

Great Lakes Portuguese Water Dog Club

Bylaws

Table of Contents

Article I	Name and Purpose	Page 2
Article II	Membership	Page 3
Article III	Meetings and Voting	Page 5
Article IV	Officers and Directors	Page 6
Article V	The Fiscal Year and The Club Year	Page 8
Article VI	Nominations and Elections	Page 8
Article VII	Committees	Page 9
Article VIII	Discipline	Page 10
Article IX	Amendments	Page 11
Article X	Dissolution	Page 12
Article XI	Order of Business	Page 12
Article XII	Parliamentary Authority	Page 13

Great Lakes Portuguese Water Dog Club

Bylaws Revision #4-(9-30-08)

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
 - Agility trials
 - Tracking tests
 - Field trials
 - Water trialsand such events as are licensed and/or sanctioned under the rules and regulations of the American Kennel Club and/or the PWDCA.
- e) To conduct sanctioned matches at:
 - Dog shows
 - Obedience trials
 - Agility trials
 - Field trials
 - Water trialsAnd such other events as are permitted 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 these purposes.

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.

- a) Full Membership with all rights, privileges, and responsibilities 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 will automatically become Full Members. All family memberships will automatically become two Full Members.)**
- 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 10 – 17 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 an individual designated by the Board of Directors. 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. All applications will be reviewed by the Board and accepted or denied by a majority vote of the Board.

Section 3. Process for Election to 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 PWDCA 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 presented to the Board for approval.
- e) Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Board of Directors by mail or electronic communications or at teleconference meetings. Affirmative votes of two-thirds of the full Board of Directors shall be required to elect an applicant.
- 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 and a favourable vote of 75 percent of the Full Members present.

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 fiscal year. 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 VIII of these bylaws.

Section 5. Dues.

- a) During the month of October, the Board shall establish dues policies for the ensuing year.
- b) During the month of November, the Treasurer shall send to each member via mail a statement of dues for the ensuing year.
- c) Membership dues shall not exceed \$50.00 per person per year; payable on or before the first day of January each year.
- d) The Board of Directors may adopt such dues policies for purposes of partial year memberships, family memberships, breeder-sponsored memberships, and reduced dues from membership as it deems appropriate.
- e) No member may vote whose dues are not paid for a current year.
- f) 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.

Article III. Meetings and Voting

Section 1. Club Meetings.

- a) The Club shall have at least three meetings during the year.
- b) One of the meetings, known as the annual meeting, shall be held in the month of October, at such hour and place as designated by the Board of Directors.
- c) The purpose of the annual meeting shall be for election of officers and directors.
- d) Written notice of each club meeting shall be sent by the Recording Secretary via mail, e-mail, or electronic communication at least ten days prior to the date of the meeting.
- e) The quorum for such a meeting shall be 20 Full Members in good standing.

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 Full Members in good standing.
- b) Such special meetings shall be held at such place, 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) The election of officers shall be held at the Annual Meeting in October and decided by written ballot.
- b) The Board of Directors may submit proposals, including amendments, to the Full Members for acceptance or rejection by written ballot at any regular or special meeting of the GLPWDC.
- c) The Board of Directors may provide policies for absentee voting.
- d) Voting by proxy shall not be permitted.
- e) Voting by mail shall not be permitted except under absentee ballot policy.

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” 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) One of the three additional meetings shall be an “in-person” meeting.
- e) Notice of each Board meeting, shall be sent by the Recording Secretary to each Board member at least ten days prior to the date of the meeting.
- f) Meetings may be held by telephone, electronic communication, or in-person.
- g) The Board of Directors may also conduct its regular business by mail or electronic communication through the Recording Secretary, or by telephone conference calls.

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 members of the Board.
- b) Such special meetings shall be held at the 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 14 days to ratify the meeting.
- b) The minutes shall become effective when approved by the Board.

Article IV. Officers and Directors.

Section 1. 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.

- 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.

- 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 Board and specified in these bylaws.

- c) Recording Secretary
 1. The Recording Secretary shall keep a record of all meetings of the Club and Board.
 2. Shall notify the members of meetings.
 3. Shall notify new members of their election to membership.
 4. Shall notify officers and directors of their election to office.
 5. 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.

- d) Corresponding Secretary (**Proviso: The elected office of the Corresponding Secretary will go into effect upon the adoption of these Bylaws**)
 1. The Corresponding Secretary shall have charge of all the correspondence from the public and to the public.
 2. 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.

- e) Treasurer
 1. The Treasurer shall collect and record moneys due to the Club.
 2. Moneys shall be deposited in a bank designated by the Board.
 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 report shall be given at every Club and Board meeting.
 5. At the annual meeting an accounting shall be given of all moneys received and expended during the previous fiscal year.
 6. The Treasurer should be bonded by an agency selected by the Board of Directors.
 7. The Treasurer shall also carry out such other duties as are defined by the Board and specified in these bylaws.

- f) No officer shall hold the same position for more than three consecutive terms.

Section 2. 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.

- c) Directors shall be elected for two-year terms with two directors being elected each year.
- d) General management of all affairs of the Club shall be entrusted to the Board of Directors.
- e) The Board shall establish and be responsible for the continued maintenance, publication, and accessibility of the Club's Policies and Procedures to members.
- f) Any Board member who fails to attend two scheduled Board meetings within a twelve-month period may be removed by a majority vote of the Board.
- g) All Officers and Directors shall serve in their capacity until their successor has been elected.

Section 3. Vacancies.

- a) A vacancy occurring on the Board shall be filled by the Board until the next annual election.
- b) At the first Board or specially called meeting following a vacancy, a majority vote will be needed to fill the vacancy.
- c) The Vice President shall assume the duties of the President should a vacancy occur in that position.

Article V. The Fiscal Year and the Club Year

Section 1. Club Year.

- a) The Club Year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the next annual meeting
- b) The newly elected officers and directors shall take office immediately upon conclusion of the election.
- c) Each retiring officer shall turn over to their successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Fiscal Year.

The fiscal year shall begin 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 month of August, 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 Recording Secretary shall immediately notify committee members and alternates of their selection.
- e) The Board shall name a chair for the committee and it shall be that chair's duty to

call a committee meeting, which shall be held on or before the first day of September.

Section 2. Nominating Process.

- a) The committee shall nominate at least one candidate for each office.
- b) After securing the consent of the nominees, the chair 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 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 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 in October.
- 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 an Election Committee appointed by the Board of Directors.
- d) The candidates nominated for Officers and Directors who received the greater number of votes shall be declared elected.
- e) 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.

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 two-thirds of the full Board.

Section 3. Special Committees.

- a) During the month of August the Board shall appoint a Nominating Committee as provided in Article VI Section 2 above.
- b) During the month of November the Board shall appoint three 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) At any regular Board meeting during the Club's official 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.

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

Section 2. Charges.

- a) Any member may prefer charges against a 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 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 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, 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 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 20 Full Members in good standing.
- b) Amendments proposed by 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 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 Club Meeting provided a copy of the proposed amendment(s) are mailed by the Recording Secretary, along with notice of the meeting at which the amendment will be voted on to each Full Member, accompanied by a ballot on which they may indicate their choice for or against the action to be taken.
- b) The favorable vote of two-thirds of the Full Members in good standing present and casting ballots 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 PWDCA, and by the AKC if required.

Article X. Dissolution.

Section 1. Dissolution

- a) The Club may be dissolved at any time by a vote of not less than 2/3 of the Full Members.
- 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 Meetings.

The order of business for the Club, as far as the charter 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
- 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. 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 or the AKC.