



# Great Lakes Portuguese Water Dog Club

## Bylaws

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Approved by Vote of the GLPWDC Membership on November 8, 2023

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# Great Lakes Portuguese Water Dog Club

## Bylaws

### Article I. Name and Purpose.

#### Section 1. Name of Club.

The name of the Club shall be **Great Lakes Portuguese Water Dog Club**, hereinafter referred to as the “GLPWDC” or the “Club”.

#### Section 2. Purpose of Club.

The purpose of the Club shall be:

- a) To encourage and promote quality in the breeding of the purebred Portuguese Water Dog; to develop and maintain their conformation, disposition for companions, 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 (AKC) as the only standard of excellence by which the Portuguese Water Dog shall be judged.
- c) To support the endeavours of the breed parent club, the Portuguese Water Dog Club of America (hereinafter referred to as the PWDCA).
- d) 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
  - Field trials
  - Hunting Tests
  - Water trialsand such events as are licensed, sanctioned and/or recognized under the rules and regulations of the American Kennel Club and/or the PWDCA.
- e) To conduct sanctioned matches at:
  - Dog shows
  - Obedience trials
  - Tracking Tests
  - Agility trials
  - Field trials
  - Hunting Tests
  - Water trialsand any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club and/or the PWDCA.

### **Section 3.**

The Club shall not be conducted or operated 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 4.**

The Members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out the purposes as described in this Article I.

## **Article II. Membership.**

### **Section 1. Eligibility.**

There shall be three types of Membership open to all persons who are in good standing with the AKC and the PWDCA and who subscribe to the purposes of the Club. 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 its immediate geographic area, consisting of the states of Michigan and Ohio.

- a) Full Membership with equal voting rights, privileges, and responsibilities including voting and office-holding shall be open to all individuals 18 years of age and older who have been an Associate Member for at least one year.  
(Proviso:, All regular Members of the Club at the time of the adoption of these Bylaws (as of October 26, 2008) will automatically become Full Members. All family Memberships will automatically become two Full Memberships.)
- b) Associate Membership is open to all persons 18 years of age and older. Associate Members will enjoy all the privileges of the GLPWDC except the right to vote and hold office and shall not count in the determination of a quorum. After one year from the date of being accepted as an Associate Member, the Member may apply for Full Membership. However, Associate Members need not apply for Full Membership and may continue as Associate Members for an indefinite period of time.
- c) Junior Membership is open to persons under 18 years of age. Junior Members will 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. Upon reaching the age of 18, a Junior Member will automatically become an Associate Member and may apply for Full Membership if they have been in the Club for at least one year.

### **Section 2. Process for Associate and Junior Membership.**

Applications for Associate and Junior Memberships should be sent to the Membership Chairperson. The application shall state the name and address of the applicant, and their reasons for wanting to join the Club. Accompanying the application, the prospective Member(s) shall submit dues payment for the current year. Applicant applications shall be voted on by 2/3<sup>rd</sup> secret vote of the membership in good standing.

### **Section 3. Process for Election from Associate Membership to Full Membership.**

- a) After being an Associate or Junior Member for at least one year, any individual who is at least 18 years of age shall be eligible to apply for the status of Full Membership.
- b) Each applicant for Full Membership shall apply on a form approved by the Board of Directors, said form shall provide that the applicant agrees to abide by the Bylaws and the rules of the GLPWDC as well as AKC and PWDC rules and regulations.
- c) The application form shall also include written recommendations from two Full Members in good standing who are not from the same household.
- d) When completed, the application with the attached sponsor recommendations shall be sent to the Membership Chairperson, who may submit the Applicant and Sponsor names to the Membership for comment, and then present the Application and Comments, if any, to the Board for approval.
- e) Applicant applications shall be voted on by 2/3<sup>rd</sup> secret vote of the membership in good standing.
- f) An application for Full Membership, which has received a negative vote by the Board, may be presented by one of the applicant's sponsors at the next GLPWDC Annual Meeting, and the Full Members may elect such applicant by secret ballot with a favourable vote of seventy-five (75%) percent of the Full Members present in person and/or virtually.

### **Section 4. Termination.**

Memberships may be terminated:

- a) By resignation. Any Member in good standing may resign from the Club upon written notice to the Board; but no Member may resign when in debt to the Club.
- b) By lapsing. A Membership will be considered as lapsed and automatically terminated if a Member's dues remained unpaid for 30 days after the first day of the calendar year. The Board of Directors may grant an additional 30 days of grace to such delinquent Members in meritorious cases.
- c) Any GLPWDC Member whose dues are unpaid as of March 1, shall automatically be terminated as a Club Member and must reapply for Membership beginning with the Associate Membership.
- d) 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.
- e) By expulsion. A Membership may be terminated by expulsion as provided in Article VIII of these bylaws.

### **Section 5. Dues.**

- a) The amount of the Current Dues (as of January 1, 2023) are as follows:
  - a. Full Membership=\$30.00 plus \$5.00 for each additional family member;
  - b. Associate Membership=\$30.00 plus \$5.00 for each additional family member;
  - c. Junior Membership=\$30.00 unless included with a Full or Associate Membership, then the Dues would be \$5.00.
- b) During the month of October of each year, the Board shall establish dues policies for the ensuing year.
- c) During the month of November, the Membership Chairperson shall send to each Member via mail a statement of dues for the ensuing year and may send dues reminders via mail and/or email in December and in January if not paid.
- d) Membership dues shall not exceed \$50.00 per person per year; payable on or before

the first day of January each calendar year.

- e) The Board of Directors may adopt such dues policies for purposes of partial year Memberships, Family Memberships, (limited to parents & children residing at home, no older than 17 years of age), Junior Membership and breeder-sponsored Memberships, and reduced dues for Membership as it deems appropriate.
- f) No Member may vote whose dues are not paid for a current year. See Article II Section 4 d).
- g) Dues shall be payable on or before January 1 of each year. Any Member whose dues are not paid by January 31 shall be considered delinquent and shall be deprived of all privileges, including the Full Member's right to vote, until such time as said dues shall be paid. If the delinquent dues are paid prior to March 1, the Member will then be considered in good standing.

### **Article III. Meetings and Voting**

#### **Section 1. Club Meetings.**

- a) The Club shall have at least-one meeting during the year in the month of October (or other month as designated by the Board of Directors) known as the Annual Meeting and may have additional meetings as designated by the Board. Such meeting(s) shall be held in the greater Detroit, MI area (or elsewhere in the State of Michigan or the State of Ohio as chosen/selected by the Board of Directors) and may be in person, virtually by Teleconference or Videoconference.
- b) The Annual Meeting shall be held in the month of October or any other month at such hour and place designated by the Board of Directors.
- c) The election of Officers and Directors shall at occur at the Annual Meeting.
- d) Written notice of each Club Meeting shall be sent by the Corresponding Secretary via mail, e-mail, or electronic communication at least ten (10) days prior to the date of the meeting.
- e) The quorum for such a meeting shall be 10% of the Full Members in good standing.
- f) If a notice of a virtual meeting is being distributed, the URL (link) needed to join and participate, along with any other instructions to attend the virtual meeting shall be provided as part of the notice of that meeting. That URL shall be designated the "place" of the meeting.

#### **Section 2. Special Club Meetings.**

- a) Special meetings may be called at the discretion of the President or by a vote of the Members of the Board of Directors, or by the Recording Secretary upon receipt of notice from five (5) Full Members in good standing.
- b) Such special meetings shall be held at such place virtually and/or in-person, date, and hour designated by the person(s) (President, Board, or Recording Secretary) who called such meeting.
- c) Notice of the special meeting shall state the purpose of the meeting and no other business shall be transacted at that time.
- d) The requirements for a quorum and written notification shall be the same as for regular Club meetings.

### **Section 3. Voting.**

- a) Each Full Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which they are present either in person or virtually by Teleconference or Videoconference, except for the annual election of Officers and Directors and Amendments to the Bylaws which shall be decided by written ballot cast by mail or by Electronic Balloting.
- b) The Board of Directors may submit proposals, including amendments, to the Full Members for acceptance or rejection by written ballot or by Electronic Ballot at any regular or a special meeting of the GLPWDC.
- c) The Board of Directors may provide policies for absentee voting.
- d) Voting by proxy shall not be permitted.

### **Section 4. Notifications to the Membership.**

- a) Notification of Club or Board meetings and events, may be sent to Members via e-mail provided the Member has signed an authorization agreeing to this method of communication.
- b) 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.

### **Section 5. Board Meetings.**

- a) A quorum for a Board meeting shall be a majority of the Board.
- b) The first regular Board meeting shall be held in person or virtually by electronic communication within 30 days of Board Members taking office.
- c) Three additional regular Board meetings shall be scheduled by the Board at its first meeting at such times and places as designated by a majority of the Board.
- d) Notice of each Board meeting shall be sent by the Vice-President to each Board Member at least ten (10) days prior to the date of the meeting.
- e) The Board of Directors may also conduct its regular business by mail, email, electronic communication by Teleconference or virtually by Videoconference.

### **Section 6. Special Board Meetings.**

- a) Special meetings may be called at the discretion of the President; or by the Recording Secretary upon the receipt of notice signed by at least three (3) Members of the Board.
- b) Such special meetings shall be held in person and/or virtually or at a place, date, and hour designated by the person (President, Recording Secretary) who called such meeting.
- c) Notice for the special meeting shall state the purpose of the meeting and no other business shall be transacted at that time.
- d) The requirements for a quorum and written notification shall be the same as for regular Board meetings.

## **Section 7. Board Minutes.**

- a) All meeting minutes must be distributed by the Recording Secretary to Board Members within fourteen (14) days and the Board Members shall have seven (7) days to ratify the meeting minutes by responding with their approval to the Recording Secretary.
- b) The minutes shall become effective when approved by a majority of the Board Members.
- c) Only those present in person or virtually at the actual meeting can approve/ratify minutes.

## **Article IV. Officers and Directors.**

### **Section 1. Board of Directors.**

- a) The Board shall be comprised of the elected officers and four elected directors, all of whom are Full Members in good standing.
- b) Officers shall be elected for one-year terms. No officer shall hold the same position for more than three consecutive terms.
- c) Directors shall be elected for two-year terms with two directors being elected each year. No director shall hold office for more than two (2) consecutive terms.
- d) The election of Officers and Directors shall be held at the Annual Meeting held in the month of October or other month as designated by the Board of Directors, limited to those Full Members in good standing who are present at the meeting in person or virtually by Teleconference or Videoconference and shall be decided by written ballot cast by mail or by Electronic Balloting or by acclamation if a nominee is unopposed.
- e) All Officers and Directors shall serve in their capacity until their successor has been elected and has taken office on January 1 of the ensuing year.
- f) Each retiring officer shall turn over to their successor in office all properties and records relating to that office by January 1 of the ensuing year.
- g) General management of all affairs of the Club shall be entrusted to the Board of Directors.
- h) The Board shall establish and be responsible for the continued maintenance, publication, and accessibility of the Club's Policies and Procedures to Members.
- i) Any Board Member who fails to attend two scheduled Board meetings without just cause within a twelve-month period may be removed by a majority vote of the Board.

### **Section 2. Officers.**

The Club's officers shall be the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and shall serve in their respective capacities both to the Club, meetings and to the Board meetings, all of whom must be Full Members in good standing.

- a) President:
  - 1. The President shall preside at all meetings of the Club and the Board.
  - 2. Shall have the duties and powers normally assigned to the office of the President and other such duties as defined by the Board and specified in these bylaws or in the Policies and Procedures Manual.
- b) Vice-President:

1. The Vice President shall assume the duties and exercise the powers of the President in case of the President's resignation, death, absence, or incapacitation.
  2. Shall have the duties and powers normally assigned the office of the Vice President and to other such duties as defined by the President and/or the Board and specified in these bylaws or in the Policies and Procedures Manual.
  3. Shall draft Board meeting agendas and disseminate to the Board Officers and Directors via email.
  4. Shall be the liaison to the Committee Chairpersons to be certain that timely reports from the Committees are received by the Vice-President for presentation at Board Meetings.
  5. Act as the Board liaison to the Webmaster.
- c) Recording Secretary:
1. The Recording Secretary shall keep a record of all meetings of the Club and Board.
  2. Shall notify officers and directors of their election to office.
  3. Shall keep a roll of Members of the Club with their addresses and carry out other duties as are defined by the Board and specified in these bylaws or in the Policies and Procedures Manual.
  4. The Recording Secretary shall act as the Policy and Procedure Manual Coordinator responsible for updating the PPM periodically from the Board minutes and sending the updated PPM to the Webmaster for uploading to the Club's website.
  5. Shall keep track of when terms expire for Officers and Directors.
- d) Corresponding Secretary:
1. The Corresponding Secretary shall have charge of all the correspondence from the public and to the public.
  2. Shall notify the Members of meetings and shall send all communication to the Membership which does not originate from an official action of the Board of Directors.
  3. Shall forward to the Recording Secretary all matters that require permanent record keeping.
  4. The Corresponding Secretary shall also carry out such other duties as are defined by the Board and specified in these bylaws or in the Policies and Procedures Manual.
- e) Treasurer:
1. The Treasurer shall collect and record monies due to the Club.
  2. Monies shall be deposited in a bank designated by the Board in the name of the Club.
  3. The books shall be open for inspection by the Board or any Club Member who has Full Membership and is in good standing.
  4. A Financial Report detailing the Income and Expenses for the current calendar year shall be given at every Club and Board meeting. A Financial Report for the previous full calendar shall be given to the first Board Meeting of the next calendar year.
  5. The Treasurer may be bonded by an agency selected by and at the discretion of the Board of Directors.
  6. The Treasurer shall also carry out such other duties as are defined by the Board and specified in these bylaws or in the Policies and Procedures Manual.



### **Section 3. Vacancies.**

- a) A vacancy occurring on the Board shall be filled by a majority vote of the Board with an individual who is a Full Member in good standing and the person filling the vacancy shall complete the remainder of the position's term-
- b) The Vice President shall assume the duties of the President should a vacancy occur in that position.

### **Section 4. Indemnification.**

- a) Each person who shall serve as a GLPWDC Director or Officer shall be indemnified by the GLPWDC against all costs and expenses incurred by, or imposed upon, such Director or Officer in connection with or resulting from any action, suit, or proceeding to which the Director or Officer is, or may be made, a party by reason of such Director or Officer being or having been a Director or Officer of the GLPWDC.
- b) Such indemnification shall include settlements made in amounts approved by the Board of Directors at the time such settlement is effective whether or not such person is a Director or Officer at the time such costs are incurred by or imposed upon such Director or Officer.
- c) Notwithstanding the forgoing, however, the indemnification shall not apply where the Director or Officer shall be finally adjudged to be liable by reason of having been negligent or guilty of misconduct or otherwise derelict in the performance of his or her Director's or Officer's duties. The rights of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

## **Article V. The Fiscal Year and the Calendar/Club Year.**

### **Section 1. Fiscal Year.**

The fiscal year shall be the calendar year beginning January 1 and ending on December 31.

### **Section 2. Calendar/Club Year.**

The club's official year shall begin on January 1 and end on December 31.

## **Article VI. Nominations and Elections.**

### **Section 1. Nominations.**

- a) No person shall be a candidate for election who has not been nominated in accordance with these Bylaws.
- b) During the months of April, May or June the Board shall select a Nominating Committee consisting of three Members and two alternates.
- c) Only one Member of the Board may serve on this committee.
- d) The Vice-President shall immediately notify committee Members and alternates of their selection.

- e) The Board shall name a Chairperson for the committee, and it shall be that Chairperson's duty to call a committee meeting within 30 days of his or her appointment.

## **Section 2. Nominating Process.**

- a) The Committee shall nominate at least one candidate for each office who is a Full Member in good standing.
- b) After securing the consent of the nominees, the Chairperson of the Nominating Committee shall immediately report the list of nominees to the Recording Secretary in writing.
- c) A deadline shall be established by the Board for submission of additional nominations.
- d) Additional nominations may be made in writing to the Recording Secretary by any Full Member, provided that the Member nominated signifies their willingness to be a candidate in writing for the position.
- e) Upon receipt of the Committee's report, and additional nominations, and at least thirty (30) days prior to the Annual Meeting, the Recording Secretary shall notify each Full Member of the list of nominees.
- f) Nominations may not be made from the floor of the annual meeting.

## **Section 3. Elections.**

- a) The election of Officers and Directors shall be conducted by secret ballot at the Annual Meeting. The Recording Secretary shall mail and/or distribute via electronic means a list of nominees to each Full Member in good standing at least 30 days before the Annual Meeting. Ballots may be cast in person at the Annual Meeting, by mail, or by Electronic Balloting as determined by the Board of Directors. Ballots cast by mail and/or electronically must be returned to the Recording Secretary no later than seven (7) days prior to the Annual Meeting.
- b) If no more than one candidate is nominated for each office, the slate of candidates may be elected by acclamation.
- c) Ballots shall be opened and counted by the Recording Secretary. The candidates nominated for Officers and Directors who received the greater number of votes shall be declared elected.
- d) If an Officer or a Director is unable to serve in their elected position, the vacancy created shall be filled by the Board of Directors by a majority vote at any regular or special Board Meeting with an individual who is a Full Member in good standing.

## **Article VII. Committees.**

### **Section 1.**

- a) The Board each year may appoint committees to advance the work of the Club in such matters as specialty shows, obedience trials, field trials, water trials, trophies, annual prizes, Membership, and other fields.
- b) Such committees shall be subject to the final authority of the Board.
- c) Any committee appointment may be terminated by a majority vote of the full Membership of the Board upon written notice to the appointee.
- d) The Board may appoint successors to those vacancies whose services have been terminated.

## **Section 2. Standing Committees.**

Shall be evaluated by the Board at least every three years and be voted on, for re-approval with a passing vote of a majority of the full Board.

## **Section 3. Special Committees.**

- a) Nominating Committee:  
During the months of April, May or June the Board shall appoint a Nominating Committee as provided in Article VI Section 2 above.
- b) Audit Committee:  
During the months of October or November, the Board shall appoint two Members to an Audit Committee; whose duty it shall be to examine the records of the Treasurer and to report its findings to the Board.
- c) Other Committees:  
At any regular Board meeting during the Club's calendar year, the Board may establish and make appointments to other special committees that the Club deems necessary or useful, provided that the duties of such committees do not infringe upon responsibilities already delegated.

## **Article VIII. Discipline.**

### **Section 1. Suspension.**

1. Any Member who is suspended from any of the privileges of The American Kennel Club and/or Portuguese Water Dog Club of America shall be automatically suspended from all of the privileges of the GLPWDC for the same period.

### **Section 2. Charges.**

- a) Any Member may prefer charges against another Member for alleged misconduct prejudicial to the best interest of the Club or the breed.
- b) Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board, following a hearing.
- c) The Recording Secretary shall promptly send a copy of the charges to each Member of the Board.

### **Section 3. Board Hearing.**

- a) The Board shall have complete authority to decide whether counsel may attend the hearing.
- b) Both complainant and defendant shall be treated uniformly in that regard.
- c) Should the charges be sustained after the hearing all the evidence and testimony presented by the 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.
- d) If it deems 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.
- e) Immediately after the Board has reached its decision, findings shall be put in written form by the Vice-President and filed with the Recording Secretary.
  - f) The Recording Secretary in turn, shall notify each of the parties of the Board's decision.

#### **Section 4. Expulsion**

- a) Expulsion of a Member from the Club may be accomplished only at a meeting of Members of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this article.
- b) Such proceeding may occur at a regular or special meeting of the Club held either in person and/or virtually, to be held within 60 days but not less than 30 days after the date of the Board's recommendation of expulsion.
- c) The defendant shall have the privilege of appearing on their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak on his own behalf if they wish.
- d) The Members shall vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting shall be necessary for expulsion.
- e) If expulsion is not voted, the Board's suspension shall stand.

### **Article IX. Amendments.**

#### **Section 1. Proposals.**

- a) Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by twenty (20) Full Members in good standing.
- b) Amendments proposed by a Member's petition shall promptly be considered by the Board of Directors and must be submitted to the Members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

#### **Section 2. Adopting Amendments.**

- a) The Bylaws may be amended at any time provided a copy of the proposed amendment(s) has been mailed, and/or emailed, or sent in accordance with AKC's procedure on Electronic Balloting by the Recording Secretary, along with notice of the meeting at which the amendment will be voted on to each Full Member in good standing on the date of mailing, accompanied by a written or electronic ballot on which they may indicate their choice for or against the action to be taken shall be indicated. Notice with such ballot shall specify a date not less than thirty (30) days after the date postmarked, by which date the ballots must be returned to the Recording Secretary to be counted. The voting will be by secret ballot.
- b) The favorable vote of ten (10%) of the Full Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

### **Section 3.**

No amendment(s) to the Bylaws which are adopted by the GLPWDC shall become effective until it has been approved by the PWDC.

## **Article X. Dissolution.**

### **Section 1. Dissolution.**

- a) The Club may be dissolved at any time by a vote of not less than two-thirds (2/3) of the Full Members in good standing.
- b) In the event of the dissolution of the Club other than the purpose of reorganization whether voluntary or involuntary or by operation of the law, no property of the Club, nor any of its proceeds or its assets shall be distributed to any Members of the GLPWDC.
- c) After payment of all debts of the GLPWDC, its property and assets shall be donated to a charitable organization for the benefit of dogs. Selection will be made by the Board of Directors.

## **Article XI. Order of Business.**

### **Section 1. Club/Member Meetings.**

The order of business for the Club, as far as the character and nature of the meeting may permit, shall be as follows:

- Minutes of last meeting
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at Annual Meeting)
- Unfinished business
- New business
- Adjournment

## **Section 2. Board Meetings.**

The order of business for the Board, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of new Members
- Unfinished business
- New business
- Adjournment

## **Article XII. Electronic Communication.**

Where permissible under the AKC policies, e-mail notification shall be permitted.

When permitted under the laws of Michigan, in all sections of these Bylaws specifying mailed ballots, Electronic Balloting shall be permitted if done in accordance with AKC's procedure on Electronic Balloting.

## **Article XIII. Parliamentary Authority.**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Club in all cases in which they are applicable and in which they are not in conflict with the PWDCA, the AKC, or these bylaws and any other special rules of order the club may adopt.