

**Pacific Northwest Portuguese Water Dog Club, Inc.**  
**Constitution and By-laws**  
**Policies and Procedure Manual**  
**Approved 10-14-1997**

**CONSTITUTION**

**Article I Name and Purpose**

- Section 1     The name of the Club shall be The Pacific Northwest Portuguese Water Dog Club, Incorporated. The name is abbreviated to PNWPWDC.
- Section 2     The purpose of the Club is to promote the appreciation, enjoyment, and vitality of the Portuguese Water Dog breed.
- Section 3     Conduct of Club business and activities shall be consistent with the objectives and purposes of the Portuguese Water Dog Club of America, Inc. (PWDCA) and the American Kennel Club (AKC).
- Section 4     The Club shall not be conducted or operated for profit and no part of any profit or remainder of residue from dues or donations, to the Club, shall inure to the benefit of any member or individual.
- Section 5     The Club shall adopt and revise such by-laws as are necessary to carry out its purpose. For circumstances not covered or sufficiently detailed by enacted by-laws, *Robert's Rules of Order Revised* shall apply.

**By-laws**

**Article I Membership**

- Section 1     Eligibility: To gain and retain membership an individual must be in good standing with the AKC. A voting member must be eighteen years of age. Honorary members, voted at the discretion of the board, are not eligible to vote.
- Section 2     Dues: Dues are set by the board but may not exceed \$25.00 per individual membership or \$5.00 per year for each additional household or junior member. First years dues are pro-rated for that part of the calendar year remaining from the time a prospective member makes application. Dues are payable by March 1 of each year. On the first day of February the Corresponding Secretary shall send a statement of dues to each member for the ensuing year. Members who are delinquent in payment of annual dues shall be sent a second notice by the treasurer. Such notice shall be mailed to the last address on the books of the Club on or before the 15<sup>th</sup> of April. If dues are not paid on or before May 1<sup>st</sup> said membership shall be declared terminated by lapsing

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Section 3 Membership application may be made with or without the sponsorship of a member in good standing of the PNV/JPWDC or the PWDCA. Sponsors must have been continuous members of the PNWPWDC or the PWDCA for two or more years. Upon application to the secretary and payment of dues a sponsored applicant shall be considered a member. Non-sponsored applicants will be granted membership upon approval by the board. Application for membership presumes the applicant agrees with the purpose of the club and to abide by its constitution and by-laws. If within the first year of membership it is considered by the board that a new member's interests, purpose, attitude, or behavior are contrary or hostile to the interests and purposes of the Club the board may suspend voting rights.

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 while 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.

b) Lapsing. A membership will be considered as lapsed and automatically terminated if such a member's dues remain unpaid 60 days after the first day of the fiscal year; however, the board may grant an additional 30 days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. Any member whose membership lapses may be reinstated provided he pays his dues retroactively, and he is in good standing with The American Kennel Club.

c) Expulsion. Membership may be terminated by expulsion as provided by Article 5 of these by-laws.

## **Article 2 Meetings**

Section 1 Regular Meetings: Regular meetings are called and conducted to accomplish and organize club business and activities. There shall be at least two regular meetings conducted each year. Other regular meetings may be called and conducted as convenient and in conjunction with other club activities.

Section 2 Special meetings: Special meetings may be called to address a specific issue, activity, or problem. Special meetings may be called by the President, or a quorum as defined in Article 2, Section 3.

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Section 3 Quorum: A Quorum for regular and special meetings shall be 10% of the voting members in good standing. A Quorum for Board Meetings shall be a majority of the Board voting in person.

Section 4 Validity of meeting: For a meeting to be valid the time and place of the meeting shall have been published to the membership at least 10 days before it is to be held.

**Article 3 Directors and Officers**

Section 1 Board of Directors

(a) The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four directors, all of whom shall be good standing. To be eligible to serve on the Board of Directors, a member shall have been a voting member for at least one year. The term of office shall be for one year, beginning December 1 through November 30, except for the Directors which shall be for two years. Two directors are elected every year on staggered two year terms. All officers and Directors shall be elected as provided in Article 4, Section 1, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

(b) Duties of the Board of Directors: The Board of Directors shall have the duty of the management of the routine affairs of the Club. It shall be their duty to do such acts as shall best promote the purpose of the Club, and they shall be limited in their judgment to the exercise of such duties only by good faith. They may, at their discretion, refer matters for approval or advice to the members at large at any meeting. Without limiting their powers as stated, they shall have the following specific powers and duties. They shall provide facilities for any meetings of the members and designate a committee of any number of their members or to any officers, such duties, either general or special, as they deem wise, and may include therein any regular club member in good standing not currently serving on the Board of Directors.

(c) If any Officer or Director misses four consecutive meetings without just cause during the fiscal year, he/she may be removed from office by 2/3 vote of the Board and the same procedure for a vacant office shall follow.

Section 2 Officers

The Club's Officers consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their

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respective capacities both with regard to the Club and its meetings and the Board and its meetings. They shall be elected for one year terms. To be eligible to serve as President a member shall have been a voting member for at least one year and a board member for at least one year.

(a) Duties of the President: The President shall preside at all meetings of the Club and of the Board of directors. He/she shall sign all authorized contracts and other obligations in the name of the Club. He/she shall be ex-officio member of all committees except the nominating committee. He/she shall do and perform such duties as from time to time may be assigned to him/her by the Board.

(b) Duties of the Vice President: It shall be the duty of the Vice President to perform all duties and exercise the powers normally appurtenant to the office of the President during his/her absence or at his/her request. The Vice President shall act as custodian and keep a complete inventory of all Club property.

(c) Duties of the Recording Secretary: The Recording Secretary shall preside in the absence of the President and Vice President; shall keep an accurate and detailed written account of each club meeting and board meeting; shall maintain an accurate membership list and shall keep an accurate record of member attendance at all meetings. He/she shall send a copy of the minutes of each meeting to the President and Corresponding Secretary within fourteen days after the Club or Board meeting.

(d) Duties of the Corresponding Secretary: The Corresponding Secretary shall have charge of all the correspondence from and to the general public and all communication to the membership, which does not originate from an official of the Board of Directors. He/she shall notify new members of their election to membership, notify Officers and Directors of their election of office. He/she shall provide and forward to the recording secretary all matters which require being recorded in the permanent record and carry out such duties as prescribed by the Board.

(e) Duties of the Treasurer: The Treasurer shall collect, receive and disperse all Monies due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board in the name of the Club. The Treasurers books shall at all times be open to the inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances. Treasury books shall be reviewed annually by a committee of three (3) consisting of at least one (1) Board member. The review is to take place

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not later than thirty (30) days after the election of the new officers. In the case of a change of Treasurer, the books shall be reviewed (as stated above) before the transfer to a new Treasurer. To disburse Monies of the dub over \$250.00, expenditure must be approved by the majority vote of the elected Board of Directors.

(f) Duties of the Directors are as prescribed by the board.

**Section 3 Vacancies**

Any vacancy occurring on the Board or among the officers during the year shall be filled for the remainder of the term, by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancies, or at a special meeting called for that purpose; except in the case in the office of President, which shall be filled automatically the by Vice President. The resulting vacancy in the office of the Vice President shall be tilled by special election as prescribed above.

**Article 4 Nominations and Elections of Officers**

**Section 1 Nominating Committee:** On or before September 15 of each year the Board shall form a nominating committee of three members in good standing, of which no more than one of whom may be a member of the Board. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and position of the Board, and, after securing consent of each person so nominated, they shall immediately report their nominations to the Corresponding Secretary in writing, If not appointed by the Board, dub members holding membership for one or more years and in good standing must be seated on the nominating committee upon their written request made to the Corresponding Secretary in writing on or before September 15<sup>th</sup>.

**Section 2 Standing for Office:** Any dub member in good standing and holding membership for at least one year in lieu of being nominated by the nominating committee may stand for office by communicating to the Corresponding Secretary in writing before October 1<sup>st</sup> of their intention and the position they seek endorsed by two (2) members in good standing.

**Section 3 Election:** Between October 1<sup>st</sup> and October 15<sup>th</sup> the Corresponding Secretary shall mail to the membership a ballot of those nominated and standing for each office. Uncontested offices are assumed to be elected. Completed ballots for contested offices will be returned to the club Corresponding

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Secretary. To be valid they must be postmarked no later than November 15<sup>th</sup>.

## **Article 5 Committees**

- Section 1 The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience, water trials, agility, tracking, trophies, annual prizes, membership and other fields which may well be served by committee. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid its particular projects.
- Section 2 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

## **Article 6 Discipline**

- Section 1 Any member suspended from the privileges of the American Kennel Club or from the Portuguese Water Dog Club of America shall be suspended from the privileges of this Club for a like period.
- Section 2 Any member may prefer charges against another member for alleged misconduct contrary to the best interests of the Club or the breed. Written charges with specifications must be filed with the Corresponding Secretary with a deposit equal to twice an individual's dues. This deposit shall be forfeited if the charges are not sustained by the Board of a Committee following a hearing. The Corresponding Secretary shall promptly communicate the charges to the Board in writing or at a board meeting. The board shall decide whether the charges, if proven, constitute conduct contrary to the best interests of the Club or breed. If the board determines the charges are not contrary to the best interest of the Club or breed it may refuse to take jurisdiction. If the board takes jurisdiction it shall form a Hearing Committee of members in good standing and fix a hearing date for not less than three weeks and not more than six weeks from the date jurisdiction is taken. The Corresponding Secretary shall promptly send a copy of the charges to the accused by registered mail together with a notice of the hearing and assurance to the accused that they may personally appear in their own defense and present witnesses, testimony, evidence, and affidavits on their behalf.

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Section 3 The Hearing Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained the Hearing Committee may by a majority vote suspend the defendant from all Club privileges for up to six months. It may also be recommend expulsion which matter is referred to the general membership at a special meeting to be called and convened within 90 days of the Hearing Committee's recommendation for expulsion. Suspension does not prohibit the defendant from presenting attendance at the special meeting called to consider their expulsion. The disposition of a case by a Hearing Committee shall immediately be communicated by the Recording Secretary in writing to the board, the complainant, and the defendant.

Section 4 Expulsion of a member from the club may only be accomplished at a special meeting called for that purpose following a Hearing and the recommendation of the Hearing Committee as specified in Article 6, Section 3. The defendant may appear on his/her own behalf though no evidence shall be presented at this meeting. The Hearing Committee shall present the charges, findings, and recommendations and invite the defendant to speak on their own behalf. The meeting shall then vote by written secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present shall be necessary for the expulsion. If expulsion is not so voted the term of the suspension shall stand.

### **Article 7 Amending the Constitution and By-laws**

Section 1 Proposed Amendments to the Constitution or By-laws must be published to the entire membership along with a ballot to be used by each member to indicate their agreement or non-agreement(s). The ballot may address the proposed amendments(s) in whole or in part. The ballot must also state the time by which the ballot must be returned in order to be counted which must be at least thirty days from the time of publication of the proposed amendment(s). A 2/3 majority of members voting is required for a proposed amendment to succeed.

### **Article 8 Dissolution**

Section 1 The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club none of its property or assets may be distributed to any members of the Club. After payment of Club debts its property and assets shall be given

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to a charitable organization or medical center for the benefit of dogs as selected by the Board of Directors.

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**Article 9 Order of Business**

Section 1 At Club meetings the order of business so far as the character and nature of the meeting permits shall be:

- Roll Call
- Minutes of Last Meeting
- Officers' Reports
- Standing Committee Reports
- Ad Hoc Committee Reports
- Unfinished Business
- New Business
- Adjournment

Section 2 The Order of Business at Special Meetings shall be:

- Roll Call
- Statement of Meeting Purpose
- Minutes of Last Meeting (if special meeting was adjourned without completion of business)
- The Business at Hand
- Adjournment

**Article 10 Parliamentary Authority**

Section 1 The rules contained in the current edition of *Roberts Rules of Order, Newly Revised*, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

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## **Policies and Procedures**

This document outlines the policies and procedures of the Pacific Northwest Portuguese Water Dog Club (PNWPWDC). These policies and procedures may change by vote of the Board as needs and purposes change.

### **Electronic Voting Procedure**

The Board may vote on motions and issues via email between meetings. The following outlines the procedure and time lines of such a vote.

Note: Electronic voting in the context of this procedure refers to email communication. Telephone is acceptable as a substitute only, for example if a Board Member does not have email or does not have access to email due to travel.

1. An email motion can be made by any board member.
2. The motion must be sent to the Recording Secretary for distribution with a copy to all Board Members.
  - a. Board Members without email shall call the Recording Secretary.
3. The Recording Secretary has to ensure that all Board Members receive the motion. For the record, the Recording Secretary shall send an email to all Board Members confirming the issue date of the motion.
  - a. The email must be sent with the option "Return Receipt Requested" turned on.
  - b. If delivery fails the Recording Secretary shall use telephone to reach the Board Member(s).
4. Motions may be marked URGENT. The reason must be stated in the motion, e.g. a deadline for club action. Urgent motions follow the accelerated time line indicated in parentheses below.
5. All motions must be seconded by sending an email to (or by calling) the Recording Secretary with an email copy to the Board Members.
6. Seconds must be received no later than the end of the seventh (third) calendar day after the motion was announced by the Recording Secretary.
7. If NO second is received before the deadline, the Recording Secretary shall distribute the announcement that the motion expired.
8. IF a second is received by the Recording Secretary, the second shall be announced to all Board Members.
9. The announcement of the second is considered the start of the voting period. The Recording Secretary shall include the vote's closing date in the announcement.
10. Voting shall complete no later than 10 (7) days after the announcement.
11. Voting can be by email or telephone call to the Recording Secretary.

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12. Voting is complete once all Board Members have voted or when the voting period expires, whichever comes first.
13. Once the voting is complete, the Recording Secretary shall distribute the result (for, against, abstain/no vote) to the Board.
14. All email votes and their results shall be announced at the next regular membership meeting following the completion of the votes.
15. The results shall be recorded in the membership meeting minutes.

History: approved by a vote of the membership September 9, 2005.