

CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE 1

NAME AND OBJECTIVES

SECTION 1. The name of the Club shall be the Mason-Dixon Bernese Mountain Dog Club.

SECTION 2. The objectives of the 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 The American Kennel Club as the only standard of excellence by which the Bernese Mountain Dog 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 under the rules of the American Kennel Club.

SECTION 3. The club shall not be conducted or operated for profit and in 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.

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 one type of membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. DUES. Membership dues shall be \$10.00 per year per person, payable on or before the 1st day of January of each year. There will be a one time initiation fee of \$5.00 per person. 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 ensuing year.

SECTION 3. ELECTION OF 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 these constitution and by-laws 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. 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 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 and

shall require two new sponsors.

SECTION 4. TERMINATION OF MEMBERSHIP. Members 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 obligation are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- b. By lapsing. A membership will be considered 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 for that meeting.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

MEETING AND VOTING

SECTION 1. CLUB MEETING. Meeting of the Club shall be held within 30 miles of Reisterstown, MD on the third Tuesday of alternating months (ie. Jan., Mar., May, Sept., Nov.) at such hour and place as designated by the Board of Directors. Written notice of each meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. 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; and shall be called by the Secretary upon receipt of a petition signed by five members in good standing. Such special meetings shall be held within 30 miles of Reisterstown, MD 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 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 no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held in alternating months not to coincide with the General Meetings, within 30 miles of Reisterstown, MD, a date at such hour and place as may be designated by the Board. Written notice of each such meeting shall be made by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within 30 miles of Reisterstown, MD at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary as least 5 days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board.

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 or 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 3 other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. OFFICERS. The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meeting, 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 meetings of the Club and Board and of all matters of which a record shall be ordered by the Club. He shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their elections to office, keep a roll of the members of the Club with addresses, and carry out such other duties as are prescribed by these by-laws.
- d. The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he 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 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 officers 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; 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 year shall begin on the 1st day of January and end 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 the third Tuesday in the month of January 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 his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. ELECTIONS. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The 3 nominated candidates for other positions on the Board who receive the greatest number of votes from such 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 September, the Board shall select a Nominating Committee consisting of 3 members and 2 alternatives, not more than 1 of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternatives of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before October 15.

a. The Committee shall nominate 1 candidate for each office and 3 candidates for the other 3 positions on the Board, and, after securing the consent of each person so nominated shall immediately report their nominations to the Secretary in writing.

b. Upon receipt of the Nominating Committee's report, the Secretary shall before October 30th notify each member in writing of the candidates so nominated.

c. Additional nominations may be made at the November meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his 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 specialty show, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to 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 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 is suspended from the privileges for the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. CHARGES. Any member may refer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, AND THE BOARD SHALL FIRST CONSIDER WHETHER THE ACTIONS ALLEGED IN THE CHARGES, IF PROVEN, MIGHT CONSTITUTE CONDUCT PREJUDICIAL TO THE BEST 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 BE REFUSE TO ENTERTAIN JURISDICTION. If the Board

entertains jurisdiction of the charges it shall fix a date of the 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 own defense and bring witnesses if he wishes.

SECTION 3. BOARD HEARING. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all of 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 6 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 fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. EXPULSION. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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 twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within 3 months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws may be amended by a two-thirds 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 2 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 two-thirds of the members. In the event of the dissolution of the Club other than for the purpose 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. After payment of debts of the Club, it's 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 any meeting 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
Report 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 a majority vote of those present, shall be as follows:

Reading of Minutes of Last Meeting
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

SECTION 3. Order of Business- At meetings of the Club, ROBERT'S RULES OF ORDER shall be followed to the extent that they are not inconsistent with these By-Laws.

AMENDMENTS

FIRST AMENDMENT (March 1998)- Article II- Section 1.

Meeting of the Club shall be held within 30 miles of Reisterstown, MD. There will be four general meetings per year, two in the fall and two in the new year on Sunday afternoons, or at an event. The time and place will be designated by the Board of Directors. Written notice of each meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the membership in good standing.

SECOND AMENDMENT (March 1998)- Article IV- Section 2.

Annual Meeting. The first meeting of the year shall be deemed to be the annual meeting 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.

THIRD AMENDMENT (March 1998)- Article IV- Section 4b.

Upon receipt of the Nominating committee's report, the Secretary shall, before the second fall meeting, notify each member in writing of the candidates so nominated.

FOURTH AMENDMENT (March 1998)- Article IV- Section 4c.

Additional nominations may be made at the second fall meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position.

FIFTH AMENDMENT (June 2001)- Article II- Sections 1, 2, 3, and 4.

Meetings of the Club and Board of Directors shall be held within 30 miles of York, Pennsylvania at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings.

SIXTH AMENDMENT (June 2001)- Article I- Section 3.

The application shall state the name, address, and occupation of the applicant.