

Golden State Greater Swiss Mountain Dog Club

BY-LAWS

Article 1 – Name and Objectives

Section A. Name

The name of the club shall be "Golden State Greater Swiss Mountain Dog Club" ("Club").

Section B. Objectives

The objectives of the Club shall be:

1. 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.
2. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club ("AKC") as the only standard of excellence by which Greater Swiss Mountain Dogs shall be judged.
3. 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).
4. To conduct sanctioned matches and specialty shows, including obedience trials, agility trials and tracking tests, under the rules and regulations of the American Kennel Club.
5. To provide opportunities for club members and interested others to enjoy fun events with their Greater Swiss Mountain Dogs; such as picnics, hikes, education, clinics, seminars, dog shows, performance trials, and the like.

Section C. Not for Profit

The Club 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 other individual.

Section D. By-Laws

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 objectives.

Article II – Membership

Section A. Eligibility, and Types of Membership

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.

1. Regular Membership. Regular membership is open to persons 18 years of age or older. The member shall enjoy all privileges of the Club, including one vote, and eligibility to hold office.

2. Household Membership. 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.
3. 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 B. Dues

Annual dues for members shall be set, and may be changed from time to time, by the Board of Directors.

Dues are payable on or before January 1 of each year. During the month of December the Membership Chairperson shall send to each member a statement of dues for the ensuing year.

No member may vote whose dues are not paid for the current year.

Section C. Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors ("Board"), which shall provide that the applicant agrees to abide by the Club's Articles of Incorporation and By-Laws, and the American Kennel Club's Constitution, By-Laws, and rules. 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. At the next Club meeting the applicants will be voted upon, and affirmative votes of two-thirds (2/3) of the members present at that meeting shall be required to elect the applicant to membership.

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

Section D. Termination of Membership

Memberships may be terminated:

1. By Resignation. Any member may resign from the Club upon written notice to the Secretary
2. By Lapsing. Membership will be considered lapsed and automatically terminated if the member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board of Directors 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, if that person's dues are unpaid as of the date of the meeting.
3. By Expulsion. A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

Article III – Meetings

Section A. Regular Club Meetings

Regular meetings of the Club shall be held at least Quarterly within the Club's geographical area, at such an hour and place as may be designated by the President or a majority vote of the Board. Written notice of such meetings shall be mailed to each member or e-mailed as provided in Section III. G., and shall be published in the Club's newsletter or posted to the Club's website, at least ten (10) days before each meeting. A quorum at such meetings shall be ten percent (10%) of the members in good standing.

Section B 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 Club's geographical 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 or e-mailed as provided in Section III. G., at least five (5) days and not more than fifteen (15) days prior to the date of the meeting; said notice shall state the purpose of the meeting; and no other Club business may be transacted at that meeting. The quorum for such a meeting shall be ten percent (10%) of the members in good standing.

Section C. Voting at Regular and Special Club Meetings

Each Regular member and each of the two registered Household Members 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 or she is present. Absentee balloting or proxy voting will not be permitted at any Regular or Special meeting of the Club. Associate members cannot vote and do not count when determining a quorum.

Section D. Regular Board Meetings

Regular meetings of the Board shall be held at least Quarterly within the Club's geographical area, at such hour and place as designated by the President or by a majority vote of the Board.

Written notice of each meeting shall be mailed by the Secretary to each member of the Board or e-mailed as provided in Section III. G., at least five (5) days prior to the date of the meeting.

A majority of the current number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit corporation law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common Directorships; (c) creation of and appointments to Committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section E. 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 Club's geographical area, 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, or e-mailed as provided in Section III. G., at least five (5) days and not more than ten (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 at that meeting. The quorum for such a meeting shall be a majority of the current number of Directors.

Section F. Board of Directors Regular or Special Meetings May be Conducted in Person, by Teleconference, or Video Conference; E-Mail, Fax, or Mail Options for Conducting Other Board Business

Board of Directors Regular or Special Meetings may be conducted in person, by teleconference, or video conference; other Board business may be conducted through e-mail, fax, or mail, as herein provided.

1. A Regular or Special Board of Directors meeting is a gathering where attendees see and/or hear each other. This includes meeting in person (*i.e.*, physically present) in the same room, or conducting a meeting by teleconference or video conference.
 - a. Each Board member participating in the meeting must be able to communicate concurrently with all other participating Board members.
 - b. Each Board member must be provided with the means to participate in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
2. Board business may be alternatively be conducted through e-mail, fax, or mail, as follows:
 - a. Every Board member must be provided with the means to participate, each time this mechanism is utilized;
 - b. A procedure must be in place to verify the identity of each individual participating, to ensure that each is a current Board member;
 - c. A procedure must be in place to verify that a quorum of Board members initially participating remains involved until the particular business item is concluded; and,
 - d. All Board members must agree to participate in this manner.
 - e. Any action that the Board is required or permitted to take may be taken without a Regular or Special meeting, so long as the requirements of Subsections III.F.2.a. - d. are met; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested Director" as defined in California Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the Minutes of the proceedings of the Board.

Section G. E-mail Notification for Regular and Special Club and Board Meetings, and Other Club and Board Notices

E-mail notification may be utilized for Regular and Special Club and Board meetings, and other Club and Board notices, as herein provided.

1. The Club may utilize e-mail to send members notification of Club meetings and other Club business, including dues notices, minutes, and newsletters, provided that the Club member has signed an authorization agreeing to this method of communication. Such authorization is revocable.
2. The Club's Board of Directors may utilize e-mail to send Board members notification of Board meetings and other Board business, provided that the Board member has signed an authorization agreeing to this method of communication. Such authorization is revocable.

Article IV – Functions, Duties, Qualifications Of Directors and Officers

Section A. Board of Directors

General management of the Club’s affairs shall be entrusted to the Board of Directors.

The exact number of authorized Directors shall be an odd number fixed by a Resolution adopted by the Board of Directors: the authorized Board shall consist of a minimum of five (5) Directors, but may be seven (7) Directors, or a maximum of nine (9) Directors, unless changed by amendment to these By-Laws. Four of the Directors must be officers: President, Vice President, Secretary, and Treasurer.

Directors and Officers shall be members in good standing, all of whom shall be elected for one year terms at the Club's annual meeting in October. Directors and Officers shall serve until installation of their successor.

No more than 49% of the persons serving on the Board may be "interested persons." An interested person is: (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Club.

Section B. Officers

The Officers shall take office January 1st following their election at the annual meeting in October, 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 membership and its meetings and the Board and its meetings.

1. 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 Board of Directors, and the President shall have the duties normally appurtenant to the President in addition to those particularly specified in these By-Laws.
- b. It shall be the privilege of the President to attend all committee meetings as a voting member; except that the President shall not attend and vote as an additional member of a Discipline committee formed under Section VII of these By-Laws.

- c. The President is required to attend a majority of all Regular and Special meetings of the Club and the Board.
- d. The term of office shall be one year.

2. **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. The Vice President is required to attend a majority of all Regular and Special meetings of the Club and the Board.
- c. Term of office shall be one year.

3. **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 and the Board.
- c. On the election of a new member, the Secretary shall mail him/her a written notice of their election to membership and furnish a copy of the By-Laws of the Club.
- d. The Secretary shall mail written notices to Club members, or e-mail notices as provided in Section III.G.; and shall carry on such correspondence as does not belong to other officers.
- e. The Secretary shall notify Board members and officers of their election or appointment; mail written notice to Board members of all meetings, or e-mail notice as provided in Section III.G.
- f. The Secretary shall keep a roll of the members of the Club with their addresses and telephone numbers.
- g. The Secretary must attend a majority of all Regular and Special meetings of the Club and the Board.
- h. The term of office shall be one year.

4. **Treasurer**

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

- a. The Treasurer shall collect and record all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club.
- b. For cash management, the Treasurer shall:
 - (i) Require itemized receipts for all purchases reimbursed by the Club;
 - (ii) Require itemized receipts for any purchases made with a Club debit or credit card;
 - (iii) Timely deposit all cash and check receipts each month;
 - (iv) Reconcile bank accounts each month;

- (v) Follow-up on any checks outstanding for more than three (3) months; and,
 - (vi) Open the Club's financial books for inspection by the Board at any time; give a report at every Club meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and provide an accounting at the annual meeting of all monies received and expended during the previous year.
- c. The Treasurer shall prepare a Quarterly balance sheet and an income statement, that includes an itemized listing of all cash receipts and disbursements during the Quarter.
 - d. The Treasurer, along with one other Officer, shall sign all legal documents and transactions of money for the Club. In the absence or unavailability of the Treasurer, the President and one other Officer shall sign such legal documents and transactions of money.

Except that, where approved in advance by the Board on a specific transaction basis, the Treasurer may enter into an agreement for the benefit of the Club, up to a maximum of \$1,500 for any single transaction or a maximum of \$1,500 in the aggregate for any series of related transactions. If the Treasurer is unavailable, the President may enter into such an agreement for the Club.

However, such agreements that exceed \$1,500.00 for any single transaction, or \$1,500.00 in the aggregate for any series of related transactions, still require the signature of the Treasurer plus one other Officer. In the absence or unavailability of the Treasurer, the President and one other Officer shall sign such legal documents and transactions of money.

- e. The Treasurer shall be bonded in such an amount as the Board of Directors determines.
- f. The Treasurer must attend the majority of all Regular and Special meetings of the Club and the Board.
- g. An audit committee of Club members not involved in preparing or signing checks shall annually review the details of all receipts and disbursements.
- h. The term of office shall be one year.

Section C. 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 VII of these By-Laws.

Article V – The Club Year, Voting, Nominations, Elections

Section A. Year

The Club's fiscal year shall begin on January 1st and shall continue through December 31st of the same year. Officers and Directors elected during the annual meeting in October shall take office on the first day of January following the election.

Section B. Annual Meeting

The annual meeting shall be held in the month of October, at which Officers and Directors for the ensuing year shall be elected from among those nominated in accordance with Section D of this Article. Each retiring Officer shall turn over to the successor in office all properties and records relating to that office, no later than the first day of January following the election.

Section C. 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 D. Nominations and Ballots

No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. During the month of June, the Board shall select a Nominating Committee ("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 Chairperson for the Committee and it shall be his/her duty to call a Committee meeting which shall be held on or before July 15th.

1. The Committee shall nominate one candidate for each office, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon the receipt of the Nominating Committee's report, the Secretary shall, before August 15th, notify each Club member in writing of the candidates so nominated.
3. Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before September 1st, signed by two members in good standing and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position.
4. If no valid additional nominations are postmarked on or before September 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.
5. If one or more valid additional nomination(s) are postmarked on or before September 1st, the Secretary shall, on or before September 15th, mail to each member in good standing a listing of all the nominees for each position in alphabetical order.
6. If there are any additional valid nominations for any position as provided in Section V.3, a secret ballot election shall be conducted for that position at the annual meeting in October, among all the valid nominees for that position.
7. Nominations cannot be made at the annual meeting or in any manner other than as provided above.

Article VI – Committees

Section A. Appointment of Committees

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 B. Termination of Committee Appointee(s) and Appointment of Successor(s)

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 VII – Discipline

Section A. AKC-Related Club Suspensions

Any member who is suspended from any or all privileges of the AKC shall automatically be suspended from the privileges of this Club for a like period.

Section B. Charges, Setting and Noticing of Hearing

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 determines 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 by a committee of not less than three (3) Board members as agreed upon by a majority 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 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 C. Board or Board Committee Hearing, and Decision

The Board shall have complete authority to decide whether counsel may participate in the hearing before the Board or committee, 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 the defendant is suspended and the Board or committee deems that punishment insufficient, it may also recommend to the Club 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 expulsion 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 of the penalty, if any.

Section D. Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board or committee hearing and upon the Board or committee's recommendation of expulsion as provided in Section VII.C. Such proceedings shall 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 or Committee's recommendation of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board or committee's findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes to do so. 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 VIII – Amendments

Section A. Proposed Amendments

Amendments to the By-Laws 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 by the Secretary for a vote within three months of the date when the petition was received by the Secretary, together with recommendations of the Board.

Section B. Adoption of Amendments

The By-Laws may be amended by a two-thirds (2/3) secret vote of the Club members present and voting at any Regular or Special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting. The notice and proposed amendments shall be mailed to each member, or emailed as provided in Section III.G., at least two weeks prior to the date of the meeting.

Article IX – Dissolution

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 involuntary or by operation of law, none of the property of the Club or any proceeds thereof or any other assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club its property and other assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

Article X – Order of Business

Section A. Club Meetings

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
- New business
- Adjournment

Section B. Board of Director Meetings

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

- Reading of minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

Article XI – Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order, as it may be revised from time to time, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any other special rules of order the Club may adopt.

These By-Laws of the Golden State Greater Swiss Mountain Dog Club were duly adopted on _____, ____, 2020.

Carol Baever, Secretary
Golden State Greater Swiss Mountain Dog Club