

# Golden Gate Greater Swiss Mountain Dog Club Constitution

## Article 1 – Name and Objectives

**Section 1** – The name of the club shall be “Golden Gate Greater Swiss Mountain Dog Club.”

**Section 2** – The objectives of the club shall be:

- a. To encourage and promote quality in the breeding of Greater Swiss Mountain Dogs and to do all possible to bring their natural qualities to perfection.
- 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 Greater Swiss Mountain Dogs shall be judged.
- c. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows (obedience trials, agility trials, and tracking tests).
- d. To conduct sanctioned matches and specialty shows (obedience trials, agility trials and tracking tests) under the rules and regulations of the American Kennel Club.

**Section 3** – The club shall not be organized for profit and no part of the net earnings of which inures to the benefit of any private individual.

**Section 4** – The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

## Bylaws

### Article 1 – Membership

#### Section 1 – Eligibility

There shall be three types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- a. **Regular Membership** – Open to persons 18 years of age or older. The member shall enjoy all privileges of the Club, including one vote, and the ability to hold office.
- b. **Household Membership** – Has the same requirements as regular membership and is further defined to include the following: two (2) members of the same household, 18 years or older. Each member shall receive one vote. Household membership is entitled to a maximum number of 2 votes per household.
- c. **Associate Membership** – Associate members shall enjoy all the privileges except voting or holding the position of officer or director. Associate members do not count when determining a quorum.

#### Section 2 – Dues

Membership dues shall not exceed \$30 household, \$20 individual or \$15 associate per year. Dues are payable on or before January 1 of each year. No member may vote whose dues are not paid for the current year. During the month of December the **Membership Chairperson** shall send to each member a statement of dues for the ensuing year.

#### 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 bylaws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant. It shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the applicants will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

#### **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 secretary, but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they are incurred on the first day of each fiscal year.
- b. **By lapsing** – Membership will be considered lapsed and automatically terminated if such a member’s dues remain unpaid 90 days after the first day of the fiscal year; however, the board may grant an additional 60 days of grace to 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 the meeting.
- c. **By expulsion** – A membership may be terminated by expulsion as provided in Article IV of these Bylaws.

### **Article II – Meetings**

#### **Section 1- Club Meetings**

Meetings of the Club shall be held bi-monthly within the greater San Francisco, California area. These meetings will be held at such an hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed to each member at least ten (10) days before each meeting. A quorum at such meetings shall be 20% 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 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 at least five (5) members of the club who are in good standing. Such special meetings shall be held in the greater San Francisco, California area at such place, 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 mailed by the Secretary at least five (5) days and not more than fifteen (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 members in good standing.

#### **Section 3- Board Meetings**

The first meeting of the board shall be held immediately following the annual meeting and election. **Meetings of the Board of Directors shall be held at least 6 times each year in the greater San Francisco area as designated by the President or by a majority vote of the entire board.** Written notice of each meeting shall be mailed by the Secretary to each member of the board at least 5 days prior to the date of the meeting. The quorum for a board meeting shall be the majority of the board.

#### **Section 4 – Special Board Meetings**

Special meetings of the board may be called 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 Northern California area, as specified for general meetings, at such date, place and hour as may be designated by the person(s)

authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 10 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 a meeting shall be a majority of the board.

### **Section 5 – Voting**

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

## **Article III – Functions, Duties, Qualifications Of Directors and Officers**

### **Section 1- Board of Directors**

**The Board of Directors shall consist of the officers and four other persons, all of whom shall be members in good standing and all of whom shall be elected for one year terms at the club’s annual meeting and shall serve until their successors are elected. General management of the club’s affairs shall be entrusted to the board of directors.** Not more than one member of the same household may appear on the ballot nor serve as an officer or director at the same time.

### **Section 2- Officers**

The officers shall take office January 1<sup>st</sup> following the election at the annual meeting and shall hold office until the installation of their successors the following year. **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. President**

To qualify for the office of President, a person must have been a member in good standing for one year and must have held a previous office or board position for one full term.

- a. It shall be the duty of the President to preside at all regular and special meetings of the Club and the meetings of the Board of Directors, and shall have the duties normally appurtenant to the President in addition to those particularly specified in these bylaws.
- b. It shall be the privilege of the President to attend all committee meetings as a voting member.
- c. The President is required to attend a majority of all Club meetings, board meetings, and special meetings.
- d. The term of office shall be one year.

#### **B. Vice President**

To qualify for the office of Vice President, a person must have been a member in good standing for one year and must have held a previous office or board position for one full term.

- a. **It shall be the duty of the Vice President to exercise the powers of the President in case of the President’s death, absence or incapacity.**
- b. Vice President is required to attend a majority of all club and board meetings.
- c. Term of office shall be one year.

#### **C. Secretary**

To qualify for the office of Secretary, a person must have been a member in good standing for one year and must have held a previous office or board position for one full term.

- a. It shall be the duty of the Secretary to 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.
- b. It shall be the duty of the Secretary to have charge of all correspondence of the Club.
- c. On the election of a new member, the Secretary shall mail him/her a written notice to notify them of their election to membership and furnish a copy of the bylaws of the club.
- d. The Secretary shall mail written notices and shall carry on such correspondence as does not belong to other officers.
- e. The Secretary shall notify officers and members of their election or appointment and shall mail written notice to members of all meetings and shall keep roll of the members of the club with their addresses and telephone numbers.
- f. The Secretary must attend a majority of all club meetings, board meetings and special meetings.
- g. The term of office shall be one year.

#### **D. Treasurer**

To qualify for the office of Treasurer, a person must have been a member in good standing for one year.

- a. It shall be the duty of the Treasurer to collect and receive all monies due or belonging to the Club and receipted thereof. The Treasurer shall deposit same in such bank as shall be designated by the Board of Directors in the name of the Club.
- b. At every Club meeting the Treasurer will prepare a report of the condition of the Club's finances and every item not before reported. The books shall at all times be open to inspection by the board and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous year.
- c. It shall be the duty of the Treasurer, along with one person to be designated by the Board of Directors, to sign all legal documents and transactions of money.
- d. The Treasurer shall be bonded in such an amount as the Board of Directors determines.
- e. The Treasurer must attend the majority of all Club meetings.
- f. The term of office shall be one year.

#### **E. AKC Delegate** (for clubs elected member clubs of the AKC).

### **Section 3 – Vacancies and Removals**

Any vacancies or removals occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of the then members of the Board at its next regular meeting following the creation of such a 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. Any officer or board member may be removed from office for failure to perform and/or comply with the prescribed functions, duties or qualifications of their office. Such a removal will only occur at a special board meeting as provided in Article III Section 4 of these bylaws.

## **Article IV – The Club Year, Voting, Nominations, Elections**

### **Section 1 – Club Year**

The Club's fiscal year shall begin on January 1<sup>st</sup> and shall continue through December 31<sup>st</sup> of the same year. Officers and directors elected during an election year shall take office on the first day of January following the election.

## **Section 2 – Annual Meeting**

The annual meeting shall be held in the month of December, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. Each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days following the election.

## **Section 3 – Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions 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. During the month of August, the board shall select a Nominating Committee consisting of three (3) members not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee of their selection. The board shall name a chairman for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before September 15<sup>th</sup>.

- a. The committee shall nominate one candidate for each office, (and delegate who may, but need not, be an officer or director of the club), and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b. Upon the receipt of the Nominating Committee's report, the Secretary shall, before October 15<sup>th</sup>, notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made by written petition addressed to the Secretary and postmarked on or before November 1<sup>st</sup>, so that additional nominations may be made by the members if they so desire.
- d. Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before November 1<sup>st</sup>, signed by two members in good standing and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position.
- e. If no valid additional nominations are postmarked on or before November 1<sup>st</sup>, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- f. If one or more valid additional nomination(s) are postmarked on or before November 1<sup>st</sup>, the Secretary shall, on or before November 15<sup>th</sup>, mail to each member in good standing a listing of all the nominees for each position in alphabetical order.
- g. 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 on the club in such matters as dog shows, obedience trials, annual prizes, membership and other such fields that may be well 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 – Club Suspensions**

Any member who is suspended from the privileges of the AKC shall automatically be suspended from the privileges of this club for a like period.

### **Section 2 – Charges**

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$20.00 which shall be forfeited if such charges are not sustained by the board or a committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether action alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the club or breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or breed it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges it shall fix a date of hearing by the board or a committee of not less than three (3) members, 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 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 and legal counsel if they wish.

### **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 the complainant and defendant, the board or committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the recommendation of the board or committee. Immediately after the board or committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

### **Section 4 – Expulsion**

Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 2 of this article. Such proceedings may occur at a regular or special meeting of the club to be held within sixty (60) days, but not earlier than thirty (30) days, after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing on his 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 on his own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting 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/or Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty 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 Secretary for a vote within three months of the date when the petition was received by the Secretary.

**Section 2** – The Constitution and Bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

## **Article VIII – Dissolution**

**Section 1** - The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of neither 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** – At all 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 officers and board (at annual meeting)

### **Election of new members**

- Unfinished business
- Election of new members
- New business
- Adjournment

**Section 2** – At meetings of the board the order of business, unless otherwise directed by the 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** – The rules contained in the current edition of “Roberts 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.