

# BERNESE MOUNTAIN DOG CLUB OF SOUTHERN CALIFORNIA

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## BY-LAWS

### ARTICLE I

#### Membership

**Section 1. Eligibility:** There shall be two types of membership. Regular and Junior, open to all persons who are in good standing with the American Kennel Club, and who subscribe to the purposes of this club. The regular membership is for those persons 18 years of age or over. The Junior membership is for those persons between 10 and 18 who would be entitled to all privileges of the club except those of voting and holding office.

**Section 2. Dues:** Membership Dues shall be payable in January each year. A schedule of dues and initiation fees shall be established by the Board of Directors annually and may be changed as necessary. The schedule of dues and initiation fees shall include rates for Regular membership, Household membership, and Junior membership. Applicants for membership after August 1, shall pay half the annual dues. A reduction of 50% of the Regular dues shall be given to each additional Regular Member in the household after the first Regular member. Junior members shall pay one half of the established Regular membership. No club privileges will be honored for any member not in good standing. The Membership Committee Chair, or the Treasurer will notify club members between November and December of the membership dues deadline and request payment by January 30<sup>th</sup> to avoid delinquency.

Club members are delinquent and face the loss of Club member privileges if dues are not paid by March 31<sup>st</sup>.

**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 By-Laws, and the rules of the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected by a majority vote of the Board of Directors. Affirmative votes of 51% of the entire Board, or 5 of the 9 Board members, constitutes a majority for election to the Club.

An application which has received a negative vote by the Board may be appealed to the Board and subsequently presented at the next Annual Meeting of the Club. The Club membership may elect such applicant by a favorable vote of 75% of the

members present. If membership is denied, applicant is not eligible to re-apply for one year from the date of denial.

**Section 4. Termination of Membership: Membership may be terminated for the following:**

**a. 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 considered a debt to the club, and they become incurred on the first day of each fiscal year.

**b. Lapsed.** A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days grace to such delinquent member in meritorious cases. In no such case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of the meeting.

**c. Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

**ARTICLE II  
Meetings**

**Section 1. Club Meeting:** Meetings of the Club shall be held within the greater Southern California area at a time and location designated by the Board. Written notice of each meeting shall be communicated, including e-mail, website posting, or other social media in use at the time, at least 10 days prior to the date of the meeting.

**Section 2. Annual Meeting:** The annual meeting of the Club shall be held at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be provided to each member by the Secretary at least 30 days prior to the date of the meeting using any communication methods in place at the time, including but not limited to e-mail, social media, or online notification. The quorum for the annual meeting shall be 20% of the members in good standing, or at least 10 members in good standing, whichever is greater.

**Section 3. Election Meeting:** An election meeting shall be held on or after December 1 and before December 25, at a place, date and hour designated by the Board of Directors for the sole purpose of counting ballots, in accordance with Article IV, Section 3.

**Section 4. Special Club Meetings:** Special Club Meetings may be called by the President or by a majority vote of the Board who are present at a meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by 5 of members of the Club in good standing. Such meetings 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 provided by the Secretary at least 10 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 20% of the members in good standing.

### **ARTICLE III** **Directors and Officers**

**Section 1. Board of Directors:** The Board shall be comprised of the President, Vice President, Secretary and Treasurer, and five other members, all of whom shall be members in good standing with residency in the United States. They shall be elected for 2 year terms at the Club's election meeting as provided in Article IV and shall serve until December 31. The election of Directors and Officers will be done on a staggered basis to ensure continuity and minimize disruption to the duties of the Board. The positions will be elected as follows:

Year 1: President, Secretary and (2) Directors  
Year 2: Vice President, Treasurer, and (3) Directors

General management of the Club's affairs shall be entrusted to the Board of Directors.

**Section 2. Officers:** The Club's officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a. The President shall preside at all meetings of the Club and the Board and shall have duties and powers normally pertinent to the office of the President in addition to those particularly specified in these By-Laws.
- 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, of the Board and of all votes taken, and of all matters of which a record shall be ordered by the Club. S/he shall have charge of the correspondence, notify members of the meetings, notify Officers and Directors of their election to the office, keep addresses, and carry out such other duties as are prescribed by these By-Laws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank approved by the Board, and 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 shall render an account of all monies received and expended during the previous fiscal year. The Board may elect on an annual basis to have the Treasurer's accounting reviewed by someone other than the Treasurer.

**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, except that the vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled automatically by the Board.

#### **ARTICLE IV**

#### ***The Club Year, Voting, Nominations, Elections***

**Section 1.** The Club's fiscal year shall begin on the 1<sup>st</sup> day of January, and end on the 31<sup>st</sup> day of December. The Club's official year shall begin the first day of January, and continue through December 31. The elected Officers and Directors shall take office on January 1<sup>st</sup>, and each retiring officer shall turn over to his 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 By-Laws which shall be decided by written ballot. 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.

**Section 3. Annual Election :** At the meeting for the election of Officers and Directors, the vote shall be conducted by ballot. Ballots to be valid must be received by the Secretary before the opening of the meeting. Ballots shall be counted at the meeting by three inspectors of election who are members in good standing and who are neither members of the current Board nor candidates on the ballot and who shall be chosen by the members present at the meeting. The person receiving the largest number of the votes for each position shall be declared elected. If any nominee at the time of the meeting 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 By-Laws. The Nominating Committee shall be chosen by the Board of Directors by June 30. The Committee shall consist of three members, 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 members will be publicly announced to the membership by August 1<sup>st</sup> through any communication vehicle in use by the Club.
- b. 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 shall then submit its slate of candidates to the Secretary and the Newsletter Editor, who shall notify the membership

of the Club on or before September 30, so that additional nominations may be made by the members if they so desire.

- c. Additional nominations of eligible members may be made by written and signed statement addressed to the Secretary and received by e-mail, fax or mail on or before October 15<sup>th</sup>, The nominee must sign the nomination declaration to signify his/her willingness to serve on the Board. No person shall be a candidate for more than one position, and the additional nominations provided for therein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- d. If no valid additional nominations are received by the Secretary on or before October 15, the Nominating Committee's slate shall be declared elected and no election meeting and no balloting will be required.
- e. If one or more valid additional nominations are received by the Secretary on or before October 15<sup>th</sup>. The Secretary shall on or before November 1<sup>st</sup> mail to each member in good standing a ballot listing all the nominees for each position in alphabetical order, together with a blank envelope and a return addressed to the Secretary marked "Ballot", and bearing the name of the member to whom it was sent. So the ballots may remain secret, each voter, after marking his ballot, shall seal it in a blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of the election shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelope, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the election meeting.
- f. Inspectors of Election shall be comprised of three (3) Club members who are not on the ballot for election. The Inspectors are responsible for counting the ballots and certifying all results.

## **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, dog rescue, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees.

**Section 2.** Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee, and the Board may appoint successors to those positions whose service has been terminated.

## **ARTICLE VI** **Discipline**

- Section 1.** American Kennel Club Suspension – Any member who is suspended from the privileges of the AKC shall automatically be suspended from the privileges of this club for the concurrent time frame as set by the AKC or BMDCA. The member is required to notify the Club Secretary of the AKC or BMDCA disciplinary actions once finalized.
- Section 2.** **Charges** – Any member may prefer charges against another 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 \$20 which shall be forfeited if such charges are not sustained by the Board or a Committee 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 interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board, or an independent Committee of 3 club members should a Board conflict exist, 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 the notice of the hearing and an assurance that the defendant may personally appear in his defense and bring witnesses if he wishes.
- Section 3.** **Board Hearing** – The Board or 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 evidence and testimony presented by the complainant and defendant, the Board or Committee 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 fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee 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 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 or Committee's recommendation as provided in Section 3 of this Article. Such proceedings 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 on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read only the charges and the findings and recommendation, and shall invite the defendant, if present, to speak on his own behalf if s/he wishes. The members shall then vote by secret ballot on the proposed expulsion. A quorum of 20% of voting members is necessary. 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 By-Laws 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 considered by the Board of Directors and must be 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.

**Section 2.** The Constitution and By-Laws may be amended at any time provided a copy of the proposed amendment has been provided by the Secretary to each member and a 30 day comment period initiated in which members may indicate their choice for or against the action to be taken using a consistent communication mechanism chosen by the Board and communicated to the membership (e.g., by mail, written survey, online discussion group, social media etc.). The notice shall specify a date that comments must be submitted to the Secretary to be counted. Dissenting or objecting comments from no more than 1/3 of members in good standing is required to allow proposed amendments to be enacted.

#### **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 give to a charitable organization for the benefit of dogs, selected by the Board of Directors.

#### **ARTICLE IX** **Order of Business**

**Section 1.** At the general 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
5. Report of Treasurer
6. Report of Committees
7. Unfinished business
8. New Business

**Section 2.** At the meeting of the Board, the order of business, unless otherwise directed by the President, shall be as follows.

1. Approve minutes of Last Meeting
2. Report of Secretary
3. Report of Treasurer
4. Report of Committees
5. Unfinished business
6. Election of new members
7. New business
8. Adjournment

**Section 3.** *Order of Business* - At meetings of the club, Robert's Rules of Order shall be followed to the extent they are not inconsistent with these By-Laws.