

Pembroke Welsh Corgi Club of the Potomac (PWCCP)
Constitution and Bylaws

CONSTITUTION

ARTICLE I

Name and Objectives

Section 1. The name of the Club shall be The Pembroke Welsh Corgi Club of the Potomac, Inc.

Section 2. The objectives of the Club shall be:

- (a) To encourage and promote quality through the selective breeding of purebred Pembroke Welsh Corgis 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 the Pembroke Welsh Corgi shall be judged.
- (c) To exercise its power to protect and advance the interests of the breed in all areas of competition, breeding, grooming, and health care and to encourage sportsmanlike conduct at all times.
- (d) To conduct sanctioned and licensed specialty shows, obedience trials, performance events, and any other events for which the Club is eligible under the rules and regulations of the American Kennel Club.
- (e) To maintain an organized rescue service, whereby homeless or unwanted Pembroke Welsh Corgis will be placed in good homes and may be kept by designated Club members until such homes can be found.

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 members or individuals.

Section 4. The members of the Club shall adopt and may from time to time, if necessary, revise such bylaws as may be required to carry out these objectives.

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BYLAWS

ARTICLE I

Membership

- Section 1. Eligibility. Members shall be classified as Individual, Associate, Joint/Family, Junior, Honorary, Lifetime and Lifetime Associate Members, as qualified herein. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area centered on the greater Washington, D.C. area. Members shall remain in good standing by agreeing to abide by the Constitution and Bylaws, and by annually signing or acknowledging agreement and abiding by the Code of Ethics of the Club.
- (a) Individual Members. All persons eighteen years of age or older who are in good standing with the American Kennel Club, who subscribe to the objectives of this Club, and who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club. Individual Members shall be eligible to hold elective office and shall have one vote.
 - (b) Associate Members (Individual or Joint/Family). All persons eighteen years of age or older who are in good standing with the American Kennel Club, who subscribe to the objectives of this Club, and who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club. Associate Members shall be ineligible to hold elective office or vote.
 - (c) Joint/Family Members. Two or more individuals residing in the same household who are in good standing with the American Kennel Club, who subscribe to the objectives of this Club, and who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club. Each person eighteen years of age or older will have one vote and will be eligible to hold elective office.
 - (d) Junior Members. All persons at least eight years of age and under eighteen years of age who are in good standing with the American Kennel Club, who subscribe to the objectives of this Club, and who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club shall be eligible for Junior Membership. They shall have all rights, privileges, and benefits of Individual Membership except the right to vote or hold elective office. Upon notification to the Membership Committee by a Junior Member who has reached the age of eighteen, said Junior Member will become an Individual or Associate Member the following calendar year by paying the appropriate dues.
 - (e) Honorary Members. Only non-members may be nominated for Honorary Membership. Honorary Members shall include persons of outstanding achievement and/or who have provided distinctive service to this Club and will be placed in this class by unanimous vote of the Board. They enjoy all the privileges of the Club except they do not pay dues and are ineligible to vote or hold elective office. Nominations from the General Membership for Honorary Membership shall be made to the Board at least 60 days prior to voting thereon. No more than two memberships in this category may be approved in any year. Decisions on Honorary Memberships will be made at the first fully attended Board meeting after the end of the calendar year.

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- (f) Lifetime Members. Any Individual or Joint/Family member at the time they become eligible by having been a member of this Club in good standing for twenty-five consecutive years in which they were at least eighteen years old shall automatically become a Lifetime Member. Lifetime Members shall be entitled to all the privileges and benefits of Individual Membership as of their 25th year and be exempt from payment of dues.
- (g) Lifetime Associate Members. Any Associate member at the time they become eligible by having been a member of this Club in good standing for twenty-five consecutive years in which they were at least eighteen years old shall automatically become a Lifetime Associate Member. Lifetime Associate Members shall be entitled to all the privileges, benefits and restrictions of Associate Membership as of their 25th year and be exempt from payment of dues.

Section 2. Dues. Membership dues are payable on or before the first day of January each year. The dues, not to exceed \$50 per member, shall be set by the Board of Directors and approved by a simple majority vote of the members present and voting at the Annual Meeting. During the month of November, the Corresponding Secretary shall send to each member a statement of his/her dues for the ensuing year. Dues obligations are considered a debt to the Club and become incurred on the first day of each fiscal year.

No member may vote whose dues are not paid for the current year.

Section 3. Election to Membership. Unless waived by the Board, the following conditions are required: All applicants shall have attended at least one General Membership meeting and two Club events before submitting an application to the Membership Committee. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the name, address, occupation, and class of membership and it shall carry the endorsement of two members in good standing, not of the same household, who have known the applicant for at least one year and who have been members for at least two years. One of the two endorsers must have visited the applicant's home within six months prior to application. No member may sign more than two applications per calendar year. Accompanying the application, the prospective member shall submit dues for the current year.

The following conditions can not be waived by the Board: All applications are to be filed with the Membership Committee which shall investigate the applicant. The investigation shall be completed within 60 days from receipt of the application, at which time the Membership Committee shall submit the application and its report to the Board of Directors. The report of the Membership Committee shall be examined by the Board at the next meeting of the Board. An affirmative vote of two-thirds of the Board present and voting shall be required for approval of the application. A summary of Board-approved applications shall be included in the next TIDE and/or mailed or sent electronically to the Membership by the Corresponding Secretary. Allowing that the Membership has received the application summary via the TIDE or direct mailing or electronic communication prior to the meeting, at the next General Membership meeting, the summation of the

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application will be read and the floor opened for discussion prior to voting. An affirmative vote of two-thirds of the members present, and voting by secret ballot, shall be required to elect the applicant who shall not be present.

Applicants for membership who have been rejected by the Board and/or Club may not reapply within 12 months of such rejection.

Section 4. Termination of Membership. Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club.
- (a) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's indebtedness remains unpaid 60 days after the first day of the fiscal year. The Board may, in extenuating circumstances and by special request, grant an additional 30-day grace period. In no case may a person whose dues are unpaid be entitled to vote at any Club meeting.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 5. Reinstatement of Membership. A former member who resigned in good standing, or whose membership was terminated by lapsing, and who is currently in good standing with the American Kennel Club, may request reinstatement. Such request will be made to the Board of Directors and be accompanied by an application form and payment of dues for the current year. The former member shall be reinstated upon an affirmative vote by a majority of the Board.

ARTICLE II

Meetings and Voting

Section 1. General Membership Meetings. Meetings of the Club shall be held at least four times a year within the greater Washington, D. C. area at the place, date, and hour designated by the Board. The Annual Meeting shall be held during the month of June. Meetings may be conducted via teleconference, video conference or in-person. -Notice of each such meeting shall be sent via the U.S. Postal Service (USPS) or electronically by the Corresponding Secretary at least 10 days and not more than 20 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing and eligible to vote.

Section 2. Special General Membership Meetings. Special General Membership 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; or shall be called by the Recording Secretary upon receipt of a petition signed by at least five members of the Club who are in good standing. Such special meetings shall be held within the greater Washington, D. C. area, at the place, date, and hour as may be designated by the person or persons authorized herein to call such meeting. Meetings may be conducted via teleconference, video conference or in-person. Notice of each such meeting shall be sent via the U.S. Postal Service (USPS) or electronically to each Club member by the

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Corresponding Secretary at least 10 days and not more than 20 days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such meetings shall be 20% of the members in good standing and eligible to vote.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held at least four times a year within the greater Washington, D.C. area at the place, date, and hour designated by the Board. Board meetings may be conducted via teleconference, video conference, or in-person. Notice of each such meeting shall be sent via the U.S. Postal Service (USPS) or electronically to each Board Member by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be a majority of the Board.

Section 4. Special Board Meetings. Special Board meetings may be called by the President or shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such Special Board meetings shall be held within the greater Washington, D. C. area at the place, date, and hour designated by the person or persons authorized herein to call such meeting. Special Board meetings may be conducted via teleconference, videoconference, or in-person. Notice of each such meeting shall be sent via the U. S. Postal Service (USPS) or electronically by the Corresponding Secretary at least five days and not more than ten days prior to the date of the meeting. Such notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such meeting shall be a majority of the Board.

Section 5. Voting. Each member in good standing, with the exception of Junior, Honorary, Associate and Lifetime Associate Members, whose dues are paid for the current year, shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election.

Voting during teleconference or video conference meetings may be conducted using voice response, online polling tools or by a roll-call vote and the method chosen must ensure that all members present have a means for voting. Items that require a secret ballot cannot be voted on during a virtual meeting and will be tabled until the next in-person meeting.

ARTICLE III

Directors and Officers

Section 1. Board of Directors. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall be composed of Officers to include the President and Vice- President, Recording Secretary, Corresponding Secretary, and Treasurer. Officers may serve no more than two consecutive two-year terms in each position with the exception of the Treasurer who may serve an open term, at the board's discretion, not to exceed 10 years; and six Directors who shall serve for two-year terms and may not immediately succeed themselves. All Officers and Directors shall be members in good standing and serve their respective terms of office for the time period specified here in Article III, Section 1 or until their successors are elected. Election of Officers and Directors will be held at the Annual Meeting. Directors' terms of office shall be staggered such that three of the six Directors are

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elected each year. As it pertains to the rule about succeeding oneself, an Officer or Director, who has served more than half a term in office, is considered to have served a full term.

If a Board Member does not attend one-half of all Board meetings during the Club's official year or does not attend one-half of all General Membership meetings during the Club's official year, at the discretion of the Board of Directors, his/her position may be considered vacant and filled in accordance with Article III, Section 4, Vacancies. Board meetings may be attended via teleconference or videoconference, in accordance with Article II, Sections 3 and 4.

Section 2. Officers and Directors. The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and six Directors, 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 pertaining to the office of President in addition to those particularly specified in these Bylaws. The President shall appoint, subject to approval by the Board, a member in good standing to be the Club's Representative to the Pembroke Welsh Corgi Club of America (the parent club).
- (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. In addition, the Vice-President shall act as Parliamentarian at all General Membership and Board meetings.
- (c) The Recording Secretary shall have the duties normally pertaining to the office of the Recording Secretary in addition to those particularly specified in these Bylaws, to include keeping a record of all proceedings of the Club (i.e., Board and General Membership meeting minutes); keeping on file all committee reports; making minutes and records available to members upon request; maintaining a record book in which the Constitution and Bylaws, Standing Rules, and recent meeting minutes are entered, with any amendments to these documents properly recorded, and having the current record book on hand at every meeting; and preparing, prior to each meeting, an order of business for use by the presiding officer, showing in their exact order, under correct headings, all matters known in advance that are due to come up at the meeting; in the absence of the President and Vice-President, calling the meeting to order and presiding until the immediate election of a chairman pro tem.
- (d) The Corresponding Secretary shall have the duties normally pertaining to the office of the Corresponding Secretary in addition to those particularly specified in these Bylaws, to include keeping the Club's official membership roll with current addresses and telephone numbers; notifying officers, committee members, and delegates of their election or appointment; keeping on hand at each meeting a list of all existing committees and their members; sending out meeting notices and conducting the general correspondence of the Club.

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During the month of November, the Corresponding Secretary shall send to each Member a statement of dues for the ensuing year.

- (e) The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit the same in the name of the Club into financial institutions designated by the Board. The Treasurer shall be bonded in such amount as may be determined by the Board, the expense to be borne by the Club. The books of the Treasurer shall be open at all times for inspection by the Board and the Treasurer shall send a report of the conditions of the Club's finances and every item of receipt or payment not before reported to the Board before every regular meeting. An account of all monies received and expended during the previous year shall be rendered at the Annual Meeting.
- (f) Directors shall participate in the general management of the Club's affairs and chair committees as directed by the President and subject to Board approval.

Section 3. The Representative to the Pembroke Welsh Corgi Club of America (the parent club) shall act as liaison between this Club and the parent club and shall, whenever possible, attend meetings of the parent club, keeping it informed of this Club's activities and likewise reporting to this Club the activities of the parent club. The Representative shall always be a member in good standing of the parent club. The Representative shall attend Board meetings without a vote in order to make reports.

Section 4. Vacancies. Vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then-members of the Board at its first regular meeting following the occurrence 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 appointed by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections

Section 1. The 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 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 June at which Officers and Directors for the ensuing year shall be elected 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 his/her successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Voting for Officers and Directors. Unless additional nominations have been made, the Recording Secretary shall cast one ballot for the slate of the Nominating Committee at the Annual Meeting. In the event of additional nominations, the Recording Secretary shall prepare a ballot listing the offices and the names of those nominated in alphabetical

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order, indicating if they were nominated by the Nominating Committee or by petition, and the Membership shall vote by secret, written ballot. The nominee with the greatest number of votes shall be declared elected; an elected Officer shall serve for two years with the exception of the Treasurer who may serve an open term, at the board's discretion , not exceed 10 years.and an elected Director shall serve for two years.

Section 4. Nominations. A person must have been nominated in order to be a candidate in a Club election. During the month of January, the Board shall appoint a Nominating Committee consisting of three members and one alternate, not more than one of whom may be a member of the Board. The Board shall name a Chairman of the Committee whose duty it shall be to call a Committee meeting to be held on or before February 15.

The Corresponding Secretary shall immediately notify the Committee members and the alternate of their selection.

- (a) The Committee shall nominate one candidate for each expiring position on the Board, as provided in Article III, Section 1, and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing by March 15.
- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, by April 1, notify each Club member in writing, either by US mail or electronically of the candidates so nominated by the Nominating Committee.
- (c) Additional nominations may be made from the floor at the April meeting. Nominations from the floor may be made by any member eligible to vote in attendance, provided that the person so nominated does not decline when his name is proposed; and provided that, if the proposed nominee is not in attendance at this meeting, proposer shall present to the Recording Secretary a written statement from the proposed nominee signifying willingness to be a candidate. All nominations will be published along with the Annual Meeting notice. No person may be a candidate for more than one position and additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.
- (d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V

Appointments and Committees

Section 1. Standing and Special Committees. Each year, the President shall appoint, upon approval of the Board, standing committees to advance the work of the Club in such matters and fields which may well be served by committees. All 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. Committee Reports. All special committee chairpersons must file written reports of the activities and accomplishments of the committee with the President upon dissolution of

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the committee. All other committee reports will be provided as requested by the Board.

- Section 3. Committee Member Termination. Any committee appointment may be terminated by voluntary resignation of the member or may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee. Any such vacancy shall be filled in accordance with Section 1 of this Article.

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.

- Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$35.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, 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 Corresponding Secretary shall promptly send one copy of the charges 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/her own defense and bring witnesses if he/she 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 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 instead recommend to the Membership that the penalty be suspension for more than 6 months or 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 Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion or Suspension. Expulsion or suspension 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 proceeding 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

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expulsion or suspension. The defendant shall have the privilege of appearing in his/her 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/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion or suspension. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion or suspension. If expulsion or suspension is not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

- Section 1. Amendment Proposals. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary and signed by 20 members 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 Corresponding 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 two-thirds 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 or sent electronically to each member at least two weeks prior to the date of the meeting. All AKC procedures for changes to the Constitution and Bylaws provisions shall be followed.

ARTICLE VIII

Dissolution

- Section 1. The Club may be dissolved at any time by written consent of not less than two-thirds of the members. 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 all 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 all meetings of the Club, the order of business, so far as the character and nature of the meetings may permit, shall be as follows:

Roll Call
Reading and Approval of Minutes of the Last Meeting
Report of the Board
Report of the President

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Report of the Corresponding Secretary
Report of the Treasurer
Committee Reports
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 and Approval of Minutes of the Last Meeting
Report of the Corresponding Secretary
Report of the Treasurer
Committee Reports
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 Constitution and Bylaws and any other special rules of order the Club may adopt.

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