

## COLUMBIA RIVER PEMBROKE WELSH CORGI CLUB BY-LAWS

### ARTICLE I – MEMBERSHIP

#### Section 1

Types: Members shall be classified as Individual, Household, Junior, and Honorary, as described in this section. Membership is open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

(a) Individual Members: All persons eighteen (18) years of age or older who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club. Each member over the age of 18 shall be entitled to one vote and shall be eligible to hold elective office.

(b) Junior Members: Junior membership is open to persons at least 10 years old and less than 18 years of age, who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club. They shall have all the rights, privileges, and benefits of Individual Membership, except the right to vote or hold elective office. Upon notification to the Membership Committee by a Junior member who has reached 18 years of age, said Junior Member will become an Individual member by paying the appropriate dues.

(c) Household Members: Two or more individuals residing in the same household who agree to abide by the Constitution, Bylaws and Code of Ethics of this Club.

(d) Honorary Membership: An individual who has made significant contributions to the Sport, Breed, or the Club. Honorary members pay no dues, and are ineligible to vote, but can maintain regular or household membership if they pay dues.

#### Section 2

Dues: The amount of annual membership dues shall not exceed \$50.00 and shall be established by the Board of Directors and approved by a majority of all members in good standing with the Club.

Dues are payable on or before the first day of February of each year. No member may vote whose dues are not paid for the current year. During the month of December the Treasurer shall provide each member a statement of dues for the following year. Dues are considered paid when physically received by the Treasurer, not when postmarked by the USPS. New members elected to membership in the last quarter of a year, will not be required to pay dues for the ensuing year.

### Section 3

Election to Membership. Each applicant for individual, junior, or household membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution and Bylaws, principles and purposes of this Club, and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing.

All applications are to be filed with the Secretary and each application is to be read at the first general meeting of the Club following its receipt. At the next general club meeting, the application will be voted upon by secret written ballot and affirmative votes of three-fourths of the members present and voting at that meeting shall be required to elect the applicant. The Club may reject any membership application. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Honorary members shall be elected by a three-fourths affirmative vote of the members present at a club meeting.

Accompanying the application, the prospective member(s) shall submit an initiation fee of \$5.00 in addition to the required membership dues. Household membership will be subject to one initiation fee. Initiation fees are refundable if the applicant(s) are rejected.

### 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 Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they are due in full on the first day of each fiscal year.

(b) By lapsing: A membership will be considered lapsed and automatically terminated if such members' dues remain unpaid as of February 1 of each year; however, the Board may levy a fine of \$5.00 in granting 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 the Constitution and By-Laws.

## ARTICLE II - MEETINGS

### Section 1

Club Meetings. Meetings shall be held at least six times a year, at such hour and place in or within 60 miles of the greater Portland area, as may be designated by the Board. Written notice of each such meeting shall be provided by the Secretary or such person designated by the Board at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

### Section 2

Special Club Meetings. Special meetings shall be called by the President or by a majority vote of the Board who are present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at a location designated by the person or persons authorized to call such meeting, within 60 miles of the greater Portland area. Written notice of such meeting shall be provided

by the Secretary or such person designated by the Board at least five days and not more than 15 days prior to the date of the meeting. This 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 percent of the members in good standing.

### Section 3

Board Meetings. Meetings of the Board of Directors shall be held at least four times a year at a location within 60 miles of the greater Portland area, and at such hour and place as may be designated by the President or by a majority of the Board. Written notice of each such meeting shall be provided to the Board by the Secretary or such person designated by the Board at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

The Board of Directors may conduct its business by mail, electronic mail, FAX or telephone conference call. Ballots may be electronically mailed to members of the Board, provided all the members of the Board agree to this form of communication. Items voted upon by telephone conference call must be confirmed in writing to the Recording Secretary within 10 days.

### Section 4

Special Board Meetings. Special meetings of the Board may be called by the President or shall be called by the Secretary upon receipt of written request signed by at least three members of the Board. Meetings to be held at a location within 60 miles of the greater Portland area, at such hour and place as may be designated by the person authorized in these Bylaws to call such meeting. Special Board Meetings may be conducted by teleconference or videoconference. Notice of such meeting shall be provided by the Secretary at least 3 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 at that meeting. A quorum for such a meeting shall be a majority of the Board.

### Section 5

Voting. Each 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 the Member is present. Proxy voting will not be permitted at any Club meeting or election.

Electronic Communication. The club may send to members electronic notifications of club meetings in the place of written notice, as well as other electronic club correspondence and material, provided that the member has signed an authorization agreeing to this method of communication. In these Bylaws, "provided" or "mailed" shall include electronic communication. In addition, the Board of Directors may meet, conduct discussions or proposals related to general club business via electronic communications including but not limited to, electronic mail, teleconference, or video conference at the President's discretion.

### ARTICLE III - DIRECTORS AND OFFICERS

#### Section 1

Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, Immediate Past President and three other persons all of whom shall be members in good standing. The President, Vice President, Secretary, Treasurer, and one Board Member shall be elected for one year terms. The Immediate Past President shall automatically become part of the Board of Directors for one year without election to office. In order to provide continuity to the Board the two remaining board members shall serve two year terms. One of these Board Members will be elected in even years and the other Board Member will be elected in odd years. All appropriate officers shall be elected at the Club's Annual Meeting, in the manner 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.

If a Board Member does not attend one-half of all Board meetings during the Club's official year or does not attend one-half of all General Membership meetings during the Club's official year, at the discretion of the Board of Directors, that Board Member's position may be considered vacant and filled in accordance with Article III, Section 4, Vacancies. Board meetings may be attended via teleconference or videoconference, in accordance with Article II, Sections 3 and 4.

#### Section 2

## Officers and Directors.

The Club's officers, consisting of the President, Vice President, Secretary, Treasurer, and three Directors shall serve in their respective capacities both in regards to the Club and its meetings and the Board and its meetings.

(a) President. The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally pertaining to the office of President in addition to those particularly specified in these Constitution and By-Laws.

(b) Vice President. The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity.

(c) Secretary. 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. He/she 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 roll of members of the Club with addresses and carry out such other duties as are prescribed in these Constitution and By-Laws.

(d) Treasurer. The Treasurer shall collect, receive, deposit all monies due or belonging to the Club. He/she shall keep accurate records, provide regular monthly reconciliations and file necessary tax documents. It is the treasurer's responsibility to prepare an annual budget and to report quarterly on adherence to this budget. He/she shall disburse such funds required to conduct normal club business based on legitimate receipts or billings.

(e) Directors. Directors shall participate in the general management of the Club's affairs.

## Section 3

Vacancies. Vacancies occurring on the Board during the year shall be filled for the unexpired term of the office by a majority vote of all the then-members of the Board at its first regular meeting called 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 appointed by the Board.

#### ARTICLE IV - THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

##### Section 1

Club Year. The Club's fiscal year shall begin on the first day of February and end on the 31st day of January. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting in January, and shall continue through the election at the next meeting.

##### Section 2

Annual Meeting. The Annual Meeting shall be held in the month of January at which meeting Directors and Officers for the ensuing year shall be elected in accordance with this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to the office within 30 days after the election. In the event of circumstances outside of the club's control which require that the Annual Meeting be rescheduled, the election of officers may be held electronically and ratified at the next meeting of the membership.

##### Section 3

Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

##### Section 4

Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of October the Board shall select a Nominating Committee consisting of three members not more than one of whom may be a member of the Board. The Secretary shall immediately notify the

committee members of their selection. The Board shall name a Chairperson for the committee and it shall be the Chairperson's duty to call a committee meeting which shall be held on or before November 1st.

(a) The Committee shall nominate one candidate for each office, and, after securing the consent of each person so nominated, shall immediately report their nomination to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated at least 15 days prior to the November meeting.

(c) Additional nominations may be made at the meeting in November and December by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his nominator shall present to the Secretary a written statement from the nominee signifying the nominee's willingness to be a candidate.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

## ARTICLE V - COMMITTEES

### Section 1

Appointment. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, performance events, and other fields which may be well 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

Committee Reports. All special committee chairpersons shall file written reports of the activities and accomplishments of the committee with the President upon dissolution of the committee. All other committee reports will be provided as requested by the Board.



### Section 3

Termination. Any committee appointed may be terminated by 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 any or all 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 the alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$35 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, 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 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 or 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 providing an opportunity to appear in person or by phone to respond and defend the charges. The respondent may present witnesses at the hearing as part of the defense.

### Section 3

Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent 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 respondent'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 Secretary. The 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 of this Article. Such proceeding 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 respondent shall have the privilege of appearing in the respondent's own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the respondent, if present, to speak on the respondent's own behalf if desired. The members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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

Proposal. 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 20 percent 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 Secretary for a vote within three months of the date when the petition was received by the Secretary.

#### Section 2

Vote. The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

#### ARTICLE VIII - DISSOLUTION

##### Section 1

Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor assets 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 Meetings. 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 the last meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at annual meeting)

Election of New Members,

Unfinished business

New business

Adjournment

Section 2

Board Meetings.

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 Secretary

Report of Treasurer

Report 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 special rules of order the Club may adopt.

Amended April 16, 2009; October 2013