

CONSTITUTION

Section 1. The name of the club shall be the Chesapeake & Potomac Greater Swiss Mountain Dog Club, hereafter referred to as "C&P GSMDC" or "Club".

Section 2. The objects of the Club shall be:

- a) to provide opportunities for club members and interested others to enjoy fun events with their Great Swiss Mountain Dogs (GSMD); such as picnics, hikes, education, clinics, seminars, dog shows, performance trials, and the like;
- b) to provide a source of information and support system to GSMD owners and the interested public;
- c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog events;
- d) to encourage and promote quality in the breeding of purebred Greater Swiss Mountain Dogs and to do all possible to bring their natural qualities to perfection;
- e) 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;
- f) to conduct sanctioned matches and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

Section 3. 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.

Section 4. The C&P GSMDC 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.

BYLAWS

Article 1 Membership

Section 1. Eligibility. There shall be three types of membership open to persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors and owners in its immediate geographical area of Virginia, Maryland, Delaware and eastern Pennsylvania.

- a) Individual Membership – Open to persons who own a GSMD at the time of application. The member shall enjoy all the privileges of the Club, including one vote and the ability to hold office.
- b) Family Membership – Has the same requirements and privileges as an individual membership and is further defined to include the following: two (2) members of the same household. Each member will receive one vote and the ability to hold office.
- c) Associate Membership – Open to persons who are not in the Club's geographical area, those who do not own a GSMD or those who are inactive within the Club. Associate members shall enjoy all privileges except voting or holding the position of an officer or director. Associate members do not count in determining a quorum.

Section 2. Dues. Membership dues shall not exceed \$25 per year for Individual membership, \$35 per year for Family membership payable on or before the first day of July of each year. Associate membership dues shall not exceed \$25 per year for Individual membership and \$35 per year for Family membership payable on or before the first day of July of each year. No member may vote whose dues are not paid for the current year. During the month of May 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 and those of the C&P GSMDC. The application shall state the name, address, and occupation of the applicant, registered name(s) of any GSMDs owned and it shall carry the endorsement of two members (individual or family) in good standing. Applicants for Associate Membership do not require an endorsement. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Membership chairperson and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application 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.

BYLAWS

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. 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 as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year, however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II

Meetings and Voting

Section 1. *Club Meetings.* Meetings of the Club shall be held annually at such place, date, and hour as may be designated by the Board of Directors. Written notice of meetings shall be published in the Club's Newsletter or shall be posted to the Club's website at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

Section 2. *Special Club Meetings.* Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Recording Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held 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 e-mailed by the Secretary at least five days and not 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 percent of the members in good standing.

Section 3. *Board Meetings.* Meetings of the board of directors shall be held at least annually within the Greater Washington area at such hour and place as may be designated by the Board. Written notice of each meeting shall be e-mailed by the Secretary at least five 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 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 within the Greater Washington area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Secretary shall e-mail written notice of such meeting at least five 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.

Adapted from: *Sample Constitution and Bylaws for All-Breed, Specialty, Obedience, Tracking and Group Clubs*, The American Kennel Club, www.akc.org.

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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 s/he is present. Proxy voting will not be permitted at any club meeting or election.

Article III Directors and Officers

Section 1. *Board of Directors.* The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and four (4) elected Directors, all of whom shall be members in good standing for a minimum of one year at the time of nomination. They shall be elected for two-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. *Officers.* The Club's officers, consisting of the President, Vice-President, 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 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 Vice-President shall have the duties and exercise the powers of President, in the event 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; 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 their addresses, and carry out such other duties as are prescribed in these bylaws.
- d) The Treasurer shall collect and receive all moneys due or belong to the Club. S/he shall deposit the same in a bank designated by the Board, in the name of the Club. The books shall, at all times, be open to inspection of the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of seven persons.
- f) AKC Delegate (for when the Club is elected a member club of the AKC)

Section 3. *Vacancies.* Any vacancies occurring on the Board or among the offices during the year shall be filled until the next election by a majority vote of all the then members of the board at its first regular 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.

BYLAWS

Article IV

The Club Year, Annual Meeting, Elections

Section 1. *Club Year.* The club's fiscal and official year shall begin on the first day of July and end on the last day of June.

Section 2. *Annual Meeting.* The annual meeting shall be held in September, at which officers and directors for the ensuing two years shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. The election of directors and officers listed in Article III will be held every two years. They shall take office the first of October following the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

Section 3. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four 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.* No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. During the month of June, the Board shall select a Nominating Committee consisting of three members and one alternate, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chairperson for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before July 1st.

- a) The committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the September meeting, notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the September meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- d) If no valid additional nominations are offered at the September meeting, the Nominating Committee's slate shall be declared elected and no voting will be required. If one or more valid additional nomination(s) are offered, a vote shall be conducted for these positions only. The candidate receiving the most votes for the voted position shall win.

BYLAWS

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 also be appointed by the Board to aid in its particular projects.

Section 2. Any committee appointee may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

Article VI Discipline

Section 1. *American Kennel Club Suspensions.* Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

Section 2. *Charges.* Any member may refer charges against another member for alleged misconduct prejudicial to the best interests of the Club. 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 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. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a committee of not less than three (3) members of the Board, not less than four (4) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if s/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 the complainant and defendant, the Board may by a majority vote of those present reprimand 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 Board's. Immediately after the

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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 recommendation of the Board 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 date of the Board's recommendation for expulsion. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at his 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 members shall then vote by secret written ballot on the proposed expulsion. A two-third (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 Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20%) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the Secretary received the petition.

Section 2. The Constitution and Bylaws may be amended by a two-third (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 e-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 written consent of not less than two-thirds (2/3) of the 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 or proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club, but after payment of 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.

BYLAWS

Article IX Order of Business

Section 1. 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:

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. Election of Officers and Board (at annual meeting)
8. Election of new members
9. Unfinished business
10. New business
11. 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 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.

Constitution & Bylaws
Proposed 07/2008
Approved

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