

Constitution & Bylaws

Pembroke Welsh Corgi Club of America, Inc. Constitution

ARTICLE I Name and Objectives

Section 1. The name of the Club shall be the Pembroke Welsh Corgi Club of America, 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 do all possible to bring their natural qualities to perfection;
- (b) To encourage the organization of independent local Pembroke Welsh Corgi Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) To urge members and breeders to accept the Standard of breed as approved by The American Kennel Club as the only Standard of excellence by which Pembroke Welsh Corgis shall be judged;
- (d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, and other performance events under the rules of the American Kennel Club;
- (e) To conduct sanctioned matches, specialty shows, obedience trials, tracking tests and performance events under the rules of The American Kennel Club; and
- (f) To offer educational seminars/symposiums.

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

Section 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

Revised and approved by the PWCCA Board of Directors on September 17, 1999.

Revised and approved by the PWCCA membership in November, 1999.

Pembroke Welsh Corgi Club of America, Inc. Bylaws

Article I Membership

Section 1. Eligibility. There shall be four (4) 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.

(a) Individual Membership – Enjoys all of the privileges of the Club including the right to vote and hold office.

(b) Local Specialty Clubs – Clubs formed to promote the best interest of Pembroke Welsh Corgis which are approved to hold licensed events by the American Kennel Club, and who agree to abide by the Pembroke Welsh Corgi Club of America Code of Ethics may apply for Affiliate Club Membership. Each approved Affiliate Club shall annually elect a representative from its membership who shall represent the Affiliate Club in its relations with the Pembroke Welsh Corgi Club of America, Inc. This group shall not enjoy the right to vote or hold office.

(c) Honorary Membership – Honorary members shall include persons of outstanding achievement or service placed in this class by unanimous vote of the Board. They enjoy the privileges of the Club except that they do not pay dues and are ineligible to vote or hold office. Such members may maintain individual membership upon payment of dues.

(d) Foreign Membership – Open to all persons 18 years of age and older who live outside of the United States. Foreign members are entitled to all Club privileges except the right to vote and hold office. Dues are set at a rate to cover printing and postal expenses. Foreign members do not count in the determination of a quorum.

Section 2. Dues. Dues are payable on or before the first day of January of each year. During the month of November, the Treasurer shall send, or shall have sent via mail, email or fax, to each member required to pay dues a bill for the ensuing year. New members, elected after September first of any year, shall not be billed again for dues until November of the following year. Membership dues for Individual, Local Specialty Club or Foreign memberships shall not exceed \$100.00 per year.

Section 3. Election to Membership. Each applicant for membership (except Honorary Membership) shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by these constitution and bylaws, the Club's Code of Ethics and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit a non-refundable application fee (the amount of which shall be determined by the Board from time to time) and a dues payment for the applicant's first complete calendar year of membership.

(a) Individual Members/Foreign – The proposer or endorser for any candidate for Individual Membership shall apply to the Chair of the Membership Committee who shall provide such person the necessary information regarding procedures for admission to membership as established by the Board. All completed applications for membership shall be returned to the Chair of the Membership Committee, and shall be reviewed by the

Membership Committee. The report of the Membership Committee shall include the committee's findings and recommendations and shall be examined by the Board at any meeting of the Board or by mail, email or fax. The Board shall vote on each application either individually or in a group with the other applications. Affirmative votes of two-thirds (2/3) of the entire Board present and voting by secret ballot in person or by mail or electronically shall be required for approval. Applications so approved shall be presented to the membership to be voted upon by the secret mail ballot or electronic ballot. A seventy-five percent (75%) affirmative vote of the ballots cast shall be required for election to membership; abstentions will not be considered as a vote. An application which has received a negative vote by the Board may be presented by the applicant's proposer or endorser at the next Annual Meeting of the Club, and the members may elect such applicant by secret ballot and a favorable vote of seventy-five percent (75%) of the members present and voting.

(b) Local Specialty Club – Affiliate Club applications shall be submitted directly to the Chair of the Membership Committee who will, at the next following meeting of the Board, report on the application. The application shall be examined by the Board for its approval at any meeting of the Board or by mail, email or fax. Affirmative votes of two-thirds (2/3) of the Board voting shall be required for approval. Applications so approved shall be presented to the membership to be voted upon by mail ballot or electronic ballot. A seventy-five percent (75%) affirmative vote of the ballots cast shall be required for acceptance as an Affiliate Club; abstentions will not be considered as a vote.

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

- By resignation. Any member in good standing may resign from the Club upon written notice to the Recording 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.
- 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; 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.
- By expulsion. A membership may be terminated by expulsion as provided in Article VI.

ARTICLE II Meetings

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held in conjunction with the Club's Specialty Show if possible, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed, emailed or faxed by the Recording Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the members eligible to vote.

Section 2. Regular Meeting. There shall be a regular meeting of the Club (approximately six months after the Annual Meeting). The place, date and hour shall be determined by the

Board. Written notice of the meeting shall be mailed, emailed or faxed at least thirty (30) days prior to the date of the meeting. Ten percent (10%) of the members eligible to vote shall constitute a quorum.

Section 3. 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 at a meeting of the Board or who vote by mail, email or fax, and shall be called by the Recording Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed, emailed or faxed by the Recording Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such meeting shall be 10% of the members eligible to vote.

Section 4. Board Meetings. The first meeting of the Board shall be held immediately following the Annual Meeting following the election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed, emailed or faxed by the Recording Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, email or fax or via telephone conference call or video conference if such voting method is otherwise allowed in these bylaws.

Section 5. Club Notifications. As provided for in these bylaws, the Club may send Club notifications (such as notification of Club meetings, dues notices, and minutes) to members and Board notifications (such as notification of Board meetings) via fax or email, provided that the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club's control. In the absence of such signed authorization, the notifications must be mailed to that member or Board member.

Section 6. Board of Directors Communications. The Board of Directors may conduct its meetings (defined as gatherings where attendees see and/or hear each other) in person, or via telephone conference call or video conference. The business (voting) of the Board of Directors can be conducted at meetings or through mail, email, or fax. Items voted upon by telephone conference call or video conference must be confirmed in writing to the Recording Secretary within 10 days. In order for business of the Board of Directors to be conducted by fax or email the following precautions must be in place:

Every Board member must be provided with the means to participate.

- (b) A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members.
- (c) A mechanism must be in place to verify that the eligible Board members are

“listening.”

(d) All Board members must agree to participate in this manner.

ARTICLE III Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the Officers and 15 other persons, all of whom shall be members in good standing who are residents of the United States. Each year, five (5) members shall be elected to the Board of Directors, to hold office for a term of three (3) years. Officers shall be elected for a two (2) year term, or until their successors are elected. No person shall serve in a given office for more than three (3) complete successive terms. No person shall serve as a Director for more than two (2) complete successive terms.

Section 2. No Officer or Director who has attended fewer than seventy-five percent (75%) of the meetings of the Board during his or her current term of office shall be eligible for election to a successive term.

Section 3. Officers. The Club’s Officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer shall serve in the respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- The Vice President shall have the duties and exercise the powers of the President in case of the President’s death, absence or incapacity.
- The Recording Secretary shall keep a record of all meetings of the Club and of the Board, all votes taken at those meetings, and any other matters where such a record is ordered to be kept by the Club or the Board; shall keep a roll of the members and their addresses; notify members of meetings; notify new members of their election to membership; notify Officers and Directors of their election to office, and shall carry out such other duties as are prescribed in these bylaws.
- The Corresponding Secretary shall conduct the general correspondence of the Club.
- The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club’s finances and every item of receipt or payment not before reported; and at the Annual Meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. A copy of this report shall be sent to each member. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- The American Kennel Club Delegate shall be elected by secret ballot of the Board at its first meeting following the Annual Meeting. Any member in good standing and qualified by the bylaws of The American Kennel Club, shall be eligible for election by the American Kennel Club to serve as Delegate. The Delegate shall take office immediately upon election by The American Kennel Club, and shall serve until the next Annual Meeting, or until a successor is qualified. The Delegate, if not a member of the Board,

should attend Board Meetings in a non-voting capacity whenever possible. The Delegate shall attend the quarterly Delegates Meetings of The American Kennel Club and shall perform any duties as prescribed by The American Kennel Club, as follows: report to the members at the Annual Meeting of the Club, and to the Board upon request of the Board; represent the Club in all matters concerning the interests of the Club in its relations with The American Kennel Club.

Section 4. Vacancies. Any vacancies occurring on the Board or among the Officers during the year shall be filled at the next meeting by a majority vote of all the then-members of the Board; 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 the Vice-President shall be filled by the Board.

Section 5. Executive Committee. The Executive Committee shall consist of all the Officers of the Club and shall meet at the call of the President or any two (2) of its members. The Executive Committee cannot modify any action previously taken by the Board, and its actions must be ratified by the Board at the next meeting of the Board. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE IV The Club Year, Voting, Nominations, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

The Club's official year shall begin immediately after the Annual Meeting and shall continue through the conclusion of the next Annual Meeting. The elected Officers and Directors shall continue through the next election. The elected Officers and Directors shall take office immediately after the Annual Meeting, and each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Voting. At the annual election or at a special meeting of the Club voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers and Directors, amendments to the constitution and bylaws and the Standard for the breed which shall be decided by secret ballot cast by mail or electronically. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members electronically or by written ballot cast by mail.

Section 3. Annual Election. The election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by either the Recording Secretary, designated club individual or independent professional firm designated by the Board no later than 30 days prior to the Annual Meeting. Ballots shall be counted by three inspectors of election who are members in good standing and who are not members of the current Board nor candidates on the ballot. The Board may designate an independent professional firm to send, receive and/or count the ballots.

The nominated candidate receiving the greatest number of votes for each office shall be declared

elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 4.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before February 15th. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, only one of whom shall be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may hold its meetings and conduct its business in person, by mail, email or fax, or via telephone conference call or video conference.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so.

(b) No Officer shall accept a concurrent position as a Board member during his or her term(s) of office. Any Board member who accepts a nomination as an Officer will automatically relinquish his or her Board position if elected.

(c) The Committee shall by March 15th submit its slate of candidates to the Recording Secretary who shall mail, email or fax the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the club on or before April 1st, so that additional nominations may be made by the members if they so desire.

(d) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and postmarked on or before June 1st, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. No person shall be a candidate for more than one position.

(e) If no valid additional nominations are postmarked on or before June 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(f) If one or more valid additional nominations are postmarked on or before June 1st, the Recording Secretary, or a designated club individual or an independent professional firm designated by the Board shall, on or before July 15th, send to each member in good standing a written or electronic ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside. If the balloting is by mail, the mailing shall consist of the ballot together with a blank envelope and a return envelope addressed to the Recording Secretary or designated professional firm marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking the ballot, shall seal it in the blank envelope which

in turn shall be placed in the second envelope addressed to the Recording Secretary or designated professional firm. The inspectors of election or designated professional firm shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting. Electronic ballots must be received by the Recording Secretary or designated individual time-stamped no later than 11:59 PM PST on the day mailed ballots are required to be postmarked. Whether the balloting occurs by mail or electronically, the inspectors of election or designated professional firm shall submit a report to the President. The results of voting shall be announced at the Annual Meeting. This announcement may be accomplished through a club mailing or electronically to each member.

(g) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, 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 be also 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 service has been terminated.

Section 3. Standing Committees:

- Membership Committee
- Show Committee

ARTICLE VI Discipline

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

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording Secretary shall promptly mail, email or fax 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 or the breed. If the Board considers that the charges do not allege conduct which

would be prejudicial to the best interests of the Club or the breed 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 or a Committee of not less than three members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

Section 3. Board Hearing. The Board or Committee 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 or Committee 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, or until the next Annual Meeting if that will occur after six months. 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 recommendation of the Board or Committee. Immediately after the Board or Committee 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 by certified mail of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his or her own behalf although no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on his or her own behalf. The meeting shall then vote by secret ballot on the proposed expulsion.

A two-thirds (2/3) vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII Amendments

Section 1. Amendments to the constitution and bylaws and to the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership eligible to vote. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted by the Recording Secretary to the members via mail, email or fax with recommendations of the Board for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2. The constitution and bylaws or the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed or electronically sent by the Recording Secretary to each member eligible to vote on the date of the mailing or emailing,

accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. If by mail, dual envelope procedures described in Article IV, Section 4(f) shall be followed in handling such ballots to ensure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the written ballots must be returned to the Recording Secretary to be counted. Electronic ballots must be received by the Recording Secretary or designated club individual time-stamped no later than 11:59 pm PST on the day mailed ballots are required to be postmarked. The favorable vote of two-thirds (2/3) of the members eligible to vote who return ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the constitution and bylaws or to the Standard for the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members eligible to vote. 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. Said charitable organization shall be 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 Vice President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Reports of Ad Hoc Committees
- Election of new members
- Election of new Officers and Board 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 Board members present, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Vice President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Reports of Ad Hoc Committees
- Voting on new member applications
- 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 other special rules of order the Club may adopt.

Revised and approved by the PWCCA Board of Directors on September 25, 2018.

Revised and approved by the PWCCA membership in February 21, 2019.