

SUNSHINE PEMBROKE WELSH CORGI CLUB, INC.

CONSTITUTION AND BY-LAWS

Adopted June 1997

AMENDED April 2004, AMENDED November 17, 2007,
AMENDED April 26, 2008, AMENDED October 17, 2020

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the Club shall be the Sunshine Pembroke Welsh Corgi Club, Inc.

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 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 as the only standard of excellence by which Pembroke Welsh Corgis 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 any other AKC events for which the club eligible.
- D** To conduct sanctioned and licensed specialty shows and any other events for which the club eligible under the Rules and Regulations of the American Kennel Club;

SECTION 3. 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. The voting members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility.

There shall be three types of voting membership, regular, household and life open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. There shall be three types of non-voting membership, associate, junior and honorary and these may not hold office. While membership is unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

A Voting Memberships

- 1** *Regular membership* (individual) enjoys all club privileges including the right to vote and hold office.
- 2** *Household membership* is two adult members residing in the same household, having one vote each and each eligible to hold office.
- 3** *Life membership* will be for those members with twenty-five years of continuous membership, they will pay no dues, and are eligible to vote and hold office. The board of directors each year at the last board meeting of the year will appoint this membership to the members who have had 25 years of continuous membership.

B Non-Voting Memberships

- 1** *Associate membership* (individual or household) enjoys all club privileges except the right to vote and hold office. The Board may waive the one meeting attendance requirement for this membership type at their discretion with a majority vote.
- 2** *Honorary membership* may be bestowed upon any person in recognition of extraordinary service to the club. He or she shall have no vote in any meeting of the club nor be eligible to hold any elective office in the club, not be eligible for competitive membership awards and shall pay no dues. No active member shall be eligible for honorary membership. Any voting member in good standing may propose a person in writing and with the reason said person qualifies for this honor to the board of directors. A majority vote by the board of directors will be required to bestow this membership.
- 3** *Junior membership* without voting rights. Shall be open to all persons under eighteen years of age. Upon attaining the age of eighteen, they shall become eligible for regular membership and shall pay the full annual dues payable by general members.

SECTION 2. Dues.

Membership dues shall not exceed \$75.00 per year, payable on or before the first day of July of each year. Changes to the dues shall be recommended by the board and voted on by the membership at any membership meeting. During the month of May, the Treasurer shall send to each member a statement of dues for the ensuing year. New members, elected after April 1st of any year, shall not be billed again for dues until July 1st of the following year. No member may vote whose dues are not paid for the current year.

SECTION 3. Election to Membership.

Each person interested in applying for membership in the club must attend one (1) general business meeting or club event, before applying for membership. After attending one (1) general business meeting or club event, the individual may submit an application for 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 this constitution and by-laws and the Code of Ethics and Standing Rules of this club and the rules of the American Kennel Club. The application shall state the desired membership status, name, address and occupation of the applicant and it shall carry the endorsement of two voting members of SPWCC in good standing who have themselves been voting members of SPWCC in excess of one year. Each sponsor may sponsor three applicants per year. Accompanying the application, the prospective member shall submit dues payment for the current year. Membership dues submitted with membership applications and accepted in the last quarter of any fiscal year shall be applied toward active membership dues for that quarter as well as for the entire following fiscal year. All completed applications and membership fees are to be filed with the Secretary.

The board of directors will review all applications at the first board meeting after the Secretary receives the application and make its recommendation to the general membership. The application will be read at the first general membership meeting of the club following its review by the board, and the application will be voted upon and affirmative votes of 2/3 of the voting members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection. No reason for rejection need be given.

SECTION 4. Termination of Membership.

Memberships may be terminated:

- A By resignation** - Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- B By lapsing** - A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on August 1st; 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 by-laws.

ARTICLE II *Meetings and Voting*

SECTION 1. Club Meeting

Club meetings shall be held not less than six times a year in the Club's Florida area, with few exceptions, at such hour and place as may be designated by the board of directors. The Secretary shall mail written notice of the meeting at least 5 days prior to the date of the meeting. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication. Such authorization, which is revocable by written notice to the secretary, will also release the club from any liability should the notification be received late or not received by the member due to circumstances beyond the club's control. The board has the option to call the general club meeting as a virtual, electronic, videoconference or teleconference meeting. The quorum for such meetings shall be 20% of the voting 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 Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. Such special meetings shall be held in the Club's Florida area, at such date, and hour as may be designated by the person or persons designated to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 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. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication. Such authorization, which is revocable by written notice to the secretary, will also release the club from any liability should the notification be received late or not received by the member due to circumstances beyond the club's control. The board has the option to call a

special club meeting as a virtual, electronic, videoconference or teleconference meeting. The quorum for such a meeting shall be 20% of the voting members in good standing.

SECTION 3. Board Meetings

Board meetings shall be held not less than six times a year month in the Club's Florida area with few exceptions. Written notice of each such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication. Such authorization, which is revocable by written notice to the secretary, will also release the club from any liability should the notification be received late or not received by the member due to circumstances beyond the club's control. Meetings may be in person or via telephone conference call or via video conference at such hour and place as designated by the board. 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 Secretary upon receipt of a written request signed by at least three voting members of the Board. Such special meetings shall be held in the Club's Florida area or via telephone conference call or via video conference, at such date, and hour as may be designated by the person authorized herein to call such meeting. The Secretary shall mail written notice or email club members of such meeting at least 5 days and not more than 10 days prior to the date of the meeting. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication. Such authorization, which is revocable by written notice to the secretary, will also release the club from any liability should the notification be received late or not received by the member due to circumstances beyond the club's control. Any such notice shall state the purpose of the meeting and no other business may be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting

Each voting 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, Secretary, Treasurer and three (3) other persons all of whom shall be voting members in good standing. The officers shall serve one (1) year terms and the three other Directors shall serve two (2) year terms and shall be elected at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. The Board is the governing body and all 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, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the 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 by-laws.
- B The Vice President** shall have the duties and exercise the powers of the President in case of time President's death, absence or incapacity.
- C The Secretary** shall keep a record of all meetings of the Club and of the Board, and of all matters of which a record shall be ordered by the Club. He/she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these by-laws.
- D The Treasurer** shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board, in the name of the Club. His/her books shall at all times be open to inspection by the Board and he/she report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and at the Annual Meeting he/she shall render an account of all monies received and expended during time previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine. The club shall bear the expense of the bond.
- E** The offices of the Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 6 persons.

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

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year

The Club's fiscal year shall begin on the first day July and end on the 30th day of June. 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 June at which Officers and Directors for the ensuing year shall be elected by secret, written ballot when there is more than one nomination for a position from those nominates in accordance with Section 4 of this Article. They 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 the election.

SECTION 3. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions 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 February, the Board shall select a Nominating Committee consisting of three members. The Secretary shall immediately notify the committee members 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 not later than March 15.

- 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 Secretary in writing.
- B** Upon receipt of the nominating committee's report, the Secretary shall, at least two weeks before the April Meeting, notify each member in writing of the candidates so nominated.
- C** Additional nominations may be made at a regular or virtual Meeting in April by any voting member 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 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 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, agility trials, trophies, annual prizes, membership nominating and other fields which may be well served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed and terminated as needed at the discretion of the Board.

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 interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00, which shall be forfeited if the Board following a hearing does not sustain such charges. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the **Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct that 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 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/her own defense and bring witnesses if he/she wishes.

Charges brought by a non-member will be referred to the Mediation Committee to be appointed by the President as needed. The Mediation Committee will determine if the charge is in violation of our Code of Ethics. If it is in violation of our Code of Ethics, the Board will proceed with a hearing as specified for a member charge.

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 reprimand or suspend the defendant from all privileges of the Club for not more than 6 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/her 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 Secretary. The Secretary in turn shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion

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/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, so speak in his/her own behalf his/she wishes. The members shall then vote by secret written 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 so voted, the Board's suspension shall stand.

ARTICLE VII *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 Secretary signed by 20% of the voting members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the voting members with recommendations of the Board by the Secretary for a vote within three months of the date when the Secretary signed the petition.

SECTION 2.

The constitution and by-laws may be amended by a 2/3 vote of the voting members present and voting at any regular, special or virtual meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1. Dissolution

The Club maybe dissolved at any time by the written consent of not less than 2/3 of the voting members. In the event of 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 benefits 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 President
Report of Secretary
Report of Treasurer
Reports of Committee
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:

Minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1.

The rules contained in the current edition of Roberts'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 by-laws amid any special rules of order the Club may adopt.