



## Bernese Mountain Dog Club of Southeastern Wisconsin

# Constitution And By Laws

## CONSTITUTION

### ARTICLE I NAME AND OBJECTIVES

#### SECTION 1

The name of the Club shall be Bernese Mountain Dog Club of Southeastern Wisconsin, Inc.

#### SECTION 2

The objectives of the Club shall be to:

- A. Do all possible to bring the natural qualities of the Bernese Mountain Dog to perfection.
- B. Urge members and breeders to accept the AKC approved standard of the breed as the only standard by which Bernese Mountain Dogs shall be judged.
- C. Protect and advance the interest of the breed by encouraging sportsmanlike conduct in and out of the ring.
- D. Conduct matches and specialty shows under the rules and regulations of the American Kennel Club.
- E. Provide a medium for Bernese owners and appreciators to join in social activities.
- F. Educate members and others concerning Bernese Mountain Dogs and dogs generally and the responsibilities of dog ownership.
- G. Promote the Club Code of Ethics.
- H. Maintain and protect the integrity of the AKC Stud Book.

#### SECTION 3

The Club shall not be conducted nor operated for profit and no part of any profits or remainder of residue from activities, 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 the Club's objectives.

## BY-LAWS

### ARTICLE I MEMBERSHIP

#### SECTION 1 ELIGIBILITY

There shall be two types of membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. The category of membership shall be indicated on the application to join the Club and on yearly renewal notices. The membership shall be restricted to residents of Southeastern Wisconsin, and the Club's primary purpose is to representative of the members in its immediate area.

**Regular Members** Regular members shall be entitled to vote and to hold office (subject to Article I, Section 4B).

**Associate Members** Associate members shall not be entitled to vote nor hold office, but may participate in all events and committees.

#### SECTION 2 DUES

- A. Membership dues shall not exceed \$25 per person per year for either regular or associate membership, payable on or before January 1.
- B. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year.
- C. A schedule of dues and initiation fees shall be established by the Board of Directors annually and may be changed as deemed necessary by the Board of Directors.

#### 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 the Constitution and By-Laws of the BMDCSEW and the rules of the American Kennel Club. The application shall state the name, address of the applicant, all dogs owned and co-owned, and it shall carry the endorsement of two unrelated sponsors. Sponsors must be members in good standing, shall have personal knowledge of the applicant(s), and must be willing to supply a letter of recommendation or attend a Board meeting regarding the application should the Board require. Accompanying the application, the prospective member shall submit dues payment for the current year, in addition to an initiation fee not to exceed \$20. Applicants must attend two (2) general meetings within 12 (12) months following their application. All applications are to be filed with the

Secretary and each application is to be read at the first general meeting of the Club following its receipt. Upon the attendance of the applicant at a second general meeting of the Club within twelve (12) months of the application, the application shall be read again and will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot shall be required to accept the applicant. Applicants who have been rejected by the Club may not reapply within six (6) months of such rejection.

#### **SECTION 4 TERMINATION OF MEMBERSHIP**

Membership may be terminated by:

- A. Resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign while in debt to the Club.
- B. Lapsing.** Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional sixty (60) days grace period to such delinquent members in meritorious cases. In no case is a person entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- C. Expulsion.** A membership may be terminated by expulsion as provided for in Article VI of the By-Laws.

### **ARTICLE II**

#### **MEETINGS AND VOTING**

##### **SECTION 1 ANNUAL MEETING**

The Club's Annual Meeting shall be held in November in the greater Waukesha area, at a place that the Board designates, with written notice to the general membership fifteen (15) days prior to the meeting.

##### **SECTION 2 GENERAL MEETINGS**

- A.** The members shall meet a minimum of five (5) times each year in the greater Waukesha area at such time and place as may be designated by the Board of Directors. Written notice of each such meeting shall be sent to each member by U.S. mail at least ten (10) days prior to the date of the meeting. Additional meetings may be scheduled at the Board's discretion.
- B.** A quorum for all meetings shall be twenty (20) percent of the membership in good standing.

##### **SECTION 3 SPECIAL MEETINGS/EVENTS/PROGRAMS**

- A.** Special meetings may be called by: (a) the President; (b) a majority vote of Board members who are present and voting at any regular or special meeting of the Board; or (c) the Club Secretary on receipt of a petition signed by five (5) members of the Club in good standing. Such special meetings shall be held in the greater Waukesha area at a place, date, and hour that the Board designates. The Club Secretary shall notify members of such meetings at least fourteen (14) days prior to the date of the meeting. The notice shall state the purpose of the meeting, and no other business shall be transacted. The quorum of such a meeting is twenty (20) percent of the regular membership in good standing.
- B.** At its February meeting, or at another time that the Board may designate, the Club shall honor members' Bernese Mountain Dogs during the prior year earned titles recognized by the Board.

##### **SECTION 4 VOTING**

At any general meeting or at a special meeting of the Club, voting shall be limited to those regular members in good standing who are present at the meeting; each member shall be entitled to one vote at any meeting at which the member is present. Voting by proxy shall not be permitted at any Club meeting or election.

##### **SECTION 5 BOARD MEETINGS**

- A.** The Officers and Directors shall meet at least six (6) times during the Club year in the greater Waukesha area, at a place, date, and hour decided by consensus of the Officers and Directors. Written notice of each meeting shall be sent by the Secretary at least ten (10) days prior to the date of the meeting. Members in good standing shall be informed of such meetings in advance.
- B.** Officers and Directors must attend Board meetings or provide the Club Secretary with information concerning any projects in which they are involved. During the Board meeting, the Club Secretary shall present the absent member's report. In the Secretary's absence the President shall present such information to the Board.
- C.** Any member in good standing may attend the Board meeting as an observer, however, the Board may recess to meet in executive session, as it deems appropriate.
- D.** The quorum for Board meetings shall be a majority of the Officers and Directors.
- E.** Special meetings of the Board may be call 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 in the greater Waukesha area at such place, date, and time as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten 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 meeting shall be a majority of the Board.

## **ARTICLE III OFFICERS AND DIRECTORS**

### **SECTION 1 COMPOSITION AND POWERS**

- A.** The Board shall be comprised of a President, Vice-President, Secretary, Treasurer and three (3) Directors. The President, Vice-President and three (3) Directors shall be elected for a one (1) year term. The Secretary and Treasurer shall be elected for two (2) year terms. The Secretary shall be elected in the even-numbered years: the Treasurer shall be elected in the odd-numbered years. Officers and Directors shall serve until their successors are elected.
- B.** Any regular member in good standing with the Club and the AKC, and who has attended at least two general membership meetings in the year prior to the election may hold office in the Club. Nominees must be able to attend all Board meetings.
- C.** General management of the Club's affairs shall be entrusted to the Board of Directors.

### **SECTION 2 DUTIES**

- A.** The President shall preside at all Club and Board meetings, and shall have the duties and powers normally attached to the office of President, in addition to those 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 and of the Board and all matters of which a record shall be ordered by the Club, shall record all votes of the Board of Directors, shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep an attendance record of all members and guest or guest(s) attending a meeting, keep a roll of the members of the Club with their addresses and carry out such other duties as prescribed in the By-Laws.
- D.** The Treasurer shall collect and receive all monies due and belonging to the Club, and shall deposit them in the name of the Club in a bank that the Board shall designate. Books shall be open to Board inspection. The treasurer shall report to the Board at every Board 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 fiscal year to date. The Treasurer's books and records shall be subject to a yearly internal audit by an individual appointed by the Board, and the Treasurer shall be bonded.

### **SECTION 3 VACANCIES**

Any vacancies occurring on the Board or among the offices during the years shall be filled by a majority vote of all current Board members at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. The Vice-President shall automatically fill a vacancy in the office of President. The Board shall fill the resulting vacancy in the office of Vice-President.

### **SECTION 4 RESIGNATIONS**

Any Board member may resign by written resignation submitted to the Secretary.

## **ARTICLE IV THE CLUB YEAR, NOMINATIONS, ELECTIONS**

**SECTION 1 CLUB YEAR** The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The elected Officers and Directors shall take office on January 1 and each retiring officer shall turn over to his successor in office all properties and records relating to the office by January 15.

### **SECTION 2 NOMINATION**

- A.** No person shall be a candidate in the Club election who has not been nominated in accordance with these By-Laws. The Board shall appoint the Nominating Committee by May 31st. The Committee shall consist of three members and one alternate, not more than one of whom may be a member of the Board. One member shall serve as Chair of the Committee. This person, selected by the Board, shall oversee all aspects of the nominating process.
- 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. No person shall be a candidate for more than one position. The Committee shall submit its slate of candidates to the Secretary with a copy to the Newsletter Editor for publication in the July newsletter.
- C.** Additional nominations may be made by any member in good standing in attendance at the September meeting providing that the person nominated does not decline when person's name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall have obtained the written consent of the nominee before such nomination.
- D.** If no valid additional nominations are made the Nominating Committee's slate shall be declared elected and no election will be required. If additional nominations are made, the election will be held at the Annual Meeting.

### **SECTION 3 ELECTION**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

## **ARTICLE V COMMITTEES**

### **SECTION 1 APPOINTMENT**

The Board may each year appoint standing Committees to advance the work of the Club. Such Committees shall always be subjected to the final authority of the Board. Special Committees may also be appointed by the Board to aid it on particular projects.

### **SECTION 2 STANDING COMMITTEES**

Notwithstanding Section 1, the Board shall appoint persons to chair the following standing Committees: **Membership** - to administer the membership requirements as stated in the Club Constitution and By-Laws. **Newsletter Editor** - to be responsible for publishing the Club newsletter adhering to the newsletter policy, and appointing assistants as necessary. **Ways and Means** - to develop with Board approval, and market revenue sources for the Club. **Constitution and By-Laws** - to review and ensure maintenance of those documents and undertake major revisions as needed. **Rescue** - to administer the Club's Rescue Program in accordance with the BMDCEW rescue policy.

### **SECTION 3 RESIGNATIONS**

If for any reason a Chair resigns before the end of a term, the Board shall appoint a replacement for the remainder of the term.

### **SECTION 4 TERMINATIONS**

Any Committee appointment may be terminated by a majority 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**

### **SECTION 1 SUSPENSION**

Any member suspended from the privileges of the American Kennel Club shall be automatically 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 interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$200.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. If the charges are sustained, the deposit shall be returned to the member who preferred the charges. 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. 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 the charges. If the Board entertains the charges it shall fix a date of a hearing by the Board not less than three (3) weeks nor 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 Requested 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 (6) months from the date of the hearing. And, if it deems that punishment is 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 or her 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 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 the Article. Such proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but no earlier than thirty (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 findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf. The members present at the meeting shall then vote by secret written 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 By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the regular 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 (3) months of the date when the petition was received by the Secretary.

### **SECTION 2**

The Constitution and By-Laws may be amended by a two thirds (2/3) secret vote of the members present and voting at any general or special meeting called for that purpose, provided the proposed amendments have been included in the notice of meeting and sent to each member at least two (2) weeks prior to the meeting.

## **ARTICLE VIII DISSOLUTION**

The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the regular members in good standing. In the event of the dissolution of the Club other than the 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. 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 GENERAL MEETINGS**

At meetings of the Club, the order of business, as the character and nature of the meeting may permit shall be:

- Roll Call Reading of minutes of prior meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Election of Officers and Directors (Annual Meeting only)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

### **SECTION 2 BOARD MEETINGS**

All Board meetings, the order of business, unless otherwise directed by majority vote of those present, shall be:

- Reading of minutes of prior meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished Business
- New Business
- Adjournment

## **ARTICLE X PARLIAMENTARY AUTHORITY**

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 By-Laws and any other special rules of order the Club may adopt.