

PORTUGUESE WATER DOG CLUB OF NORTHERN CALIFORNIA

BYLAWS

ARTICLE I NAME AND OBJECTIVES _____

Section 1. The name of the club shall be the Portuguese Water Dog Club of Northern California, hereinafter referred to as the Club.

Section 2. The objectives shall be:

(a.) To encourage and promote the betterment and enjoyment of the Portuguese Water Dog Breed and to do all possible to bring the Breed's natural qualities of conformation, disposition, and character to perfection.

(b.) To urge members and breeders to accept the standard of the Breed as approved by the American Kennel Club (AKC) 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 and to encourage sportsmanlike competition at dog shows, obedience/rally, tracking, agility and water trials under the rules of the AKC.

(d.) To conduct sanctioned trials and specialty shows under the AKC and water trials and specialty shows under the rules and regulations of the Portuguese Water Dog Club of America, Inc (PWDCA).

(e.) To support the parent club PWDCA in its endeavors.

(f.) To increase public interest in the breed and to promote educational and social activities among members.

(g.) 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.

Section 3. The Club shall not be conducted or operated for profit and no part of any profit or remainder of residue from dues or donations, to the Club, shall inure to the benefit of any member or individual.

Section 4. If the Club holds any event(s) which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code on an annual basis.

Section 5. Notwithstanding any of the statements of purpose and powers contained in the Bylaws, the Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Club.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility

There shall be five types of membership open to all persons who are in good standing with the AKC and PWDCA 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 greater San Francisco Bay area.

Regular Individual Membership - 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.

Regular Family Membership - is limited to two adults each who 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.

Associate Individual/Family Membership - is open to all persons 18 years of age and older and enjoys all the privileges of the PWDCNC 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.

Junior Membership - 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 of Directors no later than February 1 of each year. Dues shall not exceed \$75 per year. The Membership Chair shall send dues notices for the ensuing year on or before February 1 to each member. Dues are payable on the first day of March of each year. No member may vote whose dues are unpaid for the current year. The dues will be collected by the Membership Chair and forwarded to the Treasurer within seven (7) business days. Dues may not be changed without approval of two-thirds majority of the Board of Directors. New members joining after December 1 shall have their dues applied to the following year.

Section 3 Election to Regular Membership

Each applicant for Regular membership agrees to abide by the Club's Bylaws and code of ethics and be in good standing with the AKC. The application shall carry the endorsement of two Regular members in good standing and include the dues payable for the current year.

Applications will be read at the first Board of Directors meeting after receipt and sent to Club members via e-mail or the Club newsletter. The applicant names will be included in the notice for the following Club meeting at which time their election will be held. Any member in good standing can make a recommendation on any applicant. An affirmative vote (by secret ballot) will require at least two-thirds of the Regular members present and voting at that meeting. Election to membership shall become effective immediately. Within 15 days the Membership Chair will inform each applicant in writing of the outcome of the membership vote.

Section 4. Termination of Membership

Membership may be terminated:

(a.) By resignation or death. Any member in good standing may resign from the Club upon written notice to the Membership Chair. No member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and become incurred on the first day of each fiscal year. 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 60 days after the first day of the fiscal year. A person whose dues are unpaid may not vote at any Club meeting or participate in any Club activity. Any member whose membership lapses must re-apply for membership if dues are not paid within 60 days from the beginning of the fiscal year. If a Regular Member has lapsed for more than one year, reapplication must be made at the Associate level.

(c.) By expulsion. A member may be expelled as provided in Article VII of these Bylaws.

Section 5. Notification of Club or Board meetings, events, and dues renewal may be sent to Club members via e-mail provided that the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club's control.

ARTICLE III. MEETINGS _____

Section 1. Annual and Regular Club Meetings

Club meetings shall be held at least once each quarter in the greater San Francisco Bay area at a place, date, and hour designated by the Board of Directors. One of these meetings will be the Annual Meeting to be held in February. The quorum for such meetings shall be no less than 20% of the Regular members in good standing from the greater San Francisco Bay area. Written notice of each meeting shall be sent to the entire membership by the Corresponding Secretary via mail, e-mail, or the newsletter at least 10 days prior to the date of the meeting.

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 a meeting of the Board. A Special Club meeting also shall be called by the Corresponding Secretary upon receipt of a written petition signed by 10% of the Regular Club members in good standing. Such meetings shall be held in the greater San Francisco Bay area at such place, date, and hour as may be designated by the Board of Directors. Written notice of such a meeting shall be sent by the Corresponding Secretary at least 5 days and not more than 15 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting. No other Club business may be transacted. The quorum for such a meeting shall be 20% of the Regular members in good standing from the greater San Francisco Bay area.

Section 3. Board Meetings

A minimum of six meetings of the Board of Directors shall be held at such times and places in the greater San Francisco Bay area as are designated by the Board throughout the year. Notice of each such meeting shall be given by the Corresponding Secretary to all Board members at least 5 days prior of the meeting. The quorum for 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 or shall be called by the Corresponding 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 San Francisco Bay area at such place, date, and hour as may be designated by the Board. Written notice of such meeting shall be sent by the Corresponding Secretary to all Board members at least 5 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. A quorum for such a meeting shall be a majority of the Board.

Section 5 Voting

As provided in Article II, Section 1, each Regular Individual and Family member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the Club at which the member is present. Associate members will not be permitted to vote at any Club meeting or election. Proxy voting will not be permitted.

ARTICLE IV. DIRECTORS AND OFFICERS _____

Section 1. Board of Directors

The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and five Directors, all of whom shall be Club members in good standing. Additionally, any Board member breeding dogs shall be a signatory to the Club's Breeder Referral Agreement. To be eligible to serve on the Board of Directors, a member shall have been a Regular member for at least one year. The term of office shall be for one year for the Club Officers. Directors shall be elected for two-year terms and shall be elected on staggered years. The fifth Director position may be filled by the Immediate Past President. All Officers and Directors shall be elected at the Club's Annual Meeting as provided in Article V 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, 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 for at least one year. To be eligible to serve as Vice-President a member shall have been a Regular member for at least one year and a Board member or an appointed Committee Chair (in accordance with Article VI) for at least one year.

(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 specified in these Bylaws and shall be an ex officio member of all committees except the Nominating Committee. The President also shall have the authority to sign Club checks.

(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 as determined by the majority of the Board.

(c.) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and official business of the Club and of the Board of Directors. He/she shall send the minutes of the meetings to the Board of Directors within 10 business days from the date of a meeting. In the event the Recording Secretary is absent, the Corresponding Secretary will be charged with the recording and disbursement of the minutes within 10 business days from said meeting.

(d.) The Corresponding Secretary shall have charge of all correspondence from and to the general public and all communication to the membership, which does not originate from the Board of Directors. He/she shall notify Officers and Directors of their election. The Corresponding Secretary 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. Additionally the Corresponding Secretary will act as Recording Secretary in his/her absence.

(e.) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall establish a Club banking relationship with a California branch of a highly rated financial institution approved by the Board. The Treasurer shall manage the Club's financial assets in a prudent manner, which may, depending on cash flows and available returns, include CD's, money-market funds, or other high quality financial alternatives, none of which shall exceed one-year duration. The Treasurer shall maintain appropriate financial records, including copies of all checks and bank deposits with appropriate invoices and receipts. He/she shall maintain complete journals or ledgers for all major income statement and balance sheet accounts in both paper and computerized formats with consistent accounting procedures for a period including the current and prior five fiscal years. The books shall at all times be open to inspection of the Board. The Treasurer shall provide at each Board meeting and the Annual Meeting a written report including full income and balance sheet statements for the current and immediate prior year as well as commentary regarding material events affecting the Club's financial condition. The Treasurer shall 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 coverages or costs. The Treasurer shall strive to preserve the Club's tax-exempt status and file appropriate tax returns and other required information with the State of California and the Internal Revenue Service. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. Vacancies

Any vacancy occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the current members of the Board present at its first regular meeting following the creation of such vacancies, 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, who will still serve the term for which the President was elected and the resulting vacancy in the office of the Vice-President shall be filled by the Board by a majority vote.

ARTICLE V. THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS _____

Section 1. Club Year

The Club's fiscal year shall begin on the first day of March and end on the last day of February. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting.

Section 2. Elections

At the Annual Meeting the Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance to Section 3 of this Article. The President with the approval of the Board of Directors shall select a three-member special Committee ("The Ballot Counting Committee") including the Recording Secretary to receive and count ballots for the annual election. Committee members shall be Regular members in good standing who are neither members of the current Board, with the exception of the Recording Secretary, nor candidates on the ballot. 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 shall be declared elected.

If there are no additional nominees, the slate presented by the Nominating Committee will be considered elected by acclamation and no election ballot shall be needed. They shall take office immediately upon the conclusion of the Annual Meeting 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. Nominations

No person can be a candidate in a Club election who has not been nominated in accordance with these Bylaws. Before October 15 the Board may select two Club Regular members in good standing from the general membership who, with the three Regular members elected by the general membership at the preceding Annual Meeting, shall form the Nominating Committee. Not more than one of these five members may be a member of the current Board. The Board shall name a Chairperson for the Committee. The Chairperson shall call a committee meeting either in person or by conference call. This initial meeting shall take place prior to November 15. The Nominating Committee is then required to have a proposed slate in place prior to December 20.

(a.) A simple majority of the members of the Nominating Committee is required to place a candidate on the slate for each Board position. The slate of Officers presented is not subject to the approval of the Board. One eligible candidate for each Officer or Director position to be filled shall be nominated by the Committee. Being a member of the Nominating Committee does not preclude a member from nomination to a Board position. After securing the permission of each person nominated, the Nominating Committee shall immediately report the slate of nominees to the Corresponding Secretary in writing by December 20.

(b.) Upon receipt of the Nominating Committee report, the Corresponding Secretary shall send, before January 1, the slate of nominated Board members, including full name and address of each candidate, to each member of the Club.

(c.) Additional nominations of eligible members must be made in person at a meeting held previous to the Annual Meeting by any member in attendance provided the person so nominated does not decline when his/her name is proposed. If the proposed candidate is not in attendance at this meeting, the nominator shall present to the Recording Secretary a written and signed Statement of Agreement from the proposed candidate signifying willingness to be a candidate.

All candidates must meet the eligibility requirements, as stated in Article IV, Sections 1 and 2. No person shall be a candidate for more than one position.

(d.) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in Article V, Section 3 (c.).

ARTICLES VI. COMMITTEES _____

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

ARTICLE VII. DISCIPLINE _____

Section 1. Suspension/Expulsion

Any member who is suspended/expelled from the privileges of the AKC or the PWDCA automatically shall be suspended/expelled without recourse from the privileges of the Club for the same period of time.

Section 2. Charges

Any member may file 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 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 Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting.

The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the interest of the Club or the Breed. If the Board considers that the charges do not allege conduct that 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 to be held not less than 3 weeks and no more than 6 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 and evidence.

Section 3. Board Hearings

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 evidence and testimony presented by complainant and defendant, the Board may by majority vote of those members present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing.

If it deems that punishment insufficient, the Board may also recommend to the membership the penalty of expulsion. Immediately after the Board has reached a decision, its findings 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.

Section 4. Expulsion

Expulsion of a member from the Club for any reason other than in Section 1 may be accomplished only at a meeting of the Club following a Board hearing and upon the recommendation of the Board, as provided in Section 3 of this Article. Such a Club meeting shall be held within 60 days but not less than 30 days after the date of the Board's recommendation of expulsion. The President shall present the charges, findings, and recommendations and shall invite the defendant, if present, to speak. The Regular members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those Regular members present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII. AMENDMENTS _____

Section 1. Amendments to the Bylaws may be proposed by the Board or by written petition addressed to the Recording Secretary and signed by 20% of the Regular members in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the Regular 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 Recording Secretary.

Section 2. The Bylaws may be amended by a two-thirds vote of the Regular 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 sent to each member at least two weeks prior to the date of the meeting. Amendments shall be voted upon by secret ballot.

ARTICLE IX. DISSOLUTION _____

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds 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 or assets of the Club shall be distributed to any member. After payment of all Club debt, its property and assets shall be given to a charitable organization for the benefit of dogs. The organization will be selected by the Board of Directors.

ARTICLE X. ORDER OF BUSINESS _____

Section 1. At meetings of the Club, the order of business and agenda so far as the character and nature of the meeting permit may be as follows:

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Vice-President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board (Annual Meeting only)
- 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, may be as follows:

- Minutes of the last meeting
- Report of the President
- Report of the Vice-President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI. 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 so adopt.

Revised 2/24/2007