

THREE RIVERS BERNESE MOUNTAIN DOG CLUB, Inc.
CONSTITUTION

(Revised and adopted December 3, 2006)

ARTICLE I

Club Name and Objects

SECTION 1. The name of the Club shall be Three Rivers Bernese Mountain Dog Club.

SECTION 2. The objects of the Three Rivers Bernese Mountain Dog Club shall be:

- a) 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;
- 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 the Bernese Mountain Dogs shall be judged;
- c) 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;
- d) to conduct sanctioned matches, dog shows, obedience trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- e) to provide for the care and welfare of Bernese Mountain Dogs;
- f) to educate Bernese Mountain Dog owners, prospective puppy owners, exhibitors, breeders, and judges on the history, development, natural qualities, and working abilities of the breed.

SECTION 3. The Club shall not be conducted or operated for profit. No part of any profits, remainder, or residue from dues or donations to the Club shall be used 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.** There shall be three types of Memberships open to all 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:

- a) *Regular* (Individual) – enjoys all Club privileges including the right to vote and hold office;
- b) *Household* – Two adult members residing in the same household, each eligible to vote and hold office;
- c) *Associate/Newsletter* – Entitled to all Club privileges except voting and holding office (offered to individuals who live outside of the Club's area; also offered to individuals who live in the Club's area but are not active).

A type of club affiliation, Junior, is open to children under 18 years of age; it is a non-voting, non-office holding affiliation which may be converted to regular membership at age 18.

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

SECTION 2. **Dues/Fees.** Membership dues shall not exceed \$25 per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. **Election to Membership.** An individual must attend at least two Club meetings before applying for 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 by-laws and Code of Ethics of the Three Rivers Bernese Mountain Dog Club and the constitution, bylaws and 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 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 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 re-apply within six months after such rejection.

SECTION 4. **Termination of Membership.** Membership may be terminated by:

- a) *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) *Lapsing* - A membership will be considered as lapsed and automatically be 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 special 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) *Expulsion* - A membership may be terminated by expulsion, as provided in Article VI of these By-Laws.

ARTICLE II Meetings and voting

SECTION 1. **Club Meeting.** Meetings of the Club shall be held within the Greater Pittsburgh area on or around the 17th of every other month, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. If the Club regularly distributes a newsletter to its members, notice of the Club meeting may be published in that newsletter in lieu of special notice mailed by the Secretary. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. **Special Club Meeting.** 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 meeting shall be held within the Greater Pittsburgh 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 5 days and not more than 15 days prior to the date of the meeting, and said notice quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. **Board Meeting.** Written notice of Board meetings shall be mailed by the Secretary at least five days prior to the date of the meeting. Meetings of the Board of Directors shall be held every other month within the Greater Pittsburgh area one hour before regular Club meetings or as determined by the Board of Directors. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. **Special Board Meeting.** Special meeting 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 meeting shall be held within the Greater Pittsburgh area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting.

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/she 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 five Directors, all of whom shall be members in good standing. The Officers shall be elected for two-year terms and the Directors 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. No one person shall hold the same office for more than two elected terms. 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 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
- c) The *Secretary* shall keep a record of all such 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 be in 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 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. His/her books shall at all times be open to inspection by the Board. During every meeting, the Treasurer shall report the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting, the Treasurer 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.

SECTION 3. **Vacancies.** Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual 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; the exception being that a vacancy in the office of President shall be filled automatically by the Vice-President. The Board shall fill the resulting vacancy in the office of Vice-President.

ARTICLE IV
The Club Year, Annual Meeting, 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 immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. **Annual Meeting.** The annual meeting shall be held in the month of December at which 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. They shall take office immediately upon the conclusion of 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 as directors. The nominated candidates for each of the five other positions on the Board who receive the greatest number of votes for each of these positions 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 August, the Board shall select a Nominating Committee consisting of

three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his/her duty to call a committee meeting, which shall be held on or before September 17th.

- a) The Committee shall nominate one candidate for each office and a candidate for each open Director position, 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, before October, notify each member in writing of the candidates so nominated. If the Club regularly distributes a newsletter to its members, notice of candidates may be published in that newsletter in lieu of special notice mailed by the Secretary.
- c) Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when his/her 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 his/her willingness to be a candidate. No person may be a candidate for more than one position.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as matches, rescue, breed standard study, and other fields which may well be served by committees. Such subcommittees 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 for 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.

ARTICLE VI Discipline

SECTION 1. ***American Kennel Club Suspension.*** 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 proffer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed or in violation of the Club's Code of Ethics. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 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 the 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 enter jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witness(es) if he/she wishes.

SECTION 3. ***Board Hearing.*** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and 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 suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment is 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/her 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 following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a Club Meeting or Special Club Meeting 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/her own behalf, though no evidence shall be taken at the meeting. The president shall read the charges and the Board's findings and recommendations, and shall then vote by secret written ballot on the proposed expulsion. A 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 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 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 that the petition was received by the Secretary.

SECTION 2. The Constitution and By-Laws 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. **Dissolution.** The Club may be dissolved at any time by the written consent of not less than 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 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. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

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

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading, correction and approval of minutes of last meeting

Report of Secretary
Report of the Treasurer
Reports of Committees
Unfinished business
New business
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.