



The Portuguese Water Dog Club of America, Inc.

BYLAWS

ARTICLE I MEMBERSHIP

Section 1. Eligibility.

There shall be four types of membership open to all individuals who are in good standing with the AKC and subscribe to the objectives including the Bylaws and Code of Ethics of the PWDCA, which memberships are described below:

- a. "Associate Membership" is open to all persons 18 years of age and older who are residents of the United States. Associate Members shall enjoy all the privileges of the PWDCA except the right to vote, hold office, participate in the Breeder Referral Program. Associate members and shall not count in the determination of a quorum. After two years from the date of being approved as an Associate Member by the PWDCA Board, Associate Members may apply for Active Membership. However, Associate Members need not apply for Active Membership and may continue as Associate Members for an indefinite period of time.
- b. "Active Membership" with all rights, privileges, and responsibilities shall be open to all individuals 18 years of age or older who have been an Associate Member for at least two years and who are residents of the United States. If an Active Member becomes an International Member, the status as an Active Member will continue.
- c. "International Membership" shall be open to persons 18 years of age and older who reside outside of the United States. International Members shall not vote or hold office and shall not count in the determination of a quorum.
- d. "Honorary Membership" may be conferred in recognition of special service to the PWDCA, and is granted as a non-voting, non-office-holding position. However, any Honorary Member who is a U.S. resident may choose to pay dues and apply for Active Membership with all the rights, privileges, and responsibilities of Active Membership.

Section 2. Dues.

- a. During the month of November, the Treasurer or someone designated and under the supervision of the Treasurer shall send to each PWDCA member a statement of his/her dues for the ensuing official year. 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 Active Member's right to vote, until such time as said dues shall be paid. Any PWDCA member, whose dues are unpaid as of March 1, shall automatically be terminated as a Club member and must reapply for PWDCA membership as an Associate Member.
- b. The Board of Directors may change or set any dues or fees for the next official year by a majority vote of a quorum of Directors. The deadline for the change shall be set by the Board and both the change and the deadline shall be reported in the next official PWDCA publication. Any change shall be set no later than October 1 to be effective for the ensuing official year.

Section 3. Election to Membership.

After being an Associate Member for a period of two years, an individual shall be eligible to apply for the status of Active Membership. Each applicant for Active Membership shall apply on an application form approved by the Board of Directors, which form shall provide that the applicant agrees to abide by the PWDCA's Certificate of Incorporation and Bylaws as well as AKC rules and regulations. The application

form shall also include written recommendations from two Active Members in good standing who are not from the same household. When completed, the application with the attached sponsor recommendations shall be presented to the Board for approval under the process outlined below.

- a. Applicant and sponsor names submitted to the Board of Directors will be published in the minutes of that meeting in order to solicit comments from Active Members.
- b. Applicants may be elected by secret ballot at any meeting of the Board of Directors subsequent to the names being published or by secret vote of the Board of Directors by mail or via fax or at teleconference meetings. Affirmative votes of a majority of the Board of Directors shall be required to elect an applicant.
- c. An Active Membership application which has received a negative vote by the Board may be presented by one of the applicant's sponsors at the next PWDCA Annual Meeting, and the Active Members may elect such applicant by secret ballot and a favorable vote of 75 percent of the Active Members present.

Section 4. Termination of Membership.

Membership may be terminated:

- a. By resignation. Any Active Member in good standing may resign from the PWDCA upon written notice to the Recording Secretary; but no Active Member may resign when in debt to the PWDCA. Dues obligations are considered to be a debt to the PWDCA, and they become incurred on the first day of each official year.
- b. By lapsing. A membership shall be considered as lapsed and automatically terminated if such Active Member's dues remain unpaid as of March 1; however, the Board may grant an additional 30 days of grace to such delinquent Active Member(s) in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of January 31.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of the PWDCA shall be held in the month of August, September, or October, in conjunction with the PWDCA National Specialty, at a place, date, and hour designated by the Board of Directors or at another time during this period if no National Specialty is held. Written notice of the place, date, and hour of the Annual Meeting shall be mailed by the Recording Secretary, or designee, to each Active Member no fewer than ten nor more than 60 days before the meeting date. The quorum for the Annual Meeting shall be at least 10 percent of the Active Members in good standing, and will be counted once the meeting is called to order.

Section 2. Special PWDCA Meetings.

Special PWDCA meetings may be called by the President or by a majority vote of the Board Members who are present at a meeting of the Board or who vote by mail and shall be called by the Recording Secretary upon receipt of a petition describing the proposed purpose(s) for which the meeting is to be held, signed and dated by 10 percent of the Active Members of the PWDCA who are in good standing. Such meeting shall be held at such place, date, and time as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Recording Secretary not less than ten nor more than 60 days before the meeting date. The notice of the meeting shall state the purpose of the meeting and no other PWDCA business may be transacted thereat. The quorum for a Special Meeting shall be at least 10 percent of the Active Members in good standing, and attendance will be taken once the meeting is called to order.

Section 3. Board Meetings.

Each year the first regular Board meeting shall be held within 14 days of Board Members taking office. Other Board meetings shall be at such times and places as are designated by the President or by a majority of the full Board. Meetings may be held by telephone, fax, or other electronic communication. There shall be at least one in-person Board Meeting held each year.

Notice of each Board Meeting shall be sent by the Recording Secretary, or designee, to each Board member at least seven days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person or by mail, fax, or phone.

Section 4. Board Minutes.

The Board of Directors may also conduct its business by mail or e-mail through the Recording Secretary, or by fax or phone conference calls. All meeting minutes must be circulated by the Recording Secretary, or designee, to all Board Members within 14 days to ratify the meeting. The minutes shall become effective upon circulation and with no objections being filed, either orally or in writing, with the Recording Secretary within one week after the Board's receipt thereof.

ARTICLE III DIRECTORS, OFFICERS AND THE AKC REPRESENTATIVE

Section 1. Board of Directors.

The Board of Directors ("Board," "Directors," or "Board of Directors") shall be comprised of ten members, all of whom shall be Active Members in good standing and who are residents of the United States. The Board shall be elected for one two-year term as provided in Article VI below and shall serve until their successors are installed. Each Director shall be limited to serve no more than two consecutive two-year terms. General management of the PWDCA's affairs shall be entrusted to the Board of Directors.

Any Director who fails to attend three Board meetings in any 12 month period, without just cause as determined by the Board, will be deemed to have vacated his/her position unless just cause was determined by the Board.

Section 2. Officers.

At the first regular Board Meeting, the Directors shall elect from their own number by a majority vote of the full Board of Directors, the following PWDCA officers for a one-year term: President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary. The President shall not serve more than two consecutive terms. Such officers' duties shall include, but may not be limited to:

- a. The President shall preside at all PWDCA and Board meetings and shall have the duties and powers normally appurtenant to the office of president in addition to those responsibilities specified in these Bylaws.
- 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 meetings and official business of the PWDCA and of the Board of Directors. This includes all communications among the Board and from the Board to the membership, notifying members of meetings, notifying new members of their election to Active Membership, notifying Directors of their election to office, recording all votes taken by mail, keeping a roll of all PWDCA members and their addresses, and carrying out such other duties as are prescribed and defined by the Board.
- d. The Corresponding Secretary shall have charge of all the correspondence to and from the public and all communication to the membership which does not originate from an official action of the Board of Directors. The Corresponding Secretary shall forward to the Recording Secretary all matters that

require permanent recording. The Corresponding Secretary shall also carry out such other duties as are defined by the Board.

- e. The Treasurer or a bookkeeper hired by the Board of Directors working under the supervision of the Treasurer shall collect and receive all money due or belonging to the PWDCa, be responsible for obtaining insurance coverage and for the filing of tax and other governmental administrative forms. The Treasurer shall, in the name of the PWDCa, deposit the same in any appropriate financial institution and approved by the Board. The Club's books and financial records shall at all times be open to inspection by the membership and a report shall be made at every Board meeting. This report shall include the condition of the PWDCa's finances and every item of receipt or payment not previously reported. At the Annual Meeting, the Treasurer shall render an account of all money received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. AKC Representative.

The PWDCa shall have a Delegate to the AKC. Such Delegate shall be elected by majority vote of the full Board of Directors at its first meeting if the Delegate's term has expired. The Delegate need not be a PWDCa Director. If the Delegate is not a Board Member, the Delegate shall be furnished a copy of the approved Board meeting minutes in a timely manner. The Delegate shall hold office for a term of two years and until Delegate's successor shall have been duly elected and qualified. The Delegate may serve an unrestricted number of two-year terms. The Delegate shall be expected to attend the AKC Delegate meetings and, for each PWDCa Board meeting, provide a written report to the Board of AKC proceedings and all AKC business relevant to the PWDCa.

Section 4. Vacancies.

Any vacancies occurring on the Board during the term of office shall be filled for the remainder of the term by an Active Member appointed by a majority vote of all the then Board members; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Section 5. Indemnification.

- a. Each person who shall serve as a PWDCa Director shall be indemnified by the PWDCa against all costs and expenses incurred by, or imposed upon, such Director in connection with or resulting from any action, suit, or proceeding to which the Director is, or may be made, a party by reason of such Director being or having been a Director of the PWDCa.
- 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 at the time such costs are incurred by or imposed upon such Director.
- c. Notwithstanding the forgoing, however, the indemnification shall not apply where the Director 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/her Director'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.

Section 6. Compensation and/or reimbursement.

No Board Member shall receive any compensation for services rendered to the PWDCa; however, a Board Member may be reimbursed for expenses reasonably incurred on behalf of the PWDCa if such expenses were pre-approved by a majority vote of the full Board.

ARTICLE IV THE CLUB YEAR, VOTING, NOMINATIONS, AND ELECTIONS

Section 1. Club Year.

The PWDCA's fiscal year and official year shall both begin January 1 and end on December 31. The elected Directors shall take office on January 1, as of which date the retiring Directors shall turn over to their successors in office all properties and records relating to the Board and/or PWDCA.

Section 2. Voting.

At the Annual Meeting or at a Special Meeting of the PWDCA, voting shall be limited to those Active Members in good standing who are present at the meeting. Voting by proxy shall not be permitted. The annual election of Directors and Amendments to the Certificate of Incorporation and Bylaws and the Standard for the Breed shall be decided by written ballot cast by mail. The Board of Directors may submit proposals to the Active Members for acceptance or rejection via written ballot cast by mail.

Section 3. Annual Election.

The election of Directors shall be conducted by ballot mailed to the Active Membership. Each year, five Directors shall be elected to the Board for one two-year term. Directors shall be limited to serving no more than two consecutive two-year terms. Ballots to be valid must be postmarked no later than October 31 and mailed to the Recording Secretary (or other addressee designated by the Board of Directors.) Ballots shall be opened and counted by non-PWDCA, independent auditors designated by the Board of Directors. The five candidates receiving the largest number of votes shall be declared elected. A tie vote shall be broken by the auditor(s) drawing one name from the lot and the name so drawn shall be declared the winning candidate. As of January 1, if any nominee is unable to serve for any reason, such nominee shall not take office and the vacancy so created shall be filled by the Board of Directors in the manner provided in Article III, Section 3 above.

Section 4. Nomination and Ballots.

The Nominating Committee shall be made up of five persons appointed by the Board and shall consist of one Board Member and four Active Members who have demonstrated their commitment to the Club and have substantial experience with Club activities. Geographic diversity should be considered in the composition of this committee. Such appointments shall be made prior to April 1 of the year of election. The Nominating Committee Chairperson shall be appointed by the Board. No member shall serve on the Nominating Committee two consecutive years. No two relatives, or two Active Members of the same household, shall serve on the Nominating Committee at the same time.

- a. The Nominating Committee shall nominate from among the PWDCA Active Members (who have been Active Members for a period of at least 12 months prior to the election date) five nominees for the five two-year terms on the Board of Directors. (Geographic diversity of Nominating Committee appointees should be considered to the extent it is practical to do so.) The five nominees shall be solicited by the Nominating Committee for written consent to be placed on the ballot. Thereafter, the Nominating Committee shall submit its slate of nominees to the Recording Secretary by August 7, but not before August 1. The Recording Secretary shall mail a list of nominees, in alphabetical order and include the nominees' full names and addresses, to each Active Member on or before August 15. The list shall be on a PWDCA nominating form that shall also contain space for additional nominations, and additional nominations may be made by the Active Membership.
- b. In addition to the five Nominating Committee nominations, a maximum of five additional nominations may be made by an Active Member by placing the names and addresses of the write-in nominees on the PWDCA nominating form. This form shall be completed and mailed to the Recording Secretary, postmarked no later than September 10.
- c. In order that any write-in nominee is eligible to be placed on the election ballot, the Recording Secretary shall receive at least ten write-in nominations per nominee. All Active Members receiving at least ten write-in nominations shall be contacted by the Recording Secretary, informed of their nomination, and solicited for their written permission to be placed on the election ballot. Such written consent shall be received by the Recording Secretary no later than September 25. All the write-in nominees who receive a minimum of ten nominations and who accept his/her nomination shall be

placed on the ballot. If none of the write-in nominees accept his/her nomination or there are no eligible write-in nominees, the Nominating Committee's nominees shall be declared elected by acclamation and no election ballot shall be mailed to the membership. Notice to that effect shall be printed in the next official PWDCA publication.

- d. If any valid and accepted additional nominations are received by the Recording Secretary on or before September 25, the Recording Secretary shall, on or before October 1, mail to each Active Member in good standing a ballot listing all of the nominees for Directors in alphabetical order with the address at which they reside, together with a blank envelope and a return envelope addressed to the Recording Secretary (or other addressee designated by the Board of Directors), marked "Ballot" and bearing the name of the Active Member to whom it was sent. So that the ballots may remain a secret, each voter, after marking his or her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary (or other addressee designated by the Board of Directors), and mail such envelope which shall be postmarked no later than October 31. Between November 8 and November 12, the designated independent auditors, prior to opening the outer envelopes and removing the blank envelopes, shall check the returns against the list of Active Members whose dues are paid for the current year and certify the eligibility of the voters as well as the results of the voting no later than November 12 to the Recording Secretary. The vote results shall be mailed by the Recording Secretary to the PWDCA members no later than November 15 of the election year.
- e. No nominations shall be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE V COMMITTEES

Section 1. Committees.

- a. There shall be Standing Committees to advance the breed in health-related areas. Each committee shall make reports to the membership on an annual basis, with interim reports to the PWDCA Board when requested by the Board. The Board may appoint additional health committees as it deems necessary.
- b. The Board may at any time appoint Standing Committees to deal with breed conformation and performance events such as dog shows, agility, obedience/rally trials, water trials, and other areas which may well be served by a committee.
- c. Special committees may also be appointed by the Board to aid in any PWDCA related activity such as publications, budget, or other administrative work that benefits PWDCA-related projects or business.
- d. All committees shall always be subject to the final authority of the Board.

Section 2. Termination.

Any committee or committee member appointment may be terminated only by a majority vote of the full Board whereupon written notice shall be sent to the terminated appointee. The Board may appoint a successor(s) to such member whose service has been terminated. Each terminated committee member shall turn over to the Committee Chair, or PWDCA Recording Secretary, all PWDCA properties and official records related to that committees within 30 days of his/her termination from a committee.

Section 3. Evaluation.

Committees shall be evaluated by the Board at least every three years and be voted on for re-approval by a majority of the Board.

Section 4. Resignation.

Committee members who resign or are unable to serve for any reason may be replaced if deemed necessary by the Board.

ARTICLE VI DISCIPLINE

Section 1. AKC Suspension.

Any PWDCA Associate or Active Member who is suspended from the privileges of the AKC automatically shall be suspended from the privileges of the PWDCA for the same length period as the AKC suspension and commencing from the date the Board is made aware of the AKC suspension.

Section 2. Charges.

Any Member may prefer charges against a Club member for alleged misconduct prejudicial to the best interests of the PWDCA or the breed. Written charges with specifications shall be filed in duplicate with the Recording Secretary with a fee of \$50. A Hearing Committee appointed by the Board shall consist of not less than three Board members.

The Recording Secretary shall promptly send a copy of the charges to each Board member 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 PWDCA or of the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the PWDCA or the breed, it may refuse to entertain jurisdiction and the deposit shall be returned to the preferring member. If the Board entertains jurisdiction of the charges, it shall fix a hearing date, time, and location to be heard by the Board or a Hearing Committee not less than three weeks, or more than six weeks, thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing date, time, and location and an assurance that both the defendant and complainant may testify in his/her own defense and bring witnesses.

Section 3. Board Hearing.

The Board or Hearing Committee 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 or Hearing Committee may, by a majority vote of those present, suspend the defendant from all privileges of the PWDCA for a period up to one year from the date of the hearing issue a reprimand. If the Board deems that punishment insufficient, it may also recommend to the Active Membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow Active Members at the ensuing PWDCA Annual Meeting which considers the expulsion recommendation of the Board or Hearing Committee. Immediately after the Board or Hearing Committee has reached a decision, its findings 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 decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the PWDCA may be accomplished only at the Annual Meeting of the PWDCA following a hearing and upon the recommendation of the Board or Hearing Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf although no evidence shall be presented at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf. The Active Members shall then vote by secret ballot on the proposed expulsion. A two-thirds affirmative vote of those Active Members present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the maximum one year suspension shall stand.

Section 5. Expulsion.

Any member expelled from The PWDCA for any reason shall have to reapply for membership as an Associate Member.

Section 6. Liability.

Neither the Board of Directors nor the Hearing Committee, nor any of their members, shall be liable for the decisions rendered, put into effect, or published as provided for in this article, nor for any action or related costs incurred pertaining to same.

**ARTICLE VII
AMENDMENTS**

Section 1. Amendments to the Certificate of Incorporation and Bylaws or to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary, or designee, and signed by 20 percent of the Active Membership in good standing. Amendments proposed by petition shall be promptly considered by the Board of Directors and must be submitted to the Active Members, with the 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 Certificate of Incorporation and Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment(s) has been mailed by the Recording Secretary to each Active Member, accompanied by a ballot on which s/he may indicate his or her choice for or against the action to be taken. The ballot shall specify a postmark date not less than 30 days after the date of mailing by which date the ballots must be returned to the Recording Secretary, or designee, to be counted. The favorable vote of two-thirds of the Active Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the Certificate of Incorporation and Bylaws or to the Standard for the Breed that is adopted by the PWDCA shall become effective until it has been approved by the AKC.

Section 4. When the Certificate of Incorporation is amended, it shall be the responsibility of the PWDCA President to file a Restated Certificate of Incorporation with the Secretary of the State of Connecticut within 30 days of the amendment becoming effective.

**ARTICLE VIII
DISSOLUTION**

Section 1. The PWDCA may be dissolved at any time by the written consent of two-thirds of the total Active Membership voting. In the event of the dissolution of the PWDCA, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the PWDCA nor any proceeds thereof nor any assets of the PWDCA shall be distributed to any members of the PWDCA. After payment of all debts of the PWDCA, its remaining property and assets shall be given to one or more charitable organization(s) selected by the Board of Directors for the benefit of dogs; provided that any recipient organization qualifies as an exempt organization under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

**ARTICLE IX
ORDER OF BUSINESS**

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

Roll Call

Reading minutes of last meeting
Report of President
Report of Vice-President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of the AKC Delegate
Report of Committees
Old Business
New business
Adjournment

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

Reading minutes of last meeting
Report of the President
Report of the Vice-President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of the AKC Delegate
Report of Committees
Election of Active Members
Old Business
New Business
Adjournment

ARTICLE X E-MAIL NOTIFICATION

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

ARTICLE XI PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern the proceedings of the PWDCA except in such cases as are covered by these Bylaws and/or special rules adopted by the PWDCA.