

Constitution and By-Laws of The Pembroke Welsh Corgi Club of the Rockies, Inc.

Article I: Name and Objectives

Section 1: The name of the Club shall be the Pembroke Welsh Corgi Club of the Rockies, Inc. Hereinafter in this document it will be referred to as either “the Club” or “PWCCR”.

Section 2: The objectives of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred Pembroke Welsh Corgis 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 [hereinafter AKC] 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 AKC and to conduct matches, educational events, and other such functions as desired by the membership;
- e. To require members to abide by the Pembroke Welsh Corgi Club of America Code of Ethics.
- f. To promote fellowship, helpfulness, and mutual sharing of knowledge and experience among Club members.

Section 3: The Pembroke Welsh Corgi Club of the Rockies is organized for pleasure, recreation, and other non-profit purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any 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.

Article II: Membership

Section 1: ELIGIBILITY. There shall be three types of membership open to all persons eighteen years of age and older. Candidates for membership must be in good standing with the AKC and must attend one general meeting prior to the second reading of their application. They must subscribe to the objectives and purposes of this club as stated in this document and the Articles of Incorporation. Regular membership requires residence within 400 miles of Denver. All other levels of membership are unrestricted as to residence. The Club’s primary purpose is to be representative of breeders, exhibitors, and Corgi fanciers in the immediate area. The three classes of membership shall be as follows:

- a. Associate Member: This member will pay dues to the club, which may be a reduced amount from the regular membership, but will not have voting rights, and will not be counted, for the quorum when one is required. These members are not eligible to serve on the Club’s Board of

Directors. This membership is intended for people who are not able to regularly attend Club meetings, but who still wish to be involved with the Club activities.

- b. Regular Member: This level of membership is entitled to all privileges and benefits of the club as provided in the Articles of Incorporation and these By-laws. This member will pay dues, will have voting rights, and will be counted for a quorum when one is required, they may serve on the Club's Board of Directors.
- c. Lifetime Member: A regular member may be elected to Lifetime Membership; this special distinction is granted to members as defined in Section 3b, below. This member has all of the rights of regular members, but dues are waived for their lifetime.

Section 2: DUES. Membership dues are to be set by the members at each annual meeting and shall be payable on or before the first day of January each year. If the dues are not paid by January 31 each year, a late fee, amount determined by the membership, will be assessed in addition to the normal dues. No member may vote whose dues are not paid for the current year. During the month of November the Membership Chairperson shall send at the annual dues renewal form and Constitution/By-laws/ Code of Ethics Compliance for the ensuing year to each member, either electronically or via U.S. mail.

Section 3: ELECTION TO MEMBERSHIP.

- a. Election to Regular 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, the rules of the AKC, and the code of ethics of the PWCCA. At a minimum the application shall state the following:
 - 1. Name, address and occupation of the applicant.
 - 2. The reason for wishing to join the Club.
 - 3. Current member sponsors who the applicant has met in person.
 - 4. Whether or not the applicant is a breeder (defined as one who has bred Corgis in the past and intends to do so again). If the applicant is a breeder, he or she must list all breeding animals; litters produced in the last two years, and allow the sponsoring member to visit their home/kennel.

The applicant shall also submit the dues payable for the current year. All applications are to be filed with the Membership Committee Chairperson, and each application is to be read at the first meeting of the Club following its receipt. Applicants must attend one general meeting prior to the 2nd reading of their application. At the next club meeting, the application will be voted upon. Applicants must be approved by the majority of the regular or lifetime members present and voting at that meeting. Applicants for membership who have been rejected may not re-apply within six months after a rejection.

The current member sponsors must first talk to the applicant over the phone or meet face to face. The current member sponsor will interview the applicant based on an interview template provided by the Board.

- b. Election to Lifetime Membership: Lifetime membership shall be reserved for longtime, contributing members. There will be a formal written nomination form presented to the Board of Directors for review and approval. Sponsored candidates for lifetime membership must be approved by a two-thirds vote of the Board of Directors present and voting at the time.

Section 4: RENEWAL OF MEMBERSHIP. Once a person has been accepted as a member of the Club, his or her membership will renew upon the completion of the following actions: (a) completing the annual renewal form with changes to contact information, if any, signing the completed form agreeing to the COE and returning it to the Membership Chairperson, (b) have his or her dues paid by January 31st of that year, and (c) the person maintains good standing with the AKC. A violation of any of these provisions is sufficient for termination of a member from the Club.

Section 5: TERMINATION OF MEMBERSHIP. Memberships may be terminated by:

- a. Resignation: Any member in good standing may resign from the Club upon written notice to the Membership Chairperson. No member may resign when in debt to the Club.
- b. Lapsing Upon Failure to Pay: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid after January 31st of the year. However, the Board may grant an additional 90 days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting if that person has not paid their dues by the date of that meeting.
- c. Expulsion: A member may be terminated by expulsion as provided in Article VIII of this document.

Article III: Meetings and Voting

Section 1: CLUB MEETINGS. Meetings of the Club shall be held in the greater Denver area no less than four (4) times per year at an hour and location as designated by the Board of Directors. A calendar of general meeting dates will be sent to all members. Members will be notified of location or date changes. The quorum of such meetings shall be 20% of the regular or lifetime members in good standing.

Section 2: SPECIAL CLUB MEETINGS. A special club meeting 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. Special club meetings may be called by the Corresponding 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 greater Denver area at such a place, date, and hour as may be designated by the person or persons, authorized to call such a meeting. The Corresponding Secretary shall send written notice of the special meeting at least five days and not more than fifteen days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted at the special meeting. The quorum of such meeting shall be 20% of the members in good standing.

Section 3: BOARD MEETINGS. Meetings of the Board of Directors shall be held in the greater Denver area no less than four times per year, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least five 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; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Denver 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 each such meeting shall be mailed by the Corresponding Secretary at least 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 a 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. Proxy voting will not be permitted at any Club meeting or election.

Section 6. CORRESPONDENCE. At any time, if notice is required to any or all members of the Club, both electronic and/or U.S. mail forms are acceptable. Electronic correspondence may be provided to those members who have provided an e-mail address, and will be the default form of communication. If no e-mail address is provided, notice will be mailed to the last known address. If a member wishes to receive only mailed notices instead of e-mail notices, and have provided an e-mail address, they must provide written notice to the Corresponding Secretary of their selection. If anything in this document is required to be "mailed" or "sent", e-mail shall be sufficient correspondence in its stead, unless the member has followed the mail election in this Section,

Article IV: Directors and Officers

Section 1. BOARD OF DIRECTORS. The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and two Members At Large, all of whom shall be members in good standing. All Board members shall be elected for one-year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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 board meetings.

- a. The President shall preside at all meetings of the Club and of the Board, in addition to fulfilling those duties particularly specified by these By-laws.
- b. 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, or if the President is subject to disciplinary charges pursuant to Article VII of these By-laws.

- c. The Recording 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, and will carry out such other duties as are prescribed by the PWCCR Constitution & By-Laws.
- d. The Corresponding Secretary shall keep a roll of the members of the Club with their addresses, have charge of the correspondence, and notify members of the meetings, notify new members of their election to membership, notify officers and directors of their election to office and will carry out such other duties as are prescribed by this Constitution and By-laws.
- e. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and he/she shall report at every meeting the condition of the club's finances. At the midyear meeting the Treasurer shall render an account of all monies received and expended during the previous year in writing with copies for each member present at the annual meeting. The Treasurer and other co-signers shall be bonded in such amount as the Board of Directors shall determine.
- f. The Corresponding and Recording Secretaries may be the same person, in which case the Board shall be comprised of the officers and two Members At Large.
- g. Members of the Board may also designate a membership committee. The Chair of this committee is responsible for maintaining the roster of the Club, accepting and investigating new membership applications, and the reading of the membership applications. If any of these responsibilities overlap with any responsibility of other Board seats, the responsibility will belong to the individual listed Board seat, unless the person holding that seat has delegated the duty to this Committee.

Section 3. VACANCIES. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the current 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 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.

Article V: The Club Year, Annual Meeting, Elections

Section 1. THE CLUB YEAR. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. 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 December. Members in attendance will vote to elect Officers and Directors for the ensuing year from among those members nominated in accordance with Section 4 of this Article. Newly-elected Officers and Directors shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after election. This annual meeting will include a general meeting in addition to the annual meeting. If a special board meeting is also held before or after the annual meeting, it will be considered one of the required board meetings.

Section 3. ELECTIONS. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected and shall be called Members At Large.

Section 4. 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 twelve months. During the month of September, 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 Corresponding Secretary shall immediately notify the committee persons and the alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before October 15.

- a. The Committee shall nominate one candidate for each office and at least one candidate for each position on the Board as Members at Large. No person shall serve on the Board in the same capacity for more than 3 consecutive years. After securing the consent of each person so nominated, the committee shall immediately report the nominations to the Corresponding Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before November 1, notify each member in writing of the candidates so nominated.
- c. Any member in attendance may make additional nominations at the meeting before the December meeting, provided that the person so nominated does not decline when his name is proposed. If the nominated candidate is not in attendance at this meeting, his nominator shall present to the Corresponding Secretary, a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Article VI: Committees

Section 1. The Board may appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, tracking or herding trials, trophies, annual prizes, membership, club history 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 appointed committee 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.

Section 3. The Board shall appoint the Corresponding Secretary or any other person it so chooses as a representative to the Pembroke Welsh Corgi Club of America for purpose of liaison.

Article VII: Discipline

Section 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the privileges of the American Kennel Club shall be automatically suspended from the privileges of this Club for a like period.

Section 2. CHARGES. Any member may bring charges against a member for alleged misconduct deemed prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50, which shall be forfeited if the Board following a hearing does not sustain such charges. The Corresponding 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. The Board 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 three (3) weeks or more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail with return receipt request, 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/she wishes. If the Corresponding Secretary is charged, the Vice-President will fulfill the duties of the Corresponding Secretary.

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 six (6) months from the date of the hearing. If the Board 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/her 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 Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Any member of the Board of Directors charged under Section 2 of this article shall not participate as a member of the Board during subsequent hearings. Board members suspended for more than three (3) months shall be replaced pursuant to Article IV Section 3.

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 the Article. Such proceedings may occur at a regular or special meeting of the club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her 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 in his/her own behalf if s/he

wishes. The members shall then vote by written ballot on the proposed expulsion. Expulsion shall be a two-thirds (2/3) vote of those present and voting at the meeting. If expulsion is not so voted, the Board's suspension shall stand.

Article VIII: 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 Corresponding Secretary signed by twenty (20) percent of the membership in good standing.

Amendments proposed by such petition or proposal by the Board of Directors shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2. APPROVAL. The Constitution and By-laws may be amended by a two-thirds (2/3) vote of the eligible 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 have been mailed to each member at least two (2) weeks prior to the date of the meeting.

Article IX: Dissolution

Section 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the club, 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 selected by the Board of Directors.

Article X: Order of Business

SECTION 1. 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
- Reading of the minutes of previous meeting
- Report of President
- 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 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Reading of the minutes of previous meeting
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment