

APPENZELL MOUNTAIN DOG CLUB OF AMERICA

AMDCA Constitution and Bylaws

05-03-23

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the club shall be Appenzell Mountain Dog Club of America, Incorporated. The acronym AMDCA shall also refer to the Club.

SECTION 2. The objectives of the club shall be to:

- a. Doing all in its power to protect and advance the interests of the Appenzeller Sennenhunde breed
- b. Educating members and the public at large in all aspects of purebred dog ownership
- c. Supporting the conscientious and careful breeding of the Appenzeller Sennenhunde according to the Appenzeller Breed Standard and AMDCA Code of Ethics
- d. Further affiliating itself with local, regional, and national dog organizations for the betterment of the breed
- e. Developing and encouraging good sportsmanship at dog shows, obedience trials and performance events
- f. Providing a rescue service for Appenzellers

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall benefit any member or individual. Nor shall the Club endorse any privately produced activity, product, or publication.

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

Members shall follow guidelines outlined in **Article IX: Amendments** when amending the bylaws.

ARTICLE II

Membership

SECTION 1. Eligibility. Membership shall be open to any persons who support the eligibility objectives of **Article I: Name and Objectives - Section 2 (a-f)** and to all persons eighteen (18) years or older who have demonstrated a sincere interest in furthering the purposes of this Club and who are not under any sanction by any national/international kennel club.

There shall be four (4) types of memberships:

1. Single membership - Each such member shall be entitled to one (1) vote in all club elections.
2. Family memberships – persons must reside in the same household. Members shall be entitled to one (1) vote each in all club elections (max number of votes per household – two (2)).
3. Foreign memberships - open to persons that do not reside in the US or Canada. This membership shall not entitle the person to voting rights or the privilege of holding office.
4. Honorary membership - distinguished individual having been a member for 25 (twenty-five) years or more. Upon recognition by the Board of Directors, this membership shall no longer pay annual dues.

SECTION 2. Dues. Dues shall be determined by the Board according to membership type. Dues shall be payable on or before the 1st of January of each year. No member may vote whose dues are not paid for the current year.

SECTION 3. AMDCA Newsletter. The AMDCA Newsletter shall be included in the membership dues.

SECTION 4. Election to Membership. An “Application for Membership” is to be submitted as per the instructions on the Application for Membership form.

Each application shall state the name, address, phone number and email address of the applicant, and shall carry the endorsement of at least one member in good standing, two (2) members when possible. Prospective members must read and agree to abide by the Bylaws, Constitution and Code of Ethics of the AMDCA.

The name of the applicant(s) and sponsor(s) will be announced to the membership by electronic mail. Any member in good standing may protest the acceptance of a prospective member by setting forth his or her reasons to the Membership Secretary in a written communication which must be received by the Membership Secretary within the allotted fourteen (14) days. If no protest is filed within fourteen (14) days of the date of the announcement, the applicant will be automatically granted membership.

If, for some reason, an objection is submitted, the objection will be referred to an Ad Hoc committee appointed by the Board of Directors. The Ad Hoc committee will gather the facts and report its findings to the Board who will act upon the application. Two-thirds (2/3) of the Board of Directors voting electronically, shall be required to accept or reject an applicant. Refund of dues shall be made to the applicant if their membership application is not approved.

A membership application which has been objected by the Board may be submitted by one of the applicant’s sponsors for inclusion in the next official communication of the Club. The Club may accept such an applicant by a favorable vote of 75% of members submitted electronically to the Membership Secretary within a seven (7) day period following the communication. Dues shall be resubmitted upon approval of membership.

New members will receive the Club newsletter, are permitted to attend all regular Club meetings, and may serve on Committees. New members may not vote or hold office during the first 6-months of their membership but otherwise they shall enjoy all the rights and privileges of the Club.

SECTION 5. Termination of Membership - Membership may be terminated:

- a. by resignation. Any member in good standing may resign from the Club by sending an email notice to the Membership Secretary. Upon resignation, all outstanding debt and property must be returned to the club.
- b. by lapsing. A membership will be considered as lapsed and automatically terminated if such

member's dues remain unpaid thirty (30) days after the first day of the fiscal year, however, the Board may grant an additional ninety (90) days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

- c. by expulsion. A membership may be terminated by expulsion as provided in **Article VIII: Discipline** of these bylaws.

SECTION 6. Standing - Members are in good standing if they are:

- a. current in payment of dues and not under any other financial obligation to the AMDCA.
- b. not under sanction by the AMDCA or any other recognized national/international kennel club.

ARTICLE III Members Meetings

[See Appendix of Robert's Rules of Order, Newly Revised 12th Edition]

SECTION 1. Annual Meeting. The Annual General Meeting (AGM) of the club shall be held in the month of March. Written notice of the AGM shall be sent electronically by the Secretary. The quorum for the AGM shall be a minimum of 50 (fifty) percent of the Board Members plus ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2. Special Club Meetings. Special club meetings may be called by:

- a. the President or
- b. by a majority vote of the members of the Board who are present at any meeting of the Board
or
- c. by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing.

Such special meetings shall be held electronically designated by the person or persons authorized herein to call such meetings. Electronic notice of such a meeting shall be sent by the Secretary seven (7) days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other club business may be transacted thereat. The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing to include at least one Board Member. Non-voting members do not count towards the determination of a quorum.

ARTICLE IV Board Meetings

SECTION 1. Board of Directors, Composition and Purpose.

The business, property, and affairs of this club shall be managed by the Board of Directors. The Board of Directors shall be comprised of Executive Members. Vacancies on the Board shall be filled as provided for in Article V.

SECTION 2. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors, of a club member who is otherwise qualified to sit on the Board. Each person so selected shall remain director until the next general election.

SECTION 3. Correspondence. The Board of Directors may conduct its business by mail, phone, fax, or e-mail. However, any Board business must be sent electronically to the Secretary as confirmation.

ARTICLE V

Directors and Executive Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of all Executive Officers, all of whom shall be members in good standing and all of whom shall be elected for two (2)-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board.

SECTION 2. *Executive Officers.* The Club's Executive Officers shall consist of the President, Vice President, Secretary, Treasurer, Membership Secretary, and four Regional Directors. All Executive Officers shall serve in their respective capacities both regarding Club meetings and Board meetings.

a. President

The President shall be the chief executive officer of the Club. The President shall preside over all meetings of the Board and of the members or may designate a parliamentarian for that purpose. The President shall have general and active management of the business of the club and shall see that the orders and resolutions of the Board are carried into effect. The President shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president in addition to those particularly specified in the bylaws.

b. Vice President

The Vice President shall have the duties and exercise the powers of the President in case of the President's absence or incapacity.

c. Secretary

The Secretary shall assist with club correspondence, maintain a current copy of the Constitution, By-laws, Code of Ethics and Breeding Rules, notify members of meetings, and carry out such other duties as are prescribed in these bylaws. The Secretary shall receive minutes of all committee meetings and form reports to present to the membership as information.

d. Treasurer

The Treasurer shall handle all Club financial transactions, including collection of dues, and shall keep a detailed accounting of receipts and disbursements. The Treasurer shall deposit Club funds in a bank approved by the Board. Club books shall always be open to the inspection of Board members and the Board is authorized to arrange an audit of the books. The Treasurer shall make an annual report to the Board and to members of all money received and expended during the previous fiscal year. Members of the Board and Officers of the club who incur expenses for club business shall notify the Treasurer of their disbursements, the purpose, and provide copies of receipts. The Treasurer shall be responsible for preparing and filing any necessary financial reports with state and federal revenue offices.

e. Membership Secretary

The Membership Secretary shall notify new members of their election to membership, notify officers and directors of their election to office, and will notify the membership of new members and officers. The Membership Secretary shall keep a roll of the members of the Club with their contact information and addresses. This record of membership shall be distributed periodically to the Secretary, and to the Elections Committee prior to an election; and the dues payment status of these members shall be verified with the Treasurer as needed to keep the membership roster current.

f. Regional Director

Regional Directors of the Club shall be responsible for the development of new ideas, for the promotion of the Club and promotion of the breed in general. They shall collaborate with the Executive Officers in fulfilling the objectives of the Club and shall attend to inquiries regarding the breed. They shall

accurately sort incoming correspondence needing to be forwarded to any other officers. Directors must reside in the area that they represent and shall be elected by those members residing in that area.

The regions are:

- a. USA East
- b. USA West
- c. Canada East
- d. Canada West

(Regional USA and Canada geographical areas to be defined in future)

SECTION 3. Vacancies. A vacancy in the office of the President shall be filled automatically by the Vice President. The Board shall have the sole power to fill all other vacancies in any office occurring from any cause, by choosing a member otherwise qualified under these bylaws, by a 2/3 vote of the (remaining) Board members. Nothing in these bylaws shall prohibit a single person from holding more than one office until such time as the vacancy can be filled by a different member otherwise qualified under these bylaws.

SECTION 4. No Executive Officer of AMDCA shall accept any financial compensation, monetary or of monetary value, in connection with the execution of his or her duties.

SECTION 5. All Officers are bound by the guidelines set forth in the AMDCA Code of Ethics, Constitution and Bylaws.

SECTION 6. The Chair of each meeting will take minutes of the meetings and forward them to the Club's Secretary to present to the membership as information.

SECTION 7. The term for each Executive Officer – two (2) years. The number of terms is unlimited.

SECTION 8. Non-performance. Should an Executive Officer neglect the duties of the Office during their term as described in **Article V: Directors and Executive Officers**, the Board may dismiss that Executive Officer and appoint another member in good standing to replace that Executive Officer.

ARTICLE VI

The Club's Financial/Fiscal Year, Voting, Nominations, Elections, Official Year

SECTION 1. Financial/Fiscal Year. The Financial/Fiscal year shall begin on the first day of January and end on the last day of December. Elected Executive Officers and Regional Directors shall take office immediately after the conclusion of an election and each retiring Executive Officer shall turn over to his or her successor all properties and records relating to that office within thirty (30) days after the election.

The biennial election shall be the last Saturday in April.

SECTION 2. Voting. All elections will be done electronically. At any Club meeting, voting shall be limited to those members in good standing. Executive elections, Amendments to the Constitution, Bylaws, and Code of Ethics shall be decided by secret electronic ballot. The current Executive Officers may decide to submit other specific questions for decision of the members.

SECTION 3. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these Bylaws.

- a. A call for nominations will be published in the AMDCA Newsletter, Facebook, and electronic mail sixty (60) days before an election. The call will be placed by the Election Committee Chair. Nominations may be made by any member in good standing for any other member in good standing who has been a member for one (1) year. A member may nominate him/herself.
- b. Nominations shall be electronically mailed to the Election Committee Chair no later than thirty (30) days prior to the date of the election.

- c. Nominations shall state the name of the nominator, the full name of the nominee, and the state in which the nominee resides. Nominations shall also be accompanied by a brief declaration by the nominee indicating willingness to be a candidate. The nominee may also submit a typed statement of why he or she wishes to hold a position as an Executive Officer for publication by the Election Committee Chair.

SECTION 4. Annual Election. An election for Executive Officers shall be conducted as follows.

1. When one valid nomination is submitted, the position will go to that nominee. All existing officers must have a nomination submitted to indicate they want to retain their position in office. If more than one valid nomination is received by the Election Committee Chair thirty (30) days prior to the election date, then the Election Committee Chair shall:
 - a. Prepare a ballot listing all the nominees in alphabetical order, along with instructions for voting.
 - b. Obtain a list of all current members in good standing from the Membership Secretary.
 - c. Send ballot/s by electronic mail to each voting member.
2. Each member, upon receipt of the electronic ballot shall complete the ballot according to the voting instructions.
3. Voting by proxy is not permitted.
4. The Election Committee Chair shall meet with two Inspectors of Election appointed by the Board of Directors. All Inspectors of Election must be members in good standing and not members of the Board, nor candidates on the ballot.
5. The Election Committee shall review and confirm the ballots. The official tally shall be submitted immediately to the current President to be announced to the members of the Club.
6. The person(s) receiving the largest number of votes shall be deemed elected to the available position(s).

If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not stand elected. The vacancy so created shall go to the person with the next highest number of votes, or if none, the vacancy shall be filled by the new Board by selection of an otherwise qualified member.
7. Following the executive election, the Secretary will forward a list of the new Executive Officers to the AKC, the webmaster will update the information on the website, and the Newsletter Editor will make an announcement in the newsletter.

ARTICLE VII Committees

SECTION 1. The Board shall select from the Membership, person(s) to fulfill the following Appointments as vacancies occur.

The Committee Chair positions will be recognized as a non-executive officer. They will facilitate communications between their committees and the Board of Directors.

- a. **Breed Standard**

The Breed Standard Chairperson shall liaise with the breed standard committee of the American Kennel Club, the Executive Officers as well as with the membership at large on any matters regarding changes to or updating of the Breed Standard or Illustrated Standard.

- b. **Publicity, Program and Educational**

The Publicity, Program and Educational Chairperson shall be responsible for publicity and/or advertising of the Club's activities and may be part of the National Specialty

Show Committee as well. The Chairperson shall direct all the Club's programs and/or educational activities. The Publicity, Program and Educational Chairperson shall be the keeper of the archives pertaining to the Club's business and all information obtainable on Appenzellers and shall prepare an updated list/file of all materials in the archives and present it to the Secretary and Newsletter Editor on a regular basis.

c. **Health & Genetics**

The Health & Genetics Chairperson shall be involved in collecting information on genetics with relevance to Appenzellers and providing such information to the membership. The Chair shall submit those items for publication in the newsletter that would be of interest to breeders/pet owners alike.

d. **Performance & Obedience**

The Performance & Obedience Chairperson shall direct all business pertaining to the Obedience and Performance activities of the Club.

e. **Newsletter**

The Newsletter Editor shall be directly responsible to the Executive for all articles entered and shall insure that no offensive article appears that will be personally directed at any members. Starting with the Spring issue of the year, he/she shall be responsible for setting up and emailing out the Club's newsletter every quarter to all members in good standing. The Newsletter Editor shall edit and/or refuse to publish any articles construed to be libelous, slanderous, etc.

f. **Rescue**

The Rescue Coordinator shall select request assistance from the membership as required and shall be responsible for coordinating and overseeing AMDCA Appenzeller Rescue in North America.

g. **Constitution and Bylaws**

The Constitution and Bylaws Chairperson shall receive and review proposals for changes to the Constitution and/or Bylaws received from the Membership and form a ballot to be presented to the Membership in the manner described in the AMDCA Bylaws **Article IX: Amendments**.

h. **Website**

The Webmaster shall keep the website up to date and shall maintain the Clubs official website in every aspect; ensure the safety of the privacy information of members; interface with Executive and all other appointed officers to ensure data integrity on the website; provide access to restricted areas (stored applications area, etc.) when necessary. The Webmaster shall select an assistant from the membership to assist when needed.

i. **Social Media**

The Social Media Chairperson shall ensure that AMDCA's official presence in the various social media outlets are maintained in every aspect and shall select assistants from the membership as needed.

Committee members shall -

i. ensure the safety and privacy of members personal information

ii. interface with the Executive Committee and all other appointed officers to ensure data integrity on the social media outlets

iii. maintain a consistent high level of professional

j. **Registration**

The Registrar shall attend to all matters regarding registration of Appenzell Mountain Dogs under the constitution, by-laws, code of ethics, and breeding rules of the AMDCA.

k. **Election**

The Election Chairperson shall oversee the election process in the manner described

in the AMDCA Bylaws **Article VI: The Club's Financial/Fiscal Year, Voting, Nominations, Elections, Official Year.**

SECTION 2. All committees are bound by the guidelines set forth by the Board. Proposals from committees shall be advisory only unless ratified or implemented by the Board.

SECTION 3. Committee Chairs and members should have a demonstrated working knowledge of the subject matter.

SECTION 4. It shall be the duty of the Committee Chair to appoint up to three (3) members to each committee.

SECTION 5. The Chair of each committee will take minutes of all committee meetings and forward them to the Club's Secretary. These minutes will form part of the Secretary's report and will be presented to the membership as information.

SECTION 6. The term for each committee chair shall be the same as the Executive – two (2) years. The number of terms is unlimited.

SECTION 7. Non-performance. Should a Committee Chair neglect the duties of the committee during their term as described in Article VII: Committee, the Executive Officer may unappoint that Committee Chairperson and re-appoint another member in good standing to replace that Committee Chairperson.

SECTION 8. Any/all information gathered by a committee on behalf of the Club shall be shared with the Club and may be used at the discretion of the Board of Directors. No individual members shall have proprietary rights over any information gathered/submitted by any members of a Committee.

SECTION 9. Ad Hoc Committees may be formed by the Board as necessary when the nature of the committee's mandate will be specific and short term.

ARTICLE VIII

Discipline

SECTION 1. *Other Club Suspension* – The Board may suspend from this Club any member who is suspended from the privileges of any other recognized National/International Kennel Club and/or National Breed Club for a like period.

SECTION 2. *Filing a Complaint* – Any members may file an official complaint, hereafter referred to as “Complainant” against a member for alleged misconduct prejudicial to the best interest of the Club or Breed. A complaint with specifications must be filed with the President or the Vice President. The Secretary shall send a copy of the complaint to each member of the Board of Directors and the Board shall first consider whether the actions alleged in the complaint, if proven, might constitute conduct prejudicial to the best interest of the Club or Breed.

If the Board considers that the complaint does not allege conduct which would be prejudicial to the best interests of the Club or Breed, it may refuse to take further action. If the Board decides further action is warranted a disciplinary committee shall be formed within seven (7) days. The disciplinary committee will be made up of a nominee from the membership of the complainant's choice, a nominee from the membership of the respondent's choice and the president or vice president. The Disciplinary Committee will decide the disciplinary action. The disciplinary committee shall set a date of a hearing, not less than two (2) weeks nor more than four (4) weeks thereafter. The Secretary shall promptly send one (1) copy of the complaint to the Respondent member by email together with a notice of the hearing and an assurance that the Respondent may personally appear in his or her own defense and include witnesses if he or she wishes.

SECTION 3. *Disciplinary Hearing* - The Disciplinary Committee shall have complete authority to decide whether counsel may attend the hearing, but both Complainant and Respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by Complainant and Respondent, the Disciplinary Committee will decide the disciplinary action. Such discipline may include warning, demotion, suspension, or expulsion. The Disciplinary Committee shall send a certified letter regarding their decision in the matter to both

parties in the dispute. The Disciplinary Committee may suspend the Respondent from all privileges of the Club for six (6) months from the date of the hearing. Any such member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the welfare, interests, or reputation of the Club, or who willfully commits a breach of the Constitution or Bylaws of the Club may be expelled.

If the offense warrants expulsion the President shall call an Expulsion Hearing. In the event the complaint is against the President, the Vice President shall call the Expulsion Hearing. All regular members in good standing shall be invited to attend Expulsion Hearing meetings.

SECTION 4. *Expulsion.* At an Expulsion Hearing, the President or Vice President shall present the charges, findings and recommendations. The Respondent shall have the opportunity to include a brief statement on his or her own behalf. Participating members shall then vote by electronic ballot on the proposed expulsion.

A two-thirds (2/3) vote of those present at an Expulsion Hearing shall be necessary for expulsion. If expulsion is not so voted, a suspension of six (6) months including demotion of any office position shall stand.

ARTICLE IX Amendments

SECTION 1. Amendments to the Constitution, By-Laws and Code of Ethics may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20% (twenty percent) of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members, with the recommendations of the Board, by the Secretary for a vote within four (4) weeks of the date when the petition was received by the Secretary.

SECTION 2. The Constitution, By-Laws and Code of Ethics may be amended at any time provided a copy of the proposed amendment has been electronically mailed by the Secretary to each member in good standing. A link to an electronic ballot will be included. The notice shall specify a deadline by which date the ballots must be returned to the Secretary to be counted. A simple majority vote of all respondents is required to pass any changes to the bylaws.

ARTICLE X Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club 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 a charitable organization/s for the benefit of dogs. The organization/s shall be selected by the Board of Directors.

ARTICLE XI Local Appenzeller Clubs

SECTION 1. Formation

Local specialty clubs may be formed under the auspices of the national club. Any number of national club members in a given locality may petition the Board, in writing, to establish a local club. When the Board approves formation of a local specialty club, the Board shall establish an appropriate annual fee.

In deciding whether to approve the petition the Board shall consider:

- a) The number of breed fanciers in the locality,

b) The need to encourage the development of new membership in the locality, and c) Whether those petitioning are active members of the national club.

SECTION 2. Name

The name of all local clubs shall incorporate the name of the breed, as well as the name of the geographical area in which the club intends to be active. The Board, in its sole discretion, may modify the name of the proposed local club prior to, or as a condition of, final approval of the petition.

SECTION 3. Authority.

a) All local clubs shall exist, and conduct their affairs, subject to the Constitution, By-laws and Code of Ethics of the AMDCA.

b) The Board of the AMDCA shall have no direct or indirect control over the affairs of local clubs. However, the AMDCA shall retain the right to revoke its sanction of a local club by a two-thirds (2/3) vote of the AMDCA Board for any violation of **Article XI, Section 3a**, or upon failure to pay the yearly fee. Upon revocation, the local club shall relinquish its right to utilize the name of the Appenzell Mountain Dog Club of America.

**ARTICLE XII
Parliamentary Authority**

SECTION 1. 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.

AKC POLICIES

For the most updated information on AKC policies, as well as frequently asked questions and answers, please visit: http://www.akc.org/clubs/club_relations/index.cfm.

(05/2023)