

LAKE SHORE GREATER SWISS MOUNTAIN DOG CLUB, INC.

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1: The name of the club shall be **LAKE SHORE GREATER SWISS MOUNTAIN DOG CLUB, INC.** (hereinafter referred to as the “Club”).

SECTION 2: The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of purebred Greater Swiss Mountain Dogs and to do all possible to bring their natural qualities to perfection;
- (b) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Greater Swiss 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
 - obedience trials
- (d) to conduct
 - sanctioned matches
 - dog shows
 - obedience trials

under the rules and regulations of The American Kennel Club.

SECTION 3: 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 individual.

SECTION 4: The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I Membership

SECTION 1: Eligibility. Membership is unrestricted as to residence, except as noted in subparagraphs (a)-(c) below. The Club's primary purpose is to be representative of the owners, breeders and exhibitors in its immediate area.

There shall be three (3) types of membership open to all persons 18 years of age and older who subscribe to the purposes of this Club:

(a) Regular Membership. One who resides in the Club's area and is in good standing with the American Kennel Club; shall have full privileges of Club membership, including one vote, and the ability to hold office. Member must own a Greater Swiss Mountain Dog.

(b) Household Membership. Has the same requirements as the regular membership and is further defined to include two (2) members of the same household. Each member will receive one vote.

(c) Associate Membership. One who is ineligible for regular or household membership, but desires to work in association with this Club's interests. Associate members shall have the same privileges as regular and household, except they are ineligible to vote or hold office. Associate members do not count in determining a quorum.

SECTION 2: Membership Dues.

(a) Dues for regular membership shall not exceed \$25.00 per year; dues for household membership shall not exceed \$30.00 per year; and dues for associate membership shall not exceed \$20.00 per year.

(b) During the month of December, dues statements for the ensuing year will be sent out by the Membership Chairperson. Dues are payable on or before the 1st day of January each year. No member may vote whose dues are not paid for the current year. New memberships paid after October 1st shall be assumed to carry over through the following year.

SECTION 3: Application for Membership. All applications for membership must be in writing on the specified form(s), which shall provide that the applicant agrees to abide by the Constitution and Bylaws, and the rules of The American Kennel Club. The application shall state the name and address of the applicant and it shall carry the

endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Membership Chairperson 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 2/3rds of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within six (6) months after such rejection.

SECTION 4: Election to Membership.

(a) Regular and Household Membership. All members will be processed according to Section 3 above.

(b) Associate Membership. Same process as Regular and Household with the exception that the applicant does not need to carry the endorsement of one member in good standing or own a Greater Swiss Mountain Dog.

SECTION 5: Termination of Membership. Memberships may be terminated by:

(a) resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they are incurred on the 1st day of each fiscal year.

(b) lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the 1st day of the fiscal year; however, the Board may grant an additional 30 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 of that meeting.

(c) expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

ARTICLE II
Meetings and Voting

SECTION 1: Club Meetings. Meetings of the Club shall be held every other month within the greater Chicagoland area; at such hour and place as may be designated by the Board. Written notice of each such 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 members in good standing with voting privileges.

SECTION 2: 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. Said petition shall be signed by five members of the Club who are in good standing and have voting privileges. Such special meetings shall be held within the greater Chicagoland area, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose 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 with voting privileges.

SECTION 3: Board Meetings. Meetings of the Board of Directors (hereinafter referred to as the “Board”) shall be held every other month within the greater Chicagoland area; at such hour and place as may be designated by the Board. The first meeting of the Board shall be held immediately following the annual meeting. Written notice of each such meeting shall be mailed by the Secretary at least five (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 (3) members of the Board. Such special meetings shall be held within the greater Chicagoland area 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 at least five (5) days and not more than 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 thereat. The quorum for such a 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/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 officers and three (3) other persons, all of whom shall be members in good standing and all of whom shall be elected for a one year term 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.

SECTION 2: Officers. The Club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) **President.** 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 Bylaws

(b) **Vice President.** 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) **Secretary.** The Secretary shall 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; have charge of the correspondence; notify members of meetings; notify new members of their election to membership; notify officers and directors of their election to office; keep a roll of the members of the Club with their addresses; and carry out such other duties as are prescribed in these Bylaws. The Secretary may ask that a membership chairperson be appointed to handle the membership tasks as so deemed by the Board.

(d) **Treasurer.** The Treasurer shall collect and receive all moneys due or belonging to the Club; pay any fixed obligations of the Club, such as insurance, when due, without any Club or official approval; and pay, upon presentation, all invoices or bills which have been previously authorized by the Board. All other payments of Club funds shall be made only after approval of the Board at a regular or special meeting. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the Board shall determine.

The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of six (6) persons.

SECTION 3: Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board, at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; 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.

SECTION 4: Term of Office. Each Officer and Board member shall serve a term of one (1) year and may serve any number of consecutive terms.

ARTICLE IV
Club Year, Annual Meeting and Elections

SECTION 1: Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

The Club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through to the next annual meeting.

SECTION 2: Annual Meeting. The annual meeting shall be held in the month of December, at which election results for offices and directors for the ensuing year shall be announced (following the election, nomination and ballots provided in Sections 3 and 4 of this Article). They shall take office immediately upon the conclusion of the meeting and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3: Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for 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 August, the Board shall select a Nominating Committee consisting of three (3) members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before September 15th.

(a) The committee shall nominate one candidate for each office and 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, at least two weeks before the October meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying 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 sanctioned matches, dog shows, obedience trials, trophies, annual prizes, membership, internet web pages, educational materials and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2: Any committee appointment 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 services have been terminated.

ARTICLE VI
Removal of an Officer from Office

SECTION 1: The grounds for removal from office shall be gross violation of Article 1, Section 2, or failure to discharge the duties of his/her office.

SECTION 2: In order for an officer to be removed, a petition requesting a removal and stating the reasons, signed by five (5) members in good standing must be presented to the Secretary. The Secretary must inform the membership, in writing, of the petition along with the date, location and time of the meeting at which a vote will take place. The officer may then be removed by a 2/3rds vote of the members present at the designated meeting. This can in no way reflect on his/her individual membership, or any other position within the Club.

ARTICLE VII
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: Miscellaneous. Any member of the Club, who by the commission or omission of any act or acts, which discredits or tends to discredit, or otherwise injures the Club or purposes of which it was formed, shall be subject to discipline.

SECTION 3: Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of

\$150.00, 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 interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than 10 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 4: Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board 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 it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting, which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 5: 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 proceedings may occur at a regular or special meeting of the Club to be held within 90 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The eligible members shall then vote by secret ballot on the proposed expulsion. A 2/3rds 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 VIII **Amendments**

SECTION 1: Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members

with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2: The Constitution and Bylaws may be amended by a 2/3rds secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE IX
Dissolution

SECTION 1: The Club may be dissolved at any time by the written consent of not less than 2/3rds of the members. Upon receipt of the written consent of dissolution, the Club may be dissolved at a special meeting called for this purpose, which must occur two (2) weeks after a written notice is sent to each member. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to the Greater Swiss Mountain Dog Club of America for the benefit of health research and rescue funds.

ARTICLE X
Order of Business

SECTION 1: At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call	Election Results of Officers and Board
Minutes of Last Meeting	(at annual meeting)
Report of President	Election of New Members
Report of Secretary	Unfinished Business
Report of Treasurer	New Business
Reports of Committees	Adjournment

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

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

ARTICLE XI
Parliamentary Authority

The rules contained in the current edition of “21st Century Robert’s Rules of Order” 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.

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