



CONSTITUTION AND BYLAWS

OF THE SAINT BERNARD CLUB OF AMERICA

ABSTRACT

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CONSTITUTION AND BYLAWS

SAINT BERNARD CLUB OF AMERICA, INC. (“SBCA”)

(As Amended by the SBCA Membership December 2, 2023; Approved by AKC February 12, 2024)

CONSTITUTION

These Bylaws are subject to and governed by the State of Ohio Nonprofit Corporation Laws and the Articles of Incorporation of the Saint Bernard Club of America, Inc. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Ohio State Nonprofit Corporation Laws, the Ohio State Chapter 1702 Nonprofit Corporation Law will be controlling.

ARTICLE 1 - NAME AND OBJECTIVES

SECTION 1. NAME CONVENTIONS

The name of the Club shall be THE SAINT BERNARD CLUB OF AMERICA, hereinafter may be referred to as "the Club or SBCA."

SECTION 2. THE OBJECTIVES OF THE CLUB SHALL BE:

- a. To encourage and promote the ownership, selective breeding, showing and training of purebred Saint Bernard dogs, and to do all possible to bring their natural qualities to perfection;
- b. To encourage the organization of independent local Saint Bernard Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- c. To adhere to and support the International Standard as adopted by the International Congress at Zurich, Switzerland on June 2, 1887, subsequently revised by the Saint Bernard Club of America and currently approved by the American Kennel Club, as the only standard of excellence by which the Saint Bernard shall be judged;
- d. To do all things within its power to protect and advance the interests of the breed, to encourage sportsmanlike competition at all events held under AKC Rules and Regulations, to maintain the best of human relations with the members of this Club and to support local AKC approved Saint Bernard Specialty Clubs;
- e. To conduct an annual National Specialty Show, Sweepstakes and Companion Events and any other sanctioned matches and licensed events for which the Club is eligible under the Rules and Regulations of The American Kennel Club;
- f. To encourage all members to become familiar with and support “The Saint Bernard Club of America's Guidelines and Statement of Policy” concerning the breeding and selling of dogs, as adopted by the members of the Club;

Section 3. CORPORATE STATUS

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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution.

Section 4. BYLAW STATUS

The members of the Club shall adopt and may from time-to-time review and amend such Bylaws, in accordance with AKC guidelines and approval, as may be required to carry out these objectives.

Section 5. CONSTRUCTION

Feminine, masculine and neuter pronouns, the plural and the singular, shall be construed to be and shall be interchangeable in any place or places herein which the context may require such interchange.

BYLAWS

ARTICLE 2 - MEMBERSHIP

SECTION 1. ELIGIBILITY

There shall be four (4) adult types of membership open to persons 18 years of age and older and one (1) junior type of membership to persons under 18 years of age. All applicants must be in good standing with the American Kennel Club (AKC) and subscribe to the purpose of the Club.

- a. Active Membership: An individual who has the right to vote, hold office and enjoy all the privileges of the Club. Each active member will receive a copy of the official Club publication and other such publications that the board of directors ("Board" or "the Board") shall specify.
- b. Family Membership: An Active Membership open to two persons residing in the same household who enjoy all the privileges of the Club but receive only one copy of the official Club publication and other such Club publications that the Board shall specify. Each adult is entitled to one (1) vote.
- c. International Membership: Open to all persons who reside outside of the United States. International Members may not vote or hold office. Each International Active or Family Membership will receive only one copy of the official Club publication and other such Club publications that the Board shall specify.
- d. Lifetime Membership: Open only to persons who have been a member of the SBCA in good standing for at least 25 years and who shall have rendered extraordinary service to the Club and/or breed. Lifetime Membership is a unique award and as such is to be awarded only occasionally. This membership status is determined through a vote of a majority of the Board. A Lifetime Member will receive a copy of the official Club publication and other such publications that the Board shall specify. Lifetime Members enjoy all the privileges of membership and do not pay dues.

- e. Junior Membership: Open to persons under 18 years of age; a non-voting/non-office holding membership which may automatically convert to an Active Membership at the next membership renewal post their turning 18 years of age.

SECTION 2. DUES

- a. Dues shall be payable in United States currency (USD) on or before March 1st of each year. During the month of December, the Treasurer (or Membership Records Chair, if an appointed position) shall send to each member a statement of dues for the Financial/Fiscal year.
- b. No member may vote whose dues are not paid for the Financial/Fiscal year.
- c. The annual dues shall be determined by the Board, not to exceed \$100.00 and not later than November 1st.
- d. Dues may be adjusted by a 2/3 majority vote of the Board. Dues increases shall not exceed \$5.00 per two (2) year period per Active Membership and/or Family Membership.

SECTION 3. ELECTION TO MEMBERSHIP

- a. Each applicant for membership shall apply on a form as provided by the Board and which shall provide that the applicant agrees to abide by this Constitution and Bylaws, the Guidelines and Statement of Policy of the Club and the Rules and Regulations of the American Kennel Club and AKC's Code of Sportsmanship.
 - 1. Following the eligibility requirements stated in *Article 2, Section 1*, such application shall carry the endorsement of three members in good standing. The primary member sponsor must have personally known the applicant for at least one (1) year. The primary sponsor must include a letter stating why the applicant should be granted membership in the SBCA.
 - 2. Every applicant must have been a subscriber to the official SBCA publication, *The Saint Fancier Magazine*, for two consecutive years.
 - 3. An applicant can forego the two (2) year subscription process by substituting a current, active two (2) year membership in an American Kennel Club licensed specialty or all-breed club as certified by the governing body of said club. Such applicants may apply for membership at any time. Former Members or *Saint Fancier* subscribers whose past affiliation can be verified in an issue of the membership directory can forego the subscription process and can apply for membership at any time.
 - 4. Accompanying the application, the prospective member shall submit dues payment for the Fiscal year within which they are applying.
 - 5. Membership application submissions shall follow the process outlined in the Standing Rules to allow for flexibility in process between paper and electronic formats. Ultimately, the Corresponding Secretary, Membership Records Chairperson and Treasurer are integral to the process of receiving and processing applications.
- b. Each application shall be acknowledged within ten (10) days after its receipt by the Corresponding Secretary, published in the next official Club publication (printed or electronic) and submitted to the Board along with any member responses within thirty (30) days after its publication.

- c. Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the entire Board by mail or authorized communication equipment. Affirmative votes of 2/3 of the Board members present at a meeting shall be required to elect an applicant.
- d. Applications which have received an unfavorable vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club. The members may elect such applicant by a favorable vote of seventy-five (75) percent of the eligible members present and voting by secret ballot; or such applicant may reapply pursuant to *Section 3(a)* above, twelve (12) months after the date the application was rejected. An applicant who has been rejected shall receive a full refund of his dues.

SECTION 4. TERMINATION OF MEMBERSHIP

Membership may be terminated in accordance with Ohio state law by:

- a. Resignation: Any member may resign from the Club upon written (hereafter "written" will include email, FAX or other approved digital means) notice to the Recording Secretary. Resignation will be completed upon certification by the Treasurer that the resigning member has no unpaid debts to the Club.
- b. Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote by any means on any subject matter concerning Club business in a Club meeting, by mail or authorized communication equipment whose dues are unpaid by the date of that meeting.
- c. Expulsion: A membership may be terminated by expulsion as provided in *Article 9, Section 5* of these Bylaws.

ARTICLE 3 – MEMBER MEETINGS

Meetings are defined as gatherings where attendees see and/or hear each other. This includes meetings (in person) "physically" in the same room or conducting a meeting by authorized communication equipment (live streaming, virtual meeting platforms or teleconference) in accordance with Ohio State Law.

SECTION 1. ANNUAL CLUB MEETING

The Annual Meeting of the Club shall be held within the months of September, October or November in conjunction with the Club's National Specialty Show if possible, at such time and place as may be designated by the Board. Written notice of the Annual Meeting shall be published by the Recording Secretary at least thirty (30) days prior to the date of the meeting in an official Club publication or authorized communication equipment of the National Specialty show. The quorum for the Annual Meeting shall be ten (10) percent of the eligible membership in good standing. Any resolution adopted at the Annual Meeting shall be subject to ratification or rejection by mail or electronic ballots to be sent by the Recording Secretary within 60 days of the Annual Meeting to all members in good standing. Results will be a plurality of those ballots returned to the Recording Secretary or via electronic voting.

SECTION 2. SPECIAL CLUB MEETING

Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at any meeting of the Board or who vote by mail or authorized communication

equipment; and may also be called by the Recording Secretary upon receipt of a petition signed by ten (10) percent of the members of the Club who are in good standing. Such special meetings shall be held by authorized communication equipment methods in accordance with Ohio State Law designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent via USPS and/or via email by the Recording Secretary thirty (30) 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. The quorum for such a meeting shall be ten (10) percent of the eligible voting members in good standing.

ARTICLE 4 - BOARD MEETINGS

SECTION 1. BOARD BUSINESS

The Board may conduct its business in person, by mail, email, or authorized communication equipment. Items voted upon by any other method other than “in-person” or “video conference” meetings must be confirmed in writing by the Recording Secretary within 7 days. Should a vote be taken via email or regular mail, six (6) written replies from members of the Board shall constitute a quorum as received by the “respond by” date.

Business to be conducted by email or other authorized communication equipment must follow the following protocol by which all board members shall agree to participate:

- a. Every board member must have access to a means of communicating electronically.
- b. Every board member must have a private email address.
- c. All electronic ballots shall have a “respond by” date to indicate that board members are “listening.”
- d. Board members who do not wish to participate via email shall vote by regular mail with the “respond by” date the same as in *Article 4, Section 1c* above.

SECTION 2. REGULAR BOARD MEETING

The first meeting of the Board shall be held in the first month immediately following the election. Other meetings of the Board shall be held by methods as designated by the Board. Written notice of each such meeting shall be sent a minimum of seven (7) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 3. ANNUAL BOARD MEETING

The Annual Meeting of the Board of Governors shall be held each year preceding the Annual Club Meeting, as provided in *Article 3, Section 1*. The time and place of such meeting shall be designated by the President, and written notice shall be issued by the Recording Secretary to each member of the Board at least seven (7) days prior to the date of the meeting. A quorum for such meeting shall be six (6) members of the Board voting in person, by mail or authorized communication equipment.

SECTION 4. SPECIAL BOARD MEETING

Special meetings of the Board of Governors may be held at such times and places as designated by a majority of the Board. Written notice of such Special Meeting shall be sent by the Recording Secretary to each member of the Board at least seven (7) days prior to the date of the meeting. Such notice shall state the purpose of the meeting, and that no other Club business may be transacted at such meeting. A

quorum for such meeting shall be six (6) members of the Board voting in person, by mail or authorized communication equipment.

SECTION 5. EMERGENCY BOARD MEETING

These may be called by the President at the request of a board member to address time sensitive issues, including executive sessions. A quorum for such a meeting shall be six (6) members of the Board. Within a day of receiving a request for an emergency board meeting utilizing authorized communication equipment, the President will authorize the Recording Secretary to contact each board member to determine when a quorum will be available and select the earliest possible date for the meeting, preferably within two (2) days of the initial request.

ARTICLE 5 - OFFICERS AND REGIONAL DELEGATES

SECTION 1. BOARD OF GOVERNORS

The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and six (6) Regional Delegates, all of whom shall be members in good standing and who are residents of the United States. Each of the three geographical sections of the Club shall be represented by two (2) Regional Delegates. The general management of the Club's affairs shall be entrusted to the Board.

- a. The Officers and Regional Delegates shall be elected via the Club's annual election as provided in *Article 6*, and shall serve 2-year terms, or until their successors are elected.
- b. Any vacancy occurring on the board during the year shall be filled for the remainder of that 2-year term by a newly appointed board member as provided in *Section 3*.
- c. Candidates for President must have served on a previous board. Candidates for Vice-President must have served either on a previous board or present suitable background proof of effective administrative/leadership responsibility (as defined in the Standing Rules) in another venue.
- d. Every even-numbered year, the President, Vice President, Recording Secretary and one (1) Regional Delegate from each of the three geographical sections shall be elected to serve a 2-year term.
- e. Every odd-numbered year, the Treasurer, Corresponding Secretary and one Regional Delegate from each of the three geographical sections shall be elected to a 2-year term.
- f. No Officer or Regional Delegate shall serve for more than two consecutive terms or more than four consecutive years. Officers and Regional Delegates whose term begins in any given year, as noted above, shall be elected at the Club's annual election for that year.
- g. No Officer or Regional Delegate may quit his current position mid-term to be a candidate for another position on the board.

SECTION 2. OFFICERS AND REGIONAL DELEGATES

OFFICERS:

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

PRESIDENT

The President shall be the chief executive officer of the Club and preside over all meetings of the Board and the Club. He shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

- a. He shall appoint and discharge all regular and special committees within sixty (60) days after the beginning of each new Club year and subject to the approval of the Board by formal board motion.
- b. Should a vacancy occur in a regular committee chairmanship during the Club year, he shall within sixty (60) days of such vacancy select a new chair for such committee, to assure the continuance of the activities of all committees, subject to the approval of the Board by way of formal board motion.
- c. He shall be a non-voting member of all such committees, except the Nominating Committee of which he is not a member.
- d. He shall perform such other duties as may be assigned to him from time-to-time by the Board of Governors.
- e. See current Board Standing Rules and/or Job Descriptions for any further duties of the President.

VICE PRESIDENT

The Vice President shall have the powers and exercise the duties of the President in the case of the President's death, absence, or incapacity. He shall perform other duties as assigned to him by the Board. See current Board Standing Rules and/or Job Descriptions for any further duties of the Vice President.

RECORDING SECRETARY

The Recording Secretary shall keep a record of all Club and Board meetings, all votes taken, all committee reports, and all matters of which a record shall be ordered by the Board and shall maintain the Standing Rules of the Board.

- a. He shall conduct in accordance with these bylaws all balloting for the election of Officers and Regional Delegates, and all National Specialty Show Judges, National Specialty Sweepstakes Judge, World Union of St. Bernard Clubs Judge, and on any motion, resolution or amendment.
- b. He shall notify members of meetings in accordance with these bylaws
- c. He shall notify Officers and Regional Delegates of their election to the Board.
- d. He shall send all notices required by these bylaws, except as herein specifically set forth.
- e. He shall prepare a report of all important Club business for publication in each issue of the official Club publications.
- f. He shall act as secretary to the Board of Governors and its business.
- g. He shall perform other duties as prescribed by these bylaws or as assigned by the Board.

- h. See current Board Standing Rules and/or Job Descriptions for any further duties of the Recording Secretary.

CORRESPONDING SECRETARY

The Corresponding Secretary shall have charge of answering all inquiries directed to the Club and such other correspondence as may be delegated to him and shall promptly submit to the Board all matters requiring their attention.

- a. He shall maintain a file containing all applications for membership and shall notify new members of their election to membership.
- b. He shall always grant access to the membership application upon request be it electronic or paper form.
- c. See current Board Standing Rules and/or Job Descriptions for any further duties of the Corresponding Secretary.

TREASURER

The Treasurer shall collect, receive and disburse all moneys due or belonging to the Club. The Treasurer should maintain the Club's finances in accordance with generally accepted accounting principles (GAAP).

- a. Collected moneys shall be deposited in a bank designated by the Board, in the name of the Club.
- b. The books shall always 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 meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
- c. The Club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.
- d. The books should be audited annually, within sixty (60) days of the end of the fiscal year, by a committee of no less than three (3) members or by a Public Accountant appointed by the Board.
- e. See current Board Standing Rules and/or Job Descriptions for any further duties of the Treasurer and policies for transacting business.

REGIONAL DELEGATES:

Each of the three geographical sections of the Club shall be represented by two (2) Regional Delegates. All six (6) will not only represent their section but the entire membership as well when making any decisions which affect the entire Club and the breed. They will assist in the general management of the Club's affairs.

SECTION 3. VACANCIES

Any vacancies in the Board arising at any time and from any cause, including the resignation or removal of a Regional Delegate or Officer, which does not include the President, shall be filled at any meeting of the Board of Governors by the affirmative vote of the majority of the remaining governors then in office by secret ballot, if possible (See *Article 6, Section 4*), although less than a quorum, or sole remaining governor of the board. Each governor so elected shall hold office for the unexpired portion of the term of that office. However, a vacancy in the office of President arising at any time from death, resignation or removal, shall be filled by the Vice President for the unexpired portion of the term of that office. In

the case of a vacancy of a Regional Delegate, the appointed Delegate shall reside in the same geographical section as the resigning/removed Delegate.

SECTION 4. AKC DELEGATE

Within sixty (60) days after the Board has taken office, an SBCA Delegate to The American Kennel Club shall be appointed for a term of three (3) years. In subsequent years of each appointed Delegate's three (3) year term, the Board shall, within sixty (60) days of it taking office confirm the Delegate, provided that, in the Board's collective opinion, the Delegate has represented the Club and has discharged his duties in a manner acceptable to the Board. If, at any time during the three (3) year appointment, the Board does not confirm the incumbent Delegate, a new Delegate shall be appointed for a three (3) year term, and the same process delineated above in this *Section* shall apply to the new Delegate. Among other duties, the delegate shall report to the Board all actions and matters discussed at the AKC's quarterly meetings at the next meeting of the SBCA Board following the quarterly meeting of the AKC.

ARTICLE 6 - THE CLUB'S FINANCIAL/FISCAL YEAR, VOTING, NOMINATIONS, BALLOTS AND ELECTIONS

SECTION 1. FINANCIAL/FISCAL YEAR

The Club's fiscal and official year shall begin on the first day of March and shall end on the last day of February.

SECTION 2. VOTING

Each member in good standing whose dues are paid for the Financial/Fiscal year shall be entitled to one (1) vote in any election or at any meeting of the Club at which the member is present.

- At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting.
- The annual election of Officers and Regional Delegates and amendments to the Constitution and Bylaws and the amendments to the Standard for the breed, shall be decided by secret ballot conducted in any manner provided for by these bylaws in accordance with the laws of the state of Ohio.
- Written ballots cast by mail or by electronic balloting shall be counted by an independent firm in accordance with Ohio State Law or in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs.
- Proxy voting will not be permitted at any Club meeting or election.
- The Board of Governors may decide to submit other specific questions for decision of the members.
- Results of the voting by the membership for the election of Officers and Regional Delegates, and on any motion, resolution, or amendment, shall be published in the next available issue of the official printed and electronic Club publications. In the case of balloting for judges for the National Specialty Show, only the total number of votes received by each of the top five (5) candidates from the first round of balloting shall be published in the next available official Club publications.

SECTION 3. NOMINATIONS AND BALLOTS

NOMINATIONS

No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. All candidates for office must be in good standing and have been a member for the last five (5) fiscal years.

A Nominating Committee shall be chosen by the Board annually on or before July 1. Those selected for the Nominating Committee must be members in good standing for at least the last five (5) consecutive fiscal years. The Committee shall consist of three (3) members and three (3) alternates, no more than one (1) of whom may currently be a member of the Board of Governors. The Committee shall consist of one (1) member from each Geographical Section (as defined in *Article 7* below); the alternates shall be selected in the same manner. The Board of Governors shall name a chairman for the Committee, and it shall be such person's duties to call a committee meeting. The Nominating Committee may conduct its business by mail, email, or other authorized communication equipment.

- a. The Nominating Committee shall nominate from among the eligible members of the Club and residents of the United States, one (1) candidate for each available office and one (1) candidate from each of the three (3) geographical sections (as defined in *Article 7* below) for the position of Regional Delegate, in accordance with *Article 5, Section 2* and shall procure the written acceptance of each nominee so chosen.
- b. Members of the Nominating Committee may not nominate themselves or any members in their immediate household or family in the year in which the committee member serves on the Nominating Committee.
- c. The committee shall then submit its slate of candidates to the Recording Secretary no later than October 15 so that additional nominations may be made by the members if they so desire.
- d. The Recording Secretary shall post the list of candidates, including the full name of each candidate and the State and Section in which they reside via authorized communication equipment of the Club no later than November 1.
- e. Additional nominations of eligible members may be made by written petition, signed by five (5) members in good standing, addressed to and received by the Recording Secretary on or before December 1, and accompanied by the written acceptance of each additional nominee signifying their willingness to be a candidate. No person shall be a candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- f. If the Recording Secretary is an opposed candidate in the election and the Board does not utilize an independent professional firm or entity, the Board shall designate another officer or Regional Delegate who is not a candidate in the election to send the final slate to the membership.
- g. If one or more valid additional nominations are received by the Recording Secretary on or before December 1, the Recording Secretary shall prepare a ballot in the following form and in accordance with *Article 6, Section 3, BALLOTS* below:

1. Each candidate for an Officer position shall be listed under the designated position in alphabetical order, including the State and Geographical Section in which they reside and instructions to vote for one candidate for each Officer position.
 2. All candidates for Regional Delegate positions shall be listed under the designated Section in alphabetical order, including the State in which they reside and instructions to vote for one candidate from each Geographical Section.
- h. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this *Article*.

BALLOTS

Unless otherwise provided for to the contrary in these bylaws all matters of business placed before the Board of Governors, or the membership, shall be decided by a majority of votes cast.

In the case of MAILED Ballots. The Recording Secretary with Board approval shall select an independent notary public, an independent accounting firm, an independent certified public accountant or independent parliamentarian registered with the National Association of Parliamentarians (any of these, hereafter, known as the independent firm) to receive all ballots from the membership.

The Recording Secretary shall mail out ballots to all members in good standing for two (2) separate but associated elections. The first set of ballots, which includes reducing the number of judges for the National Specialty to five (5) and any other issue delegated by the Board of Governors and must be mailed on or before November 1. The second set of ballots shall include voting for the Officers and Regional Delegates, National Specialty Judge, the National Specialty Sweepstakes Judge, the World Union of Saint Bernard Clubs Judge and shall be mailed on or before January 15. Each mailing should include ballot(s), envelopes labeled "Judges" or "Officers" or other Board determinations as appropriate, and a self-addressed return envelope to the independent firm chosen to conduct the election. The Recording Secretary will send a list of the members in good standing and eligible to vote per *Article 2, Sections 1 and 2*, to the independent firm.

Mailing of all ballots shall be done by U.S. Postal Service first class mail. All ballots must be returned by U.S. Postal Service on or before due date for such ballots.

- a. So that the ballots may remain secret, each voter upon marking his ballot(s) shall seal it (them) in the labeled envelope(s), according to the instructions included with the ballots, which shall in turn be placed in the return envelope and mailed to the independent firm. Ballots must be received by the firm at its mailing address on or before December 1 for the 1st mailing and February 15th for the second mailing. If required return dates fall on a Sunday or holiday, any eligible ballots received in the mail of the next business day will be accepted. Prior to opening the return envelopes and removing the inner envelopes, the firm shall check the returns against the list of members sent by the Recording Secretary and shall certify the eligibility of the voters as well as the results of the voting.
- b. The opening of the ballot envelopes and tallying of the results of all such ballots shall be done not more than two (2) business days after the closing of balloting and such tally shall be verified by the independent firm.
- c. All ballots shall remain in the custody of the independent firm for a period of six months after which they can be destroyed by the firm holding them.

In the Case of ELECTRONIC Ballots. Balloting must be in accordance with AKC policy, Ohio State Law and all instructions established by the firm conducting the balloting must be followed for any electronic ballot to be valid. There will be a process for opting in or opting out of electronic balloting. Prior to voting electronically, a member must have completed the opt in/out process agreeing to this 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. Members who do not opt in or out will continue to receive all materials via USPS.

SECTION 4. ANNUAL ELECTION

The nominated candidate receiving the most votes for each Officer or Regional Delegate position shall be declared elected to that office. If no valid additional nominations are received on or before December 1 the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

If any candidate at the time of voting shall be unable to serve for any reason, such candidate shall not be elected and the vacancy so created shall be filled by the newly elected Board of Governors in accordance with *Article 5, Section 3* above.

The election of Officers and Regional Delegates shall be conducted by secret ballot in any manner provided for by the laws of the state of Ohio in which the Club is incorporated. Ballots to be valid must be received and counted by the independent firm approved by the Board.

Results of the voting shall be published in the next available printed official Club publication or authorized digital communication, on or before March 1 by the Recording Secretary. If a Regional Delegate elected hereunder moves from his designated Section during his term of office, he may continue as a Delegate from his designated Geographical Section for the remainder of the term.

Officers and Regional Delegates shall take office on March 1st, the first day of the month following the election as provided for in this *Section*. Each retiring officer shall turn over to their successor all properties and records relating to that office within thirty (30) days after the election.

ARTICLE 7 - GEOGRAPHICAL SECTIONS

For the purpose of securing geographical representation on the Board of Governors, and for other geographical considerations, there shall be three (3) Sections designated as the Eastern, Central and Western Sections, as follows:

- a. **Eastern Section.** Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia.
- b. **Central Section.** Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, Wisconsin.
- c. **Western Section.** Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming.

The Board shall periodically review the number of members in each section and shall make adjustments as needed to keep the number of members in each section relatively equal. (Please see the Standing Rules for those adjustments, if any.)

ARTICLE 8 - COMMITTEES

SECTION 1. COMMITTEE CREATION AND LEADERSHIP APPOINTMENT

The Board of Governors may appoint standing committees to advance the work of the Club in such matters as membership, dog shows, publications, education and other fields which may well be served by a committee. The President appoints the Committee Chairs with the approval of the Board of Governors. Special committees may also be established for special projects.

SECTION 2. REMOVAL OF COMMITTEE LEADERSHIP

Any committee appointment may be terminated by a majority vote of the Board, upon written notice to the appointee; and the President, with the approval of the Board may appoint successors to those persons whose service has been terminated.

ARTICLE 9 - DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION

Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of the SBCA for a like period.

SECTION 2. CHARGES

Any member may bring charges against another member for alleged misconduct detrimental to the best interests of the Club or the breed.

- a. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing.
- b. The Recording 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 detrimental to the best interests of the Club or the breed.
- c. If the Board considers that the charges do not allege conduct which would be detrimental to the best interests of the Club or of the breed, it may refuse to entertain jurisdiction.
- d. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board, or by a Committee of at least three (3) Board Members and two (2) Club members who reside in the geographic area of the accused member. The date of hearing shall be set not less than four (4) weeks from the date the Board entertains jurisdiction, or it may be held at the next Annual Meeting of the Board.
- e. The Recording 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 accused member may personally appear in his or her defense and bring witnesses if he or she wishes.

SECTION 3. HEARING

The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the accused member shall be treated uniformly in that regard. At the option of the accused member, a response to the charges may be made in the form of a sworn deposition by the accused member in lieu of a personal appearance at the hearing. Provided the accused has been furnished with full details as to the charges and such evidence as would be presented in support of the charges.

SECTION 4. REPRIMAND / SUSPENSION

Should the charges be sustained after hearing all the evidence and testimony presented by complainant and the accused member, the Board or Committee may, by a majority vote of those present, reprimand (with no suspension of membership) or suspend the accused member from all privileges of the Club for not more than six (6) months from the date of the hearing or until the next Annual Meeting of the Club if that will occur after six (6) months. 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 accused member's right to appear before his fellow members at the ensuing Club Annual Meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 5. EXPULSION

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing or decision and upon the recommendation of the Board or Committee as provided in *Sections 3 and 4* of this Article.

The accused member shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the accused member, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 majority vote of those eligible, present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE 10 - AMENDMENTS

SECTION 1. PROPOSED AMENDMENTS

Amendments to the constitution and bylaws or the breed standard may be proposed by the Board or by written petition, addressed to the Recording Secretary signed by twenty (20) percent of the membership in good standing.

- a. Amendments to the bylaws 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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.
- b. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote following the procedures established by the AKC Board of Directors.

SECTION 2. VOTING

The constitution and bylaws and the breed standard may be amended at any time or the standard for the breed in accordance with AKC policies, provided a copy of the proposed amendment has been mailed or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs by the Recording Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope and balloting procedures described in *Article 6, Section 3, BALLOTS*, shall be followed in handling such ballots, to assure the secrecy of the vote. Notice sent with such ballots shall specify a date not less than thirty (30) days after the date of the postmark or electronic time and date stamp by which date the ballots must be returned to the independent firm to be counted.

SECTION 3. MAJORITIES REQUIRED

The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

SECTION 4. APPROVAL BY THE AMERICAN KENNEL CLUB

No amendment to these Constitution and Bylaws or to the Breed Standard approved by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE 11 - DISSOLUTION

The Club may be dissolved at any time by written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary, or by the 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 member of the Club, but after payment of the debts of the Club, its property and assets shall be given to the American Kennel Club Canine Health Foundation for research for the benefit of dogs. Should that institution not then be in existence, the assets shall be given to a similar institution selected by the Board of Governors.

ARTICLE 12 - ORDER OF BUSINESS

SECTION 1. CLUB MEETINGS

At a meeting of this 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 Board
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

SECTION 2. BOARD MEETINGS

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

- Reading of the Minutes of Last Meeting
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Adoption of Standing Rules
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

ARTICLE 13 - PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure comprised in the most current edition of Roberts Rules of Order, 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.

GLOSSARY

Authorized communications equipment - means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or manager involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Member in “good standing” - -AKC’s definition - An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Executive Session - is a private meeting within an otherwise open meeting, such as an organizational board meeting. Boards may hold an executive session involving only board members to discuss sensitive or private information. The minutes for an executive session are taken separately, if at all, and the discussion is considered confidential.

Majority vote vs Plurality vote - Per Robert’s Rules:

Majority vote - defined as more than half of the votes cast by those present and voting (i.e., excluding abstentions) unless the organization’s rules specify otherwise (e.g., majority of those present, or majority of the entire membership)

Plurality - is the largest number of votes obtained in a situation where three or more choices are possible, such as some elections.

Board of Governors = Board of Directors = Board (In this document)

Written communication – defined as all forms such as on paper, email, FAX or other approved digital means.