

# **POTOMAC VALLEY BERNESE MOUNTAIN DOG CLUB**

## **CONSTITUTION**

### **ARTICLE I**

#### **NAME AND OBJECTIVES**

##### **SECTION 1**

The name of the Club shall be Potomac Valley Bernese Mountain Dog Club, Incorporated.

##### **SECTION 2**

The objectives of the Club shall be:

- a. To do all possible to bring the natural qualities of purebred Bernese Mountain Dogs to perfection by selective breeding.
- b. 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.
- c. To do all in its power to protect and advance the interest of the breed by providing a forum for the dissemination of all information pertaining to the breed.
- d. To conduct sanctioned and licensed specialty shows, obedience trials, tracking tests and any other events for which the Club is eligible under the Rules and Regulations of The American Kennel Club, and conduct Draft tests under the Rules and Regulations of the Bernese Mountain Dog Club of America (BMDCA).
- e. To encourage sportsmanlike competition at dog shows, obedience trials, tracking tests, carting competitions, herding trials, agility trials and other competitions involving dogs.

##### **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 objectives.

## **BY-LAWS**

### **ARTICLE 1**

#### **MEMBERSHIP**

##### **SECTION 1. Eligibility**

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of owners, breeders and exhibitors in its immediate area.

There shall be six types of memberships, four of which are 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 objectives of the Club, and one type open to persons age 10-17.

- (a) Regular Member (Individual). Regular Members have the right to hold office, sponsor, nominate and second and are entitled to one vote. Regular Members are counted in the quorum for Club meetings. A Regular Member may transfer at any time to Associate Membership by written request to the Secretary, with any change in dues to be effective for the following year.
- (b) Regular Member (Household). Two (2) adult members residing in the same household, each eligible to vote, with the same privileges defined for a Regular Member (Individual) and are counted individually in the quorum for Club Meetings.
- (c) Associate Member (Individual). This category of membership is recommended for individuals who do not anticipate regular attendance at meetings. An Associate Member shall be informed of all Club meetings and activities, shall receive the Newsletter, may serve on Committees and may participate in all club activities, but may not vote, hold office, sponsor, nominate or second, and is not counted in fulfilling quorum requirements. An Associate Member may transfer to Regular Membership by written request to the Secretary at the time of yearly membership renewal and dues payment.
- (d) Associate Member (Household). Two (2) adult members residing in the same household, each having the same privileges defined for an Associate Member (Individual).
- (e) Junior Membership: Open to persons 10 – 17 years of age. Junior members cannot vote or hold office. A junior member may apply for Regular Membership upon reaching his/her 18<sup>th</sup> birthday.
- (f) Life Member: This status may be granted to qualifying members who were founding members or have been members for over 25 consecutive years and have reached the age of 75. The Board can authorize this status by majority vote. Lifetime Membership privileges are the same as for Regular Membership, except dues are waived.

##### **SECTION 2. Dues**

Membership dues shall be established yearly by the Board of Directors and approved by majority vote of Regular Members in good standing at any regular or special meeting with a quorum present. Dues for Associate Members shall be established at less than the dues for Regular Members. Junior Members' dues shall be established at less than Associate Members' dues. Additional members in the same household shall have a reduction in dues as established by the Board. Junior Members in the same household shall have a reduction in dues as established by the Board. Dues are 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. Dues for newly elected members are payable upon notification of election to membership. Those paid by

newly elected-members after October 31 shall be considered paid for the current and following year. During the month of November, a dues notice shall be mailed to each member either as part of the newsletter with dues notice to be displayed on the first page, by separate mail or by e-mail with verified receipt.

### **SECTION 3. Election to Membership**

- A. Application to the Club shall be made in the same way for Regular, Associate and Junior Memberships and shall be made in either of the following two ways:
  - 1. Application to the Club shall be made by submitting a completed application as described in Article 1, Section 3B, and attending two Club meetings, or one meeting and one Club activity excluding the BMD Regional Specialty show sponsored by the Club. The applicant must attend at least one of the two required Club functions during the 12 months following the reading of the application, which can coincide with the day the application is submitted. If attendance at one Club function preceded submission of the application, it must have occurred within the 12-month period preceding the submission of the application.
  - 2. If the applicant is a member in good standing with any other regional Bernese Mountain Dog Club recognized by the Bernese Mountain Dog Club of America, the applicant may apply by submitting a completed application as described in Article 1, Section 3B and a letter of sponsorship confirming the applicant's good standing signed by any unrelated officer or director of the applicant's current regional club. After submitting these materials, the applicant must attend one Club meeting which can coincide with the day the application is submitted.
- B. The membership application form shall be approved by the Board of Directors and shall state that the applicant agrees to abide by the Constitution and By-Laws of the Club, and by 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 two unrelated Regular Members in good standing. Accompanying the completed application which states the type of Membership applied for, the prospective member shall submit a non-refundable application fee.
- C. The applicant shall submit to the Membership Chair acting on behalf of the Secretary the completed, signed and dated application along with a non-refundable application fee established by the Board of Directors in an amount that shall not exceed annual dues. The application will be read at the first meeting of the Club following receipt by the Membership Chair. If the application is received by the Membership Chair prior to the reading of applications at any regular meeting of the Club, the application may be read at that meeting
- D. Once the requirements of Article I, Section 3, A, B and C have been satisfied, the application will be voted upon by secret ballot at the next Club meeting. Affirmative votes of at least two-thirds of the Regular Members attending and voting by secret ballot at that meeting or by written ballot by mail or in accordance with an Electronic Balloting process approved by the Board, shall be required to elect the applicant to membership. Two Regular Members in good standing shall count the ballots, and the Secretary shall send written notice to the applicant whether the constitutionally mandated affirmative two-thirds vote was received. Dues will be payable upon acceptance into the Club.
- E. The application expires if requirements are not satisfied within one year of the application. The applicant may reapply but must submit another application fee to re-activate the membership process. Applicants for membership who have been rejected by the Club may reapply not sooner

than six months after such rejection and must be endorsed by two different unrelated Regular Members than on the original application.

#### **SECTION 4. Termination of Membership**

Membership 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- B. *By lapsing.* A membership will be considered lapsed and will be automatically terminated if a member's dues remain unpaid 60 days after these are due; however, the Board may grant an additional grace period to a delinquent member in meritorious cases at the discretion of the Board. In no case may a person vote at any Club meeting if their dues are unpaid for the current year as of the date of that meeting.
- C. *By expulsion.* A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

Members terminated by resignation or by lapsing are eligible to reapply in accordance with Section 1 of this Article.

## **ARTICLE II**

### **MEETINGS AND VOTING**

#### **SECTION 1. Club Meetings**

Meetings of the Club shall be held in proximity to Frederick County, Maryland, in such manner or place or by way of telephonic and electronic participation, at such date and hour as designated by the Board of Directors. At least six (6) Club meetings will be held each year.

Written notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum shall be 20% of the Regular Members in good standing. Non-voting Associate Members and Junior Members shall not be counted to determine a quorum.

- (a) Members may elect to receive e-mail notification of club meetings, dues notices, minutes, and newsletters; and board members may elect to receive notification of board meetings via email; provided that the member or board member signs an authorization agreeing to this method of communication. Such authorization may be revoked upon written request sent to the Secretary. Additionally, 2 consecutive electronic notices that are undeliverable deem the member's electronic consent revoked.

#### **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 attending 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 Regular Members of the Club who are in good standing. Such special meetings shall be held in proximity to Frederick County, Maryland in such manner or place or by way of telephonic and electronic participation, at such 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 sent by the Secretary at least 5 days and no 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 thereat. The quorum for such a meeting shall be 20% of the Regular Members in good standing. Non-voting Associate Members and Junior Members shall not be counted to determine a quorum.

### **SECTION 3. Board Meetings**

Meetings of the Board of Directors shall be held six (6) times per year in proximity to Frederick County, Maryland, in such manner or place or by way of telephonic and electronic participation, at such date and hour as designated by the Board. Written notice of each such meeting shall be sent by an officer of the Board at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

### **SECTION 4. Special Board Meetings**

Special meetings of the Board (a) may be called by the President, or (b) 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 proximity to Frederick County, Maryland in such manner or place or by way of telephonic and electronic participation, at such date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meetings shall be sent by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Such notice shall state the purpose of the meeting. No Club business other than the documented purpose of the special meeting shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

### **SECTION 5. Voting**

Each Regular Member in good standing and whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club which he/she attends. Proxy voting shall not be permitted at any meeting or election. Non-voting Associate Members and Junior Members shall not be counted to determine a quorum. The Board of Directors may decide to submit specific questions for decision of the members by written ballot cast by mail or in accordance with an electronic balloting process approved by the Board.

## **ARTICLE III**

### **DIRECTORS AND OFFICERS**

#### **SECTION 1. Board of Directors**

The Board shall be comprised of the officers and four Board Members, all of whom shall be Regular Members in good standing. The officers and three of the four Board members shall be elected for two-year terms at the Club's annual meeting as provided in Article IV. The fourth Board member shall be elected to a one-year term at the Club's annual meeting as provided in Article IV. The terms of President, Treasurer and one of the two-year Board members shall cycle together. The terms of the Vice-President, Secretary and two of the two-year Board members shall cycle together in the alternate year. All directors and officers 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, 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 the duties and powers normally pertaining 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 the 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 a record shall be ordered by the Club. He/she 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 a roll of the members of the Club with addresses and other appropriate data, and carry out such other duties as are prescribed in the By-Laws.
- D. The Treasurer shall collect and receive all monies 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. His/her books shall be at all times open to inspection by the Board; he/she shall report to them at every meeting of the condition of the Club's finances and every item or receipt or payment not before reported; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as determined by the Board of Directors. An Audit Committee as designated and chartered by the Board consisting of at least two regular members shall conduct an audit with the Treasurer as early as practicable after the end of the fiscal year.

**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 remaining members of the Board. This vote will occur at the first regular Board 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 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, ELECTIONS****SECTION 1. Club Year**

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 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 meeting shall be held in the month of December. In accordance with Article III, Officers and Directors for the ensuing terms 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 immediately turn over to his/her successor in office all properties

and records relating to that office within 30 days after the election. The quorum for such a meeting shall be 20% of the Regular Members in good standing.

### **SECTION 3. Elections**

The nominated candidate receiving the greatest number of votes for each Office or Board position shall be declared elected. In the event of ties, the rules contained in current edition of “Robert’s Rules of Order, Newly Revised” are followed.

### **SECTION 4. Nominations**

No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall select a Nominating Committee consisting of three Regular members and two alternates, not more than one of whom may be a member of the Board. The Board shall name a Chairman for the Committee. The Secretary shall immediately notify the committee members and alternates of their selection. The Chairman shall call a Nominating Committee meeting which shall be held on or before September 10<sup>th</sup>. The names of the nominating committee members shall be announced following the establishment of the Nominating Committee.

- (a) The Committee shall nominate one candidate who is a Regular Member in good standing for each Office and Board position to be filled. After securing the consent of people so nominated, the Committee Chairman shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee’s report, the Secretary shall, before October 15th, notify each member in writing of the candidates so nominated at least two weeks prior to the meeting at which additional nominations may be made.
- (c) Any Regular Member in good standing in attendance at the next meeting following October 15<sup>th</sup>, except for the Annual meeting, may make additional nominations, provided that the person so nominated is a Regular Member in good standing and accepts when his/her name is proposed. If the proposed candidate is not in attendance at this meeting, his/her nominator shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.
- (d) No person may be a candidate for more than one position.
- (e) 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. Appointment**

The Board may, each year, appoint standing committees to advance the work of the Club in such matters as shows, obedience trials, trophies, annual prizes, membership, rescue and other areas which may well be served by committees. The Board shall appoint a representative(s) to the Regional Club Council each year. Such committees and appointments 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. Termination**

Any committee or representative appointment may be terminated by a majority vote of the full membership of the Board followed by written notice to the appointee; 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 suspended from the privileges of this Club for a like period. During such suspension, the Member is not “a member in good standing.”

Any member who is suspended from any privileges of The Bernese Mountain Dog Club of America (BMDCA) shall be automatically suspended from the privileges of this Club for a like period. During such suspension, the Member is not “a member in good standing.” During the BMDCA suspension, membership dues for the Club must be maintained. If not, upon BMDCA reinstatement, the individual must apply to the Club for membership in accordance with Article I. Section 3.

#### **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 \$50, 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 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 or the breed. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board to be not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail with return receipt, together with a notice of the hearing and an assurance that the respondent may personally appear in his/her own defense and bring witnesses if he/she wishes.

#### **SECTION 3. Board Hearing**

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may, by majority vote of those present, reprimand or suspend the respondent from all privileges of the Club for a period which may not exceed 6 months. The suspension starts on the date of the hearing. During such suspension, the member is not “a member in good standing.” If the Board deems that suspension is insufficient, it may also recommend to the membership that the penalty be expulsion in accordance with Section 4 of this Article. In such a case, the suspension shall not restrict the respondent's right to appear before his/her fellow members at the ensuing Club meeting which will consider the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in writing 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 a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the Board's recommendation of expulsion. The respondent shall have the privilege of appearing in his/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 respondent, if present, to speak in his/her own behalf if he/she wishes. The voting membership shall then vote by secret ballot at that meeting or by written ballot by mail or in accordance with an Electronic Balloting process approved by the Board, on the proposed expulsion. A two-thirds vote of those attending 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. Proposal of Amendments**

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 of the Regular Members in good standing. Amendments proposed by such petition shall be considered promptly by the Board of Directors and must be submitted to the Regular Members by the Secretary for a vote, along with recommendations of the Board, within three months of the date when the petition was received by the Secretary.

**SECTION 2. Amendments**

The Constitution and By-Laws may be amended by a two-thirds vote of the Regular Members in good standing attending and voting by secret ballot at that meeting or in accordance with an electronic balloting process approved by the Board, at any regular or special meeting called for the purpose, provided that proposed amendments have been included in the notice of the meeting and sent to each Regular Member at least two weeks prior to the date of the meeting.

**ARTICLE VIII****DISSOLUTION****SECTION 1. Dissolution**

The Club may be dissolved at any time by the written consent of two-thirds of the Regular Members in good standing. 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. After payment of the debts of the Club, its 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 Meetings of the Club**

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
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of new members
- Unfinished business
- New Business
- Election of Officers and Board (at annual meeting)
- Adjournment

**SECTION 2. At Meetings of the Board**

At 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 last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

**ARTICLE X**

**PARLIAMENTARY AUTHORITY**

**SECTION 1. Order of Business**

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.