



The Bernese Mountain Dog Club of Canada

Constitution and By-laws

1. NAME

- 1.1 The name of the Club shall be 'The Bernese Mountain Dog Club of Canada' (the Club or the BMDCC).
- 1.2 The Club will operate within Canada.
- 1.3 The Club will operate as an accredited event-holding club of the Canadian Kennel Club (CKC)

2. OBJECTIVE

- 2.1 The objective of the Club shall be:

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

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

- 2.2 The Club shall operate on a non-profit basis. Any resulting surplus shall not be used to the benefit of any member of the Club.

3. MEMBERSHIP

3.1 Application for membership in the Club is open to any person who supports the objective of the Club, agrees to and abides by the BMDCC Constitution and By-laws and the Code of Ethics, and meets the requirements for application and approval as outlined in this section.

3.2 The Membership year shall start on the 1st of January and finish on the 31st of December.

3.3 Types of Memberships

3.3.1 There shall be five (5) classes of members as follows:

- **Ordinary Member:** A Person (over eighteen (18) years of age) who has all the privileges of Club membership, including eligibility to vote and hold office.
- **Family Members:** Two (2) People (over eighteen (18) years of age) in one (1) family and residing in the same household who have all the privileges of Club membership, including eligibility to vote and hold office.
- **Junior Member:** A Person who is between ten (10) and eighteen (18) years of age. Such members are entitled to all privileges of the Club except those of voting and holding elected office.
- **Life Member:** A Member who has been honoured by the Club for outstanding and long-time service to the breed or the Club. To be so honoured, Life Members must have been Club members in good standing for at least twenty (20) consecutive years and have willingly and voluntarily gone above and beyond for the good of the Club and the breed. Life Membership is granted at the discretion of the BMDCC Board. Life members have all the privileges and rights of ordinary membership, and are exempt from membership dues.
- **Non-resident Member:** A Person residing outside of Canada may apply for "Non-resident" membership. Such members are entitled to all privileges of the Club except those of voting and holding elected office.

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

3.4 Application for Membership

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

- an agreement to abide by the Club's Code of Ethics, signed by the applicant(s);
- the signature of two (2) sponsoring BMDCC members who have current voting privileges. The two (2) sponsors must be unrelated and from separate households. Sponsorship by the applicant's breeder requires only the breeder's signature; and
- the name(s) of any Bernese Mountain Dog(s) owned by the applicant or the applicant's immediate family.

The completed application form and signed Code of Ethics, together with payment in the correct amount for the first year's membership fees must be submitted by any acceptable method to the Membership Director.

- 3.4.2 Sponsors of all applicants must be BMDCC members in good standing, have current voting privileges in the Club and have personal knowledge of the applicant(s). They must also be willing to supply a letter of recommendation regarding the applicants(s) if requested by the Board. An applicant seeking membership without BMDCC sponsors as listed above may submit an application endorsed by his or her veterinarian plus one other acceptable alternate reference (non-family member) who has known the applicant for at least five (5) years.
- 3.4.3 Each newly-approved member shall receive a package with information about the breed and the Club.
- 3.4.4 Membership fees pertaining to new membership applications processed after September 15th will apply to the balance of the calendar year and as well as to the following calendar year.
- 3.4.5 A member shall be considered delinquent (not in good standing) when annual fees are not paid within thirty (30) days of the due date (January 1st).
- 3.4.6 Changes in contact information: It shall be the duty of each member to notify the Membership Director of any change in mailing or electronic address.

3.5 Approval of Membership

- 3.5.1 New Member applications shall be processed the first of each month. The names and particulars of applicants, including sponsors, shall subsequently be published within five (5) days in the electronic Members Only group for consideration by the general membership, who shall have until the end of the month of date of publication to raise in writing any objections with the Membership Director.
- 3.5.2 If no objections are received, the applicant will be informed by the Membership Director of the acceptance of membership.

- 3.5.3 If any objection is received, the Membership Director shall immediately advise the Club Secretary as to the nature of the objection(s). The Secretary shall present the objection(s) to the Board. If further information is needed, the Board may request that sponsors supply letters of reference.
- 3.5.4 The Board shall have thirty (30) days from the time the Secretary is in receipt of the objection to consider and either uphold or dismiss the objection. A two-thirds (2/3) majority by the Board is required to uphold the objection.
- 3.5.5 The Secretary will provide an applicant whose membership application has been rejected/denied with a written reason for such rejection/denial within thirty (30) days of the Board's decision. The applicant's fees will be returned. A rejected applicant may file an appeal with the Secretary to present his or her application at a General Meeting where the application may be accepted or rejected by a simple majority vote of those in attendance.
- 3.5.6 Newly-accepted members shall have all the privileges of a regular member, with the exception of voting privileges, which will begin one (1) year from the acceptance of membership.

3.6 Termination of membership

Note: Any member who is suspended, expelled or deprived from the privileges of the Canadian Kennel Club shall, without notice, be suspended from the privileges of this Club for a like period.

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

- Resignation - any member in good standing may resign from the club upon written notice to the Membership Director; any debt owed to the Club is due immediately.
- Lapsing - membership will be automatically terminated if annual membership fees remain unpaid thirty (30) days after the due date of January 1st.
- Expulsion - membership may be terminated by expulsion as provided for in Section 10.

3.7 Voting privileges

Only Ordinary, Family and Life Members in good standing are entitled to vote. Newly-approved members in good standing may vote after one (1) full year following acceptance of membership.

4. GENERAL MEETINGS

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

4.1 Annual General Meetings

Annual General Meetings shall be conducted via any method and on such date as the Board may determine.

4.2 General Meetings

General Meetings shall be held upon receipt by the Secretary of a request for the same or by the direction of the Board. A request shall be signed by at least fifteen (15) members in good standing specifying the reason(s) for such request. Such a meeting may be conducted via any method and on such date as the Board may determine.

4.3 Board Meetings

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

4.3.2 A Board meeting may be conducted via any method and on such a date as the Board may determine.

4.3.3 Notice of a meeting must be sent to all Board members at least ten (10) days before holding a meeting. Meetings may be held whenever and wherever they are required.

4.3.4 Six (6) members of the Board shall constitute a quorum for the transaction of business at any meeting.

4.4 Notice

Notice of an Annual or General Meeting shall be sent to each member at least thirty (30) days prior to the date of such meeting, along with the items scheduled for discussion.

4.5 Agendas

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

4.6 Quorum

Quorum at any Annual or General Meeting shall consist of three (3) Board members and an additional Twenty-five (25) members in good standing who have current voting privileges in the Club.

4.7 Proxies

Proxies are not permitted

5. THE BOARD

5.1 The affairs of the Club shall be entrusted to an elected Board consisting of the following:

Officers: President
Vice-President
Secretary
Treasurer
Immediate Past-President

Directors: Membership Director
A minimum of Four (4) Regional Directors from within the Six (6) CKC-defined regions of Canada. Directors must reside in the region which they represent.

5.2 Eligibility

Any member with voting privileges in the BMDCC (henceforth called a voting member), who is resident in Canada and has been a member of the Club for at least two (2) years, is eligible to become a Director, Vice President, Secretary or Treasurer.

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

Two (2) voting members, related or living in the same household, may not serve on the Board during the same term(s).

5.3 Duties and responsibilities

President - shall be the Chief Executive Officer of the Club; shall be charged with the supervision of the Club's Officers and Directors in their duties; shall be an *ex-officio* member of all committees; and shall normally chair all Board and General meetings. As a signing Officer, the President shall have complete access to all banking-related accounts and matters.

Vice-President - shall support the President and act out any Presidential duties as the President assigns him/her. The 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 keep a record of the proceedings of all meetings and votes; shall carry out any other duties related to the position as required by the President and/or Board; and shall keep under separate cover a record of the Constitution and By-laws. The Secretary

handles correspondence relating to the affairs of the Club, including notice of meetings. All documents and records kept by the Secretary must be made readily available to the Board.

Treasurer – shall collect and receive all revenues of the Club and keep a correct accounting record of the Club finances; shall provide at the Annual General Meeting, an Annual Financial Statement which has been reviewed by two (2) Club Members in good standing, as well as a Six-Month Financial Statement, or as required for the information of the Board; shall, upon receipt, inform the Membership Director of all renewals of membership.

Membership Director – shall keep a correct and up-to-date listing of the current Club membership; shall be responsible for implementing programs approved by the Club to maintain and grow the Club membership.

The Immediate Past-President - shall act in a consulting roll to the new Board for a one (1) year term. The Immediate Past-President does not have a Board vote.

The Board – shall have general management of the Club’s affairs and the power to authorize expenditures necessary for the normal operation of the Club; to consider expenditures that are not part of normal operations; and to deal with all matters pertaining to the Club.

The Board is charged with acting responsibly toward the Membership and in accordance with the Club’s Constitution and By-Laws and Code of Ethics. The Board shall at all times be governed by any motion carried at a Meeting. Members of the Board must, in all Club-related business, conduct themselves with the upmost propriety and confidentiality.

5.4 Vacancies

Vacancies on the Board occurring during a term may be filled for the remainder of the term by a voting member duly appointed by the Board, as long as he/she fulfills the terms of eligibility outlined in Section 5.2.

5.5 Terms of Office

The Term of Office for Board Members shall be two (2) years, beginning on the 1st of January of each even-numbered year.

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

5.6 Resignations

Any member of the Board may resign at any time upon written notice to the Secretary and immediately return any Club property, or funds in their possession or any funds owed.

Any member of the Board, who, in the opinion of the other Board Members, fails to fulfill the duties of office may be requested to resign by a majority vote of the Board. Should the Board Member not agree to resign, or refuse to submit the portfolio of office, and in accordance with Sections 4.2 and 4.6, the Board may bring the matter to a General Meeting, to be decided by majority vote.

6. FINANCES

- 6.1 All Club revenues, funds and assets will be directed to meeting the objectives of the Club. No elected or appointed Board Member of the BMDCC shall receive remuneration for services rendered to the Club.
- 6.2 Dues shall be paid annually with a due date of the 1st of January and at a rate prescribed by the membership at an Annual General Meeting.
- 6.3 A bank account shall be maintained under the name of the Club into which all revenues of the Club shall be deposited. Payments from this account shall be made by cheque or the Club's credit card. Cheques written on this account must have the signature of a minimum of two (2) Officers. The signatures of the Treasurer and President, or in the absence of the President the Secretary's signature, can be used. The Club account may also be set up for online banking.
- 6.4 No member of the Club shall be entitled to incur any expense or obligation on behalf of the Club or in connection therewith, unless first approved by the Board or at a General Meeting.
- 6.5 From time to time, at the Board's discretion, funds shall be advanced to certain committees to carry out Club functions. All monies shall be fully accounted for following said Club function.
- 6.6 The financial records (books, bank account, and electronic files) of the Club shall be the property of the Club and shall remain open to inspection by the Board at all times.

7. CLUB YEAR

7.1 Club Year

The business year of the Club shall finish on the 31st day of December each year and the financial books shall be closed on the same date. The books shall be reviewed by two (2) voting members in good standing who shall be appointed by the Board. The final reviewed statements shall be sent to each Club member as part of the next Newsletter and/or via the Members electronic group and approved as part of the Annual General Meeting.

8. ELECTIONS, NOMINATIONS, VOTING

8.1 Election Process

- 8.1.1 Eligibility for Election - Only members who have been nominated and fulfill Sections 5.1, 5.2 and Section 8.2.1 shall be eligible for election for their respective positions.
- 8.1.2 Eligibility to Vote - Only voting members in good standing as of the 30th of August of each voting year are eligible to vote.
- 8.1.3 Ballots - Elections shall be conducted by secret ballot by any method approved by the Board. The election process must be completed by the 1st of November of each voting year.
- 8.1.4 Tabulation of Votes - the Chief Electoral Officer shall produce or ensure receipt of a certified copy of the voting results and provide the results first to the candidates and then to the President as soon as practicable following the close of the election voting period. The President will advise the Board of the results.
- 8.1.5 Voting - a simple majority of votes cast shall elect a candidate for office. In the event of a tie for any position, the Board shall have the Chief Electoral Officer conduct an election for that position, with only the candidates tied eligible to be candidates. Only those who were eligible to vote in the main election are eligible to vote in this second election.
- 8.1.6 Publication of Results - the results of the election shall be printed in the next issue of the Newsletter as well as communicated to the Membership electronically.

8.2 Election Officers

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

- Chief Electoral Officer - shall be appointed by the Board no later than the 15th of February of each election year to administer the nomination and election processes; shall be responsible for the establishment of eligibility lists, receiving nomination, publicity, the voting process, tabulation and certification of ballots; shall not nominate or second any candidate; and shall not be a candidate in the respective election.
- Nomination Committee Chair - shall be appointed no later than the 15th of February of each election year to supervise the recruitment of nominees for the election and to ensure a complete slate of candidates for the election; shall be responsible to the Chief Electoral Officer; if deemed necessary, shall select a

Nomination Committee subject to the approval of the Chief Electoral Officer; shall not nominate or second any candidate; and shall not be eligible for nomination by the Committee.

- Nomination Committee - shall be composed of up to three (3) voting members in good standing; shall assist in the recruitment of nominees for the election; shall not nominate or second any candidate; and shall not nominate themselves for any of the positions.

8.2.1 Eligibility for Nomination

Any voting member in good standing as of the final day of nominations may be eligible. Nominees must fulfill the requirements outlined in Sections 5.1 and 5.2 to be eligible for election for their respective positions.

- #### 8.2.2 Nominations for any position on the Board shall be received by the Chief Electoral Officer from any voting member in good standing no later than the 30th of August of each voting year, along with the written consent, an autobiography and photo of the nominee and an indication of the position being nominated for. Voting members may not nominate other voting members who are related or living in the same household.

8.2.3 Publication of Nominations

Following the close of the nomination period, the Chief Electoral Officer shall ensure that each nominee is a candidate for one (1) position only; shall compile a list of all eligible nominees and the office for which they have been nominated; and publish or post for the general Membership the list of nominees and their respective autobiographies and photos.

9. COMMITTEES

- #### 9.1
- The Board may from time to time establish and maintain committees to meet the objectives of the Club. The Board shall prepare or ensure that there are available current Terms of Reference for each of the committees and appoint a voting member in good standing to act as chair. The Board may terminate any existing committees.

9.2 Termination

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

9.3 Standing Committees

- **Membership** - to administer the membership requirements as stated in the Constitution and By-laws of the Club; to maintain the membership list; and to spearhead any membership drives.
- **Newsletter Editor** - to be responsible for the publishing of the Club Newsletter at least four (4) times a year; for the adherence to the Newsletter Policy; and for the appointment of assistants as necessary.
- **Rescue** - to be responsible for the coordination and implementation of the Club's rescue program as described in the Rescue Policies and Procedures.
- **Records** - to maintain records on show and performance events and results of Bernese Mountain Dogs in Canada.
- **Breeder List** – to receive and process the Breeder List applications; verify that information submitted is accurate; and update the Breeders List data for posting on the website
- **Complaints and Investigations** - to administer items as defined in Section 10
- **Historical** - to maintain a history of the Bernese Mountain Dog, both nationally and internationally.

10. DISCIPLINE

10.1 Canadian Kennel Club suspension

Any member who is suspended, expelled or deprived from the privileges of the Canadian Kennel Club shall, without notice, be suspended from the privileges of this Club for a like period.

10.2 Complaints

10.2.1 Any member may file a complaint against another member for alleged violations of the Code of Ethics or Constitution and By-Laws of the Club. Written complaints containing details of the complaint must be filed with the secretary along with a fee of Fifty dollars (\$50.00) which shall be forfeited if the complaint is not substantiated.

10.2.2 The Secretary, upon receiving such a complaint, shall forward a copy of the complaint to the Board and to the Complaints and Investigations Chair to determine the validity of the complaint and whether an Investigation Committee is required.

10.3 Investigation and Complaints Chair and Investigation Committee

10.3.1 The Investigations and Complaints Chair shall be appointed at the same time as the other Committee Chairs, from the general membership but shall not be a member of the Board of Directors.

- 10.3.2 Should the Board and the Complaints and Investigations Chair determine that the appointment of an Investigation Committee is required, the Chair shall appoint two (2) unbiased members, on a case-by-case basis, to assist in conducting the investigation and making subsequent recommendations to the Board of Directors. Following the appointment of the Investigation Committee, the Chair must notify the two (2) Committee members and the member(s) to whom the complaint pertains as to the nature of the complaint.
- 10.3.3 A date (or dates) for the Committee's investigation shall be set no later than ninety (90) days from the date of receipt of the complaint. All of the appointed Committee members must be present, either in person or via electronic methods. Should a complaint be filed against the Secretary, then the President shall act in place of the Secretary and in accordance with the Club's Constitution and By-Laws pertaining to Discipline.
- 10.3.4 The Committee's responsibility is to investigate complaints that have been presented to the Secretary from a member in good standing against another member's alleged conduct, on the basis that the conduct is in violation of the Club's Code of Ethics and/or the Constitution and By-Laws. In accordance with Section 10.2.1, the written complaint must describe, in sufficient detail, the particulars of the allegation(s).
- 10.3.5 The Investigation Committee shall ensure that both the complainant and respondent are treated fairly and in accordance with the rules of natural justice. Once the investigation is completed, having given both the complainant and the respondent an opportunity to present their cases, the Committee shall report their findings to the Board.
- 10.3.6 Should the Investigation Committee, after reviewing and considering all the information presented by the complainant and respondent, conclude that the complaint has been substantiated, the Committee shall recommend an appropriate penalty for the Board's consideration. Such recommendations shall not exceed the powers granted to the Board and/or the General Membership at a General Meeting, as per 10.4.1.
- 10.3.7 The Board shall consider the Committee's recommendation and make a final determination as to the penalty to be imposed. The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

10.4 Discipline

- 10.4.1 As a result of an investigation by the Investigation Committee, the Board shall have the power to:
- dismiss the complaint
 - reprimand the member(s) in writing
 - suspend the Office and/or Chairmanship and/or membership of the member(s)

- recommend to the general membership, at a General or Annual Meeting, the expulsion from the Club of the member(s).

10.4.2 If the Board decides to suspend a member in accordance with Section 10.4.1, the member(s) who has (have) been suspended by the Board shall have the right of appeal; the right to request a General Meeting be called in accordance with Sections 4.2 and 4.6 and the right to be notified as to the time and place of this meeting. The Members at a General Meeting are empowered to amend/uphold/dismiss the suspension with a majority vote by secret ballot of those present.

10.4.3 If the Board decides to recommend the expulsion of a member from the Club in accordance with Section 10.4.1, the final expulsion of a member from the Club can only be done at a General Meeting and such action necessitates a two-thirds (2/3) majority vote by secret ballot of those present. Such expulsion is immediate and can not be appealed.

10.4.4 The results of a complaint necessitating disciplinary action shall be published in the Club Newsletter.

11. AMENDMENTS

To carry out the Club's objectives, the Constitution and By-laws may be periodically revised by the Members.

11.1 Any member in good standing who wishes to propose a revision to the Constitution must obtain support for the revision from no fewer than twenty-five (25) percent of the current membership of the Club. The proposed revision, in writing, and signatures of the supporting members must be submitted to the Club Secretary.

11.2 Notice of intent to present a revision to the Constitution must be communicated by the Secretary to all Club Members, by means of the regular Club publication, as a special mailing, or by electronic means.

11.3 The proposed revision will be communicated by the Secretary to all Club Members. Voting will be conducted by secret ballot by any method approved by the Board; proxies are not permitted. A closing date will be specified on the ballot. The revision is carried if two-thirds (2/3) or more of the ballots returned on or before the closing date are in favour.

11.4 If the revision is carried, the Constitution shall be considered amended and take effect on the closing date of the vote. The revised Constitution must be forwarded to the CKC's Shows and Trials Division for final approval within thirty (30) days of being passed.

- 11.5 The Board may appoint a committee to recommend changes or amendments which may be presented to the membership by the Board and voted on as described above.

12. CODE OF ETHICS

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

13. BRANCH CLUBS

The Club may have Branch Clubs of the BMDCC operating in Canada. The formation and activity of these Clubs must be sanctioned by the BMDCC. A Branch Club is not a sanctioned CKC event-holding club.

An Officer of a Branch Club of the BMDCC may not at the same time be an Officer of the BMDCC, but may be a Director on the BMDCC Board.

14. EVENTS: SHOWS, TRIALS AND TESTS

Event Committee Chairs shall be selected as required and shall have the power to select Committee members. The Committee shall present a plan, budget and slate of Judges for the Board's consideration as outlined in the Club's guidelines for specific events.

15. AWARDS

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

16. DISSOLUTION

16.1 The Club may be dissolved at any time by providing to the CKC, written documentation signed by at least two-thirds (2/3) of the members of the Club who are in favour of this decision. Proxies are not permitted.

16.2 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.

16.3 After payment of all debts of the Club, its property and assets shall be donated to a charitable organization for the benefit of dogs, such organization to be selected by the Board of Directors.

17. RULES OF ORDER AND ORDER OF BUSINESS FOR MEETINGS

All meetings will be conducted in accordance with recognized rules of order.

17.1 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
- Reading and Approval of Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of the Membership Director
- Report of Committees
- Unfinished business
- New business
- Adjournment

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

- Reading and Approval of minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of the Membership Director
- Reports of Committees
- Unfinished business
- New business
- Adjournment