided that the person so nominated does not decline when his or her 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.
 - E) Nominations cannot be made at the Annual Meeting or in a manner other than as provided in this Section.
- Section 4. Elections** - If no additional nominations are made at the Winter Membership Meeting, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting shall be required.

If one or more additional valid nominations are made at the Winter Membership Meeting, the election for the contested positions shall be conducted by secret ballot at the Annual Meeting. The nominated candidate receiving the greatest number of votes for each office from the members in good standing present and voting shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions from the members in good standing present and voting shall be declared elected.

ARTICLE V

Committees

- Section 1. Committee Appointments** - The Board may appoint standing committees to advance the work of the Club in such matters as rescue, specialty shows, obedience trials, drafting tests, trophies, annual prizes, membership, breeder referral, ways and means and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.
- Section 2. Termination** - Any committee appointment may be terminated by a majority vote of the full membership of the Board on written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.
- Section 3. Policy** - Each committee shall have a written policy outlining its purpose and accounting requirements that has been approved by the Board of Directors. Any policy change proposed by a committee must be referred to the Board for consideration and approval. Resulting policy changes must appear in an official communication of the Club to the membership.

Section 4. Annual Report - The chairperson of each committee shall submit an annual written report to the Secretary by February 1 of each year.

ARTICLE VI Discipline

Section 1. American Kennel Club Suspension - Any member who is suspended from all of the privileges 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, or alleged failure to abide by the Constitution and Bylaws of this Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25, 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 interest of the Club or the Breed, or failure to abide by the Constitution and Bylaws of this Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the Breed, or failure to abide by the Constitution and Bylaws of this Club, it the Board 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 a 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, return receipt, together with a notice of the hearing and an assurance that the Defendant may personally appear in his/her own defense and bring witnesses if he/she desires.

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 Complainant and Defendant, the Board may, by a majority vote 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/her fellow members at the ensuing Membership 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 Club may be accomplished only at a meeting of the Club following a Board hearing and on 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 or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the Defendant, if present, to speak in his or her own behalf if they wish. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII Amendments

Section 1. Amendments to the Constitution and Bylaws or Code of Conduct may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the voting 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 from the Board, by the Secretary within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws or Code of Conduct may be amended by a 2/3 affirmative vote by secret ballot of the members in good standing 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.

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 good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary, 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. 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. **Club Meetings** - At Membership Meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be:

- 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. **Board Meetings** - At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be:

- Reading of minutes of last meeting
- Report of Secretary
- Report of 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; any Federal, State or other law applicable to this Club; and any other special rules of order the Club may adopt.