

Greater Swiss Mountain Dog Club of America Constitution

Section 1. Club Name. The name of the Club shall be the "Greater Swiss Mountain Dog Club of America, Inc", hereafter referred to as "GSMDCA" or "Club".

Section 2. Object. The objects of the Club shall be:

- (a) to do all in its power to protect and advance the interest of the Greater Swiss Mountain Dog (GSMD).
- (b) to encourage and promote quality breeding of purebred GSMD and to do all possible to bring their natural qualities to perfection.
- (c) to encourage sportsmanlike competition at dog events.
- (d) to conduct sanctioned matches and specialty events under the Rules and Regulations of the American Kennel Club.
- (e) to encourage the organization of independent local Greater Swiss Mountain Dog Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
- (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.

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

Section 4. The GSMDCA 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.

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Greater Swiss Mountain Dog Club of America Bylaws

ARTICLE I MEMBERSHIP

Section 1. Membership. The Members of this Club shall include all persons who are in good standing with the American Kennel Club, who subscribe to the Purpose (see the Constitution) of the Greater Swiss Mountain Dog Club of America, Inc. (hereafter known as the "GSMDCA" or the "Club"), and who have applied for and been accepted as Members under Article I, Section 2 of these bylaws. The membership shall be divided into four (4) classes:

- (a) Individual Membership. All Members who are U.S. residents and/or U.S. citizens 18 years of age and older, and who own a Greater Swiss Mountain Dog (GSMD) at the time of application shall be Individual Members; these Members shall enjoy all the

privileges of the Club, including one vote and the ability to hold office if all other requirements are fulfilled.

(b) Household Membership. Two (2) members of the same household, eighteen years of age or older, who comply with the same requirements as that of an Individual membership [Article I, Section 1, (a)] shall be defined as Household Members. Each Household Member shall have one vote and each shall have the ability to hold office if all other requirements are fulfilled.

(c) Associate Membership. A resident of the U.S. who does not own a GSMD but whose interests are parallel to those of the GSMDCA and who desires to work in association with the Club may apply for Associate Membership. Associate Members shall enjoy all privileges except voting or holding the position of officer or director; Associate Members can not count in determining a quorum.

(d) International Membership. A person who is both not a resident and not a citizen of the United States but who has interests parallel to those of the GSMDCA and who desires to work in association with the Club may apply for International Membership. International Members shall enjoy all privileges except voting or holding the position of officer or director; International Members can not count in determining a quorum

(e) Lifetime Membership. Lifetime membership will be granted to members with 30 continuous years of membership. Lifetime members shall have all the rights of membership but will not be required to pay annual dues.

Section 2. Election to membership. Each applicant for membership shall complete an application form as approved by the Board of Directors of the GSMDCA; such form shall require the applicant to agree to the constitutions, bylaws, and rules of the American Kennel Club and those of the GSMDCA. The application form shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members (Individual or Household) in good standing. Applicants for Associate Membership and International Membership do not require an endorsement. Accompanying the application of the prospective Member shall be the dues payment for the current year (See Article I, Section 3) and the registered name, sire, and dam of any GSMDs owned. Applicants for membership are to be elected by the Board of Directors.. An application which has received less than the majority needed by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club. The Individual and Household Members present may elect such applicant by secret ballot and a favorable 2/3 vote provided that 10% of the voting Members are present at the meeting. There shall be no appeal process for a person whose application for Associate or International membership has been rejected by a vote of the Board.

Section 3. Membership dues. (a) Membership dues shall be payable on or about the first day of January of each year. New memberships paid after September 1st shall be assumed to carry over through the following year.

(b) The Notice of Dues Owed will provide the methods for payment of dues directly to the GSMDCA.

(c) Dues will be set by a majority vote of the Board of Directors of the GSMDCA. On an annual basis, if it is deemed necessary for the financial stability of the GSMDCA, the Board of Directors may vote to change the dues rate.

Section 4. Termination of Membership. Memberships in the GSMDCA may be terminated by resignation, lapse, or expulsion.

(a) 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 are considered to be a debt to the Club, and become incurred on the first day of each fiscal year.

(b) A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid 60 days after the first day of the fiscal year, with the exception that the Board may grant an additional 60 days of grace to such delinquent Members in meritorious cases. A person whose dues are unpaid as of the date of a Club meeting shall not be entitled to vote.

(c) A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held if possible, in conjunction with the Club's National Specialty show at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting and the agenda shall be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting or any Club meeting shall be ten percent (10%) of the Members with a voting privilege who are also Members in good standing.

Section 2. Special Club Meetings. Special Club Meetings may be called by the President; by a majority vote of the members of the Board of Directors who are present at a Board meeting; during board business (as outlined in ARTICLE II, Section 4); or upon receipt of a petition signed by ten percent (10%) of those Members of the Club who are allowed to vote. Any Special Meeting shall be called by the Secretary and any such Special Meeting shall be held at a place, date, and hour as may be designated by the Board of Directors. Written notice of such a meeting shall be mailed by the Secretary at least 14 days, and not more than 30 days, prior to the meeting. The notice of the Special Club 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 percent (10%) of the voting membership.

Section 3. Board Meetings. The first meeting of the Board shall be held immediately following elections, but it may be deferred until the next Annual Meeting of the GSMDCA. If possible, the Board should meet yearly at the Club's Annual National Specialty. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the Board. Written

notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for all Board meetings shall be a majority of the Board. Business expenses related to Board Meetings may be reimbursed by the Club Treasurer.

Section 4. Board Business. The Board of Directors may also conduct business by telephone conference call, mail, e-mail, and fax provided that the business does not conflict with any other provision of these bylaws. The Club must have Standing Rules in place to verify the identity of the individuals participating in Board business and to ensure that each participant is an eligible Board Member; every Board Member must have or be provided with the means to participate in Board business. Business expenses related to Board business may be reimbursed by the Club Treasurer.

ARTICLE III

DIRECTORS AND OFFICERS

Section 1. Elected Officers. The elected officers of the GSMDCA shall be a President, a First Vice-President, a Second Vice-President, a Secretary a Treasurer, six Directors and the AKC delegate.

(a) The Board of Directors shall be comprised of the President, First Vice President, Second Vice President, Recording Secretary, Treasurer, and six elected Directors.

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

(c) The AKC Delegate is not a member of the Board of Directors unless also serving in a dual capacity as an elected officer of the Board of Directors.

Section 2. Qualifications and Eligibility.

To be eligible for election a person shall be a Lifetime, Individual or Household member in good standing for a minimum of four years at the time of nomination and residents of the United States. The AKC Delegate may serve in a dual capacity as a Board of Director elected officer position.

Section 3. Term of Office.

The elected officers and AKC delegate shall assume office on January 1 following the election year. All shall serve until their successors assume office. The length of one term of office is two years.

(a) No elected officer shall serve more than three consecutive terms.

(b) The AKC Delegate shall serve no more than three consecutive terms.

(c) No member of the Board of Directors may serve simultaneously as Newsletter editor.

(d) The AKC delegate may serve as Newsletter editor provided the delegate is not also serving in a dual capacity as a member of the Board of Directors

Section 4 Duties of Officers.

The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Directors, by

the Standing Rules, by the President with board approval or in the adopted parliamentary authority.

(a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

(b) The First Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The First Vice President shall serve as the Board Liaison for approximately one half of the Clubs committees.

(c) The Second Vice President shall have the duties of the First Vice President in case of the First Vice President's death, absence, or incapacity. The Second Vice President shall serve as the Board Liaison for approximately one half of the Clubs committees.

(d) The Recording Secretary shall keep a record (minutes) of all meetings of the Club including all Board meetings and business sessions and of all votes taken and any other matters of which record shall be ordered by the Board. Minutes of all Club meetings shall be prepared and approved by a majority vote of the Board. Minutes of all Board meetings and business sessions and of all votes taken shall be prepared Quarterly and approved by a majority vote of the Board. All Club and Board minutes, with the exception of Executive Session, shall be published in the newsletter. The Recording Secretary shall review all correspondence sent to the board e-mail and either respond from the board e-mail, forward it to the appropriate appointee or committee for response, or post it to the bulletin board for board discussion.

(e) The Treasurer shall

1. be custodian of all Club funds;
2. collect and receive all moneys due or belonging to the Club.
3. Be responsible for the timely deposit of funds in a bank approved by the Board, in the name of the Club.
4. Make the financial records available at all times to inspection of the Board.
5. Report quarterly in the Newsletter the condition of the Club's finances.
6. Prepare the annual budget for approval by the Board.
7. Report at the annual meeting the condition of the Club's finances.
8. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(f) The AKC Delegate shall function as the communication link between the GSMDCA and the AKC. Prior to attending an AKC Delegate's meeting, the Delegate shall provide the meeting agenda to the GSMDCA Board for the Board's guidance and direction in casting votes in the upcoming meeting. The Delegate shall make available the agenda to the Board as soon as the Delegate has been provided the agenda by AKC. The Board shall make the review and discussion of the agenda a priority to ensure that clearly understandable guidance and direction are provided to the Delegate in advance of the AKC meeting.

The Delegate will answer to the Board. In addition, the Delegate, within 7 days of receiving any information relayed by AKC, will inform the GSMDCA committee chairs

and the Board of said information affecting the purpose, scope and/or function of the committee."

Section 5. Vacancies. In the case of a vacancy in the office of president, the first Vice President shall serve as the president for the remainder of the term. In the case of a vacancy in the office of First Vice President, the second Vice President shall serve as the First Vice President for the remainder of the term. A vacancy in any office other than President or First Vice President shall be filled by a majority vote of the Board of Directors. Only members otherwise eligible for elected office shall be considered.

ARTICLE IV THE CLUB YEAR, VOTING 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 Club's official year shall begin on January 1st and end on the 31st day of December of the same year. Officers, Directors, and the AKC Delegate elected during an election year shall take office on the first day of the January following that 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 Officers, Directors, and the AKC Delegate listed in Article III will be held every two years.

Section 2. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to Individual and Household GSMDCA Members in good standing (herein after referred to in this Article IV as Members) who are present at the meeting, except for the election of Officers, Directors, the AKC Delegate and amendments to the constitution and bylaws and the standard for the breed which all shall be decided by the Members on a 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 to the Members by written ballot cast by mail.

Section 3. Elections. The election of Officers, Directors, and the AKC Delegate shall be conducted by secret ballot. To be valid, ballots must be received by the Nominating Committee or an independent professional firm designated by the Nominating Committee by November 1st of the year of election. The ballots shall be counted either at the Annual Meeting by three Members appointed by the Nominating Committee who are neither on the current Board nor on the slate of candidates, to act as inspectors of election; or the Nominating Committee may designate an independent professional firm to send, receive, and count the ballots apart from the Annual Meeting.

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. A Nominating Committee shall be chosen by the Board of Directors before April 1st. The Nominating Committee shall consist of three Members from different areas of the U.S.A.; two

additional members will be chosen to be alternates, should one of the original three be unable to serve, and no more than one of the five Nominating Committee members and alternates may be on the current Board of Directors. The Nominating Committee may conduct its business by mail or e-mail or conference call.

(a) The Nominating Committee, by June 15th, shall send, with an issue of the Newsletter or by a separate mailing to the Members of the Club, a full page reminder that those Members interested in running for office must submit a Letter of Intent in the format specified, and that this Letter of Intent asking the Nominating Committee to consider them for placement on the slate of officers must be received by the Nominating Committee by July 15th. The Nominating Committee will send a written confirmation to the author of each Letter of Intent that their Letter of Intent has been received. From among the submitted letters and all eligible Members of the Club, the Nominating Committee will select one candidate for each office, one for each position on the Board of Directors, and one for the position of AKC Delegate; and shall procure the acceptance and Letter of Intent of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so while not coming into conflict with other requirements for each candidate as set forth in Article III of these bylaws. The Committee shall then mail the slate (including the full name of each candidate and the name of the State in which he/she resides) to each Member of the Club on or before August 7th, so that additional nominations may be made by the Members if they so desire, provided that these additional nominations conform to the requirements set forth in Section 4, part (b) below.

(b) After August 7th, names of additional Members may be submitted by written petition in the form of a Letter of Intent which, in order to be added to the final ballot, must be formatted to conform to the requirements of the Nominating Committee, signed by the candidate and five additional Members of the Club, addressed to the Nominating Committee, and received by September 7th. Except for the position of AKC Delegate, no person shall be a candidate for more than one position.

(c) If no valid additional nominations are received by September 7th, The Nominating Committee's slate shall be declared elected and no balloting will be required. The results of the voting shall be announced on the Club web site by September 14th and in the last Newsletter of the year.

(d) If one or more valid additional nomination(s) are received by September 7th, the Nominating Committee (or an independent professional firm designated by the Nominating Committee) shall, on or before September 21st, mail to each member a ballot listing all of the nominees for each position in alphabetical order along with the names of the states in which they reside, the corresponding Letters of Intent, a blank envelope, and an additional return envelope addressed to the Nominating Committee (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 Nominating Committee (or designated professional firm) and be received no later than November 1st. The inspectors of election (or designated professional firm), prior to opening the outer envelopes and removing the blank envelopes, shall check the returns against the list of Members

whose dues are paid for the current year, thus certifying the eligibility of the voters as well as the results of the voting; the results shall be announced at the club web site by November 10th and with the last Newsletter of the year.

(e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE V COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, 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. Appointees to all committees shall require a majority vote of the Board.

Section 2. Any committee appointee may be terminated by a two-thirds vote 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 Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall 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 Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board or a Board 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 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 Board Committee of not less than three (3) members of 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 together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

Section 3. Board Hearing. The Board or Board 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 the evidence and testimony presented by the complainant and defendant, the Board or Board Committee may by a majority vote of those present reprimand, fine and/or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, a 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 Board Committee. Immediately after the Board or Board 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 the annual meeting of the Club following a hearing and upon the recommendation of the Board or Board Committee 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-third (2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the reprimand, fine and/or suspension shall stand.

ARTICLE VII AMENDMENTS

Section 1. Amendments to the Constitution, Bylaws and/or the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (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 (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution, Bylaws and/or the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the 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 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.

Section 3 No amendment to the constitution and bylaws or to the standard for the breed that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

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 Secretary
5. Report of the Treasurer
6. Reports of Committees
7. Unfinished business
8. New business
9. Election of Officers and Board (at annual meetings)
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 Secretary
3. Report of the Treasurer
4. Report of Committees
5. Unfinished business
6. Election of new members
7. New business
8. Adjournment

ARTICLE X PARLIAMENTARY AUTHORITY

Section 1. The rules contained n 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.

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