

## CONSTITUTION

### Article I: Club Name, Objectives, Nonprofit, and Revisions

Section 1. The name of the Club shall be the Bernese Mountain Dog Club of the Rockies, hereafter referred to as the "Club."

Section 2. The objectives of the club shall be:

- a. To provide a source of education and support for fanciers of Bernese Mountain Dogs;
- b. 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, with an emphasis on health, longevity, and soundness in body and temperament;
- 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 by encouraging sportsmanlike competition at all dog events;
- e. To conduct sanctioned and licensed specialty shows and obedience trials under the rules and regulations of the American Kennel Club;
- f. To promote, and educate all dog fanciers to follow, the principles of responsible dog ownership in the home and community.

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 from time to time revise such bylaws as may be required to carry out these objectives.

## BY-LAWS

### Article I: Membership

#### Section 1. Eligibility

- a. There shall be three types of membership:
  1. Voting Membership, for persons 18 years of age or older. Voting Members are eligible to vote at meetings, to serve on the Board of Directors.
  2. Sustaining Membership, for persons 18 years of age or older. Sustaining Members are encouraged to participate in club activities and to serve on committees. They are not, however, eligible to vote at meetings, to serve on the Board of Directors.

3. Junior Membership, for all persons under 18 years of age. Voting rights do not extend to Junior Members, nor are they eligible to hold office in the Club.
- b. Only persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club shall be eligible for membership.
- c. Membership is to be unrestricted as to residence. 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.

## Section 2. Dues

- a. A schedule of dues and initiation fees shall be established annually by the Board of Directors for the next fiscal year. The schedule of dues and initiation fees shall include rates for all membership categories. In no case will initiation fees or annual dues in any category be increased by more than 25% without the approval of the Club membership as set forth in Article II, Section 5.
- b. Dues notices shall be mailed by the Treasurer to the membership at least one month before due date by First Class Mail. Dues are payable by June 1<sup>st</sup>.
- c. Persons applying to the Club after January 1<sup>st</sup> shall pay half of the yearly membership dues. The full initiation fee shall be payable at the time of application.

## Section 3. Election to Membership

- a. Each applicant for voting membership shall have attended two out of the last four meetings. The 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 of the Bernese Mountain Dog Club of America, and the rules and regulations of the American Kennel Club. The application shall state the name, address, and occupation of the applicants. Applications for Voting and Sustaining Membership shall carry the written sponsorship of two unrelated Voting Members of the BMDCR. The Membership Chair shall not be a sponsor of any applicant. Accompanying the application, the prospective member shall submit the initiation fee and dues payment for the current year.
- b. All applications are to be filed with the Membership Chair, and the applicant's name will be published in the next edition of the newsletter. Applications for membership shall carry the endorsement of two Voting members who are in good standing. At the next regular Club meeting, the applicant will be voted on, and affirmative votes of 2/3 of the members present shall be required to elect the applicant. All voting shall be by

- secret ballot. Prospective members will be asked to leave the meeting while voting occurs.
- c. In the case where an application for membership is rejected, the Membership Chair will send a letter to the applicant informing them that they did not receive the required affirmative vote. The applicant cannot reapply for six months afterward and, if applying for Voting Membership, will be required to have two new sponsors (unrelated members of the Club). The new application will be voted on by the general membership.
  - d. Voting and Sustaining Members may change membership categories during the annual renewal period. An application to change from either Junior or Sustaining to Voting Membership shall require the sponsorship of two unrelated Voting Members of the Club and a vote of the general membership.
  - e. Junior Members who have turned 18 and have an application on file with the BMDCR may become Sustaining Members of the Club without reapplying to the Club. Family members who have not been Junior Members may apply for an individual membership upon turning 18 years of age.

#### 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 Secretary, but no member may resign when in debt to the Club. Dues obligations are 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 30 days after the first day of the fiscal year; however, the Board may grant an additional 90 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. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

#### Article II. Meetings and Voting

##### Section 1. Club Meetings

Meetings of the Club shall be held at such place, date, and hour as designated by the Board. Meetings shall be held in the greater Castle Rock area (communities between Boulder and Colorado Springs). There shall be a minimum of six regular club meetings per calendar year. Written notice of each meeting shall be published in the newsletter, to be mailed by electronic mail or postal service, at least 10 days prior to the date of the meeting. The member or

board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control. The quorum for such meeting shall be 20% of the Voting Membership 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 upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be to be mailed by electronic mail or postal service by the Secretary or published in the newsletter at least 10 days prior and not more than 30 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 Regular Membership in good standing.

## Section 3. Board Meetings

Meetings of the Board of Directors shall be held prior to each regular meeting at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed by electronic mail or postal service by the Secretary to all members, or published in the newsletter, at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

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## 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 at such place, date, and hour as may be designated by the person authorized herein to call such meetings. The Secretary shall send written notice of such a meeting to all members by at least 10 days prior to the date of the meeting. Any such 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 a majority of the Board.

## Section 5. Voting

Each Voting Member in good standing, whose dues are paid for the current year, shall be entitled to 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 members, all of whom shall be Voting Members in good standing, one of whom shall be appointed by the Board as Parliamentarian. The election of the President and Treasurer shall take place in alternate years from the election of the Vice President and Secretary. The five Directors shall be elected for two-year terms in alternate years. The Officers and Directors shall be elected at the Club's annual meeting as provided in Article IV and shall serve until their successors take office. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board may authorize expenditures of no more than \$200.00 without general membership approval.

### 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 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.
- c. The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which the Club shall order a record. He/she shall have charge of the correspondence 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. He/she shall deposit the same in a bank designated by the Board, in the name of the Club. The 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. All items of receipt or payment shall be published in the newsletter. At the conclusion of the fiscal year, an account of all moneys received and expended during the previous fiscal year shall be published in the newsletter. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.

### Section 3. Vacancies

Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority of all the remaining members of the Board at its first 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.

## Article IV: The Club Year, Annual Meeting, and Elections

### Section 1. Club Year

The Club's official year shall begin on the 1st day of January and end on the 31st day of December

The Club's fiscal year shall begin on the 1st day of July and end on the 30th day of June

### Section 2. Annual Meeting

The annual meeting shall be held in the month of November, at which time Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated. They shall take office on the 1st day of January of the following year, by which time each retiring officer shall have turned over to his/her successor in office all properties and records relating to that office.

### Section 3. Elections

The candidate receiving the greatest number of votes for each position shall be declared elected. In the case where more than two people are running for one position, there shall be a second ballot, allowing members to choose between the two candidates who received the most votes on the first ballot.

### Section 4. Candidates

- 1) During the month of July 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.
- 2) The Board shall name a Committee Chairman and it shall be his duty to call a committee meeting which shall be held on or before August 15<sup>th</sup>.
- 3) The committee shall immediately report their nominations to the Secretary in writing.

- 4) The Secretary shall, at least two weeks before the September meeting, notify each member in writing of the candidates so nominated.
- 5) Additional nominations may be made at the September meeting.
- 6) Nominations cannot be made at the Annual meeting or in any other manner other than as provided in this section.

## Article V: Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, 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. 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 the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

### Section 2. Charges

Any member may prefer charges against a 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 \$50.00, which shall be forfeited if the Board following a hearing does not sustain such charges. The Secretary shall promptly send a copy of the charges to each member of the Board or present a copy of the charges to them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct which would be 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, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail 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 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 cases, 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 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 upon the Board's recommendation as provided in Section 3 of this article. Such proceedings may occur at 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, although 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 in his own behalf if he so wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of the members present and voting at the meeting is required to expel a member following hearing a board recommendation. If expulsion is not so voted, the Board's suspension shall stand.

### Article VII: Amendments

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly submitted to the 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. Amendments shall be voted on in a secret ballot and shall require a 2/3 affirmative vote.

The Constitution and Bylaws may be amended by a majority vote of the 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 three weeks prior to the date of the meeting.

#### Article VIII: Dissolution

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 the purpose 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. Club Meetings

At 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
- Reading of 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 a 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

##### Section 3. Rules

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 wish to adopt.

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