

## CONSTITUTION AND BYLAWS

### GOLDEN GATE PEMBROKE WELSH CORGI FANCIERS, INC.

#### ARTICLE I

##### NAME AND OBJECTIVES

Section 1. The name of the Club shall be Golden Gate Pembroke Welsh Corgi Fanciers, Inc.

Section 2. The objectives of the Club shall be:

- a): To ensure the continuing existence of purebred Pembroke Welsh Corgis which adhere to the standard of the breed as approved by the American Kennel Club 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 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 and encourage sportsmanlike competition at dog shows, obedience trials and other performance events.
- d): To conduct sanctioned and licensed specialty shows and obedience trials and other events.
- e): To instruct and guide the membership in the Club Code of Ethics.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues and donations to the Club shall inure to the benefit of any member or individual.

#### ARTICLE II

##### MEMBERSHIP

Section 1. Eligibility. There shall be three classes of membership: Honorary, Regular and Junior.

a): Honorary: The members of the Club may, from time to time, recognize significant contributions to the breed and/or the Club by the election of the person to Honorary Membership in the Club. Such election shall be by the affirmative vote of two-thirds of the members present and voting at any regular Club meeting.

b): Regular: Membership shall be open to all persons eighteen years of age or older who are in good standing with The American Kennel Club and who subscribe to the objectives of this Club.

c): Junior: Junior Membership shall be open to any person from nine through seventeen years of age who is in good standing with The American Kennel Club. Junior members may convert to a single regular membership upon reaching their eighteenth birthday. Junior members shall not be entitled to vote or hold office but shall be eligible for annual trophies or awards. Junior membership dues are to be one-half of regular member dues.

Section 2. Dues. Annual membership dues will be set by members present at a general membership meeting held no later than August 31 and are to be payable on or before the last day of December of the current year. No member may vote whose dues are not paid. During the

month of October, the Treasurer shall send to each member a statement of dues for the ensuing year. Dues of applicants voted into membership during the month of December shall be waived for the following fiscal year.

Section 3. 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 GGPWCF Constitution and Bylaws, the GGPWCF Code of Ethics and also the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members who have reviewed all appropriate paperwork. Accompanying the application, the prospective member(s) shall submit the current membership dues. These dues are refundable if the applicant(s) are rejected. All applications are to be filed with the Corresponding Secretary and each application is to be read at the first General Meeting of the Club following its receipt and shall be reviewed at any intervening Board Meeting(s) for Board action. At the next General Club meeting the application will be voted upon by secret written ballot and affirmative votes of three fourths of the members present and voting at that meeting are required for election to membership. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Section 4. Termination of Membership. Memberships may be terminated:

a): By resignation: Any members 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 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 30 days after the first day of the fiscal year. The Board may levy a fine not to exceed the current annual dues in granting 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 VII of the Constitution and Bylaws.

## ARTICLE III

### MEETINGS

Section 1. Club Meetings. Meetings shall be held at least quarterly, at such hour and place as may be designated by the President. Written notice of each such meeting shall be emailed or mailed by regular U.S. mail by the Recording Secretary or a designee at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be nine members or 25 percent of the membership, whichever is less, and shall include at least three members of the Board of Directors. The Recording Secretary or designee will contact all members to determine which members would prefer receiving notices of meetings by email rather than U.S. mail. The Recording Secretary or designee would then send appropriate email messages to those who prefer that method.

Section 2. Special Club Meetings. Special meetings shall be called by the President or by a majority vote of the Board who are present and voting at any regular or special meeting of the Board, or by the Recording Secretary or a designee 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 city designated by the President and at such hour and place as may be designated by the President. Written notice of such meeting shall be mailed by U.S. mail or emailed by the Recording

Secretary or designee at least five (5) days and not more than 15 days prior to the date of the meeting. As specified in Section 1 above, the Recording Secretary or designee will send the notice of the meeting by email to those members who have indicated their preference for that method. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be nine members or 25 percent of the membership, whichever is less, and shall include at least three members of the Board of Directors.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held at least quarterly in the city designated by a majority of those present, at such hour and place as may be designated by the President. Written notice of each such meeting shall be mailed or emailed to the Board by the Recording Secretary or a designee not more than 21 and no less than five (5) 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 by the Recording Secretary or a designee, upon receipt of a petition signed by at least (3) members of the Board in good standing, by telephone or by email. Written notice of each such meeting shall be mailed or emailed by the Recording Secretary, or a designee, to the board. Such meetings shall be held in the city designated by the President and at such hour and place as may be designated by the President. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum shall be a majority of the Board.

#### ARTICLE IV

#### DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President, and five (5) other persons, all of whom shall be members in good standing. They shall be elected for two-year terms at the Club's annual meeting as provided in Article V, and/or shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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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 the Constitution and Bylaws.

b): The Vice President shall have the powers and exercise the duties 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, of all votes conducted by mail at board or general meetings, and of all matters of which a record shall be ordered by the Club; shall ensure that current records are available at each Board and General Meeting; shall notify members of meetings, notify officers and directors of their election to office; keep a roll of the members of the Club with their addresses and contact information and shall have it in the hands of the membership during the month of February each year.

d): The Corresponding Secretary shall conduct Club correspondence and notify new members of their election to membership. He/she shall perform such other duties as are prescribed in the Constitution and Bylaws, or as may be assigned by the President or Board of Directors.

e): The Treasurer shall collect and receive all monies due or belonging to the Club and keep a record thereof; and shall deposit the same in a bank, satisfactory to the Board, in the name of the Club. He/she shall disburse such funds required to conduct the normal business of the Club upon receipt of a legitimate bill. The Treasurer's books shall at all times be open to inspection by the Board. The treasurer shall provide a written report at every meeting of the Club's finances and every item or receipt or payment not previously reported; and at the annual meeting shall render an account of all the monies received and expended during the previous fiscal year. The Treasurer shall be bonded for an amount as the Board of Directors shall determine. The Treasurer shall prepare and submit, prior to delinquency, all tax reports.

Section 3. Vacancies. Any vacancies occurring on the Board during the year may be filled for the unexpired term of office by a majority vote of all the then-members of the Board at its regular meeting following the creation of such vacancy.

Section 4. Absences. Any officer absent for two consecutive regular meetings may, at the discretion of the Board, be removed from said office and the Board of Directors shall appoint a successor for the unexpired term.

Section 5. Restriction on Interested Directors. Not more than 49 percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the Club for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid for Club-related expenses; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this paragraph, however, shall not affect the validity of enforceability of any transaction entered into by the Club.

## ARTICLE V

### THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall begin on the first 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. Elections are to occur only every 2 years since all elections of officers are for two years.

Section 2. Annual Meeting. The annual meeting shall be held in the month of January at which meeting directors and officers shall be elected in accordance with Sections 1 and 4 of this Article. They shall continue for the two years for which they are elected.

Section 3. Proxies. Proxy voting will not be permitted at any Club meeting or election.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with the Constitution and Bylaws. During or before the month of October, the Board shall select a nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Recording Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a

Chair for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before November 15.

a): The committee shall nominate one candidate for each office and five candidates for the five other positions on the Board and, after receiving the written acceptance of each nominee so chosen, shall immediately report their nominations to the Recording Secretary in writing.

b): Upon receipt of the Nominating Committee's report, the Recording Secretary shall, on or before November 30, notify each member in writing of the candidates so nominated.

c) : Additional nominations may be made at the December meeting by any member in attendance providing 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, the proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position; the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the Nominating Committee.

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

Section 5. Ballots. If no nominations are made at the December meeting, the Nominating Committee's slate shall be declared elected at the annual meeting and no balloting shall be required. The Recording Secretary shall so notify each member if one or more additional nominations are made at the December meeting.

a): The President shall appoint, at the December meeting, three inspectors of Election. No Inspector may be appointed who is, or resides with, a candidate for office. One of these shall be designated Chair.

b): The Recording Secretary shall send each member a ballot on or before December 31. This ballot shall list all the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Chair of Inspectors of Election, marked "Ballot" and bearing the name of the member to whom it was sent. No other Club notice may accompany the ballot. So that the ballots may remain secret, each voter, after marking the ballot, shall seal it in the blank envelope addressed to the Inspector Chair. This ballot deadline must be no less than seven days prior to the date of the annual meeting.

c): The ballots shall be counted by the Inspectors of Election. The Treasurer shall supply the Inspectors with a list of members who are in good standing that shall be used in ascertaining the validity of each ballot. At least five (5) days before the meeting, the Inspectors of Election shall convene to open the ballot envelopes and remove the blank envelopes. Upon completion of this task, they shall open the blank envelopes and count the votes.

d): The results of the vote shall be sent to the Club President, who shall announce them at the annual meeting in the proper order of business. In the event of a tie vote, the Chair of Inspectors of Election shall have prepared a written ballot that will be used by those in attendance at the annual meeting to break the tie. No further mail ballots will be sent. The Inspectors will not reveal the results of the election to anyone except the President.

Section 6. Voting. At meetings of the Club, voting shall be limited to those members in good standing who are present, except for the annual election of officers and directors which shall be handled as described in Section 5 of this Article. The Board of Directors or a majority of members present and voting at any regular General Meeting may decide to submit other specific questions for decision of members by written ballot cast by mail.

## ARTICLE VI

### COMMITTEES

Section 1. The President shall each year appoint Chairs of Committees established to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual awards, and other fields which may well be served by the committees. Other members of the particular committee may be selected by the Chair, or may be appointed by the President after consultation with the Chair. Written reports should be given to the Board at the annual meeting. Such committees shall always be subject to the final authority of the President.

Section 2. Any committee appointment may be terminated by resignation or by dismissal by a two-thirds majority of the Board. Such vacancy shall be filled in accordance with Section 1 of this Article.

Section 3. During or before the month of November each year, the President shall appoint an Auditing Committee which shall consist of three (3) members, which Committee shall examine the records of the Treasurer and shall report its findings to the Club at the annual meeting.

Section 4. The Board shall appoint annually a representative to the Pembroke Welsh Corgi Club of America for the purpose of liaison. This is to be done at the annual meeting in January.

## ARTICLE VII

### DISCIPLINE

Section 1. American Kennel Club Suspension. Any member who is suspended from the AKC will be suspended from all 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 \$50.00 that shall be forfeited if such charges are not sustained. The Recording Secretary shall promptly send one copy of the charges to the accused member by both regular US mail and 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. The defendant shall acknowledge receipt to the Recording Secretary within 45 days. Failure to respond shall result in automatic and indefinite suspension.

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 for no 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 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 proceedings 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## ARTICLE VIII

### AMENDMENTS

Section 1. Amendments The Constitution and Bylaws and/or Code of Ethics may be amended by a majority vote of the members present and voting at any regular or special meeting called for the purpose; but the proposed amendments must be embodied in the call for any such meeting and distributed to each member at least 10 days prior to the date of such meeting.

## 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 meetings may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of Board
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (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 a majority of those present, shall be as follows:

- Roll Call
- Reading of minutes of last meeting.
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer

Report of Committees  
Unfinished Business  
New Business  
Adjournment

## ARTICLE X

### DEDICATION OF ASSETS

The Club may be dissolved at any time by written consent of not less than two-thirds of the members. The properties and assets of this Club are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Club, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Club. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to a charitable organization for the benefit of dogs, as selected by the Board of Directors.

Approved: Golden Gate Pembroke Welsh Corgi Fanciers, Inc., August 22, 2010