

Constitution and Bylaws of the Pacific Northwest Portuguese Water Dog Club

CONSTITUTION

ARTICLE I Name and Objectives

SECTION 1. The name of the club shall be Pacific Northwest Portuguese Water Dog Club, Incorporated. The name is abbreviated to PNWPWDC.

SECTION 2. The objectives of the club shall be:

- a) To encourage and promote quality in the breeding of purebred Portuguese Water Dogs and to do all possible to bring their natural qualities to perfection;
- b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Portuguese Water Dogs shall be judged;
- c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at
 - Dog Shows
 - Obedience Trials
 - Tracking Tests
 - Agility Trials
 - PWDCA Sanctioned Water Trials
- d) To conduct:
 - Sanctioned Matches
 - Dog Shows
 - Obedience Trials
 - Tracking Tests
 - Agility Trials
 - PWDCA Sanctioned Water Trials
 - and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- e) To increase public interest in the breed and to promote educational and social activities among members.

SECTION 3. 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.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility.

There shall be four types of membership open to all persons who are in good standing with the American Kennel Club (AKC) and the Portuguese Water Dog Club of America (PWDCA)(if members) and who subscribe to the purposes and Bylaws of the Club. Each applicant for membership shall apply on a form as approved by the Board of Directors. Although membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the members in the Pacific Northwest area.

- a) Regular – is open to all persons 18 years of age and older who have been Associate or Junior members for at least one year and enjoys all Club privileges including the right to vote and to hold office.
- b) Regular Household – is limited to two adults each of whom have been Associate or Junior members for at least one year and reside in the same household and enjoys all Club privileges including the right to two votes and to hold office.
- c) Associate or Associate Household – is open to all persons 18 years of age and older and enjoys all the privileges of the PNWPWDC except the right to vote and to hold office and shall not count in the determination of a quorum. Applications should be filed with the Membership Chair, but need not require sponsors or the approval process required of prospective Regular applicants.
- d) Junior – is open to persons 10 - 17 years of age and shall enjoy all the privileges of the Club except the right to vote and to hold office and shall not count in the determination of a quorum. Dues are the same as Associate Individual membership. Upon reaching the age of 18, a Junior member shall immediately apply for Regular or Associate membership.

SECTION 2. Dues.

Membership dues shall be set by the Board and shall not exceed: \$100 per year for Regular Membership; \$150 per year for Household Membership; \$100 per year for Associate/Junior Membership. Dues are payable on or before the 1st day of March of each year. No member may vote whose dues are not paid for the current year. During the month of January the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. Election to Membership.

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules of The AKC and the PWDCA. The application shall state the name, address, and occupation of the applicant. Applications shall state the applicant's interests in the breed and events. In addition, applications for Regular or Household Membership shall carry the endorsement of two Regular members in good standing and the applicant must have been an Associate or Junior Member for one year prior to application. Accompanying the

application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application for regular or household membership is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Within 15 days the Recording Secretary will inform each applicant in writing of the outcome of the membership vote.

Associate and Junior memberships will be approved by the Board upon receipt of application and dues for the current year. All applicants must be in good standing with the AKC and PWDCA.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. Termination of Membership.

Memberships may be terminated:

a) By resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by May 1st; however, the Board may grant an additional 60 days of 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.

c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings and Voting

SECTION 1. Club Meetings.

Meetings of the club shall be held quarterly in the greater Seattle area at such hour and place as may be designated by the Board of Directors. Written or electronic notice of each such meeting shall be mailed by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the regular members in good standing.

SECTION 2. Special Club Meetings.

Special club 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 shall be called by the Secretary upon receipt of a petition signed by five regular members of the club who are in good standing. Such special meetings shall be held in the greater Seattle area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written or electronic notice of such a meeting shall be mailed by the Secretary at least five days and not more than 15 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 thereat. The quorum for such a meeting shall be 20 percent of the regular members in good standing.

SECTION 3. Board Meetings.

Meetings of the Board of Directors shall be held every other month in the greater Seattle area and/or via teleconference at such hour and place as may be designated by the Board. Written or electronic notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a simple majority of the Board.

SECTION 4. Special Board Meetings.

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Seattle area and/or via teleconference at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written or electronic notice of such meeting shall be sent by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a simple majority of the Board.

SECTION 5. Voting.

Each regular 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. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III 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 regular members in good standing for at least one year. The term of office shall be for one year, 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 IV 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 to 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 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 year (annual meeting to annual meeting), 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 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 regular member for at least one year and a board member, officer or director, 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 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 club over \$250.00, expenditure must be approved by the majority vote of the elected Board of Directors.

f) The offices of Recording and Corresponding Secretary and Treasurer may be held by the same person. In the event that the offices of Recording Secretary and Corresponding Secretary are held by the same person, the board shall be comprised of the officers and four other persons.

SECTION 3. Vacancies.

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the regular members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV The Club Year, Annual Meeting, Elections

SECTION 1. Club Year.

The club's fiscal year shall begin on the first day of December and end on the last day of November.

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

SECTION 2. Annual Meeting.

The annual meeting shall be held in the month of December, at which officers, and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections.

Elections will take place at the end of New Business at the December meeting. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for Directors who receive the greatest number of votes shall be declared elected. All candidates for uncontested races shall be assumed elected.

SECTION 4. Nominations.

No person may be a candidate in a club election who has not been nominated. By October 15th, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before November 1st.

a) The committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary by November 15th. All nominees must have been regular members for at least one year by the time of the election.

b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each member of the candidates nominated. The nominating committee's slate shall be distributed by written or electronic mail to the members at least two weeks prior to the December meeting.

c) Additional nominations must be made in person at the annual meeting, provided that the person so nominated meets the membership requirements and does not decline when their name is proposed. No person may be a candidate for more than one position except as allowed in Article III Section 2(f).

d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V Committees

SECTION 1.

The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, agility trials, PWDCA water trials, club equipment and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2.

Any committee appointment may be terminated by a simple majority vote of the full membership of the Board and is effective upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. AKC and PWDCA Suspension.

Any member who is suspended from all the privileges of the AKC or the PWDCA automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges.

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$100 which shall be forfeited if such charges are not sustained by the Board 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance

that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing.

The Board 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 after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. 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 defendant's right to appear before his fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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 Board's decision and penalty, if any.

SECTION 4. Expulsion.

Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within 90 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant 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 Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII Amendments

SECTION 1.

Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20 percent of the regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the 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 secret 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.

ARTICLE VIII Dissolution

SECTION 1.

The club may be dissolved at any time by the written consent of not less than 2/3 of the regular 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 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 charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX Order of Business

SECTION 1.

At meetings of the 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 President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2.

The Order of Business at Special Meeting shall be as follows:

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

SECTION 3.

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 the Corresponding Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X Parliamentary Authority

SECTION 1.

The rules contained in the current edition of "Robert's 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.