



**By-Laws of the
Southbound Greater Swiss Mountain Dog Club**

(2016 Revision)

ARTICLE I

Name

The name of this organization shall be Southbound Greater Swiss Mountain Dog Club (hereinafter referred to as Southbound).

ARTICLE II

Object

The object and purpose of this association, organized as a non-profit corporation, shall be and it is exclusively to provide education and support for owners of, potential owners of a Greater Swiss Mountain Dog (GSMD) and the general public; to sponsor and promote recreational and social activities for the benefit of the breed and the owners of the breed; to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows, field trials and obedience trials; to aid the Greater Swiss Mountain Dog Rescue Foundation in its rescue efforts.

ARTICLE III

Members

Section 1. Classification and Eligibility. Southbound shall have the following membership classifications and eligibility requirements:

- A. Regular.** To qualify for regular membership, an individual shall be at least 18 years of age who owns at least one GSMD and agrees to abide by the By-Laws. Once obtained, regular membership is retained for the remainder of the membership year, despite circumstances that cause the member to no longer own at least one GSMD.
- B. Family.** To qualify for family membership, two (2) individuals of the same household shall be at least 18 years of age who own at least one GSMD and agree to abide by the Bylaws. Each of the two (2) individuals shall be considered regular members.
- C. Associate.** To qualify for associate membership, an individual who shall be at least 18 years of age is ineligible for ordinary membership but desires to work in association with, whose interests parallel those of Southbound and agree to abide by the Bylaws.

Section 2. Admissions Procedure.

An application for membership shall be sent to the Membership Chair. The Membership Chair shall review all applications and shall report acceptance of new members to the Board. Upon satisfying the requirements of regular membership, Associate members shall give evidence of such to the Membership Chair.

Section 3. Dues.

- A. Annual Dues.** Annual dues shall be established by the Board of Directors.
- B. Dues Adjustments.** Dues may be adjusted by a two-thirds vote of the Board of Directors or a majority vote of the membership.
- C. Dues Payment.** Members shall pay dues directly to the Membership Chair or to the club treasury by approved electronic methods.

- D. Dues Payment Dates.** Dues shall be due and payable to the Membership Chair by July 1. Membership shall forfeit if dues are not paid by August 31.
- E. Membership Year.** The membership year shall be July 1 through June 30.
- F. Application of Dues to Following Year.** Dues paid during the months of April, May and June shall extend through the next membership year for a new member.

Section 4. Reinstatement. A former member who forfeited membership for nonpayment of dues shall be granted reinstatement in accordance with rules established by the Board if the past due membership dues and current membership year dues are submitted within one year of forfeiture.

Section 5. Privileges.

- A. Voting.** Only regular members shall have voting privileges.
- B. Election to Office.** Only regular members shall be eligible to hold an officer or Board position.
- C. Committee Membership.** Regular and Associate members shall be eligible to serve as committee chairs or members.
- D. Making Motions.** Regular and Associate members shall be eligible to make and second motions.

Section 6. Suspension.

- A. AKC Suspension.** Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of Southbound.
- B. Animal Cruelty and Criminal Neglect.** Any member charged with animal cruelty or criminal neglect automatically shall be suspended from the privileges of Southbound.
- C. Fraudulent Advertising.** Any member found guilty of fraudulent advertising through the Club's disciplinary process automatically shall be suspended from the privileges of Southbound.
- D. Conduct Unbecoming.** Any member found guilty of misrepresentation or other conduct that may reflect adversely on other members or Southbound's reputation through the Club's disciplinary process automatically shall be suspended from the privileges of Southbound.
- E. Vote.** A three-fourths vote of the Board of Directors is required for suspensions resulting from other causes not specified in these bylaws.
- F. Privileges Revoked.** Any member under suspension shall not be entitled to the privileges of membership or participate in Southbound events.
- G. Reinstatement.** Any member under suspension shall have to reapply for membership.

Section 7. Resignation. Any member may resign at any time upon receipt of written resignation to the Membership Chair.

Article IV

Officers

Section 1. Elected Officers. The elected officers of Southbound shall be a President, Vice President, Treasurer, Secretary, and three (3) Directors-at-Large.

Section 2. Qualifications. To be eligible for the elected offices a member shall be a regular member in good standing and a resident of the United States of America.

Section 3. Terms of Office. The elected officers shall assume office at the close of the membership year in which they were elected. These officers shall serve for 2 membership years or until their successors assume office. Elected officers shall not serve more than 3 continuous terms in the same office.

Section 4. Vacancy in Office. In the case of a vacancy in the office of President, the Vice President shall serve as President for the remainder of the term. A vacancy in any office other than President shall be filled by the Board of Directors

Section 5. Duties of Officers. The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Directors, by the President, or in the adopted parliamentary authority.

A. Duties of the President. The President shall:

1. be the official spokesman of Southbound,
2. appoint the chairs of the standing committees,
3. appoint special committees as necessary,

4. write a president's report for each issue of the newsletter,
5. appoint, subject to approval of the Board of Directors, the nominating committee by July 1 of the membership year in which an election is to be held.

B. Duties of the Vice President. The vice president shall:

1. assume the duties of the President in the event the President cannot fulfill the duties of that office
2. assist the President as needed
3. keep track of various items of importance (i.e. litter discussion on email list) and remind the Board of same
4. provide oversight to the Newsletter Editor

C. Duties of the Treasurer. The treasurer shall:

1. be custodian of all Southbound funds,
2. make a financial report to the membership at each annual meeting and at other times when requested by the President or the Board of Directors,

D. Duties of the Secretary. The Secretary shall:

1. record the minutes of all meetings of the membership and the Board of Directors,
2. record and track and submit to the President all electronic transactions of business of the Board of Directors

E. Duties of the Directors-at-Large. The Directors-at-Large shall:

1. at the discretion of the president, serve on committees, and
2. be ambassadors of good will and represent Southbound in the best possible light.

Section 6. Appointment of New Committee Chairs. The incoming President shall be authorized to appoint committee chairs for the ensuing membership year.

Article V

Nominations and Elections

Section 1. Election Committee.

A. Membership. The Election Committee shall consist on an elected officer and two (2) regular members-at-large.

B. Chair. The chair of the Election Committee shall be selected by the members of the committee.

C. Duties. The Election Committee shall:

1. Consider for nomination all members who have expressed interest in running for elected office,
2. Produce a slate of qualified nominees for each office by October 15th of each election year,
3. Obtain and publish letters of intent from all candidates by October 31st of the election year,
4. Determine the method of balloting and hold an election by December 1st of the election year,
5. Oversee the election process and notify the membership of the results by December 15th of the election year.

Section 2. Election of Officers. Officers shall be elected by ballot. Electronic balloting is allowable provided an independent organization, which specializes in electronic balloting is utilized. Any election shall require a majority of the members entitled to vote.

Article VI

Meetings

Section 1. Annual Membership Meetings. A membership meeting shall be held annually at a time and location to be determined by the Board of Directors, with input from the membership. The call to the Annual meeting shall be provided to the membership 60 days prior by the secretary.

A. Quorum. The quorum at the annual meeting shall be a 20% of the regular membership. If a quorum is not present, limited business may be conducted. The results of such business will be subject to the ratification process as specified in the adopted parliamentary authority.

B. Voting. No member shall vote in more than one capacity. There shall be no absentee voting or voting by proxy.

Section 2. Special Meetings. A special meeting of the membership shall be called upon a two-thirds vote of the Board of Directors with a call provided to the membership at least thirty days prior to the meeting. If twenty-five percent of the voting membership deliver to the President a demand for a special meeting describing the purpose for which it is to be held, then within thirty days the Board of Directors shall give notice to the members of the place, date, and time of the meeting. A quorum at the special meeting shall be twenty-five percent of the regular membership.

Section 3. Electronic Meetings. The Board of Directors, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may participate during the meeting.

Article VII

Board of Directors

Section 1. Composition. The members of the Board of Directors shall be the President, Vice President, Treasurer, Secretary, and three Directors-at-Large.

Section 2. Duties.

A. Authority between Annual Meetings. The Board of Directors shall have full power and authority over the affairs of Southbound between annual meetings as long as action taken is not contrary to the aims and goals of Southbound.

B. Duties of the Board of Directors. The board shall:

1. adopt special rules of order and standing rules to govern its proceedings and the affairs of Southbound over which it has power and authority,
2. determine the place, date and time of the annual meeting,
3. fill vacancies as provided in these bylaws, and
4. have such other duties as are prescribed for the Board of Directors in these bylaws, by the membership, or in the adopted parliamentary authority.

Section 3. Meetings.

A. Regular. The Board of Directors is authorized to conduct regular meetings by telephone conference or through other electronic communications media so long as all the members may participate during the meeting.

B. Electronic Meeting Process. The process for electronic meetings of the Board of Directors shall be defined in the Standing Rules.

Section 4. Minutes. Minutes of the regular meetings of the Board of Directors will be made available to the general membership.

Section 5. Quorum. A majority of the Board of Directors members shall constitute a quorum.

Section 6. Executive Session. Upon the request of any three members the Board of Directors, the president may chose to conduct business in executive session in accordance with the adopted parliamentary authority.

Article VIII

Committees

Section 1. Standing Committees.

A. Composition, Accountability, and Term. The standing committees of Southbound shall be the Membership and Communications Committees.

1. No member shall serve as a chair of more than one standing committee.
 1. All standing committees shall report to the Board of Directors and shall be responsible to the President between meetings of the Board of Directors. All proposed actions of the standing committees, unless specified otherwise, must be submitted to the Board of Directors for approval.
 2. The term for committee members shall correspond to that of the officers.
 3. All committee members shall be appointed, upon approval of the Board of Directors, by the committee chair.

- B. **Membership Committee.** The committee shall:
1. keep the official membership roster and records,
 2. be responsible for the membership form,
 3. receive membership dues and applications, and
 4. remit dues to the Treasurer on a timely basis.
- C. **Communications Committee.** The committee shall
1. have general supervision of any newsletters and social media sites,
 2. collect fees pertaining to the newsletter items (i.e., ads/brags),
 3. remit collected fees and receipts to the Treasurer on a timely basis,
 4. report expenses/costs/fees to the Board on an annual basis or as requested,
 5. monitor social media sites for appropriate posts and remove inappropriate posts, and
 6. post topics of interest to GSMD owners and facilitate discussions among members.

Section 2. Special Committees. Special committees may be created by the Board of Directors to advance the work of the club in such matters as dog shows, trophies, judge screening, working events, public education and social events.

Article IX

Discipline

Any member conducting him or herself in a way calculated to disturb the harmony of Southbound or to injure its good name or to hamper it in its work may be disciplined. All disciplinary actions will be handled in accordance with the adopted parliamentary authority.

Article XI

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of Southbound in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that Southbound may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

Article XII

Amendment of Bylaws

These bylaws may be amended by a two-thirds vote, provided copies of the exposure draft amendments and the proposed amendments shall have been sent to the membership at least 30 days prior to the vote. The membership shall have thirty days to provide written comments on the exposure draft amendments. Member comments shall be considered in the preparation of the proposed amendments.