

THE BERNESE MOUNTAIN DOG CLUB OF ONTARIO

CONSTITUTION AND BY-LAWS

1. NAME

The organization shall be called “The Bernese Mountain Dog Club of Ontario” and herein as the CLUB.

2. AIMS AND OBJECTIVES

The Bernese Mountain Dog Club of Ontario is a non-profit organization dedicated to the promotion of the breed of dog known as the Bernese Mountain Dog through

- a) educating members and others in the care and training of the breed;
- b) encouraging responsible breeding to the betterment of the Bernese Mountain Dog;
- c) bringing to the attention of the public the benefits of the breed;
- d) fostering fellowship among Bernese Mountain Dog owners, breeders and fanciers.

3. MEMBERSHIP

3.1 Membership shall be open to all persons who support the CLUB’s Aims and Objectives and Code of Conduct. Ownership of a Bernese Mountain Dog shall not be a condition of membership providing that not less than 70 percent of the CLUB’s members own the breed.

3.2 Membership applications shall be submitted to the Membership Chair on the prescribed form. All applications for membership shall be subject to approval by the Executive and must be sponsored by two members in good standing of the CLUB. If an application is under dispute, sponsors must be willing to supply a letter of recommendation or attend a meeting of the Executive regarding the application. If sponsors are unwilling to do so, they must withdraw their sponsorship. Any individual rejected for membership by the CLUB shall be provided with a written explanation.

3.3 The names and particulars of applicants shall appear in the CLUB newsletter for consideration by the membership. Members shall have 30 days from the date of the circulation of the newsletter to raise any objections with the Membership Chair.

3.4 CATEGORIES OF MEMBERSHIP

SINGLE MEMBERSHIP: entitles one person to participate in CLUB activities, to vote at annual and general meetings and to receive a copy of the CLUB newsletter.

DOUBLE MEMBERSHIP: entitles the family to participate in CLUB activities and entitles two (2) family members to vote at annual and general meetings and two names to

appear on the membership list. The family shall receive one copy of the CLUB Newsletter.

ASSOCIATE MEMBERSHIP: entitles the member to participate in Club social activities and to receive the Newsletter. This member does not have the right to vote or hold office.

BREEDER-SPONSORED MEMBERSHIP: This type of membership may be provided at the breeder's option as a complimentary introduction to the CLUB for new owners.

HONOURARY or LIFE MEMBERSHIP: any person who has rendered outstanding service to the CLUB or the breed may be awarded a Life or Honourary Membership by a unanimous vote of members present at any Annual General Meeting. All Honourary and Life membership applications shall first be approved by the Executive and recommended to the members at the Annual General Meeting.

HONOURARY MEMBERSHIP shall be for members who have retired and/or moved away from CLUB activities or for persons who have made a substantial contribution to the CLUB or to the Bernese Mountain Dog breed in general. Honourary members shall have the same rights as Associate Members except that payment of membership dues is not required.

LIFE MEMBERSHIP shall be for members who have been members in good standing for a minimum of ten (10) years and who have served the CLUB as a member of the Executive. Life members shall have all the rights, privileges and obligations of an ordinary member except the payment of membership dues.

4. DUES

- 4.1 A change in the amount of annual membership dues shall be proposed by the Executive and approved by a majority of members at an Annual General Meeting.
- 4.2 Annual dues are payable by March 31st of each year. Failure to pay dues prior to the Annual General Meeting results in automatic termination of membership.

5. RESIGNATIONS

A member in any category may resign from the CLUB at any time upon written notification to the Secretary. No dues will be refunded.

6. EXECUTIVE COMMITTEE

- 6.1 The Executive Committee shall be elected / approved at the Annual General Meeting and shall consist of the Club Officers, one Director representing each of the four Canadian Kennel Club's electoral zones in Ontario, and not less than one (1) or more than six (6) Directors at large. If any positions on the Executive

- Committee are contested, the election will be by secret ballot as detailed in the CLUB Election Policy Document referred to in Section 7.6
- 6.2 Club Officers are the Past President, President, Vice President, Secretary and Treasurer.
- 6.3 Elected or appointed members of the Executive shall not receive any remuneration for any services rendered to the CLUB in their capacity as Executive members but shall be entitled to compensation for authorized expenses incurred as part of their Executive duties.
- 6.4 The Executive Committee shall hold office for two (2) years.
- 6.5 Directors representing the CKC's electoral zones shall reside in the zones they represent and be elected by those members residing in the zone. Officers and Directors at large shall be elected by all members.

7. ELECTION OF EXECUTIVE

- 7.1 **NOMINATING-ELECTION COMMITTEE:** The Nominating-Election Committee including its chair shall be approved by the CLUB members at the Annual General Meeting and shall consist of three CLUB members with no more than one (1) being a member of the Executive. No member of the Nominating-Election committee or their immediate family may be allowed to stand for election.
- 7.2 Nominations for the CLUB Executive Committee shall be made in writing and received by the Nominating-Election Committee Chair on or before the day that is forty-five (45) days prior to the date of the Annual General Meeting. Once the Nominating-Election Committee has reviewed the nominations to ensure that the qualifications set out in 7.3 below are met, they are to post eligible names and biographies on the club web site. Notice of qualified nominees together with their submitted biographies shall be forwarded to CLUB members not less than 21 days prior to the Annual General Meeting. If any positions on the Executive Committee are contested, secret ballots will be mailed out to eligible voters as detailed in the CLUB Election Policy Document.
- 7.3 Any member (except associate members) in good standing residing in Ontario who has been in the CLUB for at least twelve months may be nominated for the office of Vice President, Secretary, Treasurer, or as a Director. Club officers (ie, President, Vice President, Secretary, Treasurer) must be Canadian Kennel Club Regular Members in good standing. The office of President shall be open only to members of the Executive or past executive. Those who nominate candidates must be CLUB members in good standing. The written nominations must include original signatures of nominator and nominee.

- 7.4 A member may stand for one office only.
- 7.5 The President shall not be eligible for election for more than two(2) consecutive two year terms unless nominated for President and put into office by acclamation.
- 7.6 An election protocol approved by the Executive Committee shall be maintained as the CLUB Election Policy Document, and shall include details regarding the distribution, collection and tabulation of secret ballots.
- 7.7 Should a vacancy occur on the Executive, the Executive may appoint a member of the Club to fill the vacancy. Should a vacancy occur in the office of the President, such vacancy shall be filled by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by a member of the currently-elected Executive by a majority vote of the Executive.

8. DUTIES AND AUTHORITIES OF EXECUTIVE MEMBERS

8.1 DUTIES OF OFFICERS:

PAST PRESIDENT: shall perform such duties as assigned by the Executive and has the option of stepping down after one two-year term.

PRESIDENT: shall be the Chief Executive Officer, shall preside at Executive and General meetings and shall be the official spokesperson of the CLUB.

VICE PRESIDENT: shall perform the duties of the President in his or her absence and other duties as assigned by the Executive.

SECRETARY: shall maintain all minutes, records and handle correspondence. He or she shall give notice of all meetings to members.

TREASURER: shall be the custodian of all the CLUB funds and shall operate bank accounts as required in the name of the CLUB. He or she shall present statements of CLUB accounts in writing for approval by the membership at the Annual General Meeting and shall provide interim statements at each General and Executive Meeting. The year end financial statements shall be printed in the CLUB's Newsletter. The Treasurer shall be responsible for preparation of the CLUB budget for approval by the Executive.

DUTIES OF DIRECTORS:

Directors shall participate in CLUB activities and programmes and perform such other duties as assigned by the Executive.

9. SIGNING OFFICERS

- 9.1 Except for amounts of \$500 or less, all matters requiring the disbursement of CLUB funds or the incurrence of financial liability by the CLUB shall require the written approval of two (2) signing officers. Amounts of \$500 or less may be approved by One (1) signing officer and require one signature only. This shall include the issuance of cheques against any CLUB bank account.
- 9.2 The following officers shall be designated as Signing Officers of the CLUB: President, Vice-President and Treasurer.

10. CHAIRS AND COMMITTEES

APPOINTMENT:

The Executive shall appoint such Chairs and Committees as it deems necessary. The duties and responsibilities of these Chairs and Committees shall be those delegated to them by the Executive. Committee Chairs and members may be Executive members, general members or non-members. Committee chairs and members shall be appointed for a one year term and may be re-appointed.

MEMBERSHIP CHAIR: The Membership Chair is responsible for sending out notices of annual dues and maintaining the membership list in consultation with the Treasurer.

NEWSLETTER EDITOR: The Newsletter Editor shall be responsible for the publication of the CLUB Newsletter at least quarterly.

WAYS AND MEANS: The Ways and Means Chair shall be responsible for the purchase, storage, sales and record keeping of items for sale related to the CLUB and the breed.

11. REGIONAL REPRESENTATIVES

Regional representatives of the CLUB may be appointed by the Executive as deemed appropriate and necessary. These representatives may provide information on the breed and CLUB activities to people in their region and perform such other duties as assigned by the Executive.

12. CLUB MEETINGS

- 12.1 The CLUB YEAR for all purposes of record shall begin with the CLUB year 1993-1994 and commence each April 1st and terminate March 31st.

12.2 **CLUB MEETINGS**

Meetings shall be held at dates and locations determined by the club executive, or may be conducted by mail or electronic means. All meetings of the CLUB and its governing bodies and all other matters of practice and procedure not otherwise herein specified shall be governed by "Robert's Rules of Order" and said Rules of Order to form and be considered a part of these by-laws and to have the same

force and effect by reference as though the same were severally, fully and particularly set forth herein.

A simple majority vote of the members present shall be deemed approval of any motion regularly approved and seconded.

12.3 ANNUAL GENERAL MEETING

The President shall call the Annual General Meeting (AGM) not later than ninety (90) days after the end of the CLUB year.

The Secretary shall provide notice of the AGM to all members at least twenty-one (21) days in advance of the meeting date. Notice may be via publication in the newsletter, via email, or regular mail and be available on the BMDCO web site.

A quorum for the purpose of the AGM shall consist of at least 20 of the voting members of the CLUB.

The privilege of voting by mail for the election of the Executive Committee, if contested will be offered to the members unable to attend the AGM by means of a secret ballot submitted to the Chair of the Nominating-Election Committee.

Any proposed amendments to the constitution shall be voted on / approved at the AGM. The privilege of voting by mail / email on constitutional amendments will be offered to members unable to attend the AGM by means of a ballot submitted to the CLUB Secretary.

At the end of each fiscal year, the CLUB books are to be reviewed by a CLUB member who is not on the Executive Committee. The reviewer shall be appointed by the members at a General Meeting and shall provide a report in writing to the Annual Meeting.

12.4 GENERAL MEETINGS

Dates of General Meetings shall be set by the Executive at the beginning of each CLUB year. They must also be printed in all Newsletters.

The Secretary shall provide notice of a General Meeting to all members at least twenty-one (21) days in advance of the meeting date. Notice may be via publication in the newsletter, via email, or regular mail and be available on the BMDCO web site.

A quorum for regular General meetings shall be 12 voting members.

12.5 EXECUTIVE MEETINGS

Any club officer may call a meeting but this shall generally be the prerogative of the President. An executive meeting may be conducted in person, by mail, by

electronic means, or conference call. At Executive meetings, a quorum shall consist of 5 Executive members. The Secretary shall provide notice by letter, email, fax or telephone of Executive meetings at least three (3) days in advance of the meeting date. If a waiver of notice is received from all members of the Executive, an executive meeting may be held without such notice.

The Executive Committee shall approve show dates, sites and judges after receiving recommendations from the Specialty Committee.

13. CLUB ACTIVITIES

13.1 The CLUB may undertake any activity in accord with its aims and objectives, such as but not restricted to educational, social and sporting programmes.

13.2 The CLUB shall not undertake to breed any dogs for sale, nor shall the CLUB permit its name to be used for any trade or brand advertising purposes.

14. AMENDMENTS

14.1 Proposed amendments to the Constitution shall be submitted to the Secretary at least forty-five (45) days prior to the AGM. Proposals shall include the current wording of the Constitution and how it will read after the amendment. Although it is not necessary, an explanation of the reason for the amendment would be helpful.

14.2 Proposed amendments to the Constitution are to be sent to each member or published in the Newsletter. Ballots and voting instructions are to be mailed at least twenty-one (21) days prior to the AGM.

14.3 Amendments to the constitution must have the approval of two-thirds (2/3) of votes cast by written ballot. Proxies are not permitted.

15. AWARDS

15.1 To receive a CLUB award for CKC or other approved titles, a member must be in good standing at the time the award is made.

15.2 The CLUB will also award "Certificates of Merit" for other recognized titles earned, e.g championships in countries other than Canada .

15.3 All CLUB Awards, are to be presented at the AGM. Where application or notification for awards is required, the Official CLUB form must be used.

16. DISCIPLINE

16.1 CANADIAN KENNEL CLUB SUSPENSION

Any member who is suspended from the privileges of the Canadian Kennel Club, automatically shall be suspended from the privileges of the Bernese Mountain Dog Club of Ontario for a like period. Any Member who is expelled from or whose membership is terminated by the Canadian Kennel Club for disciplinary reasons is automatically expelled from the CLUB.

16.2 COMPLAINTS

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the CLUB or the breed. Complaints must be submitted to the Secretary in writing via mail or email, and contain details of the alleged misconduct. Complaints must be accompanied by a non-refundable fee of \$25.00. The Secretary shall promptly send a copy of the charges to each member of the Executive or present them at an Executive meeting, and the Executive shall consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the CLUB or breed. Notice of receipt of a complaint shall be acknowledged for the record and sent to the defendant and complainant concerned. The Executive may reject any complaint without striking a Discipline Committee where the complaint has insufficient reason or has not been filed in a timely manner. Should a complaint be laid against the Secretary, then the President shall act in accordance with Section 16 of this Constitution.

16.3 DISCIPLINE COMMITTEE

16.3.1 If a disciplinary hearing is required, the Executive will immediately appoint an unbiased three-person disciplinary committee, consisting of a Chair and two other persons, all current full voting CLUB members who are not Officers or members of the Board of Directors, to form the committee to conduct the hearing.

16.3.2 No person who is involved either directly or indirectly in a complaint shall sit on the Discipline Committee or the Executive while the complaint is being heard or considered.

16.3.3 The Member(s) against whom a complaint has been submitted shall have the right to receive a copy of the complaint and all materials submitted with the complaint.

16.3.4 The duty of the Discipline Committee is to review the complaint, investigate the allegations, proceed with a hearing, if necessary, and to make recommendations on a course of action to the Executive.

16.3.5 The Discipline Hearing should be scheduled within ninety (90) days of the naming of the discipline committee. The complainant and defendant will be notified at least 30 days in advance when and where the hearing is to take place. (The President may postpone a scheduled hearing when the principles of natural justice are best served by doing so.) The complainant and the defendant, or their designate, at their own expense have the right to be heard in person at the discipline hearing.

16.3.6 After hearing a complaint, the Discipline Committee may recommend to the Executive:

- Dismissal of the complaint
- Issuing of a warning,
- Issuing of a Letter of Reprimand,
- Suspension of Office and/or membership

16.3.7 Once the Discipline Committee has made its recommendations, the Executive shall have the power to act upon the recommendation of the Discipline Committee:

- to dismiss the complaint,
- to warn,
- to reprimand, or
- to suspend from membership the defendant(s) who has breached the Constitution or Code of Conduct or whose conduct has been prejudicial to the interests of the CLUB.

16.3.8 The Disciplinary Committee and Executive shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice.

16.4 EXECUTIVE HEARING

Should the Discipline Committee recommend suspension of membership after reviewing all the evidence and testimony presented by the complainant and the defendant, the Executive may by a majority vote of those present suspend the defendant from all privileges of the CLUB for not more than six (6) months from the hearing. And if it deems that punishment insufficient, it may also recommend to the membership the penalty of expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing CLUB meeting which considers the Executive's decision. 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 Executive's decision and penalty if any.

16.5 EXPULSION

Expulsion of a member from the CLUB shall only be considered for very serious violations of the Code of Conduct; such as, but not limited to, a conviction of a criminal offence for embezzlement, fraud or cruelty to animals. Expulsion shall be accomplished only at a meeting of the CLUB following an Executive hearing and upon the Executive's recommendation as provided in 16.4. Such proceedings shall occur at a Regular or Special meeting of the CLUB to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Executive's recommendation. Copies of the complaint, the Disciplinary Committee and Executive Hearing finding and recommendations, and the defendant's response (if provided), shall be sent to all members by mail/email at least two weeks prior to the vote. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Executive's 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 2/3 vote of those Bernese Mountain Dog Club of Ontario members present and voting at the meeting shall be necessary for expulsion. To allow maximum participation by the membership in this important decision, the vote on expulsion shall include the option to participate by mail-in/e-mail ballot. In order to expel a member, a 2/3 majority of ballots submitted must vote in favour of the motion. Proxy voting is not permitted. Such expulsion is immediate and cannot be appealed. If expulsion is not so voted, the Executive's suspension shall stand.

16.6 APPEAL OF THE DISCIPLINE DECISION

Any member suspended has the right to appeal this decision to the general membership. The suspended member has 14 days from the date of receipt of notification to inform the Executive of their decision to appeal. Should the member decide to appeal, the argument relating directly to this matter and the Board's argument must appear in the next issue of the *Berner Tracks* newsletter along with a mail-in ballot so the general membership may decide the matter. A majority of the ballots returned shall determine the final outcome. Both the member and the Executive must send their arguments directly to the Editor of *Berner Tracks* to allow for publication.

17. DISSOLUTION OF THE CLUB

17.1 Upon written approval of two-thirds (2/3) of votes cast by eligible members of the CLUB, the CLUB shall be dissolved. Proxies are not permitted.

17.2 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. After payment of the debts of the CLUB, its property and assets shall be given to (a) charitable and/or not-for-profit organization(s) for the benefit of dogs, such organization(s) being selected by the executive of the CLUB.

This Constitution was adopted April 25, 1993

amended April 26, 1997

amended April 25, 1998

amended April 25, 1999.

amended April 29, 2000

amended, April 26, 2003

amended, April 24, 2004

amended May 3, 2008

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