

OHIO VALLEY PEMBROKE WELSH CORGI CLUB

CONSTITUTION

ARTICLE I Name and Objectives

Section 1. The name of the Club shall be Ohio Valley Pembroke Welsh Corgi Club.

Section 2. The objectives of the Club shall be:

- (a) To encourage and promote quality in the breeding and enjoyment of the purebred Pembroke Welsh Corgi and to do all possible to bring their natural qualities to perfection;
- (b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Pembroke Welsh Corgi shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and performance events;
- (d) To conduct sanctioned and licensed specialty shows and performance events under the rules of The American Kennel Club;
- (e) To support fully the Code of Ethics attached hereto.

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

Section 4. 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 objectives.

BY-LAWS

ARTICLE I Membership

Section 1. *Eligibility.* There shall be one type of membership open to all persons eighteen years of age and older who is in good standing with The American Kennel Club and who subscribes to the purposes of this Club. A "member in good standing" has been duly elected to membership; has fully paid all amounts due and owing to the club; is not currently subject to suspension of privileges of the American Kennel Club or the Pembroke Welsh Corgi Club of America ("PWCCA).

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Section 2. *Dues.* Membership dues shall be no more than \$50.00 per year payable on or before the 1st day of March. No member may vote whose dues are not paid for the current year. The new Board, immediately following the Annual Meeting, shall set the amount of the dues for the fiscal year. During the month of January the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and by-laws and the rules of The American Kennel Club and the Code of Ethics.

The application shall state the name, address and occupation of the 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 Recording Secretary and each application is to be read at the first two meetings of the Club Meeting following its receipt. At the third Club Meeting following its receipt, the application will be voted upon by secret ballot, and an affirmative vote of $\frac{3}{4}$ of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within one year after such rejection.

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

- (a) *By resignation.* Any member in good standing may resign from the Club upon written notice to the Recording Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) *By lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 60 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 Meetings and Voting

Section 1. *Club Meetings.* Meetings of the Club shall be held in the mid-Ohio Valley area not less than ~~six~~ four times per year, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Recording Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

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 any regular or special meeting of the Board; and shall be called by the Recording Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the mid-Ohio Valley 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 a meeting shall be mailed by the Recording Secretary at least five days and not more than fifteen 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 20% of the members in good standing.

Section 3. *Board Meetings.* Meetings of the Board of Directors shall be held not less than four times per year in the mid-Ohio Valley area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Recording Secretary at least 5 days prior to the date of the meeting. The quorum shall be the majority of the Board.

Section 4. *Special Board Meetings.* Special meetings of the Board may be called by the President; and shall be called by the Recording Secretary upon receipt of a written request signed

by at least three members of the Board. Such special meetings shall be held in the mid-Ohio Valley area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such a meeting shall be mailed by the Recording Secretary at least 5 days and not more than 10 days prior to the date of the meeting or telegraphic or fax notice shall be filed at least 3 days and not more than 5 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. A quorum for such meeting shall be a majority of the Board.

Section 5. *Voting.* Each member in good standing shall be entitled to one vote at any meeting of the Club at which he is present, except for the annual election of Officers and Directors and amendments to the constitution and bylaws, which will be decided by secret written ballot cast by mail. Proxy voting will not be permitted at any Club Meeting or special Club Meeting. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 6. The Board of Directors and Executive Committee may conduct its business by mail, FAX or telephone conference call. Items voted upon by telephone conference call must be confirmed in writing to the Recording Secretary within 10 days.

ARTICLE III Directors and Officers

Section 1. *Board of Directors.* The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and 2 other persons all of whom shall be members in good standing and all of whom shall be elected in accordance with Section 4 of Article IV. General management of the Club's affairs shall be entrusted to the Board of Directors. Directors shall serve 2-year terms.

Section 2. *Officers.* The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in the respective capacities both with regard to the Club and its meetings and the Board and its meetings. Officers shall serve a 1 year term.

- (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 particularly specified in these by-laws.
- (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.
- (c) The Recording Secretary shall keep a record of all Club Meetings, Special Club Meetings, Board Meetings and any other matter for which a record shall be ordered by the Club. He shall have charge of the correspondence, notify 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 are prescribed in these by-laws.
- (d) The Corresponding Secretary shall conduct the general correspondence of the Club.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

- (f) At any given time, the same person may hold the offices of Recording Secretary and Corresponding Secretary. In that case, the Board shall be comprised of the officers and three (3) other persons.

Section 3. *Vacancies.* Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of the 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.

Section 4. *Executive Committee.* The Executive Committee shall consist of all the Officers of the Club, and shall meet at the call of the President or any two (2) of its officers. The Executive Committee cannot modify any action previously taken by the Board, and its actions must be ratified by the Board at the next meeting of the Board. Three (3) members of the Executive Committee shall constitute a quorum.

If the offices of Recording Secretary and Corresponding Secretary are held by the same person as allowed in Article III, Section 2(f), that person shall be considered one (1) member of the Executive Committee and shall be entitled to one (1) vote.

ARTICLE IV

The Club Year, Annual Meeting, Elections

Section 1. *Club Year.* The Club's fiscal year shall begin on the 1st 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 conclusion of the next Annual Meeting.

Section 2. *Annual Meeting.* The Annual Meeting shall be held in conjunction with the Club's Specialty Show, if possible, at a place, date and hour designated by the Board of Directors. The Officers and Directors elected under the provisions of Section 3 of this Article, shall take office immediately after the Annual Meeting, and each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office no later than 30 days after the Annual Meeting.

Section 3. *Elections.* The election of Officers and Directors shall be conducted by secret ballot by mail. Ballots to be valid must be received by the Recording Secretary or independent professional firm designated by the Board no later than 45 days prior to the Annual Meeting. Ballots shall be counted by three inspectors of election who are members in good standing and who are not members of the current Board or candidates on the ballot. These members will be chosen by the President after nominations cease. The Board may designate an independent professional firm to send, receive and/or count the ballots. Dual envelope procedures described in Article IV, Section 4, shall be followed in handling such ballots to assure secrecy of the vote. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the Annual Meeting is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

Section 4. *Voting by secret mail ballot.* The Recording Secretary will mail to each member in good standing a ballot listing all the nominees or the amendments to the constitution and by-laws or other matters to be voted on, together with a blank envelope and a return envelope addressed to the Recording Secretary or designated professional firm marked "BALLOT" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking the ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary or designated professional firm. The inspectors of election or designated professional firm shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting. The inspectors of election or designated professional firm shall submit a report to the President. The results of the voting shall be announced at the Annual Meeting, or may be accomplished through a club mailing to each member. In anticipation of a tie for any office, the President will not be allowed to vote except to break any tie.

Section 5. *Nominations.* No person may be a candidate in a Club election who has not been nominated and has not attended at least two regular meetings in the previous 12 months. During the month of July, the Board shall select a Nominating Committee consisting of three members and one alternate, not more than one of whom may be a member of the Board. The Recording Secretary shall immediately notify the committeemen and alternate of their selection. The Board shall name a Chairman for the Committee and it shall be this chair's duty to call a committee meeting which shall be held on or before August 15th. This committee may meet in person or by conference phone or e-mail, provided all members agree to do so.

- a) The Committee shall nominate one candidate for each office and one candidate for each of the other expiring positions on the Board, and after securing written consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing by September 15th.
- b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify each member in writing of the candidates so nominated by October 1st.
- c) Additional nominations may be made by written petition addressed to the Recording Secretary and postmarked on or before November 1st, signed by three (3) members and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. No person may be a candidate for more than one position, except as allowed in Article III, Section 2 (f).
- d) Nominations cannot be made in any manner other than provided in this Section.
- e) If no valid additional nominations are postmarked on or before November 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.

ARTICLE V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the club in such matters as a specialty show, performance events, trophies, annual prizes, membership and other fields 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 2. 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 1. *American Kennel Club Suspension.* Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. *Charges.* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$25, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. 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 of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Recording 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 witnesses if he wishes.

Section 3. *Board Hearing.* The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than 6 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 finding shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. *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 3. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written 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 1. Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2. The constitution and by-laws may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member eligible to vote on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 4 shall be followed. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of two-thirds (2/3) of the members eligible to vote who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VIII Dissolution

Section 1. *Dissolution.* The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX Order of Business

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary (ies)
- Report of Treasurer
- Reports of Committees
- Announcement of Elections of Officers and Board (at Annual Meeting)
- Election of New Members
- Unfinished business
- New business
- Adjournment.

Section 2. *Board Meeting.* At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting

Report of Secretary (ies)

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment.

ARTICLE X

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

January 20, 2007