

Mid-Atlantic Greater Swiss Mountain Dog Club

Constitution and By-Laws

Constitution

Section 1. Club Name: The name of the club shall be the Mid-Atlantic Greater Swiss Mountain Dog Club hereafter referred to as "MAGS" or "Club".

Section 2. Objectives: The objectives of the Club shall be:

To provide a casual and relaxed social structure in which our members and their Greater Swiss Mountain Dogs (GSMD) can come together for events focusing on the fun-filled and working characteristics of the breed.

- To provide a support system in which our members are comfortable seeking help in times of need.
- To educate potential puppy buyers about GSMD temperament, type, and health concerns to better ensure happy futures for the puppies and their owners.
- To encourage and promote quality breeding of purebred GSMD and to do all possible to bring their natural qualities to perfection.
- 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 Greater Swiss Mountain Dogs shall be judged.
- To do all in its power to protect and advance the interest of the breed.
- To encourage sportsmanlike competition at dog events and encourage goodwill, support and cooperation among GSMD owners and fanciers.
- To provide a source of information and education to GSMD owners and the interested public.

Section 3. By-Laws: The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives

Section 4. Not for Profit: The MAGS shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, fees or donations to the Club shall accrue to the benefit of any member or individual.

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By-Laws

ARTICLE I: Membership

Section 1: Eligibility.

There shall be three (3) types of memberships open to persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of GSMD owners, breeders, exhibitors and enthusiasts in its geographical area of Pennsylvania, New York, New Jersey, and Delaware.

1. **Individual Membership:** Open to persons who own or have an interest in the GSMD at the time of application and reside in the Club's geographical region. The member shall enjoy all privileges of the Club, including one vote and the ability to hold office.
2. **Family Membership:** Has the same requirements and privileges as an individual membership and is further defined to include the following: two (2) members of the same household. Each member will receive one vote and the ability to hold office.
3. **Associate Membership:** Open to persons who do not reside in the Club's geographical area. Associate members shall enjoy all privileges of the Club except voting and holding the position of an office or director. Associate members do not count in determining a quorum.

Section 2: Dues

Dues are payable on or before the first day of July of each year. New memberships paid after March 31st are satisfied through the following fiscal year. No member may vote whose dues are not paid for the current year. During the month of June, the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 3: Application for Membership.

Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of The American Kennel Club and those of the Mid-Atlantic Greater Swiss Mountain Dog Club. The application shall state the name, address, phone number and email address. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Treasurer.

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Section 4: Termination of Membership

Memberships may be terminated by:

1. **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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
2. **Lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year, however, the Board may grant an additional sixty (60) 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.
3. **Expulsion:** A membership may be terminated by expulsion as provided in Article VI Section 4 of these By-Laws.

ARTICLE II: Meetings and Voting

Section 1: Club Meetings

Meetings of the Club shall be held at least annually in person at such place, date, and hour as may be designated by the Board in alignment with the start of the fiscal year. Written notice of meetings shall be published in the Club's Newsletter and/or to the Club's website and/or Facebook page and/or email distribution list, at least fifteen (15) calendar days prior to the date of the meeting. The quorum for such meetings shall be fifteen (15) percent of the members in good standing. Regular membership meetings for the year may be scheduled by the Board by publishing notice of the date, time, and location in the Club Newsletter and posting on the Club website at least fifteen (15) days prior to the date of the meeting.

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, or upon receipt by the secretary of a petition signed by five (5) members of the Club. Written notice of such meeting shall be emailed or postal mailed by the Secretary at least five (5) calendar days and not more than fifteen (15) calendar days prior to the date of the meeting, and said notice shall state the purpose of the meeting. No business other than the stated purpose may be conducted at the meeting. The quorum for such a meeting shall be fifteen (15) percent of the members in good standing and be conducted virtually and/or in person.

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Section 3: Board Meetings

Meetings of the Board shall be held at least quarterly within the Club's geographic area at such hour and place virtually and/or in person as designated by the Board. The annual Board meeting shall be held within seven (7) calendar days of the annual Club meeting. Written notice of each meeting shall be emailed by the Secretary at least fifteen (15) calendar days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Board members are required to attend all Board Meetings. A Board member may be excused if he/she contacts the President with a reason prior to the meeting. It is the President's discretion whether it is excused or unexcused. Two or more unexcused absences from Board Meetings by a Board member within a fiscal year may, at the discretion of the Board, result in removal of that member from the Board, in which case the Board will name another member to fill the position until the next election.

Section 4: Special Board Meetings

Special meetings of the Board may be called by the President or upon receipt of a written request from at least three (3) members of the Board. Written notice of such meeting shall be emailed or postal mail by the Secretary at least five (5) calendar days and not more than fifteen (15) calendar days prior to the date of the meeting. The meeting will be held virtually and/or in person at such place, date, and hour as designated by the Board. The Secretary will notify all Board members of the meeting.

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: The Board

Section 1: The Board

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five (5) elected Directors, for a total of nine (9) Board members, all of whom shall be members in good standing. They shall be elected for two-year terms at the Club's annual meeting as provided in Article IV of these By-Laws and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board. Each member of the Board shall serve on at least one (1) standing committee which are defined in the rules.

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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.

1. The President shall preside at all meetings of the Club and of the Board. The President shall be a member ex officio of all standing committees. The President shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these By-Laws.
2. The Vice-President shall have the duties and exercise the powers of President in the event of the President's death, absence, or incapacity.
3. The Secretary shall keep a record of all meetings of the Club, 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, and notify Officers and Directors of their election to office.
4. The Treasurer shall collect and receive all moneys due or belonging to the Club. He or She shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer shall provide a balance sheet of the previous fiscal year and construct a budget for the upcoming year to be presented and approved at the Annual Board and Club Meeting. 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. All reports submitted are subject to the review of the Financial Committee. The Treasurer shall notify new members of their membership in the Club and shall maintain a role of the members of the Club with their addresses, phone numbers, and email addresses.
5. The Club's delegate to the GSMDCA shall be a member of the Board, appointed by the Board with a majority vote of Board Members.

Section 3: Vacancies

Any vacancies occurring on the Board during the year shall be filled until the next election by a majority vote of all the members of the Board present at the next Board meeting following the creation of such vacancy, or 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.

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Article IV: The Club Year, Annual Meetings, Elections

Section 1: Club Year

The Club's fiscal and official year shall begin on July 1st and end on June 30th.

Section 2: Annual Meeting

The annual Club meeting shall be held in alignment with Article II, Section 1: Club Meetings. The election of Directors and Officers listed in Article III will be held by secret ballot at this meeting every two years.

Section 3: Elections

Elections shall be held at the annual Club meeting every two years. The nominated candidate for election receiving the greatest number of votes for President, Vice-President, Secretary, and Treasurer shall be declared elected. The five (5) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws.

Section 4: Election Procedures

The Nominating Committee and Chairperson will be selected by the Board.

The Nominating Committee will consist of a Chairperson, one (1) current Board member one, (1) Club member, and one (1) alternate Club member all of whom must have been a member of MAGS for two (2) years as of the date they are selected for the Nominating Committee.

The Nominating Committee Chairperson shall contact all current Officers and Directors in good standing to find out if they wish to run again for the office they currently hold. If they do, they must submit to the Secretary a statement of qualifications, a list of any MAGS sponsored events the incumbent has attended, and the committees on which the incumbent has volunteered during the previous years preceding the election.

The Nominating Committee will add the name of any Officer or Director in good standing who wishes to run for the office they currently hold to the ballot.

The Secretary shall send notice to all Family/ Individual club members advising them of upcoming election procedures. Associate Members (those living outside of the geographic region of Pennsylvania, New York, New Jersey and Delaware) are not

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eligible to hold office or cast votes and therefore will not be contacted. Members, who have not paid their dues for the current Club year, are not eligible to be a nominee, run for or hold office and may not cast votes. Members may check their current dues status by contacting the Treasurer.

The Secretary shall invite all members who have been members of the Club for one (1) or more years as of the date of the election, are current on Club Membership dues, and are interested in holding an Officer or Director position, to nominate themselves by submitting a written letter of intent to the Secretary. The correspondence will also invite Club members who have been members of the Club for one (1) or more years, to nominate other Club members for an Officer or Director position. The correspondence from the Secretary will clearly state that all Officers and Directors are required to serve on at least one (1) standing committee. The correspondence shall also state a deadline for receipt of information for nominees.

1. **Self-Nominees:** The letter of intent submitted by self-nominees, must include a statement of qualifications, a list of any MAGS sponsored events the nominee has attended, and the committees on which the nominee has volunteered during the years preceding the election. The letter of intent shall include an attachment submitted by another Club member, endorsing the self-nominee as a candidate and their reasons for doing so. The attachment may also be submitted independently by the Club member endorsing the nominee.
2. **Nomination of Another:** If a member wishes to nominate another Club member for an Officer or Director position, they must submit their nomination to the Secretary, along with their reasons for doing so. The nomination must have an attachment from the person being nominated and such attachment must state that the nominee is willing to accept the position if elected. The acceptance letter from the nominee must also include a statement of qualifications, a list of any MAGS sponsored events the nominee has attended, and the committees on which the nominee has volunteered during the years preceding the election. This information may also be submitted separately by the nominee.

All self-nominees and their endorsement, and nominations of others with an acceptance letter by the nominee, must be received by the Secretary by the date and time designated. All nominees must be current on their Club membership dues. Nominations from the floor will not be accepted.

The Secretary will provide the Nominating Committee with nominations submitted by Club members, along with the appropriate letters of intent, acceptance, and endorsement.

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The Nominating Committee will select candidates to be included on the ballot for the upcoming elections as follows:

1. **President:** If the current President is running for another term, the ballot shall consist of the current president and no more than two (2) nominees selected by the Nominating Committee from the total nominees received from the Secretary. If the current President is not running for a 2nd term the ballot shall consist of no more than three (3) nominees selected by the Nominating Committee from the total nominees received from the Secretary. The President position shall be filled by the candidate receiving the highest number of votes.
2. **Vice-President:** If the current Vice-President is running for another term, the ballot shall consist of the current Vice-President and no more than two (2) nominees selected by the Nominating Committee from the total nominees received from the Secretary. If the current Vice-President is not running for another term, the ballot shall consist of no more than three (3) nominees selected by the Nominating Committee from the total nominees received by the Secretary. The Vice-President position shall be filled by the candidate receiving the highest number of votes.
3. **Treasurer:** If the current Treasurer is running for another term, the ballot shall consist of the current Treasurer and no more than two (2) nominees selected by the Nominating Committee from the total nominees received from the Secretary. If the current Treasurer is not running for another term, the ballot shall consist of no more than three (3) nominees selected by the Nominating Committee from the total nominees received by the Secretary. The Treasurer position shall be filled by the candidate receiving the highest number of votes.
4. **Secretary:** If the current Secretary is running for another term, the ballot shall consist of the current Secretary and no more than two (2) nominees selected by the Nominating Committee from the total nominees received from the Secretary. If the Secretary is not running for another term, the ballot shall consist of no more than three (3) nominees selected by the Nominating Committee from the total nominees received by the Secretary. The Secretary position shall be filled by the candidate receiving the highest number of votes.
5. **Directors:** Five (5) Directors will be elected. Incumbent Board members who wish to remain on the Board will be added to the ballot, which will identify each as an "Incumbent". The Nominating Committee shall select no more than fifteen (15) Director nominees, from both incumbents and nominees received from the Secretary. The Director positions shall be filled by the five (5) candidates receiving the five highest number of votes
6. **Incomplete Ballot:** If there are no incumbents running and no nominees received for any Officer or Director position, the Nominating Committee shall select a nominee from the Membership, obtain their acceptance of the nomination in writing, and place their name on the ballot.

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The Nominating Committee will submit the ballots of candidates to the Secretary at least ten (10) and not more than fifteen (15) calendar days prior to the election.

The Secretary shall prepare Voting Forms to distribute to attendees at the Club meeting who are eligible to vote. Only members living within the Club's geographical region, whose membership dues are current, are eligible to vote. Members must be present to cast votes. Family Memberships may cast two votes, provided both head of households are present at the meeting. Individual Memberships may cast one vote

If there is only one nominee for any Officer or Director position, the Nominating Committee's slate shall be declared elected for that position and no voting will be required. If there are two or more nominees for any Officer or Director position, a vote shall be conducted for these positions only.

Votes will be tabulated by tellers to be chosen from meeting attendees immediately before an election is held. Tellers shall not be Officers, Directors, or candidates on the ballot. The candidates receiving the most votes for the voted position shall win. The winners will be announced to the members after the conclusion of the voting process. .

Article V: Committees

Section 1: Purpose of Committees

The Board shall appoint standing committees and sub-committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, social activities, financial and other fields which may well be served by committees. Standing committees shall meet as needed but minimally two times to plan a year's work and review / evaluate the activities. Such committees shall always be subject to the final authority of the Board. Special Ad hoc committees may also be appointed by the Board to aid in particular projects.

Section 2: Committee Appointees

Any committee appointee 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 service has been terminated.

Article VI: Discipline

Section 1: American Kennel Club Suspensions

Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

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Section 2: Charges

Any member may refer charges against another member for alleged misconduct prejudicial to the best interest of the Club. The Club's Code of Ethics shall serve as reference. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00, 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 that would be prejudicial to the best interests of the Club, the Board may refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a committee of not less than three (3) members of the Board, not less than four (4) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges and the specifications to the accused member by registered mail and delivery/read receipt email together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if he/she wishes.

Section 3: Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present reprimand and/or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next annual Club meeting if that will occur after six (6) months. And, if the Board deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, a suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting, which considers the Board's decision. Immediately after the Club's Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

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Section 4: Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the recommendation of the Board 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 sixty (60) days but not earlier than 30 days after the date of the Board's recommendation for expulsion. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at the meeting. The President shall read the charges and the findings, and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf. The members shall then vote by secret written ballot on the proposed expulsion. A two-third (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VII: Amendments

Section 1: Amendments to Constitution and By-Laws

Amendments to the Constitution and By-Laws may be proposed by the Board or by written petition addressed to the Secretary and signed by fifteen (15) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board. The proposed amendments must be submitted to the membership with the recommendations of the Board attached. The Secretary shall notify the membership of the date, time and place of the meeting to be held virtually and/or in person for the membership to consider the By-Law changes and vote on said amendments. Such notification shall be in writing, sent by either email or postal mail, to the entire membership at least two (2) weeks in advance of the meeting and within three (3) months of the date that the Secretary received the petition.

Section 2: Amendment Voting

The Constitution and By-Laws may be amended by a two-third (2/3) vote of the members. The vote shall be by secret ballot. The voting may take place electronically or at an annual or Special Club meeting called for the purpose of amending the By-Laws.

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Article VIII: Dissolution

Section 1: Dissolution of the Club

The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members in good standing. 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 or 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 a charitable organization for the benefit of dogs, selected by the Board.

Article IX: Order of Business

Section 1: Order of Business for Meetings

The order of business, so far as the character and nature of the meeting may permit, shall be as follows:

1. Roll Call
2. Minutes of the last meeting
3. Report of the President
4. Report of the Secretary
5. Report of the Treasurer
6. Reports of Committees
7. Election of Officers and Board (at annual meeting)
8. Unfinished business
9. New business
10. Adjournment

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Article X: Parliamentary Authority

Section 1: Robert's Rules of Order

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised", 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.

**Mid-Atlantic Greater Swiss Mountain Dog Club
Constitution, By-Laws and Standing Rules
Passed by membership April 20, 2021**