

LONE STAR BERNESE MOUNTAIN DOG CLUB

CONSTITUTION AND BYLAWS

(Revised April 2005)

Constitution

Article 1.

Name and Objects

Section 1. The name of the Club shall be the Lone Star Bernese Mountain Dog Club.

Section 2. The objects of the Club shall be:

- (a) to provide a source of education and support for fanciers of Bernese Mountain Dogs;
- (b) to encourage and promote quality in the breeding of purebred Bernese Mountain Dogs and to do all possible to bring their natural qualities to perfection;
- (c) 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;
- (d) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;
- (e) to conduct sanctioned and licensed specialty shows and obedience trials under the rules of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit. No part of any profits or remainder or residue from any 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 objects.

By-Laws

Article I.

Membership

Section 1. Eligibility.

(a) There shall be five types of membership, all contingent upon the member being in good standing with the Club.

(1) Individual membership-for all persons 18 years of age or older. Regular members in good standing enjoy all privileges including the right to vote and hold office;

(2) Family membership- for two or more persons who reside at the same address, shall be eligible to all rights and privileges of the membership and the right to vote and hold office in the club. Additional family members will be listed on roster but shall not affect the quorum and not be eligible to vote or hold office. The two types of family memberships are:

A. One voting member per family (referred to as "Family Membership A"); and:

B. Two voting members per family (referred to as "Family Membership B").

To be in good standing, all members of the family group must meet the definition of that term as set out below.

(3) Associate membership-for all persons who are in good standing and are not in one of the other membership categories, Associate members have all the rights and privileges of membership except the right to vote or hold office.

(4) Junior membership- for all persons 10-18 years of age in good standing. They shall be eligible to all rights and privileges of the membership except the right to vote or hold office. Upon reaching 18 years of age, a junior member automatically becomes a regular member. Any increase in dues shall be waived until the next deadline for dues payment.

(b) "In good standing" defined: A member who is current on Club dues, has not been suspended or expelled from Club membership or membership in the American Kennel Club or the Bernese Mountain Dog Club of America and has attended the required number of meetings as set forth in these Bylaws is considered to be in good standing.

Section 2. Dues. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the coming year.

(a) Individual membership dues shall be \$20.00 per year payable on or before the first day of January of each year.

(b) Family membership dues shall be payable on or before the first day of January of each year in the amount of:

1A. \$25.00 for Family Membership A (1 Vote); and

2B. \$30.00 for Family Membership B (2 Votes).

(c) Annual dues for the Junior memberships shall be \$10.00 per year.

(d) Annual dues for the Associate memberships shall be \$15.00 per year.

(e) New member dues paid after July 1st of the year shall be half the stated amount.

(f) Breeder referral dues are \$20 per year payable at same time membership dues are.

Section 3. Election to Membership.

(a) Each application to 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, By-laws, and Code of Conduct for Members, 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 members. Accompanying the application, the prospective member shall submit dues payment for the current year.

(b) All applications are to be filed with the Secretary, and each application is to be considered at the next regular meeting following receipt. The meeting agenda will list the applications to be considered at the next meeting. Upon request of any member, the application's discussion at the meeting will be in closed session (only members present). The Applicant is required to attend at least one meeting prior to having the application voted upon, so that the earliest that an application can be voted upon is the second meeting following receipt of the application (assuming the Applicant attends the first meeting and is voted in at the second meeting following the application's receipt). Affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant.

(c) In the case where an applicant for membership is rejected, the Secretary will send a letter to the applicant.. No reason for the rejection need be given to the rejected member. The applicant cannot reapply for six months after the vote and will be required to have two new sponsors (unrelated members of the Club). The new application will be voted on by the general membership.

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. Dues obligations are incurred on the first day of each fiscal year;

(b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 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. In no such case may the lapsed member be entitled to vote unless the delinquent dues have been paid in full prior to the date of the vote.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these By-laws.

Article II

Meetings and Voting

Section 1. Regular Meetings.

(a) *Location.* While membership shall be open to all Texas residents, the Club's membership draws primarily from the Dallas-Fort Worth, Texas, area. Meetings of the Club shall be held quarterly at such place, date, and hours as designated by the Board.

(b) *Notice.* Written notice of each such meeting shall be mailed sent (by regular United States mail, by electronic mail, by facsimile transmission, or, if requested by the member, by other reliable means by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the regular membership in good standing. Except for good cause shown (as determined by a majority of the Board), any regular member may appear at the Club meeting by telephone or videoconferencing. Any member wishing to attend using this technology must make arrangements to do so at the member's expense and give at least 7 days notice to the President of how and where the Board member can be reached at the time of the meeting. Failure to be available at the designated time and in the designated manner constitutes a waiver of the request.

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 five members of the Club who are in good standing. Such special meetings shall be held at such place, date, and hours as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed sent (by regular United States mail, by electronic mail, by facsimile transmission, or, if requested by the member, by other reliable means by the Secretary at least 10 days prior and not more than 30 days prior to the date of the meeting, and no other Club business shall be transacted thereat. The quorum for such a meeting shall be 20% of the regular membership in good standing.

Section 3. Board Meetings

Meeting of the Board of Directors shall be held prior to each regular meeting at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed sent (by regular United States mail, by electronic mail, by facsimile transmission, or, if requested by the member, by other reliable means by the Secretary at least 15 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. For purposes of achieving a quorum, Board members may appear at the Board meeting by telephone or videoconferencing. Any Board member wishing to attend using this technology must make arrangements to do so at the Board member's expense and give at least 7 days notice to the President of how and where the Board member can be reached at the time of the meeting. Failure to be available at the designated time and in the designated manner constitutes a waiver of the request.

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 written request signed by a least three members of the Board. Such special meetings shall be held at such place, date and hour as may be designated by the person authorized herein to call such meetings. Special meetings can be conducted by Telephone Conference Calls if such a call is agreeable with at least three members of the Board not objected to for good cause. The President shall make the final determination as to whether the objection is based on good cause. Written notice of such a meeting shall be mailed sent (by regular United States mail, by electronic mail, by facsimile transmission, or, if requested by the member, by other reliable means by the Secretary at least 15 days and not more than 20 days prior to the date of the meeting. Any such 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 majority of the Board and Board members may appear telephonically or by videoconferencing as with regular or Board meetings.

Section 5. Voting

All voting members in good standing, whose dues are paid for the current year, shall be entitled to vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election, but members who appear telephonically or by video-conferencing may vote.

Section 6. Quorum

The quorum otherwise required for any type of club meeting may be waived by the president if majority of the Board present at the meeting upon a finding of good cause, which must be stated in the minutes for that meeting and approved by the membership present.

Article III

Directors and Officers

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and three members, all of whom shall be members in good standing. All members shall be elected for two year terms. They shall be elected to these terms as provided in Article IV and shall serve until December 31 of the year elected of the year the term expires. The President, Treasurer, and one Director will rotate together in two year terms, and the Vice President, Secretary, and the other two Directors will rotate together in alternate years. 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 service in their respective capacities both with regard to the Club and its meeting and the Board and its meeting.

(a) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally pertinent 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 case of the President's death, absence, or incapacity. In addition, the Vice President will be in charge of programs.

(c) The Secretary shall keep 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 members of the Club and their addresses, and carry out other such duties as are prescribed in these By-laws.

(d) The Treasurer shall collect and receive all moneys 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. The books shall at all times be open to the inspection of the Board, and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting, he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and four (4) other persons.

Section 3. Vacancies.

Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of all the remaining members of the Board at its first 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 and official and official year shall begin on January 1 and end on December 31. the 1st day of January and end on the 31st day of December. The Club's official year shall begin the first day of January and continue through December 31st. The elected Officers and Board members shall take office on January 1st, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office by the following January 15th within 30 days after the election.

Section 2. Annual Meeting.

The annual meeting shall be held in the month of November, at which time Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. Ballots shall be counted at the meeting by three (3) inspectors of election who are members in good standing and who are not members of the current Board.

Section 3. Election.

The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

Section 4. Nominations.

No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall elect a nominating committee consisting of three 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 Chair for the Committee, and it shall be his/her duty to call a meeting which shall be held on or before September 30th.

(a) The Committee shall nominate one candidate for each office of the Board after securing the consent of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary on or before October 15th, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations may be made by written petition addressed to the Secretary and received at his/her regular address on or before October 31st, signed by a least five

(5) members and accompanied by written acceptance of such additional candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations provided for herein may be made only from among those members who have not accepted a nomination of the nominating committee.

(c) If no valid additional nominations are received by the Secretary on or before October 31st, the Nominating Committee's slate shall be declared elected and no election meeting and no balloting will be required.

(d) If one or more valid additional nominations are received by the Secretary on or before October 31st, he/she shall, on November 1st, mail to each members in good standing, a ballot listing all nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary 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 his/her ballot, shall seal it in a blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of the elections shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the election meeting.

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 it on particular projects.

Section 2.

Any committee appointed 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 services have been terminated.

Section 3. Rescue

Any activity on behalf of the club that involves the taking of an animal in need of rescue (due to abandonment, neglect, abuse, or other situation requiring rehoming or placement of the animal) can be done only after the rescuer had obtained the authorization of the club president or the club's duly authorized rescue coordinator. No member may use the name of the club to obtain a rescue animal without the proper authorization and the club is not liable in any way for unauthorized rescue activity by its members. The club's rescue coordinator may be an individual or individuals or an entity authorized by the Board to perform rescue activities on the club's behalf.

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 the 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. 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 a copy of the charges to them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct which would be prejudicial to the best interest of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks nor more than six 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 his own defense and bring witness if he/she wishes. Any Board member or officer, party to the charge (complainant or defendant) and any witness may appear telephonically at the hearing if the President consents. Requests for telephonic appearance must be made in writing and sent to the President at least (by regular mail, facsimile transmission, or by electronic mail) at least five days before the hearing.

Section 3. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the last day of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendants right to appear before this fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of 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 of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Boards' finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she so wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting shall be necessary for expulsion. If expulsion is not so voted, any suspension voted by the Board shall stand.

Article VII

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 20% of the membership in good standing. Amendments proposed such petition shall be promptly 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. The Constitution and By-laws may be amended by a 2/3 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 three weeks prior to the date of the meeting.

Article VIII

Dissolution

The Club may be dissolved at any time by the written consent of the not less than 2/3 of the members. In the event of the dissolution of the Club, 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, but 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. Club Meetings.

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

Reading of Minutes of Last Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Reports of the Committees

Election of Officers and Board (annual meeting)

Election of New Members

Unfinished Business

New Business

Adjournment

Section 2. Board Meetings.

At the meetings of the Board, the order of business unless otherwise directed by a majority of the vote of those present, shall be as follows:

Reading of the Minutes of Last Meeting

Report of Secretary

Report of Treasurer

Unfinished Business

New Business

Adjournment