

2011
NEW BY-LAWS OF THE
AMERICAN GREATER SWISS BREEDERS ASSOCIATION

Article I
NAME

The name of this organization shall be AMERICAN GREATER SWISS BREEDERS ASSOCIATION (hereinafter referred to as AGSBA).

Article II
OBJECT

The object and purpose of this association, organized as a non-profit corporation, shall be and it is exclusively for educational purposes of studying, teaching, promoting and disseminating the philosophy and practices of sound breeding of Greater Swiss Mountain Dogs; to assist breeders in the application of those practices; to provide breeders and potential breeders an educational forum pertaining to the Greater Swiss Mountain Dog breed; to encourage breeders to preserve the working characteristics of the Greater Swiss Mountain Dog; to promote humane treatment and training methods; to support responsible dog ownership; to encourage sportsmanship among breeders, fanciers, and owners of the Greater Swiss Mountain Dog; and to maintain an open dialogue with all international and national organizations sharing similar objectives, while insuring the autonomy of the AGSBA.

Article III
MEMBERS

Section 1. CLASSIFICATION AND ELIGIBILITY. AGSBA shall have the following membership classifications and eligibility requirements:

A. Regular. To qualify for regular membership, an individual shall give evidence of having owned dams who have produced at least three litters of Greater Swiss Mountain Dogs with three or more surviving puppies in each litter; have been in the Greater Swiss Mountain Dog fancy for a minimum of six years, and bred at least two champions of record, and agree to abide by the By-Laws, and Breeder's Guidelines of AGSBA.

B. Associate. To qualify for associate membership, an individual not meeting the eligibility requirements for regular membership shall give evidence of a desire to promote the purpose and objectives and to abide by the By-Laws and Breeder's Guidelines of AGSBA.

C. Lifetime. To qualify for lifetime membership, an individual shall have rendered notable service to AGSBA.

Section 2. ADMISSIONS PROCEDURE.

A. Regular. An application for membership, signed by two regular members, shall be sent to the Treasurer, who shall report it, together with the names of the endorsers to the Board. Voting upon the admission shall take place within thirty days. A three-fourths vote by the general membership for the admission of the member or vote for applicant shall elect to membership.

B. Associate. An application for membership signed by two regular members shall be sent to the Treasurer, who shall report to the Board; or do same as letting general membership vote. A two-thirds vote of the Board shall elect to membership.

C. Lifetime. Upon the written recommendation of one member, seconded by another member, and two-thirds vote by the Board, Lifetime membership may be conferred.

D. Classification Change. Upon satisfying the requirements of regular membership, Associate members shall give evidence of such to the Treasurer, and the general membership will vote needing three-fourths vote to approve application for Regular membership.

Section 3. ANNUAL DUES.

A. Annual Dues. Annual dues shall be established by the membership.

B. Dues Adjustments. Dues may be adjusted by a vote of the membership. A majority vote shall be required.

C. Same Household Dues Reduction. Two individuals who are members of the same household qualify for 50 percent reduction for the second individual's dues.

D. Dues Payment. Members shall pay dues directly to the Treasurer.

E. Dues Payment Dates. Dues shall be due and payable to the Treasurer by July 1. Membership shall forfeit if dues are not paid by January 1.

F. Membership Year. The membership year shall be July 1 through June 30. The year ended June, 2001 shall be an odd-numbered membership year.

G. Application of Dues to Following Year. Dues will be prorated.

Section 4. REINSTATEMENT. A former member who forfeited membership for nonpayment of dues can reapply for membership.

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 AGSBA.

B. Animal Cruelty and Criminal Neglect. Any member charged with animal cruelty or criminal neglect automatically shall be suspended from the privileges of AGSBA.

C. Fraudulent Advertising. Any member found guilty of fraudulent advertising through the Club's disciplinary process automatically shall be suspended from the privileges of AGSBA.

D. Conduct Unbecoming. Any member found guilty of misrepresentation, or other conduct that may reflect adversely on other members or AGSBA's reputation through the Club's disciplinary process, automatically shall be suspended from the privileges of AGSBA.

E. Vote. A two-thirds vote of the Board 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.

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 Secretary.

Article IV OFFICERS

Section 1. ELECTED OFFICERS. The elected officers of AGSBA shall be a President, Treasurer, and Corresponding Secretary.

Section 2. QUALIFICATIONS.

A. Eligibility for President. To be eligible for the office of President, a member shall have served as a member in good standing for five or more years.

B. Eligibility for Treasurer, Corresponding Secretary. To be eligible for the office of Treasurer, and Corresponding secretary, a member shall have been a member for five years.

Section 3. TERMS OF OFFICE. The elected officers shall assume office at the close of the odd-numbered membership year. These officers shall serve for two membership years or until their successors assume office. Elected officers shall not serve more than three consecutive terms in the same office.

Section 4. VACANCY IN OFFICE. In the case of a vacancy in the office of President, the Secretary will serve as President for the remainder of the term. A member in good standing for five years can be voted by three-fourths of the general membership.

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 President, or in the adopted parliamentary authority.

A. Duties of the President. The President shall:

1. be the official spokesman of AGSBA,
2. appoint each Director at Large to serve as a member of a standing committee,
3. appoint the chairs of the standing committees,
4. appoint special committees as necessary,
5. appoint a qualified Parliamentarian,
6. e-mail a president's report twice a year,
7. appoint, subject to approval of the Board, the nominating committee by July 1 of the even-numbered membership years, and the quarterly board meeting's agenda items to the Board.

B. Duties of the Treasurer. The treasurer shall:

1. be custodian of all AGSBA funds,
2. make a financial report to the Board semi-annually or at other times when requested by the President or the Board,
3. receive and maintain all membership applications and dues,
4. maintain current State of Missouri corporate status.

- C. Duties of the Corresponding Secretary.** The Corresponding Secretary shall:
1. answer questions from the general public;
 2. be responsible for keeping an updated membership application (hard copy or electronic) available to the public;
 3. chair the Marketing/Public Relations Committee.
 4. keep the official membership list

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. NOMINATING COMMITTEE.

A. Membership. The Nominating Committee shall consist of an elected officer, and a regular member-at-large.

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

C. Duties. The Nominating Committee shall:

1. consider the qualifications of all candidates for elected officers,
2. hold an e-mail conference no later than November of the even-numbered year,
3. submit for inclusion in the second calendar e-mail conference of the even-numbered year a request for letters of intent, and
4. submit for inclusion in the first calendar e-mail conference of the odd-numbered year at least one name for each position to be filled.

Section 2. ELECTION OF OFFICERS. Officers shall be elected by ballot. Any election shall require a majority of the members entitled to vote who are present and voting or a majority of the required quorum, whichever is greater.

Article VI E-MAIL CONFERENCES

Section 1. ANNUAL E-MAIL CONFERENCE. A membership e-mail conference shall be held annually at a date and time to be determined by the Board, with input from the membership. The call to the Annual e-mail conference shall be provided to the membership sixty days prior by the Treasurer.

A. Quorum. The quorum at the annual conference shall be a 20 percent 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 CONFERENCES. A special e-mail conference of the membership shall be called upon a two-thirds vote of the Board 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 conference 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 conference. A quorum at the special conference shall be twenty-five percent of the regular membership.

Section 3. ELECTRONIC MEETINGS. The Board, 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 shall be the President, Treasurer, and Corresponding Secretary.

Section 2. DUTIES.

A. Authority between Annual Meetings. The Board shall have full power and authority over the affairs of AGSBA between annual e-mail conferences as long as action taken is not contrary to the aims and goals of AGSBA.

B. Duties of the Board. The board shall:

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

Section 3. MEETINGS.

A. Regular. The Board 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. Regular e-mail conferences of the Board shall be updated at least two times during each membership year.

B. Special. Special meetings of the Board may be called by the President or any member of the Board with call given at least three days before the conference. Notice may be waived by the member of the Board.

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

Section 4. UPDATES. Updates of the Board will be made available to the general membership.

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

Section 6. EXECUTIVE SESSION. Upon the request of any two members of the Board, the President may choose 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 AGSBA shall be Arbietshund Certification, Education, and Newsletter.

1. The President shall be a member of all standing committees.
 - a) The Arbietshund Certification Committee shall be composed of three members.
 - b) Other standing committee shall be composed of a chair and at least two other members.
 - c) No member shall serve as a chair of more than one standing committee.
2. All standing committees shall report to the Board and shall be responsible to the President between meetings of the Board. All proposed actions of the standing committees, unless specified otherwise, must be submitted to the Board for approval.
3. The term for committee members shall correspond to that of the officers.
4. All committee members shall be appointed, upon approval of the Board, by the committee chair.

B. Arbietshund Certification Committee. The committee shall:

1. have general supervision of the Arbietshund Certification process subject to approval of the Board,
2. organize at least one field day event each membership year in conjunction with Greater Swiss Mountain Dog Club of America approved local, national or regional specialties,
3. submit a listing of the Greater Swiss Mountain Dogs successfully completing the requirements for the Arbietshund Certification to the Board and the Newsletter Editor,
4. award Arbietshund Certificates, and
5. propose changes the Arbietshund Certification process and requirements to the Board.

C. Education Committee. The Education Committee shall:

1. create and develop educational materials for publication in the AGSBA
2. newsletter. At least one educational article must appear in each newsletter;
3. be responsible for coordinating with specialty show chairs of the
4. Greater Swiss Mountain Dog Club of America approved local, national or regional specialties for the purpose of holding an educational seminar for specialty attendees, and
5. be responsible for continuing development of comprehensive educational materials.

Section 2. SPECIAL COMMITTEES. Special committees may be created by the membership or the Board.

Article IX DISCIPLINE

Any member conducting himself or herself in a way calculated to disturb the harmony of AGSBA 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 X BREEDER GUIDELINES

Section 1. STATUS. The AGSBA Breeder Guidelines are voluntary general guidelines for practice by breeders and reflect the goals of responsible quality breeding and preservation of the breed.

Section 2. AMENDMENT. The AGSBA Breeder Guidelines 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. The Board shall appoint a committee to review the AGSBA Breeder Guidelines at least every four years. The first review shall be conducted in 2011.

Article XI PARLIAMENTARY AUTHORITY

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

Article XII AMENDMENTS 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. The Board shall appoint a committee to review these bylaws at least every four years. The first review shall be conducted in 2011.