

**THE SOUTH WEST GREATER SWISS MOUNTAIN DOG CLUB
A CALIFORNIA NONPROFIT UNINCORPORATED ORGANIZATION**

CONSTITUTION:

Section 1. Club Name. The name of the Club shall be the “South West Greater Swiss Mountain Dog Club, A California Non Profit Unincorporated Organization ”, hereafter referred to as “SWGSMDC” or "Club".

Section 2. Object. The objects of the Club shall be:

- (a) To do all in its power to protect and advance the interest of the Greater Swiss Mountain Dog (GSMD).
- (b) To encourage and promote quality breeding of purebred GSMD and to do all possible to bring their natural qualities to perfection.
- (c) To encourage sportsmanlike competition at dog events.
- (d) To conduct specialty events under the Rules and Regulations of the American Kennel Club and or the Greater Swiss Mountain Dog Club of America.
- (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.

Section 3 Bylaws. The members of the Club shall adopt and may from time to time revise such bylaws by a 2/3 (two-thirds) vote as may be required to carry out these objects.

Section 4. Non-profit. The SWGSMDC 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 OF THE SOUTH WEST GREATER SWISS MOUNTAIN DOG
CLUB, A CALIFORNIA UNINCORPORATED ORGANIZATION.**

ARTICLE I

MEMBERSHIP

Section 1. Membership. The Members of this Club shall include all persons who are in good standing with the American Kennel Club, who subscribe to the Objects (see the Constitution) of the South West Greater Swiss Mountain Dog Club, A California Non-profit Unincorporated Organization (hereafter known as the “SWGSMDC” or the “Club”), and

who have applied for and been accepted as Members under Article I, Section 2 of these bylaws. The membership shall be divided into two (2) classes:

- (a) **Individual Membership.** All Members who are 18 years of age and older at the time of application shall be Individual Members; these Members shall enjoy all the privileges of the Club, including one vote and the ability to hold office if all other requirements are fulfilled.
- (b) **Household Membership.** Two (2) members of the same household, eighteen years of age or older, who comply with the same requirements as that of an Individual membership [Article I, Section 1, (a)] shall be defined as Household Members. Each Household Member shall have one vote and each shall have the ability to hold office if all other requirements are fulfilled.

Section 2. Election to membership. Each applicant for membership shall complete an application form as approved by the Board of Directors of the SWGSMDC; such form shall require the applicant to agree to the constitutions, bylaws, and rules of the American Kennel Club and those of the SWGSMDC. The application form shall state the name, address, and occupation of the applicant. Accompanying the application of the prospective Member shall be the dues payment for the current year (See Article I, Section 3). Applicants for membership are to be approved by ballot at any meeting of the Board of Directors or as Board business described in Article II, Sections 3 and 4. An application which has received less than the majority needed by the Board may be presented by one of the Members at the next annual meeting of the Club. The Members present may approve such applicant by secret ballot and a favorable 2/3 vote provided that 10% of the voting Members are present at the meeting.

Section 3. Membership dues.

- (a) Membership dues shall be payable on or about the first day of January of each year. New memberships paid after September 1st shall be assumed to carry over through the following year.
- (b) The Membership Chairperson will send annually to the Membership a Notice of Dues Owed. Dues will be mailed to the Membership Chairperson as a check payable to: "SWGSMDC."
- (c) Dues will be set by a majority vote of the Board of Directors of the SWGSMDC. On an annual basis, if it is deemed necessary for the financial stability of the SWGSMDC, the Board of Directors may vote to change the dues rate.

Section 4. Termination of Membership. Memberships in the GSMDCA may be terminated by resignation, lapse, or expulsion.

- (a) 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 are considered to be a debt to the Club, and become incurred on the first day of each fiscal year.
- (b) 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, with the exception that the Board may grant an additional 60 days of grace to such delinquent Members in meritorious cases. A person whose dues are unpaid as of the date of a Club meeting shall not be entitled to vote.
- (c) A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II

MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting and the agenda shall be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting or any Club meeting shall be ten percent (10%) of the Members with a voting privilege who are also Members in good standing.

Section 2. Special Club Meetings. Special Club Meetings may be called by the President; by a majority vote of the members of the Board of Directors who are present at a Board meeting; during board business (as outlined in ARTICLE II, Section 4); or upon receipt of a petition signed by ten percent (10%) of those Members of the Club who are allowed to vote. Any Special Meeting shall be called by the Secretary and any such Special Meeting shall be held at a place, date, and hour as may be designated by the Board of Directors. Written notice of such a meeting shall be mailed by the Secretary at least 14 days, and not more than 30 days, prior to the meeting. The notice of the Special Club Meeting shall set the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the voting membership.

Section 3. Board Meetings. The first meeting of the Board shall be held immediately following elections, but it may be deferred until the next Annual Meeting of the SWGSMDC. Meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the Board. Written notice of each such meeting shall be mailed by the Secretary to each member of the Board at least fourteen (14)

days prior to the date of the meeting. The quorum for all Board meetings shall be a majority of the Board. Business expenses related to Board Meetings may be reimbursed by the Club Treasurer.

Section 4. Board Business. The Board of Directors may also conduct business by telephone conference call, mail, e-mail, and fax provided that the business does not conflict with any other provision of these bylaws. The Club must have Standing Rules in place to verify the identity of the individuals participating in Board business and to ensure that each participant is an eligible Board Member. Every Board Member must have or be provided with the means to participate in Board business. Business expenses related to Board business may be reimbursed by the Club Treasurer.

ARTICLE III

DIRECTORS AND OFFICERS

Section 1. Board of Directors. The “Board” shall be comprised of the President, Vice President, Recording Secretary, Treasurer, and three (3) elected Directors; all officers and directors shall be Individual or Household members in good standing for a minimum of two years at the time of nomination. The officers and directors shall be elected for two-year terms as provided in Article IV, and shall serve until their successors take office on January 1 following the election year. All officers and directors may succeed themselves if re-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, Recording Secretary, and Treasurer will 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 Recording Secretary shall keep a record of all meetings of the Club including meetings and business sessions of the Board and of all votes taken and all matters of which record shall be ordered by the Club. A review of the record in the form of Minutes will be produced by the Recording Secretary on request by the Board, and the Minutes can only be accepted after formal approval by a majority vote of the Board. He or she shall have charge to notify members

of Club meetings, to notify a member of his/her election to office, to keep a roll of the members of the Club with their addresses and telephone numbers, and to carry out such other duties as are prescribed in the bylaws and standing rules.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board. He or she shall report quarterly in the Newsletter the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting or as soon as possible thereafter, he or she shall render an account of all moneys received and expended during the previous fiscal year.

Section 3. Term of Office. All Board Members and Officers shall serve a term of two years.

Section 4. Vacancies. Any vacancies occurring on the Board or among the offices shall be filled by a member in good standing for the unexpired term of office provided they have received a majority vote of the Board following the creation of such vacancies, except in the office of President. A vacancy in the office of President will be automatically filled by the Vice President.

Section 5. Non-Participation of Director or Officer. Any Board Member or Officer who remains inactive with respect to club business during a two month period of time shall be deemed to have resigned his or her Board position and/or office and such position or office shall be deemed to be vacant. All vacancies shall be filled pursuant to Section 3 above. Such board member or officer shall be given a 14 day notification period before determination of his or her position being vacated.

ARTICLE IV

THE CLUB YEAR, VOTING

NOMINATIONS, 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 on January 1st and end on the 31st day of December of the same year. Officers and Directors elected each year shall take office on the first day of the January following that election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days of the start of the official year. The election of the Officers

and Directors replacing those whose terms are expiring will be held every year.

Section 2. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to Individual and Household SWGSMDC Members in good standing (herein after referred to in this Article IV as Members) who are present at the meeting, except for the election of Officers and Directors and amendments to the constitution and bylaws which all shall be decided by the Members on a written ballot cast by mail. Voting by proxy shall be permitted only by submission of a signed proxy statement submitted prior to commencement of an official meeting. The Board of Directors may decide to submit other specific questions for decision to the Members by written ballot cast by mail.

Section 3. Elections. The election of Officers and Directors shall be conducted by secret ballot. To be valid, ballots must be received by the Recording Secretary by November 1st of the year of election. The ballots shall be counted by two Members including the Recording Secretary and one other Member appointed by the Board who is neither on the current Board nor on the slate of candidates. The results of the election shall be announced by November 15th following the receipt of the ballots either by mail, email or announcement at a meeting of the Membership.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws.

- (a) The Board of Directors, by September 1st, shall send by a separate mailing or email to the Members of the Club, a reminder that those Members interested in running for office must submit a Letter of Intent in writing or by email requesting that the Board consider them for placement on the slate of officers and board members. The Board must receive this letter by September 15th. The Board will send a written confirmation to the author of each Letter of Intent that their Letter of Intent has been received. The Board shall compile the submitted letters and create a ballot for the election listing each nominee for each Board and Officer position. The Board shall then mail the ballot (including the full name of each candidate to each Member of the Club on or before October 1st.

ARTICLE V

COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of the Club. 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. Appointees to all committees shall require a majority vote of the Board.

Section 2. Any committee appointee may be terminated by a two-thirds vote 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 Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this 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 or the breed. 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 or a Board 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 the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of the breed, 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 Board Committee of not less than three (3) members 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 certified 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 they wish.

Section 3. Board Hearing. The Board or Board Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Board Committee may by a majority vote of those present reprimand, fine 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 recommendation of the Board or Board Committee. Immediately after the Board or Board Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Board Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken at this 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 meeting shall then vote by secret written ballot on the proposed expulsion. A two-third (2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the reprimand, fine and/or suspension shall stand.

Section 5. Discipline in cases of Unethical Breeding Practices.

Notwithstanding sections 1 through 4 above, the Board shall have the duty to consider any case of breeding practices inconsistent with the health and welfare of the breed. The board may use in its consideration any and all information provided to it from any source. The burden of proof to dispel such charges shall rest entirely upon the defendant. Examples of Unethical Breeding Practices include (but are not limited to) 1) breeding animals with a known history of serious medical problems, 2) breeding prior to obtaining the appropriate health clearances, 3) utilization of bitches less than 22 months old and dogs less than 24 months of age, and 4) breeding bitches in consecutive heat cycles. The Board shall exercise its discretion in the determination of Unethical Breeding Practices and its decision shall be final. Upon notification of an alleged breeding problem, the Board shall conduct a hearing as described in Section 3 with proper notifications as described in Section 2 above with the following exception. Upon reaching a decision of the existence of a breeding problem, the Board by majority vote may expel the defendant from the club immediately.

ARTICLE VII

AMENDMENTS

Section 1. Amendments to the Constitution and/or Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (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 (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and/or Bylaws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing, accompanied by a ballot on which they may indicate their choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of the mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

ARTICLE VIII

DISSOLUTION

Section 1. 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 nonvoluntary 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. After payment of debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs. This organization shall be selected by the Board of Directors.

ARTICLE IX

ORDER OF BUSINESS

Section 1. At meetings of the Club, Robert's Rules of Order shall be followed with the order of business so far as the character and nature of the meeting may permit as follows:

- a. Roll Call
- b. Minutes of the last meeting
- c. Report of the President
- d. Report of the Secretary
- e. Report of the Treasurer
- f. Reports of Committees
- g. Unfinished business
- h. New business
- i. 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-

- a. Minutes of the last meeting

- b. Report of the Secretary**
- c. Report of the Treasurer**
- d. Report of Committees**
- e. Unfinished business**
- f. Election of new members**
- g. New business**
- h. 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.