

BERNESE MOUNTAIN DOG CLUB OF THE GREATER TWIN CITIES

(December 1992)

Amended 2004

Amended December 2008

Amended August 2009

Amended July 1, 2013

Amended Aug 29, 2020

CONSTITUTION

ARTICLE 1

Name and Objectives

Section 1.

The name of the club shall be, Bernese Mountain Dog Club of the Greater Twin Cities

Section 2.

The objectives of the Club shall be:

- i) To encourage and promote quality in the breeding of purebred Bernese Mountain Dogs and to bring their natural qualities to perfection
- ii) 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
- iii) To protect and advance the interest of the breed by providing a forum for the dissemination of information pertaining to the breed
- iv) To protect and advance the interest of the breed by encouraging sportsmanlike competition at Club and AKC events.
- v) 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 three 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:

- i) 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
- ii) Associate Membership - Entitles member to all Club privileges except voting and holding office. This membership is offered to individuals who live outside the Club's designated area, as defined by the Club's AKC accreditation approval letter, but are not active. Associate members are not counted in the quorum for Club meetings.

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 Club's Membership Chair or their designee shall send to each member (Full and Associate) a membership renewal reminder for the ensuing year. Dues and processing fees shall be established by the Board of Directors annually.

Section 3: Election to Membership

Membership is subject to Club member approval. 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 the Club's constitution and by-laws and the rules of the American Kennel Club.

The application shall include the applicant's name, address and email address of the applicant. It shall also include the endorsement of two Full members in good standing, not of the same household. Accompanying the application each applicant shall submit a non-refundable initiation fee and the dues payment for the current year. All applications should also include a signed Code of Conduct.

Membership applications shall be submitted to the Club Secretary or Membership Chair. Each application shall be read at the first meeting of the Club following its receipt. Then, at the next Club meeting, the application will be voted on and may be elected by an affirmative vote of 2/3 of the members present. The Membership Chair shall notify applicants of their election to membership by email or regular mail.

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:

- i) 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.
- ii) Lapsing: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 90 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. If dues remain unpaid after the membership grace period, the person will have to reapply for membership. In no case may be a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- iii) Expulsion: A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II Meetings and Voting

Section 1: Club Meeting

Meetings of the Club shall be held in a manner including location, on a date and time, and at an hour designated by the Board of Directors. This may include in-person and/or via remote communications. At least six regular club meetings shall be held each year. Notice of each meeting shall be completed by mail or electronic. The quorum for any Club meeting shall be 20% of the voting members in good standing. Members may elect to receive e-mail notification of club meetings, dues notices, minutes, and newsletters. Board members may elect to receive notification of board meetings via e-mail. A club member or Board member must first sign an authorization agreeing to email notifications which may be revoked upon written request sent to the Secretary.

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 Full Members of the Club who are in good standing. Such special meetings shall be held in a manner, including on a date and time and whether in-person or via remote communications, at a location agreeable to the majority of the members of the Board of Directors, at a date and hour designated by the person authorized to call such a meeting. Written notice of such a meeting shall be sent 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 during such special meeting. 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

at a minimum at least every other month. Meetings of the Board may also be conducted via teleconference or video conference. At the first Board meeting of the fiscal year, the Board meeting schedule will be established for the year. 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; or 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 a meeting. The 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 they are 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 and Treasurer and up to 5 (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.

- i) 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.
- ii) 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.
- iii) The Secretary (or their designee) shall
 - (1) Keep a record of all the meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club
 - (2) Record all votes of the Board of Directors
 - (3) Have charge of the correspondence
 - (4) Notify members of meetings
 - (5) Notify applicants of the results of a vote on their membership application
 - (6) Notify officers and directors of their election to office
 - (7) Keep an Attendance record of all those at club meetings and Board meetings
 - (8) Keep a roster of Club members
 - (9) And carry out such other duties as prescribed in these by-laws.

- iv) 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 Board and Club meeting on the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting an accounting shall be rendered of all moneys received and expended during the previous year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. 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 up to 4 (four) other persons.

Section 3: Vacancies

Any vacancies occurring on the Board or among the officers 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 the 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 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 Club 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 60-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. Between July and September the board shall select a Nominating Committee consisting of three members and one alternate, not more than one of whom may be a member of the Board. The Club Secretary shall notify the committee members and alternates of their selection. The Board shall name a Nominating Committee chair.

- i) 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 report their nominations to the Club Secretary by September 30.
- ii) Upon receipt of the Nominating Committee's report, the Club Secretary shall, at least two weeks before the October meeting, notify each member of the candidates to be nominated.
- iii) Additional nominations may be made at the October Club 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.
- iv) Nominations cannot be made at the Club's Annual Meeting in December/Winterfest or in any manner other than as provided in this Section.

ARTICLE V Committees

Section 1: Designation of Club Committees and Their Chairs

In the first quarter of the official Club year, the Board, subject to a majority vote of the Board, shall appoint Chairs, with the appointee's 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, Rescue and other fields which may be served by committees. Designation of such committees shall ~~always~~ be subject to the final authority of the Board. Committees shall be composed of volunteers appointed by the respective committee Chairs. The Board may also appoint special committees to aid the Board on particular projects.

Section 2: Committee Membership

Any committee appointment may be terminated by a majority vote of the Board of Directors 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 or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not entertained or 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 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 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 resigned while charges have been preferred against them or allows their 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, they must reapply for membership.

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 the defendant, the Board may by a majority 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 BMDCGTC, 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 that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before their 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 the Annual meeting of the Club following hearing and upon the Board's recommendation as provided in Section 3 in this Article. The defendant shall have the privilege of appearing on their 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 their own behalf if they wish. 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 Annual meeting shall be required for expulsion. If expulsion is not so voted, the Board's suspension will stand.

ARTICLE VII Amendments

Section 1.

Amendments to the Club's 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 Membership with the 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 Club's 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 the Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the 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 the Last Meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X
Parliamentary Authority

Section 1.

The rules contained in the current edition of "Roberts 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 by-laws and any other special rules of order the Club may adopt.