



Movers & Shakers

Portuguese Water Dog Club

CONSTITUTION AND BYLAWS **Adopted July 29, 2009**

CONSTITUTION

ARTICLE 1

Name and Objects

Section 1. Name.

The name of the Club shall be the Portuguese Water Dog Club of the Carolinas (pending AKC approval).
Doing business as, and informally the club is known as the Movers & Shakers Portuguese Water Dog Club.

Section 2. Objects.

The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of purebred Portuguese Water Dogs, to develop 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, agility trials, PWDCA water trials, tracking tests and other events;
- (d) to conduct sanctioned matches, dog shows, obedience trials, tracking tests, water trials, agility trials and any other event for which the club is eligible under the Rules and Regulations of the American Kennel Club and the Portuguese Water Dog Club of America, Inc.;
- (e) to provide a support network for Portuguese Water Dog owners including educational and social events;
- (f) to assist with the formation of other PWD specialty clubs within the geographical region, as the number of PWD fanciers in the region expands to support such clubs.
- (g) to conduct PWDCA supported entries and PWDCA Sanctioned Water Trials within the region;
- (h) to increase public awareness of the breed and participate in community activities promoting responsible pet ownership;
- (i) to be sanctioned by the PWDCA, Inc. as a regional PWD club.

Section 3. Not For Profit

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. Bylaw Revisions

The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects. Any changes to bylaws of the Portuguese Water Dog Club of the Carolinas must be approved by the American Kennel Club.

BYLAWS

Article I: Membership

Section 1. Eligibility

There shall be six types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. If members are also members of the PWDCA, Inc. they must be in good standing with the PWDCA, Inc.

While membership is to be unrestricted as to residence, the Club's primary emphasis is to be representative of the breeders, exhibitors, and pet owners in its immediate area. To meet PWDCA, Inc. sanctioning guidelines, 80% of the club members must reside in or within 50 miles of the geographic region of the club.

Regular Membership: Individual membership. Enjoys all club privileges including the right to vote and hold office.

Household Membership: Two adult members residing in the same household, each eligible to vote and hold office.

Associate Membership: Entitled to all club privileges except the right to vote and hold office. This membership is offered to individuals who live outside of the club's area.

Associate New Owner Membership: Entitled to all club privileges except the right to vote and hold office. This complimentary membership is offered to households who have welcomed their first PWD into their home. The membership can be applied for at any time and will last till the end of the current membership year unless the application is made in the last 3 months of the year, in which case the membership will last until the end of the following membership year. Individuals and/or families can only apply for this category once. At the end of the year of puppy membership, puppy members must apply for either an individual, associate or household membership.

Junior Membership: Open to children under 18 years of age. This is a non-voting membership and junior members can not hold office. Junior membership converts automatically to regular membership at age 18.

Honorary Membership: An individual who has made significant contributions to the sport, breed or the Club; Honorary members do not pay dues and are not eligible to vote or hold office. They can maintain Regular or Household membership status if they pay dues.

Section 2. Dues

Membership dues shall not exceed \$100.00 per year for regular and associate members; \$125.00 for the household membership; and \$25.00 for junior members. Dues are payable on or before the 1st day of January of each year. No member may vote or receive any other membership benefits, if their dues are not paid for the current year. During the month of November the Membership Chair and/or the Treasurer shall send to each member a statement of dues for the ensuing year. The Board of Directors shall set membership dues for the

various membership categories annually and membership dues shall be paid to the Club's Membership Chair or if no chair is named to the Club Treasurer.

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 this Constitution and Bylaws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing. Applicants for Associate New Owner Membership will not require endorsement of club members. Accompanying the application, the prospective members shall submit dues payment for the current year.

All applications are to be filed with the Membership Chair and if the applicant meets all qualifications the applicant will be automatically deemed accepted, once approved by a 2/3 vote of the Board of Directors. Applicants for membership who have been rejected by the Club may not reapply within one year after such rejection. Once accepted membership may be renewed.

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 for 90 days after they are due. In meritorious cases, the grace period may be extended by a vote of the Board of Directors. 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 within the club's territory at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing. Whenever possible, the club meetings will be held in conjunction with other club events. The annual meeting shall be held in November or December.

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 members of the club who are in good standing. Such special meetings shall be held within the Club's territory 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 a meeting shall be mailed or emailed 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 members in good standing.

Section 3. Board Meetings.

Meetings of the board of directors shall be held every other month within the Club's territory or via telephone conference call or web conference, at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a 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 within the club's territory at such 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 or emailed 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 majority of the board.

Section 5. 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 or for any mail or electronic ballots. Proxy voting will not be permitted at any club meeting or election. All mail voting will be done by secret ballot. All voting of the club shall be counted by two auditors which may or may not be club members. All ballots and postmarked envelopes will be retained by the auditors for one year and be available to any member on request for a recount of voting results. 20% of the members in good standing shall constitute a quorum for mail or email ballots.

Article III: Directors and Officers

Section 1. Board of Directors.

The board shall be comprised of the officers and five other persons, all of whom shall be members in good standing and all of whom shall be elected for two year terms at the club's annual meeting 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.

Section 2. Officers.

The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- (a) The President shall preside at all meetings of the club 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.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws. The Secretary may assign some of these duties to a Membership Chair. The Secretary shall work with the Webmaster and Communications Chair to ensure that the membership is kept updated on club news and initiatives.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- (e) AKC Delegate (for clubs elected member clubs of the AKC).

Section 3. Election of Officers and Directors

Officers and directors shall be elected for a term of two years. To assure continuity, the President and Treasurer shall complete their terms on the year opposite to that in which the Vice President and Secretary complete theirs. By the same token, two board members will be elected in one year and three elected in the following year to prevent having all new board members in any given year and to provide continuity to the board and club committees.

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 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 January and end on the last day of December. The club's official year shall begin immediately at the conclusion of the election at the November/December annual meeting and shall continue through the election at the next annual meeting.

Section 2. Conduct of Meeting

The business of the club including Annual Meetings can be conducted in person or via video conferencing methods. Votes may be taken via hand ballot, voice polling or electronic methods as determined by the Board.

Section 3. Annual Meeting.

The annual meeting shall be the last quarterly meeting of the year to be held in the month of November or December. Every other year, (even numbered years), officers, the Delegate to The American Kennel Club (if applicable) and directors for the ensuing two year terms 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 4. Elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

Section 5. Nominations.

No person may be a candidate in a club election who has not been nominated. During the month of May or June, 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 Secretary shall immediately notify the committee member and alternates of their election. 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 June 15.

- (a) The committee shall nominate one or more candidates for each office (and for Delegate, if applicable, who may but need not be an officer or director of the club) and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the 3rd quarterly meeting (held in July), notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the 3rd quarterly meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the person nominating the candidate shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of Delegate).
- (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, 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 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 services have been terminated.

ARTICLE VI Discipline

Section 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period. Any member suspended by the PWDCa, Inc. 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 Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the board following a hearing. The 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 or 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 Secretary. The 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 60 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 $\frac{2}{3}$ 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 Secretary signed by 20 percent of the 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 six months of the date when the petition was received by the Secretary.

Section 2.

The constitution and bylaws may be amended by a two-thirds vote of the members casting votes. The constitution and bylaws may be amended by mail or electronic ballot only and at least a quorum of the members (20%) must vote. The proposed amendments will be mailed or emailed to each member at least two weeks prior to the date the ballots are due.

Section 3.

No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.”

ARTICLE VIII Dissolution

Section 1.

The club may be dissolved at any time by the written consent of not 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 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 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.

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 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.

History:

December 2020: Changed associate membership category to include complimentary memberships for new PWD owners.

October 2021: **Article I Section 1.** Returned Associate Membership category to original definition and added a sixth membership category “Associate New Owner membership”. **Article I Section 3.** Stipulated that applicants for “Associate New Owner Membership do not require endorsement of club members. **Article II Section 5.** Added options for mail or electronic ballots as acceptable voting options in addition to in person voting. **Article III Section 2.** Separated the Secretary’s job from the webmaster and communications chair in order to facilitate efficient and effective communications to club members. **Article III Section 3.** Established process for staggered terms for the election of Board of Directors. **Article IV Section 2.** Codified the ability to conduct Annual Meetings in person or via teleconferencing methods. **Article VII Section 2.** Added electronic balloting as an option for amending the constitution and bylaws.