

**Constitution and Bylaws of the Pacific Northwest  
Portuguese Water Dog Club**

**CONSTITUTION**

**ARTICLE I Name and Objectives**

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

**SECTION 2.** The objectives of the club will 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 will 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 will not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club will inure to the benefit of any member or individual.

**SECTION 4.** The members of the club will 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 will 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 will 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 will 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 will enjoy all the privileges of the club except the right to vote and to hold office and will 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 will immediately apply for Regular or Associate membership.

#### **SECTION 2. Dues**

Membership dues will be set by the board and will 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 Membership Chair will send to each member a statement of dues for the ensuing year. The dues will be collected by the Membership Chair and forwarded to the Treasurer within 15-business days. The Membership Chair will keep a record of members whose dues are paid for the current year.

#### **SECTION 3. Election to Membership**

Each applicant for membership will apply on a form as approved by the Board of Directors, and which will provide that the applicant agrees to abide by the constitution, bylaws, and the rules of The AKC and the PWDCA. The application will state the name, address, and occupation of the applicant. Applications will state the applicant's interests in the breed and events.

- a) *Associate and Junior*: 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. Within 15-days the Membership Chair will inform each applicant in writing

of the approval by the Board.

- b) *Regular*: Applications for Regular or Regular Household membership will 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 will submit dues payment for the current year.

Applicants for Regular or Regular Household membership will be read at the first Board meeting after receipt, and in addition, the applicant's name will be included in the notice for the following club meeting. At the club meeting, the applicant will be voted upon (by secret ballot), and affirmative votes of 2/3 of the members present. Within 15-days the Membership Chair will inform each applicant in writing of the results of the membership vote.

- c) *Denial*: Applicants for membership who have received a negative vote by the Board or membership may not reapply for membership for a period of not less than six months from the date of the negative vote. Upon denial of any application, the submitted dues will be refunded.

#### **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 Membership Chair, 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 1<sup>st</sup>; 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 will 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 will be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings will 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 will 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 will 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 will 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 will state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting will be 20 percent of the regular members in good standing.

### **SECTION 3. Board Meetings**

Meetings of the Board of Directors will 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 will be mailed by the President at least 5 days prior to the date of the meeting. The quorum for such a meeting will be a simple majority of the Board.

### **SECTION 4. Special Board Meetings**

Special meetings of the Board may be called by the President; and will be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings will 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 will 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 will state the purpose of the meeting and no other business will be transacted thereat. The quorum for such a meeting will be a simple majority of the Board.

### **SECTION 5. Voting**

Each regular member in good standing whose dues are paid for the current year will 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 will be comprised of the President, Vice President, Secretary, Treasurer and four Directors, all of whom will be regular members in good standing for at least one year. The term of office will be for one year, except for the Directors, which will be for two years. Two directors are elected every year on staggered two-year terms. All officers and directors will be elected as provided in Article IV and will serve until their successors are elected. General management of the club's affairs will be entrusted to the Board of Directors.
- b) *Duties of the Board of Directors:* The Board of Directors will have the duty of the management of the routine affairs of the club. It will be their duty to do such acts as will best promote the purpose of the club, and they will 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 will have the following specific powers and duties. They will 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 will follow.

## SECTION 2.     **Officers**

The club's officers consisting of the President, Vice President, Secretary, and Treasurer will serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings. They will be elected for one year terms. To be eligible to serve as President a member will 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 will preside at all meetings of the club and of the Board of Directors. He/she will sign all authorized contracts and other obligations in the name of the club. He/she will be ex-officio member of all committees except the nominating committee. He/she will do and perform such duties as from time to time may be assigned to him/her by the Board. The President also will have the authority to sign club checks.
- b) *Duties of the Vice President:* It will 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.
- c) *Duties of the Secretary:* The Secretary will preside in the absence of the President and Vice President; will keep an accurate and detailed written account of each club meeting and board meeting; will keep an accurate record of member attendance at all meetings. He/she will 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 will be the liaison to the Membership Chair on matters related to club membership, notify officers and directors of their election of office, and include matters that are required to be part of the permanent record in the minutes. He/she will send a copy of the meeting minutes to the Board within fourteen days after the board meeting. The Secretary will carry out other such duties as prescribed by the Board.
- d) *Duties of the Treasurer:* The Treasurer will collect, receive and disperse all monies due or belonging to the club. He/she will deposit the same in a bank designated by the Board in the name of the club. The Treasurers books will at all times be open to the inspection of the Board and he/she will report to them at every meeting the condition of the club's finances. Treasury books will 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 will 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. The Treasurer will oversee the club's insurance requirements through analysis of policy needs, options, and prices by consulting with responsible insurance brokers. The Board must approve material changes in the club's insurance coverage or costs. The Treasurer will strive to preserve the club's tax-exempt status and file appropriate tax returns and other required information with the State of Washington, and the Internal Revenue Service. The Treasurer will act as custodian and keep a complete inventory of all club property.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the board will be comprised of seven persons.

### **SECTION 3. Vacancies**

Any vacancies occurring on the Board or among the offices during the year will 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 will be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President will be filled by the Board.

## **ARTICLE IV The Club Year, Annual Meeting, Elections**

### **SECTION 1. Club Year**

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

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

### **SECTION 2. Annual Meeting**

The annual meeting will be held in the month of December, at which officers and directors for the ensuing year will be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They will take office immediately upon the conclusion of the election and each retiring officer will 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 will be declared elected. The two nominated candidates for Directors who receive the greatest number of votes will be declared elected. All candidates for uncontested races will be assumed elected.

### **SECTION 4. Nominations**

No person may be a candidate in a club election who has not been nominated. By October 15<sup>th</sup>, the Board will 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 will immediately notify the committeemen and alternates of their selection. The Board will name a chairman for the committee and it will be such person's duty to call a committee meeting, which will be held on or before November 1<sup>st</sup>.

- a) The committee will nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, will immediately report their nominations to the Secretary by November 15<sup>th</sup>. 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 Secretary will notify each member of the candidates nominated. The nominating committee's slate will 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 will 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 will 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 will be forfeited if such charges are not sustained by the Board following a hearing. The Secretary will promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board will 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 will fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary will 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 or her own defense and bring witnesses if he or she wishes.

### **SECTION 3.      Board Hearing**

The Board will have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant will 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 will not restrict the defendant's right to appear before his or her fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding will be put in written form and filed with the Secretary. The Secretary, in turn, will 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 will have the privilege of appearing in his or her own behalf, though no evidence will be taken at this meeting. The President will read the charges and the Board's finding and recommendation, and will invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members will then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting will be necessary for expulsion. If expulsion is not so voted, the Board's suspension will 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 regular membership in good standing. Amendments proposed by such petition will 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 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 will be distributed to any members of the club, but after payment of the debts of the club its property and assets will 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, will 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.**

The Order of Business at Special Meeting will 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, will 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,” will 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.