

## APPENZELL MOUNTAIN DOG CLUB OF AMERICA

### CONSTITUTION

#### ARTICLE I: NAME and OBJECTIVE

*Section 1.* The name of the Club shall be the 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:

- a) To advance and protect the breed and the breeding of purebred Appenzellers, also known as Appenzell Cattle Dogs, Appenzell Mountain Dogs, and Appenzell Sennenhunde;
- b) To educate owners, breeders and potential owners about the breed;
- c) To assure that members and breeders accept the standard of the breed as approved by the Schweizerischer Club für Appenzeller Sennenhunde (Club Suisse des Bouviers Appenzellois) as the only standard of excellence by which Appenzellers shall be judged;
- d) To maintain Breeding Rules to protect the qualities of the breed;
- e) To endorse the Code of Ethics and ensure its usage;
- f) To maintain a registry of purebred Appenzellers in the United States of America;
- g) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials.

*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 inure to the benefit of 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 By-Laws as may be required to carry out these objects.

## APPENZELL MOUNTAIN DOG CLUB OF AMERICA

### BY-LAWS

#### ARTICLE 1: MEMBERSHIP

##### *Section 1. Eligibility*

There shall be two (2) types of memberships:

a) Full membership.

i) Single membership, open 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. Each such member shall be entitled to one (1) vote in all club elections.

ii) Family memberships, open to any persons who meet the eligibility requirements of Art. 1, sec. (a)(i) and reside in the same household. All such members shall be entitled to one (1) vote each in all club elections.

b) Junior membership, open to persons age ten to seventeen years. This membership shall not entitle the person to voting rights or the privilege of holding office.

Memberships are unrestricted as to country of residence and citizenship.

##### *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 Subscription*

A subscription to the AMDCA Newsletter shall be included in the membership dues. Non-member subscription rates for the AMDCA Newsletter shall be set by the Board in a manner which reflects the actual cost of production. The Club makes no guarantees as to the frequency with which the AMDCA Newsletter will be produced. As of May 1998 there had been six issues over a period of 26 months.

##### *Section 4. Election to Membership*

A "Request for Membership" is to be submitted to the Secretary. Upon receipt of a completed "Request for Membership" the Secretary shall send By-laws, Constitution, Code of Ethics, Breeding Rules and an application as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws, the Code of Ethics and the Breeding Rules. The application shall state the name,

address and occupation of the applicant and it shall carry the endorsement of two (2) members when possible. The names of the applicant and two sponsors will appear in the next official Club publication and, if no protest is filed within thirty (30) days, the applicant will automatically be granted membership. Accompanying the application, the prospective member shall submit dues payment for the current year except in the case of members outside the United States, where dues may sometimes be waived by reciprocity agreements approved by the Board of Directors. Any member in good standing may protest the acceptance of a prospective member by setting forth his or her reasons to the Secretary in a written communication which must be received by the Secretary within the allotted thirty (30) days. Such protests will be referred to a committee appointed by the Board of Directors. Upon completion of an inquiry, and after consideration of the facts developed, the committee will report its findings to the Board who will act upon the application. Two-thirds (2/3) of the entire Board voting by mail, shall be required to elect an applicant who has been protested. Refund of dues shall be made if the membership of an applicant who has been protested is not approved.

An application which has received a negative vote by the Board may be submitted by one of the applicant's endorsers for inclusion in the next official communication of the Club. The Club may elect such applicant by a favorable vote of 75% of members submitted in writing to the Corresponding Secretary and received within a 60-day period following the communication. Dues shall be resubmitted upon approval of membership.

#### *Section 5. Termination of Membership*

Membership may be terminated:

- a) by 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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- 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 VI of these By-Laws.

#### *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 II: MEETINGS**

### *Section 1. Club Meetings*

- a) Any meetings of the Club shall be held at a place, date and time designated by the Board of Directors. When possible, such meetings shall be held in conjunction with a dog show permitting breed competition of Appenzell Mountain Dogs.
- b) Written notice of a Club meeting shall be mailed by the Secretary to each member at least sixty (60) days prior to the date of the meeting. Announcement of the meeting in an AMDCA Newsletter at least sixty (60) days prior to the date of the meeting shall be considered sufficient written notice.
- c) The quorum for a Club meeting shall be 10% of the members in good standing.
- d) Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10% or 15 members of the Club who are in good standing, whichever is greater. Such a meeting shall be held at such a place, date and time as may be designated by the Board of Directors.
- e) In the event a Club meeting is called less than 11 months after the last one, the notice of the meeting shall state the purpose of the meeting and must state the text of any motions to be voted on. No other Club business may be transacted at such meeting. The quorum for such meetings shall be 10% of the members in good standing. Absentee votes must be received by the Secretary at least one week prior to the meeting.

### *Section 2. Board Meetings*

- a) 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 three members, all of whom shall be members in good standing and residents of the United States or Canada. Vacancies on the Board shall be filled as provided for in Article IV.

- b) Ex Officio Board members

The Board shall designate a Corresponding Secretary, Registrar, Treasurer, and Recording Secretary, either from the members of the Board or the general membership. Non-Board members designated to one of these positions shall be ex officio (non-voting) members of the Board, if not already members of the regular Board. These positions are

not subject to term limits, but serve at the will of the Board. The Board may designate other ex officio Board members as needed from among the general membership, subject of course to these persons' consent.

c) 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.

d) Mail

The Board of Directors may conduct its business by mail, phone, fax or e-mail. However any Board business must be mailed to the Corresponding Secretary as confirmation.

e) Power to Elect Officers.

The Board shall have the sole power to select the club's officers.

*Section 2. Officers*

The Club's Officers shall consist of President, Vice President, Corresponding Secretary, Registrar, Treasurer and Recording Secretary. The selection of the first two positions are made from the members of the Board. The selection of the last four positions may be made from members of the Board or the general membership.

The Club's Officers, consisting of the President, the Vice President, Corresponding Secretary, Registrar, Treasurer, and Recording Secretary, shall serve in their respective capacities both with regard to Club meetings and Board meetings.

a) 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. The President will notify new members of their election to membership, notify officers and directors of their election to office, and will notify the Corresponding Secretary of new members and officers. The President shall keep a roll of the members of the Club with their addresses. This record of membership shall be distributed periodically to the Corresponding Secretary, and to the Recording Secretary 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.

b) The Vice President shall have the duties and exercise the powers of the President in

case of the President's absence or incapacity.

c) The Corresponding 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 By-Laws.

d) The President and the Corresponding Secretary shall attend to inquiries regarding the breed. They shall accurately sort incoming mail needing to be forwarded to any other officers.

e) 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.

f) 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 be open to the inspection of Board members at all times 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.

g) The Recording Secretary shall handle ballots as specified in these By-Laws.

h) No Director or Officer of AMDCA shall accept any financial compensation, monetary or of monetary value, in connection with the execution of his or her duties.

### *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 By-laws, by a 2/3 vote of the (remaining) Board members. Nothing in these by-laws 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 By-laws.

## **ARTICLE IV: The CLUB YEAR, VOTING, ELECTIONS, NOMINATIONS**

### *Section 1. Club Year.*

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. Elected Officers and Directors shall take office immediately after the conclusion of an election and each retiring 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.*

At any Club meeting, voting shall be limited to those members in good standing. Election to the Board of Directors, Amendments to the Consitution, By-Laws, and Code of Ethics shall be decided by written ballot cast by mail. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

*Section 3. Nominations and Ballots*

No person may be a candidate in a Club election who has not been nominated in accordance with these By Laws.

- a) A call for nominations will be published in the AMDCA Newsletter or as a club mailing ninety (90) days before an election. The call will be placed by the Recording Secretary. Nominations may be made by any member in good standing of any other member in good standing who has been a member for two (2) years. A member may nominate him/herself.
- b) Nominations shall be made in writing and mailed to the Recording Secretary no later than forty-five (45) 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 one-page (8½ by 11 inch), typed statement of why he or she wishes to be on the Board for publication by the Recording Secretary.
- d) Nominations cannot be made at a Club Meeting for an election the same day or in any manner other than as provided above.

*Section 4. Conduct of Election*

An election for members of the Board of Directors shall be conducted as follows.

- a) If one or more valid nominations are received by the Recording Secretary forty-five (45) days prior to the election date, then the Recording Secretary shall:
  - i. Prepare a ballot listing all of the nominees in alphabetical order, along with instructions for voting.
  - ii. Obtain a list of all current members in good standing from the President.
  - iii. Prepare three envelopes for each ballot: the Return Envelope that is addressed to the

Recording Secretary and bears a return address naming the member to whom the ballot will be sent, and is marked BALLOT ENCLOSED, one Mailing Envelope addressed to the member to whom the ballot will be sent, and one Blank Envelope.

iv. Assemble the ballot, with instructions, blank envelope, and return envelope. Enclose them in the mailing envelope, and mail them to each person on the list provided by the President.

b) Each member, upon receipt of the ballot packet shall:

i. Mark the ballot according to the voting instructions.

ii. Seal the marked ballot in the blank envelope provided.

iii. Seal the blank envelope, containing the marked ballot, in the return envelope provided.

iv. Mail the return envelope provided to the Recording Secretary.

c) To be valid, the ballots must be received by the Recording Secretary five (5) days before the date of the election. At that time, the Recording Secretary shall seal all the unopened return envelopes in a large envelope.

d) Upon timely receipt, the Recording Secretary shall use the return address to check the returned ballots against the list of current members in good standing and certify the eligibility of each member casting a ballot. The Recording secretary shall retain a list of all the people from whom a return envelope was received until after the election is concluded.

e) The Recording Secretary shall meet with two Inspectors of Election appointed by the (old) Board of Directors. All Inspectors of Election must be members in good standing and not members of the Board, nor candidates on the ballot. The Board may designate an outside professional firm to count the ballots when it deems that the circumstances warrant it.

f) Together, the Recording Secretary and the two Inspectors of Election shall unseal and count the ballots. An official tally shall be submitted immediately to the highest ranking officer present to be announced to the members of the Club.

g) The person(s) receiving the largest number of votes shall be deemed elected to the available positions.

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.

## **ARTICLE V: COMMITTEES**

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.

## **ARTICLE VI: 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 for a like period.

### *Section 2. Charges*

Any members may proffer charges against a member for alleged misconduct prejudicial to the best interest of the Club or Breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$20.00 which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The Corresponding Secretary shall send a copy of the charges to each member of the Board of Directors and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or Breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall, at this time, be the prosecuting body and shall fix a date of a hearing by the Board or a Committee of not less than one (1) member of the Board, not less than three (3) weeks nor more than eight (8) weeks thereafter. The committee shall have nonpartisan membership i.e., non-AMDCA Club persons. These persons shall be familiar with dogs, showing or related interests, and shall be approved by the Board members. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

### *Section 3. Board Hearing*

The Board or Comomittee 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 complainant and defendant, the Board or Committee 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 date of the hearing, or until the next Club Meeting if that will occur before six months. If the Board or Committee deems that this punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, 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 recommendation of the Board or Committee. At the Board's discretion, the Club may consider the recommendation of the Board or Committee by mail rather than by a Club meeting. If so, the defendant shall have an opportunity to include a brief statement in his/her own behalf in the mailing that includes the Board's recommendation, and the Recording Secretary shall have the responsibility of tallying the membership's votes as to the expulsion. A two-thirds (2/3) vote of those voting shall be necessary for expulsion. Immediately after the Board or Committee has reached a decision, its findings will be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

#### *Section 4. Expulsion*

Expulsion of a member from the Club may be accomplished only as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf if the membership will consider the Board or Committee's recommendation at a Club meeting, or in the event it is considered by mail, the defendant shall have the opportunity to include a brief statement in his/her own behalf. If the matter is being considered at a Club Meeting, the President shall present the charges and the 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 two-thirds (2/3) vote of those present and voting at the Club Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand. No hearing or vote is necessary for the Board to expel any member who has been expelled from any recognized National/International Kennel Club.

### **ARTICLE VII: 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 Recording Secretary and signed by 20% of the membership in good standing. Amendments proposed by such 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 Corresponding Secretary for a vote within four (4) months of the date when the petition was received by the Secretary.

*Section 2.* The Consitution, By-Laws and Code of Ethics may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his or her choice, for or against, the actions to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

### **ARTICLE VIII: 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 for the benefit of dogs selected by the Board of Directors.

## **ARTICLE IX: 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. In deciding whether or not 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 2/3 vote of the AMDCA Board for any violation of Article IX, 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.