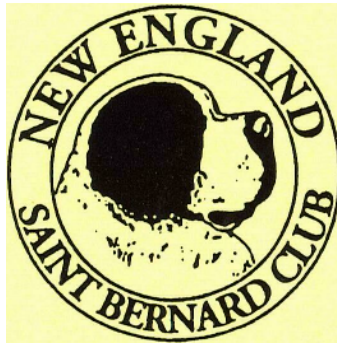


NEW ENGLAND SAINT BERNARD CLUB, INC.



CONSTITUTION and BY-LAWS

(Rev. 2005)

CONSTITUTION

ARTICLE I

Name and Objectives

Section 1. The name of the Club shall be The New England Saint Bernard Club, hereinafter referred to as "the Club", and be incorporated under the General Laws of the Commonwealth of Massachusetts.

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 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;

c. To promote the welfare of the Saint Bernard by improving the breed according to the Standard and educating the general public with regard to the proper care and purposes of the breed;

d. To do all things within its power to protect and advance the interests of the breed, to encourage sportsmanlike competition and to maintain the best of human relations with the members of this Club;

e. To conduct sanctioned matches, specialty shows, tests and trials under the rules 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.

Section 3. The Club shall not be conducted or operated for profit and no part of any assets or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual;

Section 4. The members of the Club shall adopt and may from time to time review such Bylaws as may be required to carry out these objectives.

BYLAWS
ARTICLE I
Government

Section 1. This club shall be governed by its membership.

Section 2. The members, when assembled in a meeting, shall constitute the governing body, which has power to act upon all matters not otherwise allocated in the Bylaws or other Rules of Order.

Section 3. Each member is entitled to one vote at meetings of the Club.

Section 4. The affairs of the Club will be administered by duly elected officers, each responsible for such functions, as the governing body shall determine.

ARTICLE II
Membership

Section 1. Eligibility. There shall be three types of active membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:

a. Active Membership. Enjoys all the privileges of the Club including the right to vote and hold office.

i. Family Membership. A Family Membership is open to two adult persons residing in the same household who enjoy all the privileges of the Club but receive only one copy of Club publications. Each adult is entitled to one vote, for a total of two votes per household.

ii. Individual Membership. An Individual Membership is open to one adult person who enjoys all the privileges of the Club and receives one copy of Club publications. An Individual Member is entitled to one vote.

iii. Life Membership. A Life Membership is open to a person who has been a member of the Club in good standing for at least 25 years. Life members enjoy all the privileges of membership and receive one copy of Club publications. A Life Member does not pay dues but can vote and hold office.

b. Subscriber. Subscribers are affiliates of the Club and are entitled to receive all regular Club publications, but receive none of the privileges accorded those who have membership status. Subscribers are not eligible to vote

Section 2. Dues.

a. Dues shall be payable on or before the 1st of January of each year. The annual dues shall be determined for each year at the Annual Meeting of the preceding year by the General Membership. Notice of dues shall be posted in The Sentinel. During the month of November the Treasurer shall send to each member a statement of his dues for the ensuing year.

b. Persons joining the Club in any year for the first time after September 1st shall have their dues credited entirely to the next fiscal year.

Section 3. Election to Membership.

- a. Each applicant for membership shall apply on a form approved by the Board of Directors, hereinafter referred to as the Board, and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the American Kennel Club. The application shall carry the endorsement of one member in good standing. Dues for the current year shall be submitted with each application and both shall be forwarded to the Corresponding Secretary.
- b. All applications shall be published in the next issue of the Sentinel and members will have 30 days to respond to a Board member if they have any comment/concern. If no responses are received, the membership application will be voted upon at the next meeting of the Board.
- c. Applicants for membership who have been rejected by the Club may reapply twelve (12) months after the date the application was rejected in accordance with Article I, Section 3(a) herein. An applicant who has been rejected shall receive a full refund of his dues.
- d. Life Member. Upon a 2/3 vote of the General Membership, Lifetime Membership may be conferred upon a person who shall have been a member in good standing for at least 25 years, and who has rendered notable service to the Club.

Section 4. Termination of Membership. Membership may be terminated by:

- a. Resignation Any member in good standing may resign from the Club upon written notice to the Recording Secretary , but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year (January 1).
- b. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days (March 1) after the first day of the fiscal year; however, The Board may grant an additional 90 days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting or by mail on any motion or amendment whose dues are unpaid for the current year.
- c. Expulsion. A membership may be terminated by expulsion as provided in Article VI Section 5 of these Bylaws.

ARTICLE III

Meetings

Section 1. Annual Meeting. There shall be an Annual Meeting of the Club held in or about the month of June AND/OR the Annual Meeting shall be held in conjunction with the Club's Specialty Show. The place, date and time shall be designated by the Board. Written notice of the annual Meeting shall be mailed by the Recording Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the membership in good standing. A banquet may be held in conjunction with the Annual Meeting.

Section 2. General Membership Meetings. There shall be at least one (1) General Membership Meeting to be held in the month of March each year. The date, hour and place shall be designated by the Board. Written notice of each meeting and agenda shall be mailed by the Recording Secretary at least 30 days prior to the date of the meeting. The quorum for such meetings shall be 10% of the members in good standing.

Section 3. Special General Membership Meetings. Special General Membership Meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and/or shall be called by the Recording Secretary upon receipt of a petition signed by ten 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 meeting shall be mailed by the Recording Secretary at least 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 10% of the members in good standing. The Recording Secretary shall send a written report to the membership following such a Special meeting.

Section 4. Board Meetings. Meetings of the Board shall be held at such times and places as designated by the Board. Such meetings shall be called by the President whenever it becomes necessary to transact the business of the club. The Recording Secretary will act as the clearing house for such meetings. The Board may conduct its business by mail, Fax, telephone conference call, email or other means of communication. Items voted upon by telephone conference call must be confirmed in writing to the Recording Secretary within 7 days. The quorum for such meeting shall be a majority of the Board.

Section 5. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such a place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Recording Secretary at least 15 days and not more than 60 days prior to the date of meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board, voting in person, by mail, Fax, telephone conference call or email.

Section 6. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present.

ARTICLE IV

Directors and Officers

Section 1. BOARD OF DIRECTORS. The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, ex-officio President, and 3 other persons each of whom shall be a member in good standing. With the exception of the ex-officio President, the Officers and Directors shall be elected for two-year terms at the Club's annual election starting in 2005 as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be the responsibility of the Board.

Section 2. OFFICERS. The Officers of this Club shall consist of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. They shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

a. President. The President shall be the chief executive officer of the Club and the Board. He shall preside at all meetings of the General Membership 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. He shall appoint and discharge all regular and special committees subject to the approval of the Board. He shall be a nonvoting member of all such committees, except the Nominating Committee. He shall perform such other duties as may be assigned to him from time to time by the Board and membership.

b. Vice President. The Vice President shall have the power to exercise the duties of the President in the case of the President's death, absence or incapacity. He shall perform such other duties as may be assigned to him by the Board and membership.

c. Recording Secretary. The Recording Secretary shall keep a record of all meetings of the General Membership and of the Board, of all votes taken, of all committee reports, and of all matters of which a record shall be ordered by the Board, and shall maintain the standing rules of the Board. He shall receive and tally in accordance with these Bylaws, and subsequently file, all ballots cast in the election of Officers and Directors, and on any motion, resolution or amendment. He shall notify members of meetings and notify Officers and Directors of their election to the Board. He shall send all notices required by the Bylaws, except as herein specifically set forth. It shall be his duty to act as Corporate Clerk, if a Massachusetts resident, preparing and filing all documents required. If he is not a Massachusetts resident, then in order of precedence, one of the other elected officers who is a resident of Massachusetts shall assume these responsibilities. He shall perform such other duties as are prescribed by these Bylaws or as assigned to him by the Board and membership

d. Corresponding Secretary. The Corresponding Secretary shall have charge of answering all inquires 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. He shall maintain a file containing all applications for membership and shall notify new members of their election to membership. He shall maintain at all times a supply of membership application forms and shall furnish these upon request. He shall furnish each applicant a copy of these Constitution and Bylaws, and each new member with a copy of the Official Breed Standard and such other Club pamphlets as designated by the Board. Within ten (10) days of acceptance of a new member, he shall forward to the Treasurer a copy of the membership application, together with the dues paid and forward to the Recording Secretary a list of new members He shall keep a roll of the members of the Club with their addresses. He shall obtain and distribute the necessary Club stationery to each Board member and other members concerned with Club activities. He shall maintain a supply of any pamphlets approved by the General Membership and shall furnish these upon request and payment of the cost of same, if any, which shall be designated by the Board. He shall perform such other duties as may be assigned to him by the Board and membership.

e. Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank satisfactory to the Board in the name of the Club. He shall disburse by check from Club funds payment for all bills approved by the Board. He shall keep a record of accounts of all receipts and disbursements, which shall be maintained in accordance with good bookkeeping practices. His books shall at all times be open to inspection by the Board and he shall render a report of the condition of the Club's finances and every item of receipt or payment not before reported at every meeting, and at such other times as designated by the Board. At the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. His books shall be audited annually, within sixty (60) days of the end of the fiscal year, by a committee of no less than three members or by a Public Accountant appointed by the Board. The Treasurer shall be bonded in such amounts as the Board may determine and shall perform such other duties as may be assigned to him by the Board and membership.

Section 3. Vacancies. Any vacancy occurring on the Board shall be filled by the next highest vote getter from the most recent election. Any vacancy among the officers during the year shall be filled until the next annual election by a majority vote of all the then remaining members of the Board; except that a vacancy in the office of the President shall be automatically filled by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Board.

ARTICLE V

Club Year, Nominations, Elections and Voting

Section 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the last day of December. The Club's operational year shall begin at the conclusion of the annual meeting at which time Officers and Directors shall take office, and continue through the next annual meeting. Each retiring Officer shall turn over to his successor in office all properties and records relating to that office within 30 days after election.

Section 2. Nominations for Officers and Directors

- a. No person may be a candidate in a Club election who has not been nominated in accordance with these Constitution and Bylaws.
- b. No person may be a candidate in a Club election whose dues are unpaid.
- c. Nominating Committee
 - i. A Nominating Committee shall be chosen by the Board of Directors at a Board Meeting held prior to end of November meeting of an odd year, biannually.
 - ii. The Nominating Committee shall consist of three (3) members and two (2) alternates, all members in good standing, no more than one of whom may currently be a member of the Board of Directors. The Recording Secretary shall notify immediately the committee and alternates of their selection. The members of the Nominating Committee shall name a Chairman of the Committee and it shall be such person's duty to call a committee meeting. The Nominating Committee may conduct its business in person, by mail, Fax, telephone conference call, or email.
 - iii. The Nominating Committee shall nominate from among the members of the Club in good standing one candidate for each office, and five candidates for the three Directors positions. Written acceptance shall be procured from each candidate. The Nominating Committee shall then submit its slate in written form to the Recording Secretary by February 15th of an odd year. The Recording Secretary shall mail the list of candidates to each member by March 1st of an odd year.
- d. Additional nominations may be made from the floor at the March meeting by any member in attendance provided that the person nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- e. No person may be a candidate for more than one position.
- f. If no valid additional nominations are received by the Recording Secretary by the due date, then the Nominating Committee's slate shall be declared elected by the Recording Secretary at the time of the Annual Meeting and no balloting shall be required.

Section 3. Bi-Annual Elections

- a. The Recording Secretary shall prepare a ballot in the following form on or before the 1st day of April in an odd year:
 - i. Each candidate for an Officer position shall be listed under the designated position in alphabetical order with instructions to vote for one candidate for each Officer position.
 - ii. Each candidate for a Director position shall be listed in alphabetical order with instructions to vote for three (3) of the five (5) candidates listed.

b. The Recording Secretary shall mail the ballot on or before the 1st day of May of an odd year to each member in good standing, together with a blank inner envelope, and a self-addressed return envelope to the Recording Secretary marked "Ballot" and bearing the name and address of the member to whom it was sent for verification of membership.

c. So that the ballot may remain secret each voter upon marking his or her ballot shall seal it in the blank envelope, which shall in turn be placed in the "Ballot" envelope addressed and mailed to the Recording Secretary. Ballots must be received by the Recording Secretary on or before the 1st day of June of an odd year to be valid.

d. The ballots shall be opened and tabulated by the Recording Secretary, inspected by the Board and made available for inspection of the membership at the Annual Meeting of said odd year.

e. The person receiving the highest number of votes for each position shall be declared elected to that office. Results of the election shall be published in the next issue of the Sentinel.

f. 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 in accordance with Article III Section 3 herein.

ARTICLE VI

Committees

Section 1. The membership may recommend and the Board may appoint standing committees to advance the work of the Club in such matters as specialty shows, membership, education, ways & means and other fields which may well be served by a committee. Special committees may also be established for special projects.

Section 2. 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 VII

Discipline

Section 1. American Kennel Club/Saint Bernard Club of America Suspension Any member who is suspended from the privileges of the American Kennel Club or the Saint Bernard Club of America automatically shall be suspended from the privileges of this Club for a like period with no rebate or partial rebate of current year's dues.

Section 2. Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or to the breed. 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. 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 prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which 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 of a

hearing by the Board, or by a Committee of not less than one (1) Board member and three (3) members in good standing, not less than 3 weeks nor more than 6 weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the 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 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 that the accused has been provided with full details as to the charges and such evidence as would be presented in support of the charges.

Section 4. Suspension. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and the accused member, the Board or Committee may, by a majority vote of those present, suspend the accused member from all privileges of the Club for the remainder of the Club's operational year or for a period of 6 months, which ever is greater. 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 General Membership 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 a General Membership 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. Such proceeding may occur at a regular or special meeting of the General Membership to be held within 60 days but not earlier than 30 days after the date of the recommendation of expulsion. 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 the recommendations, and shall invite the accused member, if present, to speak in his own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 majority vote of those present and voting at the Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VIII

Amendments

Section 1. Amendments of the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Recording Secretary signed by twenty 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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2. The Constitution and Bylaws may be amended by a 2/3 vote 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.

Section 3. Amendments to the Constitution and Bylaws become effective immediately when voted upon and approved by the 2/3 majority as stated in Section 2 of this Article.

Section 4. Amendments to the Constitution and Bylaws shall be forwarded to the American Kennel Club immediately upon approval.

ARTICLE IX

Dissolution

Section 1. In the event that the dissolution of the Club is pending, a Special General Membership Meeting will be called as stated in Article III, Section 3. This meeting's purpose will be to discuss the dissolution of the Club. Following the Special General Membership Meeting, written ballots will be sent to the membership for a vote. Ballots will be treated in the same manner as election ballots in Article V, Section 3. The Club may be dissolved at any time by the written consent (written ballots) of not less than 2/3 return ballots. 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 SBCA Health Foundation 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 Directors.

ARTICLE X

Order of Business

Section 1. General Membership Meetings. At General Membership Meetings 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 Recording Secretary

Report of Corresponding Secretary

Report of Treasurer

Report of Committees

Election of new members

Unfinished business

New business

Adjournment

Section 2. Board Meetings. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE XI

Parliamentary Authority

Section 1. The rules of parliamentary procedure comprised in the most current edition of Robert's Rules of Order, Revised, shall govern the proceedings of the Club and the Board, subject to such Bylaws as have been or may be adopted.

ARTICLE XII

Construction

Section 1. 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 where the context may require such interchange.

ARTICLE XIII

Corporate Form

Section 1. The Club shall maintain itself in a corporate form, organized and operating in accordance with Chapter 180 of the General Laws of Massachusetts.

Section 2. No provision of this Constitution and Bylaws shall be construed to be or effectively be in violation of any provision of law, the Club's corporate charter or condition of any tax exemption of the Club.