



THE PEMBROKE WELSH CORGI CLUB OF THE GARDEN STATE

BY-LAWS

ARTICLE 1- MEMBERSHIP

Section 1. Eligibility: There shall be four types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- A. Individual Membership - shall enjoy all the privileges of the Club including voting and holding office. Dues for the individual membership shall be for the full dues amount.
- B. Associate Membership- Entitled to all the club privileges except for voting and office holding. (Offered to individuals who live outside the club's area; also offered to individuals who live in the club's area but are not active). Dues for Associate membership shall be for ½ of the full dues amount.
- C. Family Membership – two adults living in the same household who shall each enjoy the privileges of the Club, including voting and holding office. Dues for Family Membership shall be 3/4 (three-quarters) of two separate individual dues.
- D. Honorary Membership – shall include persons of outstanding achievement or service placed in this class by unanimous vote of the Board. The honorary member shall not have to pay dues and is not eligible to vote or hold office. However, each such member should be able to maintain active/voting status by payment of dues

Section 2. Junior Membership - Junior Membership is open to persons 12 through 17 years of age. Junior members cannot vote or hold office. They will be eligible to convert to regular membership upon reaching their 18th birthday.

Section 3. Dues - Membership dues, not to exceed \$50 per member, shall be set by the Board of Directors and approved by a simple majority of the members voting at the next regular meeting. Dues are payable on or before the first day of January each year. During the month of November, the Treasurer shall send to each member required to pay dues a bill for the ensuing year. Members elected after September first of any year shall not be billed for dues until November of the following year.

Section 4 Election to Membership: Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of one members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Corresponding Secretary and then sent to the Board for its recommendation. The board will review the application at the first meeting following its receipt and it will be read & voted upon at the next general membership meeting. The name(s) of the applicants(s) will be published in the call of the general meeting, at which time the application(s) will be voted upon by secret ballot. An affirmative vote of 3/4 of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

Section 5 Termination of membership: Membership may be terminated:

- A. by resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- B. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by the first day of March. However, the Board may grant 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 these bylaws.

ARTICLE II – MEETINGS AND VOTING

Section 1. Club Meetings. Meetings of the Club shall be held in the greater Bridgewater/Whitehouse area a minimum of four (4) times a year beginning in January, at such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed or e-mailed by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing

Section 2. Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the 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 Bridgewater/Whitehouse area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or e-mailed by the Corresponding Secretary at least 10 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

Section 3. Board Meetings. A meeting of the Board of Directors shall be held a minimum of four (4) times a year at such a date and time as may be designated by the board. Meetings of the Board may be held in person at a place in the greater Bridgewater/Whitehouse area, teleconference or other electronic means, the venue being determined by agreement of the board. Written notice of each meeting shall be mailed or e-mailed 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; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held at the date and time designated by the person authorized herein to call such a meeting. Further, such special meetings may be either held in person at a place in the greater Bridgewater/Whitehouse, teleconference or other electronic means, the venue being determined by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed or e-mailed by the Corresponding Secretary at least 10 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 thereat. 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 he/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III – DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and four (4) other persons all of whom shall be members in good standing. The officers shall serve one (1) year terms and the four (4) Directors shall serve two (2) year terms. All shall be elected at the Club's annual meeting as 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. The immediate Past President may attend Board meetings without a vote.

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 Board and its meetings.

- A. The **President** shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws. The President shall appoint, subject to approval by the Board, a member in good standing to be the Club's Representative to the Pembroke Welsh Corgi Club of America, our parent club. Said representative must be a member of the Pembroke Welsh Corgi Club of America.
- 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 of the club and of the Board, shall keep a roll of the members of the club with their addresses, shall maintain a list of guests with the dates of their attendance, and shall keep a record of all other matters of which a record shall be ordered by the club. The Recording Secretary shall notify officers and directors of their election to office and carry out such other duties as are prescribed in these bylaws.
- D. The **Corresponding Secretary** shall have charge of the correspondence, notify members of meetings, notify potential guests of meetings, notify new members of their election to membership, and carry out such other duties as are prescribed in these bylaws.
- E. The **Treasurer** shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same into financial institutions designated by the Board. His/her books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as may be determined by

the Board, the expense to be borne by the Club.

- F. The **Representative to the Pembroke Welsh Corgi Club of America** (the parent club) shall act as liaison between this Club and the parent club and shall, whenever possible, attend meetings of the parent club, keeping it informed of this Club's activities and likewise reporting to this Club the activities of the parent club. The Representative shall always be a member in good standing of the parent club. The Representative may attend board meetings without a vote in order to make reports.

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

Section 1. 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 July at which Officers and Directors for the ensuing year shall be elected. Election shall be by secret ballot when there is more than one nominee for any position. They shall take office immediately upon the 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 the election.

Section 3. Nominations. No person may be a candidate in a Club election who has not been nominated. At the Board meeting held in January 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 members and 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 March 1st.

- A. The Committee shall nominate one candidate for each office and one candidate for each expired position on the Board as per Article III, Section 1, and after securing the written consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing no later than April 1st.
- B. The Corresponding Secretary shall, at least two weeks before the April/May meeting notify each member in writing of the candidates so nominated.
- C. Additional nominations may be made at the April/May meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer 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. Anyone declining a nomination offered by the nominating committee may not run for the same office.
- D. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section 3.

Section 4. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

ARTICLE V- COMMITTEES

Section 1. The Board may, each year, appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, herding trials, trophies, annual awards, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI – DISCIPLINE

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board following a hearing. 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than 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 finding shall be put in written form and filed with the Recording Secretary. The Corresponding 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by (20%) twenty 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 membership with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The constitution and bylaws may be amended by a 2/3 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 or e-mailed to each member at least 10 days prior to the date of the meeting.

ARTICLE VIII – DISSOLUTION

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

ARTICLE IX – ORDER OF BUSINESS

Section 1. 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 the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Committee Reports
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

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

- Minutes of the last meeting
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Committee Reports
- 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.

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REVISED AND APPROVED NOVEMBER 14, 2009