

Constitution
of the Rio Salgado Portuguese Water Dog Club of Arizona
Name and Objectives

Section 1. Name

The name of the Club shall be the Rio Salgado Portuguese Water Dog Club of Arizona.

Section 2. Objectives

The objectives of the Club shall be:

To encourage and promote quality in the breeding of pure-bred Portuguese Water Dogs, to develop and maintain their conformation, disposition for character, and to do all possible to bring their natural qualities to perfection and perpetuate their historic working traits.

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 Portuguese Water Dogs shall be judged.

To support the endeavors of the Portuguese Water Dog Club of America (PWDCA).

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 like obedience, agility, tracking, and water trials.

To conduct events for which the Club is eligible under the rules and regulations of the AKC, such as sanctioned matches and specialty shows, supported entries, and applicable performance events, and water trials under the Rules and Regulations of the Portuguese Water Dog Club of America (PWDCA).

To increase public knowledge of the breed and to promote education and social activities among members.

To urge members to adhere to the PWDCA Code of Ethics to protect the breed and its fanciers.

Section 3. Non-Profit Status

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. Bylaws

The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

**Bylaws
of the Rio Salgado Portuguese Water Dog Club of Arizona
Article I
Membership**

Section 1. Eligibility

There shall be three types of membership open to all persons who are in good standing with the American Kennel Club (AKC) and the Portuguese Water Dog Club of America (PWDCA), and who subscribe to the objectives of the Rio Salgado Portuguese Water Dog Club (Club).

Regular Membership is open to all persons 18 years of age and older who shall enjoy all Club privileges including the right to vote and hold office.

Junior Membership is open to all persons 8 – 17 years of age. Junior Members will enjoy all the privileges of the Club except the right to vote, hold office, and chair a committee, and shall not count in determination of a quorum. Upon reaching the age of 18, a Junior Member may become a Regular Member by paying the appropriate dues.

Honorary Membership is given to an individual who must be nominated by a Regular Member as having rendered extraordinary contributions to the Club or the breed. An Honorary Member may be elected for a lifetime by a majority vote of the membership. They shall be exempt from paying dues and shall be entitled to all privileges of the Club, except that they shall not be entitled to vote, hold office, or chair a committee. They may maintain a Regular membership if they pay dues.

While the membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the owners, breeders, exhibitors, and Portuguese Water Dog fanciers in the greater Phoenix area.

Section 2. Dues

During the month of October, the Board of Directors (Board) shall establish by a 2/3 majority vote, membership policies for the next year. Any changes shall be approved by the membership.

During the month of December, the Treasurer will send to each Regular Member a statement of dues for the next year.

Dues will not exceed \$50 per year, payable on or before February 1 of each year. Dues for a second Regular Member residing in the same household will not exceed \$10. There are no dues for Junior or Honorary Members. Members joining in the last 3 months of the Club year (November, December, or January) will be counted as paid for the next year.

No member may vote whose dues are not paid for the current year.

Section 3. Election to Membership.

Each applicant for membership shall apply on a Board approved form and agrees to abide by the Constitution and Bylaws of this Club and the rules of the AKC and PWDCA. The application along with dues payable for the current year shall be filed with the Membership Chair who will have it sent by email or Club newsletter to Club members.

The applicants name will be included in the agenda for the next Club meeting at which time the election will be held. Any member in good standing can make a recommendation on the applicant. Approval of the applicant will require affirmative votes of 2/3 secret vote of the voting members present at that meeting and membership is effective immediately if approved. The Membership Chair will inform the applicant of the outcome of the election.

Applicants whose membership has been rejected by the Club may re-apply after 6 months. Two club members in good standing must endorse such applicants.

Section 4. Termination of Membership.

Memberships may be terminated:

By Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary.

By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 60 days after the first day of the fiscal year; however, the Board may grant an additional 60 days grace to such a delinquent member in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the time of the meeting. Any member whose membership lapses must re-apply for membership.

By Expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Article II Meetings and Voting

Section 1. Club Meetings.

Meetings of the Club shall be held at least six times a year at a date and time determined by the Board and within the Club's AKC designated territory. Notice of each meeting shall be given to all Club members by the Corresponding Secretary at least 14 days prior to the date of the meeting, and all members will be encouraged to attend. The quorum for such meetings shall be no less than 20 percent of members in good standing eligible to vote.

Section 2. Special Club Meetings.

Special Club meetings shall be called by the (1) President, or (2) by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or (3) shall be called by the Corresponding Secretary upon receipt of a petition from five members of the Club who are in good standing. Such special meetings shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings, and if in person, held within the greater Phoenix area. Notice of such a meeting shall be given by the Corresponding Secretary not less than 5 days and not more than 15 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. The quorum for such a meeting shall be 20 percent of members in good standing eligible to vote.

Section 3. Board Meetings.

Meetings of the Board shall be held at such times and places as are designated by the President or by a majority of the entire Board, and if in person, held within the greater Phoenix area. Notice of each meeting shall be given by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings.

Special meetings of the Board may be called by the President or a majority of the board members on a 24-hour notice and shall be called by the Corresponding Secretary upon the receipt of a request by at least three members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the President, and if in person, held within the greater Phoenix area. Any such notice shall state the purpose of the meeting and no other business shall be transacted. A quorum for such a meeting shall be a majority of the Board. The Board may use email to decide single issues that need to be resolved before the next scheduled meeting. A Board member may make a motion, with a second from another Board member, and after a discussion of the question, the President will call for a vote requiring a majority of the Board to vote in the affirmative to pass.

Section 5. Voting.

Each Regular Member in good standing whose dues are paid for the current year and present at the Club meeting shall be entitled to one vote. Proxy voting is not permitted at any Club meeting or election.

ARTICLE III

Directors and Officers

Section 1. Board of Directors

The Board shall be comprised of the Officers and two Directors, one of whom is the immediate Past President. In such cases as the immediate Past President is not available or has expressed intent not to serve, an active member of the Club elected from the general membership shall serve as a Director. All Board members shall be Regular Members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV.

General management of the Club's business shall be entrusted to the Board. As needed, the Board will review and determine the methods of Club communication and meetings using Federal, State, and local health guidelines and technologies available to most of its members.

Section 2. Officers

The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

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 the President in addition to those particularly specified in these by-laws.

The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity. The Vice-President will be the PWDCA and AKC liaison providing the Club's calendar of events to the Courier magazine and information updates required by the PWDCA and AKC.

The Recording Secretary shall keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club or the Board official business of the Club and of the Board of Directors. This Secretary shall e-mail the minutes of the meetings to the Club's web master within 10 days from the date of the meeting. The webmaster shall post the meeting minutes on the Club's web site. In the event that the Recording Secretary is absent, the Corresponding Secretary will be charged with Recording and disbursement of the minutes within 10 business days.

The Corresponding Secretary shall have charge of all correspondence from and to the general public and communication to the membership, including notice of Club meetings and special Club meetings. This Secretary shall notify Officers and Directors of their election to office, and shall provide and forward to the Recording Secretary all matters which require being recorded in the permanent record and carry out the duties as prescribed by the Board. The Corresponding Secretary will act as Recording Secretary in his/her absence. In the event that the Corresponding Secretary is not available, the Recording Secretary will be charged with communication to the membership, including notice of Club meetings and special Club meetings.

The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and the condition of the Club's finances shall be reported at every meeting and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasury books will be reviewed annually by a committee of three consisting of the Treasurer, one Board member, and a regular member. This review will also occur before the transfer to a new Treasurer.

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 remaining 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.

ARTICLE IV

The Club Year, Annual Meeting, Elections

Section 1. Club Year

The Club's fiscal year shall begin February 1 and end January 31. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting

The annual meeting shall be held in the month of January at which time the Board for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring Officer shall turn over to his successor in the office all properties and records relating to that office within 30 days after the election.

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 and two alternates, not more than one of whom may be a member of the Board. The Recording Secretary shall immediately notify the committee members and alternates of their

selection. The Board shall name a chair for the committee whose duty is to call a committee meeting which shall be held in November.

The committee shall nominate one candidate for each office and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

Upon receipt of the Nominating Committee's report, the Recording Secretary shall, before the December meeting, notify each member of the candidates so nominated.

Additional nominations may be made at the December meeting by any Regular member in attendance provided that the person so nominated is in attendance and does not decline when their name is proposed. If there are additional nominations, the Recording Secretary will notify each member of the new nomination slate in December.

No person may be a candidate for more than one position.

Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Nominees must be a Regular Member in good standing.

ARTICLE V Committees

Section 1. Committee Appointment

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience / rally, water trials, agility, tracking, health / education, membership, and other fields which may be well served by committees. Such committees shall function under the auspices of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Termination

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written or email notice to the appointee, and the Board may appoint successors to those whose services have been terminated.

ARTICLE VI Discipline

Section 1. Suspension.

Any member who is suspended from any of the privileges of the AKC and / or the PWDCA 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 or more than 6 weeks thereafter. The Recording Secretary shall promptly send a 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 council may attend the hearing, but both complaint and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complaint and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant 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 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 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 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 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 the Board's findings and recommendations and shall invite the defendant, if present, to speak on his own behalf if he wishes. The meeting shall vote by secret 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 voted, the Board's suspension shall stand.

ARTICLE VII Amendments

Section 1. Proposing Amendments

Amendments to the Constitution or Bylaws may be proposed by the Board or by a petition addressed to the Recording Secretary and signed by 20 percent of the Regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with the recommendations of the Board by the Recording Secretary for a vote within 3 months of the date when the petition was received by the Recording Secretary.

Section 2. Voting on the Amendments

The Constitution and Bylaws may be amended by a 2/3 secret vote of the Regular Members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least 2 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 2/3 of the Regular members in good standing. In the event of the dissolution of the Club other than for the purpose of reorganization, whether voluntary or involuntary or by operation of the 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.

ARTICLE IX Parliamentary Procedure

Section 1. Parliamentary Authority

The rules contained in the current edition of Roberts 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.

Section 2. General Membership Meetings

At the 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
- Reading and Approval of Minutes of the Last Meeting
- Report of President
- Report of Recording Secretary

- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

Section 3. Board of Directors Meetings

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

- Reading and Approval of Minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment