

GREATER SWISS MOUNTAIN DOG CLUB OF THE ROCKIES

CONSTITUTION

Section 1. Club Name. The name of the Club shall be the Greater Swiss Mountain Dog Club of the Rockies (GSMDCR).

Section 2. Objectives. The objectives of the Club shall be:

- a) To encourage and maintain an atmosphere of goodwill, support, communication and cooperation among GSMD owners and enthusiasts.
- b) To provide a source of accurate and comprehensive information for individuals interested in the GSMD.
- c) To act as an independent local/regional Greater Swiss Mountain Dog specialty club working under the auspices of the Greater Swiss Mountain Dog Club of America, Inc. (GSMDCA or national club) whenever possible and to meet the requirements of the American Kennel Club.
- d) To endeavor to practice and promote principles of responsible dog ownership in the home and community.
- e) To encourage and promote quality breeding of purebred Greater Swiss Mountain Dogs (GSMD) and to do all possible to bring their natural qualities to perfection.
- f) 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 Greater Swiss Mountain Dogs shall be judged.
- g) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog events.
- h) To conduct sanctioned matches and specialty shows under the rules of the American Kennel Club.
- i) To support and encourage participation in appropriate performance events and related activities.

Section 3. Bylaws. The members of the Club shall adopt and may from time to time revise such bylaws by a 2/3 (two-third) vote as may be required to carry out these objectives.

Section 4. The GSMDCR 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 accrue to the benefit of any member or individual.

BYLAWS

ARTICLE I

Membership

Section 1. Memberships.

- a) There shall be three 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:
 - *Individual Membership* – Open to persons 18 years of age and older who own or co-own at least one GSMD and who reside within the club's principal area of activity. The member shall enjoy all the privileges of the Club, including one vote, and the ability to hold office if all other requirements are fulfilled.
 - *Household Membership* – Has the same requirements as a regular membership and is further defined to include the following: two (2) members of the same household 18 years of age or older. Each member will receive one vote.
 - *Associate Membership* – A person who is ineligible for ordinary membership but desires to work in association with and whose interests parallel those of the Club, or is on the waiting list for a GSMD. Associate members shall enjoy all privileges except voting or holding the position of officer or director. Associate members do not count in determining a quorum.

Section 2. Election to Membership.

- a) 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 Club's member guidelines, 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 one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

- b) Applicants may be elected by ballot at any meeting of the Board of Directors or by ballot of the Directors by mail. Affirmative votes of 2/3 of the Board Members present at a meeting of the Board of Directors or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.
- c) An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next general meeting of the Club and the members may elect such applicant by ballot and a favorable vote of 75% of the members present.
- d) Associate members do not require the approval process of regular membership.

Section 3. Membership Dues.

- a) Membership dues shall be payable on or about January 1 of each year. New memberships paid after August 31 shall be assumed to carry over through the following calendar year (January 1 through December 31).
- b) Notice of dues owed annually will be sent by the Membership Chair.
- c) Dues will be set by the majority vote of the Board of Directors of the Greater Swiss Mountain Dog Club of the Rockies. Any changes to the dues rate must be voted on by the Board of Directors, if it is deemed necessary for the financial stability of the GSMDCR, on an annual basis.

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 Recording Secretary, but no member may resign when in debt to the Club. Dues 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 90 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 by in Article VI of these Bylaws.

ARTICLE II
Meetings

Section 1. Club Meetings. Meetings of the Club shall be held at a place, date, and hour designated by the Board of Directors. Written notice of each meeting and a proposed agenda shall be published in the club newsletter or mailed by the Corresponding Secretary to each member at least ten (10) days prior to the date of the meeting. The quorum for any Club meeting shall be ten (10%) percent 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 Recording Secretary, or upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such meeting shall be held at such a place, date, and hour as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Corresponding Secretary at least ten (10) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall set the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be ten (10%) percent of the members in good standing.

Section 3. Board Meetings. Meetings of the Board shall be held at a place, date, and hour designated the Board. Written notice of each meeting shall be mailed by the Corresponding Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, fax or telephone conference call, through the Recording Secretary. Items voted upon by telephone conference call must be confirmed in writing within seven (7) days. Business expenses may be reimbursed by the Club Treasurer.

Section 4. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Recording 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 President. Written notice of such a meeting shall be sent by the Corresponding Secretary at least ten (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 voting in person, by mail, fax or telephone conference call, through the Recording Secretary. Items voted upon by telephone conference call must be confirmed in writing within seven (7) days. Business expenses may be reimbursed by the Club Treasurer.

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 two (2) elected Directors, all of whom shall be members in good standing who are residents of the United States. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. 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, Recording Secretary, Corresponding Secretary, Treasurer, and two elected Directors shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meeting.

- a) The President shall preside at all meetings of the board, and shall have the duties and powers normally appurtenant to the office of the President in additions 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 keep a record of all meetings of the Club and of the Board and of all votes taken by mail or telephone, and of all matters of which record shall be ordered by the Club.
- d) The Corresponding Secretary shall have charge of the correspondence notifying members of meetings, notification to new members of their election to office, to keep a roll of the members of the Club with their addresses and telephone numbers, and to carry out such other duties as are prescribed in the bylaws.
- e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank approved by the Board, in the name of the Club. His or her books shall at all times be open to inspection of the Board. He or she shall report quarterly in the newsletter the condition of the Club's finances and every item of receipt or payment not before reported. 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.
- f) The two elected Directors shall endeavor to take active roles in committee leadership.

Section 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled by a member in good standing for the unexpired term of office by the majority vote of all of the remaining members of the Board at its first regular or special meeting following the creation of such vacancies, except in the office of President. A vacancy in the office of President will be automatically filled by the Vice President.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

Section 1. Club Year. The Club's official year shall begin on July 1 and shall continue through June 30 of the following calendar year. Officers and directors elected during an election year shall take office on July 1 following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days of the start of the official year. The election of the directors and officers listed in Article III will be held every two years.

Section 2. Voting. At Club meetings voting shall be limited to those members in good standing who are present at the meeting, except for the election of officers and directors and amendments to the constitution and bylaws which shall be decided by written ballot cast 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. Elections.

- a) The election of officers and directors shall be conducted by secret ballot by mail.
- b) Eligible members may vote for one candidate for each of the Club's officer positions (President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer). The candidate receiving the greatest number of votes for each position shall be declared elected.
- c) Eligible members may vote for two candidates for the Club's director positions. The two candidates receiving the greatest number of votes shall be declared elected.

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. An Elections Committee shall be chosen by the Board of Directors before November 1 of the year preceding a scheduled election. The Committee shall consist of three members and two alternates, all Club members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall also name a Chairman for the Committee. The Elections Committee may conduct its business by mail.

- a) An announcement of the upcoming election drafted by the members of the Elections Committee, including instructions explaining the procedure for becoming a candidate for the Club's officer and director positions, shall be published in the newsletter or mailed to each voting club member by the Corresponding Secretary no later than December 15.
- b) Any voting member in good standing may be a candidate for any position on the Board of Directors. No person shall be a candidate for more than one position. It shall be the responsibility of any person interested in being a candidate for a club office or director position to submit his or her name to the Chairman of the Elections Committee by February 1.
- c) If by February 1 there remain any officer or director positions that no members have expressed an interest in filling, it shall be the duty of the Elections Committee to select one candidate for each of these positions, and to secure the consent of each person so selected.
- d) The Committee shall then submit its slate of candidates to the Recording Secretary. The list, including the name of each candidate and the name of the City and State in which he or she resides, will be published in the Newsletter or mailed to each voting member by the Corresponding Secretary on or before March 1, so that additional nominations may be made by the members if they so desire.
- e) Additional nominations of eligible members may be made by written petition signed by three voting members, addressed to the Elections Committee Chairman and postmarked on or before April 1.
- f) If no more than one candidate declares candidacy for each of the officer and director positions, and if no valid additional nominations are received postmarked on or before April 1, the Nominating Committee's slate shall be declared elected and no balloting shall be required.
- g) If one or more valid additional nomination(s) are received postmarked on or before April 1, the Corresponding Secretary (or an independent professional firm designated by the Board) shall, on or before April 15 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 cities and states in which they reside, together with a blank envelope and a return envelope addressed to the Elections Committee Chairman (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 their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Elections Committee Chairman (or designated professional firm).
- h) Ballots to be valid must be received by the Elections Committee Chairman (or an independent professional firm designated by the Board) by May 15. Ballots shall be counted by three inspectors of election selected by the Board who are members in good standing and 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). 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 announced in the Newsletter.

ARTICLE V

Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as obedience trials, social events, breed education, health issues, dog shows, 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 be appointed by the Board to aid it in particular projects.

Section 2. Any committee appointee 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 Suspensions. Any member who is suspended from the privileges of The American Kennel Club shall automatically 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 or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 action 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 interest of the Club or of the breed 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 or a committee of not less than three (3) members of the Board, not less than four (4) weeks nor more than six (6) weeks thereafter. The Corresponding 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 their own defense and bring witnesses if he or she wishes.

Section 3. Board Hearing. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months. If the Board 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. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Corresponding 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 hearing and upon the recommendation of the Board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in their 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 or her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion.

A two-thirds (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 may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty (20%) percent 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 Corresponding 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 may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing, accompanied by a ballot on which they may indicate their choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of the mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

ARTICLE VIII

Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or nonvoluntary or by operation of law, none of the property of the Club or proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. After payment of debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs. This organization shall be selected by the Board of Directors.

ARTICLE IX
Order of Business

Section 1. At meetings of the Club, Robert's Rules of Order shall be followed with the order of business so far as the character and nature of the meeting may permit as follows:

1. Roll Call
2. Minutes of the last meeting
3. Report of the President
4. Report of the Recording Secretary
5. Report of the Corresponding Secretary
6. Report of the Treasurer
7. Reports of Committees
8. Unfinished business
9. New business
10. Adjournment

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

1. Minutes of the last meeting
2. Report of the President
3. Report of the Recording Secretary
4. Report of the Corresponding Secretary
5. Report of the Treasurer
6. Reports of Committees
7. Unfinished business
8. Election of new members
9. New business
10. 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.