

PORTUGUESE WATER DOG CLUB OF GREATER CHICAGOLAND
Constitution and By-Laws – Adopted April 14, 1990
Revised October 2008 AFTER FINAL APPROVALS FROM AKC

CONSTITUTION
ARTICLE 1
Name and Objectives

SECTION I. The name of the Club shall be Portuguese Water Dog Club of Greater Chicagoland (hereinafter sometimes called the "PWDCGC" or the "Club").

SECTION II. The objectives of the PWDCGC shall be:

- a. To further the enjoyment and the betterment of the breed known as the Portuguese Water Dog.
- b. To educate people and share information regarding the Portuguese Water Dog.
- c. To encourage and promote quality in the breeding of the purebred Portuguese Water Dog and to do all possible to bring their natural qualities to perfection.
- d. 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 Portuguese Water Dog shall be judged.
- e. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at:
 - Dog shows
 - Obedience trials
 - Agility trials
 - Tracking tests
 - Water trials under the Portuguese Water Dog Club of America, Inc.
 - And such events as are licensed and/or sanctioned under the rules and regulations of the American Kennel Club and/or the Portuguese Water Dog Club of America, Inc.
- f. To conduct sanctioned matches, support entries and/or host events at:
 - Dog shows
 - Obedience trials
 - Agility trials
 - Tracking tests
 - Water trials under the Portuguese water Dog Club of American, Inc, and
 - Such other events as are permitted under the rules and regulations of the American Kennel Club and/or Portuguese Water Dog Club of America, Inc.

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

SECTION IV. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these purposes.

BY-LAWS
Article I
Membership

SECTION I. *Eligibility.* There shall be four types of membership open to all friends of the breed, 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of PWDCGC: Single, Family, Associate, and Breeder-Sponsored membership.

Membership – That Membership as described in SECTION III of this ARTICLE.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of pet owners, exhibitors, and breeders in the greater Chicagoland area.

SECTION II. *Dues.* Membership dues shall not exceed \$50.00 per year, payable on or before the 1st day of June each year. The Board of Directors may adopt such dues policies for purposes of partial year membership and reduced dues from membership as it deems appropriate, but not to exceed the maximum amount herein specified. No member may vote whose dues are not paid for a current year. During the month of April, the Treasurer, or designee, shall send to each member a statement of dues for the ensuing year.

SECTION III. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by the Constitution and By-laws of the Portuguese Water Dog Club of Greater Chicagoland, and the rules of the American Kennel Club and the Portuguese Water Dog Club of America, Inc. The application shall state the name, address, and interests of applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective members shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read and voted upon at the first meeting of the club following its receipt. At the next Club meeting, the application will be voted upon. The affirmative votes of 2/3 of the membership present and voting at that meeting shall be required to elect the applicant.

- Single membership with all rights, privileges, and responsibilities has one vote at PWDCGC meetings; member must be present to vote.
- Family membership with all rights, privileges, and responsibilities has up to two votes at PWDCGC meetings; member(s) must be present to vote.
- Associate membership will receive Shorelines and be able to attend Club sponsored events, but will not have voting rights and will not be able to hold office.
- Breeder Sponsored membership will be for the balance of the current membership year. Breeder Sponsored membership will receive the Shorelines and be able to attend Club sponsored events, but will not have voting rights and will not be able to hold office.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION IV. *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 Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they are incurred on the first day of each fiscal year.
- b) By Lapsing. A membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid for 30 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 30 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 By-Laws.

ARTICLE II Meeting and Voting

SECTION I. *Club Meetings.* The Club shall have three general meetings during the year. The meeting in the 4th quarter shall be for the purpose of Election of Officers and Directors. This meeting shall be held during the

month of October. This meeting shall be held within the greater Chicago area at such hour and place designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be no less than 20% of the voting members in good standing.

SECTION II. *Special Club Meetings.* Special Club meetings may be called by the President, or by a vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board. Such Special Meetings shall be held within the greater Chicago area 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 meeting shall be mailed by the Secretary at least 5 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 no less than 20% of the voting memberships in good standing.

SECTION III. *Board Meetings.* Meetings of the Board of Directors shall be held quarterly or more frequently within the greater Chicago area at such hour and place as may be designated by the Board. Meetings may not be held by telephone or fax. Board of Directors meetings may conduct meetings via videoconferencing and teleconferencing. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION IV. *Special Board Meetings.* Special meetings of the Board may be called by the President; or may be called by the Secretary upon receipt of written request signed by at least three members of the Board. Such special meetings shall be held within the greater Chicago area at such place, date and hour as may be designated by the person authorized to call such meeting. Written notice of such meeting shall be mailed or emailed by the Secretary 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 thereat. The quorum for such meeting shall be a majority of the Board.

SECTION V. *Voting.* Each 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 they are present as per the membership paid (either single or family, as stated in ARTICLE I SECTION III). Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III Directors and Officers

SECTION I. *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. Any Board member who fails to attend two Board meetings within a twelve-month period may be removed by a majority vote of the other members of the Board.

SECTION II. *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.

- 1) The **President** shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of the President, in addition to those particularly specified in these by-laws.
- 2) The **Vice-President** shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- 3) 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; shall have charge of the correspondence, notify the 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 prescribed in these by-laws.

- 4) 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 the inspection of the Board and a report shall be given at every meeting of 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 as the Board of Directors determines.

The Offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of eight persons. No officers shall hold the same position for more than three consecutive terms.

SECTION III. *Vacancies.* Any vacancies 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 members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting call 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 I: *Club Year.* The Club's fiscal year shall begin on the 1st day of June and end the 31st day of May. 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 II. *Annual Meeting.* The Annual Meeting shall be held in the month of October, at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with SECTION IV 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 III. *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 position shall be declared elected.

SECTION IV. *Nominations.* No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of who may be a member of the Board. The Secretary shall immediately notify committee members and alternates of their selection. The Board shall name a Chair for the Committee and it shall be such person's duty to call a committee meeting, which shall be held on or before the 1st day of September.

- a) The Committee shall nominate one candidate for each office and position on the Board which is due for election, and, after securing the consent of each person so nominated, shall immediately report their nomination to the Secretary in writing. Five nominees will be elected in odd-numbered years, and four nominees will be elected in even-numbered years, to make up a nine-person Board of Directors. Two officers will be nominated in each election.
- b) Additional nominations may be made by any voting member in the month of August, provided that the person so nominated does not decline when their name is proposed, and provided further that the proposer shall present to the Secretary before September 1st, a written statement from the proposed candidate signifying willingness to be a candidate for such position. No person may be a candidate for more than one position.
- c) Upon receipt of the Nominating Committee's report and the nominations of the membership, the Secretary shall before September 15, notify the membership in writing of the candidates so nominated.
- d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this SECTION.

ACRTICLE V Committees

SECTION I. The Board may each year appoint standing committees to advance the work of the Club in such matters as: specialty shows, obedience trials, water trials, trophies, annual prizes, memberships, and other areas 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 II. 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 I. *Suspension.* Any member who is suspended from any privileges of the American Kennel Club and/or the Portuguese Water Dog Club of America, Inc. shall be automatically suspended from the privileges of the Club for a like period.

SECTION II. *Charges.* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00, 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. THE BOARD SHALL FIRST CONSIDER WHETHER THE ACTIONS ALLEGED IN THE CHARGES, IF PROVEN, MIGHT CONSTITUTE CONDUCT PREJUDICIAL TO THE BEST INTEREST 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 3 weeks and not more than 6 weeks thereafter. The 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 own defense and bring witness if he wishes.

SECTION III. *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 findings 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 IV. *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 III of this ARTICLE. Such proceedings may occur at a regular or special meeting of the Club, to be held within 60 days but not less 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 on his own behalf if he wishes. The members shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

**ARTICLE VII
Amendments**

SECTION I. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by at least 20% of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership with the 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 II. The Constitution and By-laws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mail to each member at least 2 weeks prior to the date of the meeting.

**ARTICLE VIII
Dissolution**

SECTION I. The Club may be dissolved at any time by written consent of not less than 2/3 of the voting members. In the event of the dissolution of the Club other than the purpose of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any of the 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 the dogs selected by the Board of Directors.

**ARTICLE IX
Order of Business**

SECTION I. At meetings of the Club, the order of business, so far as the charter and nature of the meeting may permit, shall be as follows:

- Roll call
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of the Officers and Board (Annual Meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION II. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished business
- New business
- Adjournment

ARTICLE X
Parliamentary Authority

SECTION I. 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 consistent with these by-laws, and any other special rules of order the Club may adopt.