

The Bernese Mountain Dog Club of Canada

Constitution and By-laws

(CKC approved on 6 August 2004)

1. NAME

- 1.1 The name of the club shall be 'The Bernese Mountain Dog Club of Canada'.
- 1.2 The Club will operate within the sovereign boundaries of Canada.

2. OBJECT

- 2.1 The objects of the club shall be:

To promote the welfare of the Bernese Mountain Dog breed and of its individual representatives by:

- endorsing the Club's Code of Ethics while encouraging and supporting principled breeding practices among all Canadian breeders towards the finest possible expression of conformation, health and temperament for the Bernese Mountain Dog;
- educating breed fanciers, the general public, and conformation and obedience judges on the Canadian breed standard, the history and character of the breed and health issues related to the breed;
- encouraging and promoting responsible ownership and proper care and training of Bernese Mountain Dogs;
- developing interest and encouraging participation among owners in various activities for the breed; including shows, trials and tests; also informal, social and educational events.

3. MEMBERSHIP

- 3.1 Application for membership in the Club shall be received from any location in Canada and from other countries at the discretion of the Board of Directors and is open to any person who supports the objects of the Club, agrees to and abides by the Code of Ethics, and meets the requirements for application and approval as outlined in this section.

- 3.2 Membership year shall start on 1 January and finish on 31 December.

- 3.3 Types of memberships

- 3.3.1 There shall be four classes of members as follows:

- Ordinary Member: An Ordinary member has all the privileges of Club membership, including eligibility to vote and hold office.
- Junior Member: A person who is between ten and eighteen years of age. Such members are entitled to all privileges of the Club except those of voting and holding elected office.

- Life Member: A member who has been honoured by the Club for outstanding and long time service to the breed or the Club. Life members have all the privileges and rights of ordinary membership, and are exempt from membership dues.
- Non-resident Member: Persons residing outside of Canada shall apply for "Non-resident" membership. Such members are entitled to all privileges of the Club except those of voting and holding elected office.

Membership fees will be reviewed and revised, as necessary, at the Annual General Meeting.

3.4 Application for Membership

Note: Any individual rejected by the club must be provided with a written explanation.

3.4.1 Application for membership in the BMDCC shall be made only on form approved by the Board and supplied by the Club for that purpose. The Club Code of Ethics must be attached to and returned with each membership form. Each applicant will supply complete information as required by the membership application form which will include:

- an agreement to abide by the Club Code of Ethics, signed by the applicant(s).
- the signature of one (1) sponsoring member who has current voting privileges in the BMDCC
- the name(s) of any Bernese Mountain Dog(s) owned by the applicant or the applicant's immediate family.

The completed application form, Code of Ethics together with payment in the correct amount for the first year's membership dues must be sent to the Membership Chairperson.

3.4.2 Sponsors of all applicants (Ordinary and Junior) must be members in good standing, have current voting privileges in the Club and have personal knowledge of the applicant(s). They must also be willing to supply a letter of recommendation to the Board regarding the application if requested by the Board.

3.4.3 Each newly approved member shall receive a package of breed and club information from the Membership Chairperson, which will include a copy of the Club Constitution and Bylaws, the Bernese Mountain Dog Standard (Canadian), a Breed information booklet and a subscription to Club Newsletters and any other information which may be added from time to time.

3.4.4 Memberships for which application is received after September 15th will begin in the next membership year.

3.4.5 A member shall be considered delinquent (not in good standing) when annual dues are not paid within thirty (30) days of the due date (January 31st).

3.5 Approval of membership

The names and particulars of applicants, including sponsors, shall appear in the Club Newsletter for consideration by the membership and they shall have thirty (30) days from the date of publication to raise in writing any objections with the Membership Chairman. If any objection is received, the Membership Chairman shall immediately advise both the Club Secretary and the applicant(s) as to the nature of the objection(s), and request that sponsors supply letters of recommendation to the Board via the Club Secretary.

The Board shall have thirty (30) days from the time the Secretary is in receipt of the objection to consider and either uphold or dismiss the objection. A two-thirds (2/3) majority by the Board is required to uphold the objection. The applicant's fees will be returned with a letter of explanation from the Secretary. A rejected applicant may file an appeal with the Secretary to present his or her application at the next general meeting of the Club where the application will be accepted or rejected by a simple majority vote.

3.6 Termination of membership

Note: Termination of membership may occur as a result of termination of Canadian Kennel Club Membership as imposed by the Canadian Kennel Club's Discipline Committee.

Membership termination may also occur in three (3) additional ways:

- Resignation - any member in good standing may resign from the club upon written notice to the Membership Chairman but no member may resign while in debt to the Club.
- Lapsing - membership will be automatically terminated if annual dues remain unpaid sixty (60) days after the due date.
- Expulsion - membership may be terminated by expulsion as provided for in Section 9.

3.7 Voting privileges

Unpaid membership dues constitute denial of voting privileges. Only ordinary and life members are entitled to vote.

4. GENERAL MEETINGS

The Club shall be governed in the conduct of its meetings, in so far as is practicable, by regular Parliamentary usage unless otherwise provided for in the Constitution and/or Bylaws.

4.1 Annual General Meetings

Annual General Meetings shall be held annually in such place and on such date as the Board may determine, or by mail, if considered necessary by the Board.

4.2 Special General Meetings

Special General Meetings shall be held upon receipt by the Secretary of a written request for the same or by the direction of the Board. A request shall be signed by at least fifteen (15) percent of the members in good standing specifying the reason(s) for such request. Such a meeting may be conducted

in two (2) fashions: by mail or in person, as determined by the Board of Directors.

4.3 Board Meetings

4.3.1 Any member of the Board may call a meeting of the Board but this shall generally be the prerogative of the President.

4.3.2 A Board meeting may be conducted in person, by mail, by electronic mail, or conference call.

4.3.3 Notice of an in person or telephone meeting must be given to all Board members at least Thirty (30) days before holding of such a meeting. They may be held whenever and wherever they are required.

4.3.4 Six (6) members of the Board shall constitute a quorum for the transaction of business at any meeting. For meetings held by mail, members must respond within thirty (30) days of the meeting being sent out, for their comments/votes to be valid.

4.4 Notice

Notice of an 'in-person' General meeting shall be given by mailing the same to each member at least thirty (30) days prior to the date of such meeting, along with the items scheduled for discussion.

4.5 Agendas

Agendas shall be drawn up by the President and/or Secretary.

4.6 Quorum

Quorum at any in person membership meeting shall consist of three (3) Board members and an additional ten (10) percent of the members in good standing who have current voting privileges in the Club.

Quorum at a mail-in meeting shall consist of three (3) Board members and an additional twenty-five (25) percent of members in good standing who have current voting privileges in the Club.

4.7 Proxies

Proxies are not permitted

5. BOARD OF DIRECTORS

5.1 The affairs of the Club shall be managed by an elected Board consisting of the following:

Officers: President
Vice-President
Secretary
Treasurer

Members: Membership Chairperson
Past-President
Five (5) Directors (with a minimum of 4 Regional Directors from within the 6 regions of Canada.)

5.1.1 Board of Directors Composition and Powers

Of the following six regions of Canada: Atlantic Provinces, Quebec, Ontario, Prairie Provinces, British Columbia, and Yukon & Northwest Territories; at least four (4) must be represented by resident Directors.

Eligibility: Any member with voting privileges in the BMDCC (henceforth called a voting member) and of good standing, who is resident in Canada and has been a member of the Club for at least two years, is eligible to become a Director, Vice President, Secretary or Treasurer.

The candidates for President must have completed a previous position on the Board for at least one term.

5.2 Duties and responsibilities

President - shall be the Chief executive Officer of the Club; shall be charged with the supervision of the Club's officers and directors in their duties; shall be an ex-officio member of all committees; and shall normally chair all Board and General meetings.

Vice-President - shall exercise the duties and powers of the President if the President is absent or unable to act: if for any reason the President vacates the office, the Vice-President will take the place of the President for the balance of the term.

Secretary - shall cause to be kept a record of the proceedings of all meetings and votes; shall carry out any other duties related to the position as required by the President and/or Board; and shall keep under separate cover a record of the Constitution and Bylaws which shall be present at all Club meetings. The Secretary handles correspondence relating to the affairs of the Club, including notice of meetings.

Treasurer - shall cause to be kept a correct accounting record of the Club finances. The Treasurer shall provide an audited Annual Financial Statement to the Annual General Meeting and additional financial statements as required for the information of the Board.

Membership Chairperson – shall cause to be kept a correct and up to date listing of the current club membership; shall be responsible for implementing programs approved by the club to maintain and grow the club membership.

The Past-President - shall act in a consulting roll to the new executive for a maximum of one, two (2) year term. The Past President does not have an executive vote.

The Board - shall have the power to authorize expenditures necessary for the normal operation of the Club; to consider expenditures that are not part of normal operations and to make recommendation to Club members for such expenditures; and to deal with all matters pertaining to the Club.

The Board is charged with acting responsibly toward the membership and in accordance with the Club's Constitution and Code of Ethics. The Board shall at all times be governed by any motion carried at a General Meeting.

5.3 Vacancies

Vacancies occurring on the Board shall be filled by the person, being eligible, who received the largest number of votes amongst those not elected for the position in question at the last election. In case two (2) or more such persons receive a like number of votes, the Board shall decide which shall be elected. In the case of no further persons being eligible, the Board shall have the power to elect to the Board a member in good standing to serve the remainder of the term.

5.4 Terms of office

The term of office for Board members shall be two years, beginning on January 1 of each even-numbered year.

Officers may not hold the same office for more than two consecutive terms.

5.5 Resignations

Any Officer of the Club may resign at any time upon written notice to the Secretary and return of any portfolio.

Any Officer, who, in the opinion of the Board, fails to fulfill the duties of office may be requested to resign by a majority vote of the Board. Should the Officer not agree to resign, or refuse to submit the portfolio of office, the Board may bring the matter to a General Meeting, to be decided by majority vote.

5.6 Residence of Directors

Regional Directors must reside in the area which they represent. Regional Directors are elected by members residing in their respective regions.

6. FINANCES

6.1 All Club revenues, funds and assets will be directed to meeting the objectives of the Club. No elected or appointed Officer of the BMDCC will receive remuneration for services rendered to the Club.

6.2 Dues shall be paid annually with a due date of January 31st and at a rate prescribed by the membership at the annual general meeting.

6.3 A bank account shall be maintained under the name of the Club into which all revenue of the Club shall be paid and from which withdrawals shall only be made. Cheques written on this account must have the signature of a minimum of two (2) officers. The Treasurer and President or in the absence of the President the Secretary's signature can be used.

6.4 No member of the Club shall be entitled to incur any expense or obligation on behalf of the Club or in connection therewith, unless approved or subsequently approved by the Board or at a general meeting. Such expenses or obligations include those incurred in connection with convening or holding a Board or General meeting.

6.5 From time to time, at the Boards discretion, funds shall be advanced to certain committees to carry out Club functions. All monies shall be fully accounted for following said Club function.

7. CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

7.1 Club Year

The business year of the Club shall finish on the 31st day of December each year and the financial books shall be closed on the same date. The books shall be audited by two (2) members in good standing who shall be appointed by the Board. The final audited statements shall be mailed to each Club member as part of the next Newsletter and approved at the Annual Meeting.

7.2 Election Process

- 7.2.1 Eligibility for Election - Only members who have been nominated and fulfill Section 5.1.1 and/or Section 7.4 shall be eligible for election for their respective positions.
- 7.2.2 Eligibility for Voting - only those members in good standing with the right to vote, as of the 30th of August of each voting year.
- 7.2.3 Ballots - Elections shall be conducted by secret ballot. The Chief Electoral Officer shall cause to have printed and then initial ballots containing the names and offices of the nominees and shall mail them without comment to the last known address of each member, together with a self-addressed envelope marked BALLOT at least twenty (20) days in advance of the closing date of the election, which shall be no later than the 20th of November of each voting year; and shall retain all returned ballots in their sealed envelopes.
- 7.2.4 Tabulation of Votes - the Chief Electoral Officer shall supervise the three (3) ballot counters in the tabulation of the votes; list and sign the results; and provide the results to the Board and the candidates by the 30th of November of each voting year.
- 7.2.5 Voting - a simple majority shall elect a candidate for office. In the event of a tie, the Board shall have the CEO conduct an election for the respective position, with only the candidates tied eligible to be candidates and only those who were eligible to vote in the main election eligible to vote in this second election.
- 7.2.6 Publication of Results - the results of the election shall be printed in the next issue of the Newsletter.
- 7.2.7 Destruction of the Ballots - the ballots of the election(s) shall be destroyed thirty (30) days after the candidates have been informed of the results, if there has been no recount requested; if there has been a recount requested, the ballots in question may only be destroyed ten (10) days after the official recount or thirty (30) days after the candidates were originally informed of the results, whichever date is later.

7.4 Election Officers

Office of the Chief Electoral Officer - shall be composed as follows:

- Chief Electoral Officer - shall be appointed at the first meeting of the Board of each voting year to administer the nomination and election processes; shall be responsible for the establishment of eligibility lists, receiving nomination, publicity, voting and counting ballots; shall appoint three non-candidates to count ballots; and shall not be a candidate in the respective election.
- Nomination Committee Chairman - shall be appointed at the first Board meeting of each voting year to ensure a complete slate of candidates for the election; shall be responsible to the Chief Electoral Officer; shall select a Nomination Committee subject to the approval of the CEO; and shall not be eligible for nomination by the Committee.

- Nomination Committee - shall be composed of three (3) members in good standing; shall assist in the nomination of a slate of candidates for the election; and shall not nominate themselves for any of the positions.

7.4.1 Eligibility for Nomination

Any ordinary member in good standing as of the final day of nominations may be eligible.

Nomination Committee - shall select without prejudice ordinary members in good standing as nominees for each position on the Board of Directors and shall file their list of nominees, along with the written consent and a brief autobiography of each nominee, with the Chief Electoral Officer on or before the 17th of August of each voting year.

7.4.2 Publication of Committee Nominations

The Chief Electoral Officer shall publish for the general membership by the 31st of August of each voting year, the list of nominees and their respective autobiographies as compiled by the nomination committee.

7.4.3 Other Nominations may be received from any member in good standing as of the 30th of August of each voting year, for any position on the Board of Directors; shall be received in writing on or before the 30th of August of each voting year by the Chief Electoral Officer, along with the written consent and autobiography of the nominee and an indication of the position being nominated for.

7.4.4 Publication of Nominee Information - the Chief Electoral Officer shall ensure that a nominee is a candidate for one (1) position only and shall compile a list of all eligible nominees and the office for which they have been nominated along with their respective autobiography, for publication in the September issue of the Club Newsletter.

8. COMMITTEES

8.1 The Board may from time to time appoint such Chairmen and committees, as it deems expedient, fix the duties to be performed and fix the term of appointment.

8.2 Termination

Any committee appointment may be terminated by a majority vote of the board upon written notice being sent to the appointee, and the board may appoint a successor to the person whose services have been terminated.

8.3 Current Standing Committees

Notwithstanding Section 8.1, the Board shall appoint Chairmen for a two (2) year term effective the first (1st) of April of each 'even' year, to chair the following Standing Committees:

- Membership - to administer the membership requirements as stated in the Constitution and Bylaws of the Club; to maintain the membership list; and to spearhead any membership drives.
- Newsletter Editor - to be responsible for the publishing of the Club Newsletter at least four times a year, for the adherence to the Newsletter Policy and for the appointment of assistants as necessary.
- Rescue - to be responsible for the coordination and implementation of the Club's rescue program as described in the Rescue Policies and Procedures.

- Ways & Means - to develop and market revenue sources for the Club.
- Obedience - to encourage, coordinate and report on obedience activities.
- Investigations - to administer items in Section 9
- Constitution and Bylaw Review - to ensure the maintenance of the documents and to undertake major revisions as considered necessary.
- Breed Standard Review - to review the current wording of the Canadian Kennel Club standard for the Bernese Mountain Dog and make any recommendations for change to the Board.
- Historical - to maintain a history of the BMD, both nationally and internationally.
- Records - to maintain records on the health and performance (show and obedience) of Bernese Mountain Dogs in Canada.

The Board may from time to time establish and maintain committees to meet the objects of the Club. The Board shall prepare or ensure that there are available current terms of reference for each of the committees and appoint a member to act as chair. The Board may terminate any existing committees.

9. DISCIPLINE

9.1 Canadian Kennel Club suspension

Any member who is suspended, debarred, expelled, deprived of privileges of the Canadian Kennel Club automatically shall be suspended from the privileges of the club for a like period.

9.2 Complaints

9.2.1 Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the club or breed. Written complaints containing details of the alleged misconduct must be filed in duplicate with the secretary along with a deposit of \$25.00 which shall be forfeited if the defendant is found innocent at a hearing of the board or of a committee duly appointed for this purpose.

9.2.2 The Secretary upon receiving such a complaint, within 30 days shall forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant and each member of the board or appointed committee.

9.2.3 The hearing date shall be set no later than 90 days from the date of receipt of the complaint. If the hearing is held by a committee, at least a majority of the appointed committee shall be present. Should a complaint be laid against the Secretary, then the President shall act in accordance with these by-laws.

9.3 Hearing

The Board or appointed Committee shall ensure that both the complainant and defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint 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, impose an appropriate penalty. The Secretary shall then notify each of the parties of the decision within 30 days of the decision.

9.4 Investigation Committee

- 9.4.1 The Chairman shall be appointed at the same time as the other Committee Chairmen, from the general membership but shall not be a member of the Board of Directors.
- 9.4.2 The Chairman may appoint two unbiased members, on a case by case basis, to assist in making any investigations and subsequent recommendations to the Board of Directors.
- 9.4.3 The Committee's responsibility is to investigate complaints that have been presented to the Club President in writing from a member in good standing against another members conduct, on the basis that the conduct is detrimental to the Club's interests. The written complaint must detail the particulars of the case.
- 9.4.4 As soon as the case is referred to the Chairman, the Chairman may appoint two (2) members to aid in the investigation and notify (in writing) the member(s) whom the complaint is made against as to the nature of the complaint.
- 9.4.5 Once the investigation is completed, having given both parties an opportunity to present their cases, the Committee shall report their findings and recommendations to the Board. Such recommendations shall not exceed the powers granted to the Board of Directors and/or the general membership at a general meeting.

9.5 Discipline

- 9.5.1 As a result of an investigation by the Investigation Committee, the Board shall have the power to:
 - dismiss the complaint
 - reprimand the member(s) in writing
 - suspend the Office and/or Chairmanship and/or membership of the member(s)
 - recommend to the general membership, at a general meeting, the expulsion from the Club of the member(s).
- 9.5.2 The member(s) who has (have) been suspended by the Board shall have the right of appeal at the next General meeting of the Club and shall be notified as to the time and place of this meeting. The members at a General meeting are empowered to amend/uphold/dismiss the suspension with a majority vote.
- 9.5.3 The final expulsion of a member from the Club can only be done at a General meeting and such action necessitates a two-thirds (2/3) majority vote by secret ballot of those present. Such expulsion is immediate and can not be appealed.
- 9.5.4 The results of a complaint necessitating disciplinary action shall be published in the club Newsletter.

10 AMENDMENTS

The Constitution and Bylaws may be periodically revised by the members to carry out the Club's objectives.

- 10.1 Any member in good standing who wishes to propose a revision to the Constitution must obtain support for the revision from no fewer than ten (10) percent of the current membership of the Club. The proposed revision, in writing, and signatures of the supporting members must be submitted to the Club Secretary.
- 10.2 Notice of intent to present a revision to the Constitution, the proposed revision and a ballot must be mailed by the Secretary to all club members, by means of the regular Club publication or as a special mailing.
- 10.3 A closing date, not less than thirty (30) days after the mail-out, will be specified on the ballot. The revision is carried if 2/3 or more of the ballots returned on or before the closing date are in favour. Voting must be by mail-in (postal or electronic mail) ballot; proxies are not permitted. Amendments may be proposed by the Board or petitioned from the members.
- 10.4 If the revision is carried, the Constitution shall be considered amended and take effect on the closing date of the vote.
- 10.5 The Board may appoint a committee to recommend changes or amendments which may be presented to the membership by the Board and voted on as described above.

11. CODE OF ETHICS

The Code of Ethics reflects the philosophy of the Club and its individual members. All members must agree to adhere to the Code of Ethics when they apply for membership and for as long as they are members.

12. BRANCH CLUBS

The Club may have Branch (Regional) Clubs operating in Canada. The formation and activity of these Clubs must be sanctioned by The Bernese Mountain Dog Club of Canada.

An Officer of a Branch (Regional) Club may not at the same time be an Officer of the Bernese Mountain Dog Club of Canada, but may be a Director on the National Club board.

13. SHOWS

A Show Committee Chairman shall be selected as required and shall have the power to select the committee members. The Committee shall present a slate of Judges for the Board's consideration as outlined in the Specialty Guidelines.

14. AWARDS

The Club may provide trophies and/or certificates in recognition of titles awarded or distinctions received, as decided by the Board.

15. DISSOLUTION

The club may be dissolved at any time by providing to the CKC, written documentation signed by at least 2/3 of the members of that club who are in favour of this decision. Proxies are not permitted. In the event of the dissolution of the club other than for the 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 such organization being selected by the Board of Directors.

16. ORDER OF BUSINESS

16.1 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
- Report of the Membership Chairperson
- Report of Committees
- Election of Officers and Board (At annual meeting)
- Election of New Members
- Unfinished business
- New business
- Adjournment

16.2 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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of the Membership Chairperson
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment