

# BERNESE MOUNTAIN DOG CLUB OF SOUTH-WESTERN ONTARIO

## CONSTITUTION

### AREA OF OPERATION

The club's area of operation shall be south-western Ontario encompassing the following counties and regions:

Brant (County of), Chatham-Kent (Municipality of), Elgin (County of), Essex (County of), Haldimand (County of), Halton (County of), Hamilton-Wentworth (County of), Huron (County of), Lambton (County of), Middlesex (County of), Niagara (Regional Municipality of), Norfolk (County of), Oxford (County of), Perth (County of), Waterloo (Regional Municipality of), Wellington (County of).

### CLUB OBJECTIVES

1. To encourage strong working relationships with dogs, Bernese Mountain Dogs in particular, by informing and educating Club members and the public at large upon all matters related to the care and training of working dogs.
2. To promote interest in the physical and mental health of the breed through education and encourage responsible breeding.
3. To hold events involving the participation of dogs for competition and the public interest.
4. To endorse the Club's Code of Ethics while encouraging and supporting principled breeding practices amongst all Canadian breeders towards the finest possible expression of conformation, health and temperament for the Bernese Mountain Dog.

### BY-LAW NO. 1

#### ARTICLE 1 - MEMBERSHIP

- a) **APPLICANT** - Any person 18 or more years of age, interested in the care and training of working dogs or the breeding of purebred Bernese Mountain Dogs may apply for membership in the Bernese Mountain Dog Club of South-western Ontario. The applicant must obtain sponsorship of two (2) Ordinary members in good standing before submitting the application for consideration to the Membership Co-ordinator. Upon receipt of the membership application and membership dues the Membership co-ordinator will notify Club members of the particulars via e-mail. At the next General Meeting of the Club the Applicant will be recorded in the minutes and voted on for Associate membership provided there is a quorum for conducting Club business at the meeting. If the Applicant is present at the meeting, the Applicant will be absent for the vote. Ownership of a Bernese Mountain Dog shall not be a condition of membership provided that not less than 70 percent of the Club's members own the breed.
- b) **ASSOCIATE MEMBER** - Once approved for Associate membership, the Associate member must fulfil the following requirements during the membership year in order to attain the status of Ordinary membership:
  - Attend at least 1 general meeting or participate in at least 1 club function. Proof of eligibility must be submitted to the Membership Co-ordinator in writing and upon acceptance and within seven (7) days the Associate membership will be changed to Ordinary membership in the Club records.
- c) **ORDINARY MEMBER** - Has the right to vote at Club meetings and is entitled to all rights and privileges of Club membership and is subject to annual renewal. To retain the status of Ordinary member the Ordinary member must, during the membership year, attend at least 1 general meeting or participate in at least 1 club function.
- d) **HONOURARY MEMBER** - Any person who has rendered outstanding service to the club, the Canadian Kennel Club or the community may be elected an Honourary member by the unanimous vote of the Ordinary members present at any annual meeting. Honourary members shall not, as such, be entitled to vote or take part in the management of club affairs.
- e) **LIFE MEMBER** - Any present or past Ordinary member who has rendered outstanding service to the club may be elected a Life member by the unanimous vote of Ordinary members present at any annual meeting. Life members shall have all the rights and privileges of Ordinary members except the payment of the annual membership fees.
- f) The Board of Directors, prior to the Annual General Meeting, will do an annual review of Ordinary membership status. Ordinary members failing to meet the above criteria will revert to Associate member after the General meeting prior to the Annual General Meeting. An Associate member can be reinstated as an Ordinary member by providing proof of eligibility to the Membership Co-ordinator in writing. Upon acceptance and within seven (7) days the Associate membership will be changed to Ordinary membership in the Club records.
- g) **DISQUALIFICATION** - Any person who:
  - is suspended or expelled by the Canadian Kennel Club; or
  - is actively engaged in breeding or selling dogs other than purebred dogs; or
  - is in default for three months or more in the payment of any amount due to the club; or
  - Any person who, in the opinion of the members expressed by a majority vote at any general meeting, has acted in a manner detrimental to the club, or who has failed to maintain the standard of conduct and integrity reasonably

required to promote the aims and objectives of the club, shall not be eligible for election to membership and, if a member, shall be subject to suspension or expulsion by a majority vote at any general meeting of the club.

h) MEMBERSHIP YEAR - The normal membership year shall run from January 1 to December 31.

## ARTICLE 2 - ADMINISTRATION

- a) **DIRECTORS** - The affairs of the Club shall be managed by a Board of Directors consisting of the Officers: President, Vice-President, Secretary, Treasurer and, two (2) Directors and the Past President. At the time of election and throughout their term of office, all members of the Board of Directors must be Ordinary members, have their principal address within the club's Area of Operation and, be members in good standing of the Canadian Kennel Club (CKC). **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 meeting 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, By-laws and Standing Resolutions 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; shall provide an audited annual financial statement to the Annual General Meeting and additional financial statements as required for the information of the Board. **Past-President** - shall act in a consulting roll to the new executive for a maximum of one, two- (2) year term. The Past-President shall not have an executive vote. **The Board** - shall have the power to authorise expenditures necessary for the normal operation of the Club; shall 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; is charged with acting responsibly toward the membership and in accordance with the Club's Constitution and Code of Ethics and; shall at all times be governed by any motion carried at a General Meeting.
- b) **ELECTION**- In an election year, members for the Board of Directors shall be nominated prior to the Annual General Meeting and an election for the Board of Directors shall be conducted at the Annual General Meeting. The election shall be by secret ballot. To be eligible to be nominated for the position of President a member must meet the requirements in (a) and must previously have been a member of the Board of Directors.
- c) **NOMINATIONS** - The Executive, in an election year, will appoint a Nominating Chairperson during the first quarter of the year.
- 1) The Nominating Chairperson will prepare a slate of nominees who are willing to serve as Director and Officers of the Club if elected. The Nominating Chairperson shall not be eligible to stand for any position. The Nominating Chairperson will present the slate of nominees to the general membership at a meeting during the second of the year. The general membership shall also be advised that additional names may be placed in nomination provided that the nominees have agreed to serve for the nominated office as Director or Officer if elected, and is supported by the signature of one Ordinary member. The closing date for additional nominees will be the following first quarterly meeting of the year. No nominations will be taken from the floor.
  - 2) If only one name is standing for election for the position of any Officer or two names for the position of Director, the Nominating Chairperson shall declare nominations closed and the nominated slate elected by acclamation.
  - 3) If additional members are placed in nomination in accordance with paragraph (a) above, a final list of nominees shall be printed and circulated prior to the second quarter of the year. Voting for each position shall be carried out at the Annual of the year. In such final election, candidates receiving the highest number of votes to the number of vacancies shall be declared elected. A candidate may request from the Nominating Chairperson the number of ballots cast for each candidate running for the same office as the candidate making the request.
  - 4) The Nominating Chairperson shall appoint two Ordinary members to help him/her conduct the election and certify that the procedure has been carried out.
  - 5) Should a tie occur, the general membership shall cast ballots to certify the person on whom the selection falls. If a second tie occurs, the three members of the Nominating Committee shall cast lots and certify the person on whom the selection falls.
  - 6) Each Ordinary or Life member shall be limited to one (1) vote for any candidate.
  - 7) All Candidates for the Board of Directors must provide, prior to the end of the second quarter of the year (June 30<sup>th</sup>), either separately or attached to their nomination form, a fully completed "Candidate Profile Form" available from the Secretary. Failure to submit this form will nullify the nomination. To be fair to all candidates no other forms of written or electronic campaigning will be permitted.
- d) **VACANCIES** - Vacancies on the Board of Directors shall be filled by the person 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.

- e) **TERMS OF OFFICE** - The term of office for Board members shall be two years, beginning January 1<sup>st</sup> of each odd-numbered year.
- f) **RESIGNATIONS** - Any Officer of the Club may resign at any time upon written notice to the Secretary and return of any portfolio.
- g) **EXPULSION OF AN OFFICER** - Any Officer, who, in the opinion of the Board, fails to fulfil 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 a majority vote.
- h) **DIRECTORS MEETINGS** - A majority of the Directors shall constitute a quorum for the transaction of business at any meetings of the Board. The President or any two (2) Directors may call meetings. Notice of meetings must be given to each Director either in writing, electronically or by telephone at least three (3) days before a Board meeting. Meetings may be held without notice if all Directors are present or if the absent Directors have previously signified their approval to the holding of the meeting.
- i) **COMMITTEES** - There shall be established such committees as may from time to time be determined by Standing Resolutions of the members. Committees shall consist of the Chairperson for each Committee and it shall be the responsibility of each Committee Chairperson to enrol, as members of his or her Committee, sufficient members of the Club to carry out the work of the committee in accordance with the terms of reference established by the Standing Resolution. The President shall be, ex-officio, a member of every committee and shall be given notice of all meetings.

### ARTICLE 3 - MEMBERS MEETINGS

- a) **REGULAR MEETINGS** - Unless suspended by a majority vote at any general meeting or by a Standing Resolution, the Club shall meet at least once in each quarter of the year.
- b) **ANNUAL MEETINGS** - The regular meeting of the Club held in the second quarter of the year shall also be constituted as the Annual Meeting for the purpose of receiving the annual financial report, electing Directors and Officers and appointing auditors for the ensuing year.
- c) **SPECIAL MEETINGS** - The President or the Board of Directors may, by notice specifying the purpose of the meeting, call a special general meeting of members at any time. Upon receipt of a written requisition, signed by no less than one-quarter (1/4) of the total number of Ordinary members and stating the purpose for which a meeting is required, the Secretary shall call a special general meeting by notice specifying the purpose of the meeting as stated in the written requisition. Only the business specified in the notice shall be conducted at a special general meeting. Notices of special general meetings shall be sent by electronic mail to all members at least five (5) days before the date of the meeting but a meeting may be held without notice if all Ordinary members are present or if the absent Ordinary members have signified their consent to the holding of the meeting.
- d) **QUORUM AND VOTING** - A quorum for all members shall consist of fifteen percent (15%) of the total number of Ordinary members. Except where otherwise required by law, all questions shall be decided by a simple majority of votes cast. Voting shall be by a show of hands, unless the President (or Chairperson of the meeting) upon request of any Ordinary member determines that the vote upon any matter shall be taken by secret ballot.
- e) **PROXIES** - Proxies shall not be permitted.
- f) All general and annual meetings will be conducted according to the Rules of Order as available from the Club Secretary.

### ARTICLE 4 - FINANCE

- a) **FINANCIAL YEAR** - The financial year of the Club shall end on December 31<sup>st</sup> in each year.
- b) **SIGNING AUTHORITY** - The signing officers on the Club Accounts shall be the following: Treasurer, President, Secretary, Vice-President with a minimum two (2) signatures required. No two members from the same household may be signing officers on the Club Accounts at the same time.
- c) **ANNUAL MEMBERSHIP DUES** - The membership fees of the Club shall be as outlined in the Standing Resolutions. Annual membership fee is due February 1<sup>st</sup>. Memberships not renewed by February 15<sup>th</sup> will not be eligible to vote at the Annual of the year. Members who have not renewed by June 30<sup>th</sup> will have to reapply for membership in the Club. Membership fees can be changed by a change to the appropriate Standing Resolution at the Annual General Meeting.
- d) **ANNUAL FINANCIAL STATEMENT** - A balance sheet showing the financial position of the club as at December 31<sup>st</sup> of the past year and a Statement of Income and Expenditure for the year ending on that date, together with the Auditor's report thereon, shall be submitted by the Directors to the members at each annual meeting.
- e) **AUDITORS** - Two persons, who may, but need not be members of the Club, shall be appointed at each annual meeting to serve as auditors for the ensuing year. A Director shall not be eligible for appointment as an auditor. The auditors shall be entitled to inspect all books, accounts and records of the club at any time. They shall conduct an annual audit immediately following the close of each financial year and submit their report to the next annual meeting.

## ARTICLE 5 - DOCUMENTS

All deeds, contracts, agreements or other documents to be executed by the club may be signed on behalf of the club by the President and any one of the Secretary, the Treasurer, or a Director, or by any two Directors.

## ARTICLE 6 - STANDING RESOLUTIONS

To propose a new Standing Resolution or propose a change to a Standing Resolution, the Ordinary member(s) must present the proposal in writing to the Board of Directors, who will recommend its approval or rejection. The proposed recommendation along with the comments of the Board of Directors shall be published and electronically mailed to the membership at least ten (10) days prior to the meeting at which the proposal will be considered.

## ARTICLE 7 - BYLAW AMENDMENTS

Proposed amendments to Bylaw No. 1 may be submitted, in writing, by an Ordinary member in good standing to the Secretary prior to the end of the first quarter Executive meeting of the year. The Executive will review and comment on all proposed amendments and such will be included with the meeting minutes and circulated to all members for further discussion and modification at the second quarter general meeting. Proposed amendments will then be voted on at the Annual Meeting.

## ARTICLE 8 - DISCIPLINE

The procedure for dealing with any complaint regarding the conduct or actions of a member of the Club shall be as follows:

- 1) The complaint shall be in writing to the Secretary
- 2) The Secretary shall immediately notify the President (if the complaint is against the President, the Vice-President shall be notified) who will call a meeting of the Board of Directors to discuss the complaint.
- 3) The Board of Directors shall arrange a meeting to resolve the complaint.

If the above meeting is not successful in resolving the complaint, the matter shall be placed before the Club membership at a general meeting in accordance with Article 1 (g) of Bylaw No. 1.

## ARTICLE 9 - DISSOLUTION

The Club may be dissolved at any time by providing to the Canadian Kennel Club, written documentation signed by at least 2/3 of the Ordinary members in favour of this decision. In the event of the dissolution of the Club other than for the purposes of reorganisation, 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 debts of the Club, its property and assets shall be given to an organisation for the benefit of dogs such organisation being selected by the Board of Directors.