

# **Constitution and By-Laws Of Himalayan Mountain Dog Club International**

## **PREAMBLE**

The Breeders and Fanciers of the Himalayan Mountain Dog have organized themselves as an international organization known as Himalayan Mountain Dog Club International for the express purpose of preserving and protecting the working, landrace guardian dogs of similar appearance, temperament, and purpose, that are native to the Himalayan mountain regions of the traditional Tibetan Cultural Area, Nepal, Mongolia, India, Bhutan, and Pakistan that meet the breed standard established by this Club.

## **ARTICLE II: OBJECTIVES**

Create an accurate and reliable pedigree registry of these dogs both from qualifying dogs already registered as Tibetan Mastiff and native dogs meeting the breed standard and requirements of this Club, with the goal of worldwide recognition through cooperation with, and by the following of protocols established by the major registration services of the world to have these dogs recognized as Himalayan Mountain Dog. These organizations include, but are not limited to, Fédération Cynologique Internationale members, American Kennel Club, The Kennel Club, United Kennel Club, and Canadian Kennel Club.

Ensure the best ethical practices are used to preserve the unregistered, native dogs performing their traditional work in their native lands.

Breed for genetic diversity while preserving appearance, balanced temperaments, functional structure, and good health.

Establish at minimum, 8 family groups with dogs from both inside and outside their native lands that qualify per this Club's genetics committee review and approval.

Allow members of Himalayan Mountain Dog Club International to establish regional affiliated clubs throughout the world to work collectively to achieve the Himalayan Mountain Dog Club International's goals and objectives.

## **ARTICLE I: NAME**

The name of this Club shall be Himalayan Mountain Dog Club International. Hereinafter referred to as "the Club". The home location shall be the sitting president's home country. The Club shall not be conducted nor operated for profit, and no part of any dues, donations or other receipts, whether in the form of funds or merchandise, the remainder of, or the residue from them, shall inure to the benefit of any member or individual.

### **ARTICLE III: MEMBERSHIP**

Any reputable person who is breeder, owner and/or fancier of Himalayan Mountain Dog regardless of sex, race, creed, color, religion, or national origin shall be eligible for membership in the Club.

New members must be recommended, in writing, by two members of the Club. The prospective member must submit an application, sign the agreement to follow the Club member ethics statement, pay an application fee of \$20.00 USD and submit to the Secretary. New members will be voted on by the Board of Directors for acceptance. The Club reserves the right to decline membership. In the case that membership is declined, a full refund shall be issued. If the prospective member is accepted, the \$20.00 USD is the membership fee until dues are payable for the next year. Members may register two adult dogs and one litter of puppies at no cost in their lifetime. To qualify for this benefit the member must maintain their membership with the Club.

### **ARTICLE IV: DUES**

The annual membership fee shall be due and payable January 1st of each year and shall be \$15.00 USD per Individual membership or \$25.00 USD per family membership.

Any member of the Club, who has not paid their dues by January 31st, becomes delinquent and will be dropped from the membership roll until membership is renewed by full remittance of delinquent charges. Any member who has not paid their dues for one full year, must reapply to be a member of the Club.

### **ARTICLE V: EXPULSION OF MEMBERS**

Any member of the Club may be expelled for conduct by word, deed, or act that is detrimental to the Club, by unanimous decision of the Board of Directors. Written notice of this action must be sent to the expelled member within five days of the vote.

Any member of the Club so expelled shall have the right to appeal to the Board of Directors for reinstatement. The said appeal shall be filed in writing, with the Secretary of the Club, within fourteen days of the mailing of the written notice of expulsion. The appeal for reinstatement shall be acted upon at the next Board of Directors meeting. Reinstatement shall be granted upon unanimous vote by the Board of Directors.

### **ARTICLE VI: THE BOARD OF DIRECTORS**

The Board of Directors for Himalayan Mountain Dog Club International shall be elected by the membership of the Club. The Board of Directors is entrusted with the general management and to conduct the business of Himalayan Mountain Dog Club International shall be members in good standing of Himalayan Mountain Dog Club International. The Board of Directors shall be

compromised of the President, Vice-President, Secretary, and Treasurer. The Board of Directors shall be elected for two year terms at the Club's annual meeting as provided in Article VII. The immediate Past President shall automatically become a fully privileged, voting member of the Board of Directors, upon expiration of the term of office for a term of one year and shall be called upon to give input and to break any ties in voting.

The Board of Directors, consisting of the President, Vice President, Secretary, Treasurer, and immediate Past President, shall serve in their respective capacities at both their meetings and membership meetings.

No member shall hold more than one office at a time other than Secretary/Treasurer if necessary, and no member shall be eligible to serve more than two consecutive terms in the same office.

No member shall be eligible for nomination for the Board of Directors of the Club until they have been a member of Himalayan Mountain Dog Club International at least one year. This restriction is waived for the organizational officers.

## **ARTICLE VII:**

### **THE CLUB YEAR, ANNUAL MEETING, ELECTIONS AND ORDER OF BUSINESS**

The Club's official year shall begin at the conclusion of the annual meeting and shall continue through the next annual meeting.

The annual membership meeting shall be held in the month of April. Meetings are not limited to a physical location and may be held via any means available, including but not limited to, electronic meeting applications and conference calls.

At which time it is necessary, proxy voting will be allowed. Proxies must be submitted to the Secretary of the Board of Directors within one week prior to the beginning of the meeting. All members assigning their proxy and proxy carriers must be current members in good standing with the Club. No member is allowed to actively solicit proxies from any member. Such violations may result in expulsion from the Club.

Bi-annually, the Board of Directors for the following two years shall be elected from among those that are nominated. They shall take office immediately upon the conclusion of the meeting. All retiring officers shall turn over to their successor all properties and records relating to that office within the twenty days immediately following the election. Notice of the new Board of Directors shall be communicated to the membership within 10 working days after the election.

The membership shall elect a Nominating Committee at the annual meeting the year preceding an election year. The membership shall elect a chairperson, two members and two alternates, none of which can be a member of the current Board of Directors. The elected members of the Nominating Committee shall be immediately notified of their selection. The Nominating Committee Chairperson shall set a meeting date/time within 45 days of the election of the committee.

- (a) The committee shall collect nominations from the membership, candidates for each office, and after securing the consent of the nominees, verify their membership and report their nominations to the Secretary in writing. In no case shall this notification be less than 90 days prior to the annual election meeting date. The candidates must meet the Board of Directors membership requirements of the Club.

- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least 60 days prior to the annual election meeting, notify each Club member in writing (by posting or publishing) of the candidates nominated.
- (c) Additional nominations may be made at the annual meeting by any member in good standing, provided that the person(s) so nominated does not decline when their name is proposed, and provided that if the proposed candidate is not in attendance at this meeting, his or her nominator presents to the Board of Directors Secretary with a written statement from the proposed candidate, signifying his or her willingness to be a candidate.
- (d) The candidate receiving the greatest number of votes for each office shall be declared elected (popular vote).

The order of business for both membership and Board of Directors meetings shall be:

- 1. Call to Order
- 2. Roll Call of Members
- 3. Reading and Approval of the Minutes
- 4. Report of Committees
- 5. Report of Officers
- 6. Old Business
- 7. New Business
- 8. Election of New Officers (if applicable)
- 10. Adjournment

**ARTICLE VIII:  
BOARD OF DIRECTOR MEETINGS**

The Board of Directors meetings of the Club shall be held at such hour and place as may be designated by the President of the Board of Directors. The Secretary is responsible to provide a written notice of such meetings to be delivered by any means available to all members of the Board of Directors within at least seven days prior to the date of the meeting. Meeting may be held via any means available, including but not limited to, electronic meeting applications and conference calls.

**ARTICLE IX:  
PARLIMENTARY PROCEDURES, SPECIAL MEETINGS**

Robert's Rules of Order shall be accepted as a basis of Parliamentary procedure in membership meetings and Board of Director meetings. Special membership meeting may be called by the President or by 60% of the membership petitioning the Board of Directors. Petitions must include the purpose of the meeting and a clear agenda. No other items can be added to the agenda after the petition is submitted or during the meeting.

## **ARTICLE X: COMMITTEES**

All committees will be appointed by the President in consultation of the members of the Board of Directors. Other committees standing or special shall be appointed by the President in consultation with Board of Directors, as the Board of Directors or membership shall from time to time deem necessary, to carry on the work of the Club.

### **Auditing Committee**

Consists of three members in good standing appointed at least 30 days prior to the annual membership meeting. It shall be the duty of the Auditing Committee to audit the Treasurers accounts and to report at the annual membership meeting.

### **Membership Committee**

Consists of three members who promote membership in the Club.

### **Genetics and Registration Committee**

Consists of three members. The President may name additional members for the purpose of apprenticing for this committee. Reviews and approves or declines applications for registration of foundation dogs using the guidelines established in the Registration policy handbook. Tracks the family groups and makes recommendations to the membership regarding genetic diversity. This committee receives reports of litter registrations. A member of the Board of Directors will act as a member of this committee should there be any vacancies.

### **Education Committee**<sup>1</sup>

One to three HMDCI members in good standing. The duties of this committee shall be:

- (a) To research educational resources and post in these in Himalayan Mountain Dog Forum (HMDF) at least one time per month. The resources must be compatible with HMDCI's mission and Code of Ethics. Subjects may include, but are not limited to breeding and whelping, genetics, training, nutrition, and care.
- (b) Maintain a list of resources.
- (c) Monitor their assigned HMDCI email and HMDF to respond to requests for specific educational resources related to the Himalayan Mountain Dog.

### **Nominating Committee**

See Section VII.

## **ARTICLE XI: DUTY OF OFFICERS OF THE BOARD OF DIRECTORS**

### **PRESIDENT**

The President serves as the presiding officer and spokesman of the Club. The President shall preside over all meetings of the membership and the Board of Directors. As official representative of the

Club, the President shall be responsible for the preservation and maintenance of the ethics, rules, policies and the Constitution and Bylaws of the Club. He shall have authority, in consultation with the BOD and membership as needed, to appoint any and all committees as he may deem necessary to carry out the business and interests of the Club. The President shall serve as an ex officio member of all committees except the Nominating Committee and Auditing Committee. As an ex officio member of committees, the President has the same rights as the other committee members, but is not obligated to attend meetings of the committees.

The President is responsible for the day to day administration of the Club between Board of Directors and membership meetings. Where practical, he shall seek out input from the BOD and membership when making major decisions between meetings.

Whenever possible, the President will familiarize other Board of Director officers in the responsibilities of the office.

### **VICE PRESIDENT**

The Vice President assists the President in directing and controlling activities of the Club. The President and Vice President shall work closely together endeavoring to keep the lines of communication open to ensure the Vice President is kept well informed. The Vice President shall serve in an advisory capacity to the President on issues needing consultation. The Vice President succeeds to the presidential office on the absence, resignation, removal, death, or disability of the President. The Vice President is charged with the following responsibilities:

1. Coordinate all benefit and other special events sponsored by the Club.
2. Assist in other responsibilities as requested by the President.
3. Assists the membership and other Board of Director officers with questions about the Constitution and Bylaws, rules, and policies of the Club policies of the Club.

Whenever possible, the Vice President will familiarize other Board of Director officers in the responsibilities of the office.

### **SECRETARY**

The duties of the Secretary are:

1. Keep a record of all the proceedings of the organization, usually called the minutes.
2. Keep the Club's official membership roll including complete name, address, and phone number.
3. To make minutes and records available to members upon request.

4. To be the receiver and distributor of all Club mailings and to notify members of meetings.
5. To maintain an adequate supply of forms and notices, all of which shall be furnished by the Club.
6. To maintain record book(s) or digital records in which minutes are recorded with any amendments to these documents properly recorded, and to have the current record books on hand at every meeting.
7. To preside in the absence of the President and Vice President at all meetings of the Club with the same power vested in the President.
8. Maintain or supervise dog registration records including pedigrees, offspring, and all other required information.

Whenever possible, the Secretary will familiarize other Board of Director officers in the responsibilities of the office.

### **TREASURER**

The Treasurer is responsible for:

1. Collecting and holding all funds belonging to the Club. These funds shall deposit in a bank approved by the Board of Directors and disburse them as bills are approved for payment. All drafts on Club funds, exceeding one hundred dollars, will be countersigned by the President and approved by the Board of Directors.
2. Keeping current as nearly as possible, a balance of Club funds at all times. These records will be audited prior to the Annual General Membership meeting by an appointed Auditing Committee. Additional interim reports will be made as needed.
3. The Treasurer must be bonded for a sum sufficient to protect the Club from loss. The bond shall be the amount of the projected receipts annually. The bond will be paid for by the Club.
4. During the month of November, it shall be the responsibility of the Treasurer to notify the members, in writing that dues for the coming year are due.
5. By February 5, provide the Secretary with a list of members who have paid their dues.

Whenever possible, the Treasurer will familiarize other Board of Director officers in the responsibilities of the office.

### **VACANCIES**

Any vacancies occurring on the Board of Directors during the year shall be filled until the next bi-annual election by appointment by the President or at a Special Membership meeting called for that purpose. Vacancy of the office of the President shall be filled automatically by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by appointment until the next bi-annual election by appointment of the President or at Special Membership Meeting called for that purpose.

## **ARTICLE XII: AMENDMENTS**

Any amendment to the Constitution and Bylaws may be proposed by the membership by written petition addressed to the Secretary and signed by twenty percent of the membership in good standing or by the Board of Directors. The Secretary shall promptly advise the membership in writing of the proposed amendment(s), along with the recommendations of the Board of Directors within 30 days of the receipt of the petition or Board of Directors proposal. The Secretary must submit the proposed amendment(s) to the members, for a vote within three months of the date the petition was received by the Secretary.

Further, the Constitution and Bylaws may be amended by a “yes” vote of two thirds of the membership, at any regular or special meeting called for that purpose providing the proposed amendments have been included in the notice of the meeting, or by digital voting, Amendments contrary to the maintenance of non-profit status of this Club are not allowed.

## **ARTICLE XIII: DISSOLUTION**

The Club may be dissolved by written consent of no less than two thirds of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntarily, involuntarily, or by operation of law, after payment of the debts of the Club, its property and assets shall be given to a non-profit organization for the benefit of Himalayan dogs and shall be selected by the Board of Directors.

The above Constitution and Bylaws of the Himalayan Mountain Dog Club International was voted on and adopted by the membership on the 21<sup>st</sup> day of the month of January in the year 2020.

## **AMENDMENTS HISTORY**

<sup>1</sup> **ADD** Education Committee passed at Annual All Member Meeting April 24, 2021 Article X (page 5)