

2015

NEMDA Constitution and Bylaws



Originally accepted by AKC: May 2011

Final Revisions submitted: March 2015

Approval by Membership: August 2015

Contents

| | |
|--|-----------|
| Constitution | 3 |
| Bylaws | 5 |
| Article I – Membership | 5 |
| Article II – Meetings and Voting | 6 |
| Article III - Directors and Officers | 7 |
| Article IV - The Club Year, Annual Elections..... | 8 |
| Article V - Committees | 10 |
| Article VI - Discipline | 10 |
| Article VII - Amendments..... | 11 |
| Article VIII - Dissolution..... | 12 |
| Article IX - Order of Business | 12 |
| Article X - Parliamentary Authority | 12 |

NEMDA Constitution and Bylaws

Constitution

Article I

Section 1

1. The name of the club shall be: National Entlebucher Mountain Dog Association (NEMDA). The club is the American Kennel Club (AKC) Parent Breed Club for the Entlebucher Mountain Dog (EMD).

Section 2

2. The objectives of the club shall be:
 - 2.1. To encourage and promote quality in the breeding of purebred Entlebucher Mountain Dogs (EMDs) and to do all possible to bring their natural qualities to perfection;
 - 2.2. To urge members and breeders to accept the standard of the breed as approved by the AKC as the only standard of excellence by which EMDs shall be judged;
 - 2.3. To maintain a Members' Code of Ethics (COE) and a Breeders' Code of Ethics (BCOE), which shall serve as a guideline for responsible ownership and breeding;
 - 2.4. To do all in its power to protect and advance the best interests of the breed by encouraging sportsmanlike competition at:
 - 2.4.1. dog shows,
 - 2.4.2. obedience trials,
 - 2.4.3. herding trials,
 - 2.4.4. agility trials,
 - 2.4.5. tracking tests,
 - 2.4.6. other canine events, activities, and trials;
 - 2.5. To conduct activities including sporting events, sanctioned matches, specialty shows, obedience and tracking trials, and other such activities and events as may be held under the rules and regulations of the American Kennel Club;
 - 2.6. To track and research genetic defects of the EMD, and do all in its power to improve the health of the breed including educating owners and breeders about genetics;
 - 2.7. To educate the public about the nature of the breed and the responsibilities of dog ownership to support healthy ownership of EMDs;
 - 2.8. To establish and run a breed rescue to protect and save the EMD from impound or abusive and dangerous environments;
 - 2.9. To keep an open database of NEMDA Breeding Stock including pedigree and litter registrations, acceptable permanent physical and electronic identification; OFA, CERF, Optigen, and CEBA evaluation - including conformation, temperament and information regarding genetic disease;
 - 2.10. To encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the AKC.

Section 3

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.

Section 4

4. The members of the club shall adopt, and may from time to time revise, such bylaws as may be required to carry out the club's objectives.

Bylaws

Article I – Membership

1. Membership Types

- 1.1. Persons who are in good standing with the AKC and who subscribe to the objects of this club are eligible for membership. There shall be four types of membership: Regular, Household, Associate, and Junior. Regular and Household memberships are open to individuals who own or have owned an EMD.
 - 1.1.1. A Regular membership is open to an individual who is 18 years of age and older. Each Regular member shall enjoy all club privileges including the right to vote and hold office.
 - 1.1.2. A Household membership is open to two (2) individuals who are 18 years of age and older living in the same household, each eligible to vote and hold office. A Household membership is entitled to a maximum of two (2) votes per household.
 - 1.1.3. An Associate membership is open to an individual who is 18 years of age and older, does not qualify for Regular membership but who is interested in the EMD. The Associate membership is entitled to all club privileges except this is a non-voting and non-office-holding membership.
 - 1.1.4. A Junior membership is open to an individual who is between the ages of 9 and 17 years of age. A Junior membership is a non-voting and non-office-holding membership.
- 1.2. A member in good standing with NEMDA is one whose dues are paid for the current year, who abides by the NEMDA Code of Ethics (COE) as well as the rules and regulations of the AKC, and who supports the mission of NEMDA.

2. Membership Dues

- 2.1. A schedule of dues shall be adopted by the Board of Directors annually and may be updated as required. Membership dues for an Associate membership shall be lower than the amount set for Regular membership. Dues shall not exceed \$50 per year unless modified by the approval process as defined in “Amendments” in the Bylaws. Persons applying for membership after July 31 shall pay half the annual dues.
- 2.2. No member may vote whose dues are not paid for the current year, and no club privileges will be honored for any member not in good standing. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.
- 2.3. Dues shall be paid on or before January 1st of each year.

3. Election to Membership

- 3.1. Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the NEMDA Constitution and Bylaws, the NEMDA Code of Ethics (COE), and the rules of the AKC. The membership application shall state the name and address of the applicant(s), and it shall carry the endorsement of two members in good standing, or the endorsement of the breeder from whom the applicant purchased the EMD. Accompanying the application, the prospective member shall submit dues payment for the current year.
- 3.2. Upon receipt of a completed application and appropriate fees, the Membership Chair shall present the application to the Board of Directors.
- 3.3. All applications shall be filed with the Secretary and each application shall be addressed at the first Board meeting following its receipt. At that Board meeting, the application will be voted upon by secret ballot and an affirmative 2/3 majority vote of all the members of the Board shall be required to elect the applicant.
- 3.4. Upon a positive vote, a Welcome Packet shall be mailed to the applicant and a notice mailed to the appropriate Regional Director. Mail shall refer to either the postal service (USPS) or email (in accordance with AKC policy and only if the non-profit statutes in the State in which the club is incorporated permit email notices), providing that permission has been received from the member to contact them by email. A member must sign a written authorization, which is revocable, agreeing to

this method of communication. An application, which has received a negative vote, may be presented by one of the applicant's endorsers at the next annual meeting of the club and the members may elect such an applicant by secret ballot and with a favorable vote from 75% of the members present and voting.

- 3.5. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.
- 3.6. The Secretary shall notify members of the outcome of their election within one week of the election meeting. Applicants who are not elected to membership shall be advised by written notice that the application received insufficient votes for membership.

4. Termination of Membership

4.1. Memberships may be terminated by:

- 4.1.1. Resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- 4.1.2. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 1st; however, the Board may grant an additional 60 days of grace to such delinquent members on a case-by-case basis. In no case may a person who has not paid dues be eligible to vote at any club meeting.
- 4.1.3. Expulsion. A membership may be terminated by expulsion as provided in the club Bylaws, "Discipline."

Article II – Meetings and Voting

1. Meetings

1.1. Club Meeting (Annual General Meeting)

1.1.1. The annual club meeting shall be held in conjunction with the National Specialty which will be held in the third quarter of the year at a place, date, and hour designated by the Board of Directors. All members will be encouraged to participate. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least 30 days prior to the date of the meeting.

1.1.2. The quorum for the club meeting shall be 10% of members in good standing.

1.2. Election Meeting

1.2.1. Except for the case when nominations do not exceed open positions, or if the Board chooses to appoint an independent balloting firm, an election meeting shall be held on or after December 1st and before December 15th at such a place, date and time as may be designated by the Board for the sole purpose of counting ballots. Attendance at the election meeting shall be open to members in good standing. Written notice of such a meeting shall be mailed by the Secretary at least 14 days prior to the date of the meeting, and said notice shall state that the purpose of the meeting is to validate ballots and count votes, and no other club business may be transacted thereat. A minimum of two members in good standing, who are neither members of the current Board nor candidates on the ballot, must be present at the election meeting.

1.2.2. The quorum for the election meeting shall be 10% of members in good standing.

1.3. Special Club Meetings

1.3.1. Special club meetings may be called by the President, by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or shall be called by the Secretary upon receipt of a petition signed by 10% of members of the club who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 21 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 10% of members in good standing.

1.4. Board Meetings

1.4.1. Meetings of the Board of Directors shall be held quarterly at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

1.4.2. The first business meeting of the Board shall be held on or after January 1st after the newly elected Board takes office.

1.5. Special Board Meetings

1.5.1. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such hour and place as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such 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 a majority of the Board.

2. Voting

2.1. Each Regular and Household member in good standing shall be entitled to vote at any club meeting, special club meeting or election meeting at which he/she is present. Proxy voting will not be permitted at any club meeting or election. The Board of Directors may decide to submit other specific questions for decisions of the members by written ballot cast by mail or in accordance with the AKC's procedure on Electronic Balloting for AKC Parent Clubs.

3. Manner of Business

3.1. The business of the Board shall be carried out in accordance with AKC Board Business policy: Board Business. The board of directors may transact business by mail, telephone conference, and video conference or by any other method permitted by the state in which the club is incorporated.

3.2. The procedure for holding club meetings, election meetings or special club meetings by mail or other telecommunications technologies shall be approved by the Board and revised as necessary. Items voted upon by any method other than "in-person" meetings must be confirmed in writing by the Secretary within seven (7) days.

3.3. NEMDA may conduct the annual election of officers (delegate) and directors, and amendments to the Constitution and Bylaws (and the standard for the breed), which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. Electronic balloting may be utilized in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs

3.3.1. A participating member shall sign a written authorization agreeing to the method of balloting, which is revocable, and which agrees to release the club from any liability should the ballot be received late or not received by the member due to circumstances beyond the club's control.

Article III - Directors and Officers

1. Board of Directors

1.1. The Board shall be comprised of the club officers and five other persons, all of whom shall reside in the United States and be Regular or Household members in good standing. The Officers and five Directors shall be elected for two-year terms. The President, Treasurer, and two Directors will be nominated in even-numbered years, and the Vice President, Secretary, and the three other Directors will be nominated in odd-numbered years. Each shall be designated as officer- and director-elects when the election results are reported to the Secretary, elevated to these terms at the start of the new year immediately thereafter, and shall serve until December 31st of the year his/her term expires.

- 1.2. General management of the club's affairs shall be entrusted to the Board of Directors.
2. Officers
 - 2.1. The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.
 - 2.1.1. The President shall preside at all meetings of the club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.
 - 2.1.2. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity, or in the event of the President's resignation.
 - 2.1.3. The Secretary shall keep a record of all meetings of the club and of the Board, and of all votes taken by mail, and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify members of items to be voted on, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these Bylaws.
 - 2.1.4. The Treasurer shall collect and receive all moneys due or belonging to the club. Monies shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual general meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
3. Delegate to the AKC
 - 3.1. The delegate shall attend meetings of the AKC as the authorized representative of the club and shall report to the club. A delegate need not be a member of the Board of Directors, and if he/she is not a member of the Board, he/she shall be invited to attend meetings of the Board. The delegate shall hold office for a term of two years and until his/her successor shall have been duly elected and qualified.
4. Vacancies
 - 4.1. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at the first regular board meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and if declined shall be filled by the Board; the resulting vacancy in the office of Vice President shall be filled by the Board. If the office of Secretary becomes vacant the President will take over the responsibilities until such a time the position can be filled by appointment or election; the position of Treasurer will be filled by the Board until such time a replacement can be appointed or elected.

Article IV - The Club Year, Annual Elections

1. Club Year
 - 1.1. The club's official year shall begin on the first day of January and end on the last day of December. The elected officers, directors, and AKC delegate shall take office on the first day of January and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.
2. Elections
 - 2.1. Any NEMDA voting member in good standing who meets the qualifications detailed in Article III, "Board of Directors" is eligible to hold a position of officer or director.
 - 2.2. The nominated candidate receiving the greatest number of votes for each office and for the delegate to the AKC shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

- 2.2.1. In the case of an election meeting, to be valid, ballots must be received by the Secretary five days before the opening of the meeting. Ballots shall be counted by two inspectors of the election who are members in good standing and who are neither members of the current Board nor candidates on the ballot and who shall be chosen by the members present at the meeting. Results of the vote will be recorded and signed by each inspector and returned to the Secretary along with the ballots.
- 2.2.2. In the case of an external ballot-counting organization, to be valid, ballots must be received by the organization before the date set for processing of the vote. Results of the vote will be recorded and signed by a responsible authority of the organization and returned to the Secretary along with the ballots.

3. Nominations and Ballots

3.1. No person may be a candidate in a club election who has not been nominated in accordance with these Bylaws. Prior to August 15th of each year, the Board shall select a Nominating Committee consisting of three members and two alternates, all members in good standing, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chairman for the committee, and it shall be that person's duty to call a committee meeting, which shall be held on or before September 1st.

3.1.1. The nominating committee shall nominate from among all the eligible members of the club (i.e., members who have met the qualifications detailed in Article III) one candidate for each office, for AKC delegate, and positions on the Board; after securing the consent of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing.

3.1.2. Upon receipt of the Nominating Committee's report, the Secretary shall mail the list to each member of the club on or before September 15th, so that additional nominations may be made by the members if they so desire.

3.1.3. Additional nominations of eligible members may be made by written petition addressed to the Secretary. Each such petition must be received on or before October 15th, signed by four (4) members and accompanied by the written acceptance of such additional nominee. No person may be a candidate for more than one position except for that of AKC delegate.

3.1.4. If no valid additional nominations are received by the Secretary on or before October 15th, the nominating committee's slate shall be declared elected and no election meeting and no balloting will be required.

3.1.5. If one or more valid additional nominations are received by the Secretary on or before October 15th, then the Secretary shall send election materials by mail or in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs to each voting member in good standing on or before November 1st. Where appropriate, the dual-envelope procedure will be employed to ensure confidentiality of the process: the Secretary will send a ballot listing all of the nominees for each position in alphabetical order, together with two envelopes: a blank envelope for the voted ballot, and a return envelope bearing the name of the member to whom it was sent and addressed to the Secretary or a designated external ballot counting organization. After voting, the ballot will be sealed in the blank envelope, which will be placed in the return envelope before mailing. Ballots must be returned to the Secretary or designated external ballot counting organization by midnight December 1st. The inspectors shall check the returns against the list of members whose dues are paid for the current year prior to opening the envelopes. The blank envelopes containing the ballots will be removed from the return envelopes, collected and opened separately to ensure confidentiality. The inspectors shall certify the eligibility of the voters as well as the results of the voting, which shall be announced by the Secretary.

3.1.6. Nominations cannot be made at the annual general meeting or in any manner other than as provided in this Article.

Article V - Committees

1. Standing Committees

- 1.1. The Board may each year appoint standing committees and committee chairpersons to advance the work of the club in such matters as membership, public education, breed health and genetics, breed rescue, dog shows, obedience trials, trophies, annual prizes, Bylaws and other club documents maintenance, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.
- 1.2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Article VI – Discipline

1. American Kennel Club Suspension

- 1.1. Any member who is suspended from any privileges of the AKC shall be suspended from the privileges of this club for a like period. Upon confirmed notification from AKC, written notification of said suspension will be sent by the Secretary to the member.

2. Charges

- 2.1. Any individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$30, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a board meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the club or the breed.
- 2.2. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one 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/her defense and bring witnesses if he/she wishes.

3. Board Hearing

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

4. Expulsion

- 4.1. Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation. Such proceeding may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The Secretary shall read the charges and the Board's finding(s) and recommendation, and shall invite the defendant, if present, to speak on his/her own behalf if she/he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) majority vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VII - Amendments

1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.
2. The Constitution and Bylaws may be amended by a secret vote of two-thirds (2/3) majority of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.
3. The Constitution and Bylaws (or the standard for the breed) may be amended, provided a copy of the proposed amendments has been mailed, or sent by the Secretary in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs to each voting member in good standing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Where appropriate, the dual-envelope procedure as outlined in Article IV, "Nominations and Ballots" shall be followed in handling such ballots to ensure confidentiality of the vote. The notice with such ballot shall specify a date not less than thirty (30) days after the date postmarked by which date the ballot must be returned to the Secretary to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any amendment.
4. Proposed amendments to the Constitution and Bylaws shall be submitted to the Bylaws committee (or other designated person if the Bylaws committee is not extant) prior to final approval to verify that there is no conflict or duplication with existing club documents. The Bylaws committee (or other designated person if the Bylaws committee is not extant) shall advise the Board of any such issues.
5. No amendment to the Constitution and Bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

Article VIII - Dissolution

1. The club may be dissolved at any time by the written consent of not less than 2/3 majority of the members. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the 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 - Order of Business

1. Meeting Protocols

1.1. 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
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of committees
Election of new members
Unfinished business
New business
Adjournment

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

Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Report of committees
Unfinished business
Election of members
New business
Adjournment.

Article X - Parliamentary Authority

1. Rules

1.1. 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 the club Bylaws and any other special rules of order that the club may adopt.