



# Movers and Shakers PWD Club of the Carolinas, Inc.

## CONSTITUTION AND BYLAWS Adopted-----, 2025

### CONSTITUTION

#### ARTICLE I: Name and Objectives

##### Section 1. Name.

The name of the Club shall be the Portuguese Water Dog Club of the Carolinas, doing business as, and informally known as, the Movers and Shakers PWD Club of the Carolinas, Inc. (hereinafter the Club)

##### Section 2. Objectives.

The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of purebred Portuguese Water Dogs, to develop 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 Portuguese Water Dogs shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at American Kennel Club and Portuguese Water Dog Club of America, Inc. (PWDCA) dog shows, obedience trials, agility trials, tracking tests, and other events;
- (d) to conduct American Kennel Club and PWDCA sanctioned matches, dog shows, obedience trials, tracking tests, agility trials and any other event for which the Club is eligible under the Rules and Regulations of the AKC and PWDCA.
- (e) to provide a support network for Portuguese Water Dog owners including educational and social events;
- (f) to conduct PWDCA Sanctioned Water Trials within the region;

- (g) to increase public awareness of the breed and participate in community activities promoting responsible pet ownership;
- (h) to be sanctioned by the PWDCA, Inc., by the American Kennel Club as the “Portuguese Water Dog Club of the Carolinas” as a regional PWD Club.

### **Section 3. Not For Profit**

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. Bylaw Revisions**

The members of the Club shall adopt and may from time to time revise such constitution or bylaws as may be required to carry out these objectives. No amendment to the constitution or bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

## **BYLAWS**

### **Article I: Membership**

#### **Section 1. Eligibility**

There shall be five (5) types of membership open to all persons who are in good standing with the American Kennel Club, and who subscribe to the purposes of this Club. If members are also members of the PWDCA, Inc. they must be in good standing with the PWDCA, Inc.

While membership is to be unrestricted as to residence, the Club’s primary emphasis is to be representative of the breeders, exhibitors, and Portuguese Water Dog (PWD) owners in North Carolina and South Carolina. To meet PWDCA, Inc. sanctioning guidelines, 80% of the Club members must reside in or within 50 miles of the geographic region of the Club.

**Regular Membership:** One individual membership enjoys all Club privileges including the right to vote and hold office.

**Household Membership:** Two adult members residing in the same household, each eligible to vote and hold office.

**Associate Membership:** Entitled to all Club privileges except the right to vote and hold office. This membership is offered to individuals who live outside of the Club’s area and to individuals living within the Club’s area who have acquired their first PWD within the past 12 months. Associate memberships for members living within the Club’s service area are limited to one year.

**Junior Membership:** Open to children under 18 years of age. This is a non-voting membership and junior members cannot hold office. Junior membership converts automatically to regular membership at age 18.

**Honorary Membership:** An individual who has made significant contributions to the sport, breed or the Club; Honorary members do not pay dues and are not eligible to vote or hold office. They can maintain Regular or Household membership status if they pay dues.

## **Section 2. Dues**

Membership dues shall not exceed \$100.00 per year for regular and associate members; \$125.00 for the household membership; and \$25.00 for junior members. Dues are payable on or before the 1<sup>st</sup> day of January of each year. No member may vote or receive any other membership benefits if their dues are not paid for the current year. During the month of November, the Membership Chair and/or the Treasurer shall send to each member a statement of dues for the ensuing year. The Board of Directors shall set membership dues for the various membership categories annually and membership dues shall be paid to the Club's Membership Chair or if no chair is named to the Club Treasurer.

**Section 3. Election to Membership.** Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by the constitution and bylaws, and the rules and regulations 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 in good standing. Applicants for Associate Membership will not require endorsement of Club members. Accompanying the application, the prospective member shall submit dues payment for the Fiscal year. All applications for membership shall be filed with the Membership Chair, or if no Chair is named, to the Club Secretary.. The membership shall vote by secret ballot on each membership application. Twenty percent of the members in good standing shall constitute a quorum for mail or email ballots. An affirmative vote of 2/3 of the membership voting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club can reapply six months after the date of rejection.

## **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 for 90 days after they are due. In meritorious cases, the grace period may be extended by a vote of the Board of Directors. 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 bi-annually at such times and places as may be designated by the Board of directors. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing. Whenever possible, the Club meetings will be held in conjunction with other Club events. Any Club meeting may be conducted in person, via telephone conference call or by web conference or any combination thereof. In person meetings must be held within North Carolina. The annual meeting shall be held between November 15 and December 15.

## **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 members of the Club who are in good standing. Such special meetings shall be held within the Club's territory at such places, date and times 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 emailed by the Secretary at least five 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. Any Special Club meeting may be conducted in person, via telephone conference call or by web conference or any combination thereof.

The quorum for such a meeting shall be 20 percent of the members in good standing.

## **Section 3. Board Meetings.**

Meetings of the Board of directors shall be held every month within the Club's territory or via telephone conference call or web conference, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

## **Section 4. Special Board Meetings.**

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the Club's territory at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or emailed by the Secretary at least five days and not more than 10 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. The 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 is present or for any mail or email ballots. Proxy voting will not be permitted at any Club meeting or election. All mail voting will be done by secret ballot. All voting of the Club shall be counted by two auditors which may or may not be Club members. All ballots and postmarked envelopes will be retained by the auditors for one year and be available to any member on request for a recount of voting results. Twenty percent of the members in good standing shall constitute a quorum for mail or email ballots.

# **Article III: Directors and Officers**

## **Section 1. Board of Directors.**

The Board shall be comprised of the officers and five other persons, all of whom shall be members in good standing and all of whom shall be elected for two-year terms 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.

## **Section 2. Officers and Delegate.**

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 bylaws.
- (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 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; 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 bylaws. The Secretary may assign some of these duties to a Membership Chair.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated 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. The Treasurer shall be bonded in such amount as the Board of directors shall determine.
- (e) AKC Delegate: If the Club is an AKC Member Club, there shall be appointed by the President an American Kennel Club Delegate who shall be a non-voting member of the Board. The term for the Delegate shall be for two years. The AKC Delegate shall coordinate communications and approvals with the AKC and shall report to the Board all actions and matters discussed at AKC's Quarterly Delegate Meetings.

### **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 the 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 of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the election at the November/December annual meeting and shall continue through the election at the next annual meeting.

### **Section 2. Annual Meeting.**

The annual meeting shall be the second bi-annual meeting of the year to be held between November 15<sup>th</sup> and December 15<sup>th</sup>. Every other year, (even numbered years), officers and directors for the ensuing two-year terms shall be elected by secret ballot from among those nominated in accordance with Section 3 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election. The Delegate to The American Kennel Club may be appointed at the same meeting.

### **Section 3. Nominations.**

No person may be a candidate in a Club election who has not been nominated. During the month of October, 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 Secretary shall immediately notify the committee members and alternates of their appointment. The Board shall name a chairman for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before October 15.

- (a) The committee shall nominate one or more candidates for each office and positions on the Board and, after securing the 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 second bi-annual meeting, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the second bi-annual meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the person nominating the candidate shall present to the 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.
- (d) Nominations **cannot** be made in any manner other than as provided in this Section.

### **Section 4. 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.

## **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 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 any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period. Any member suspended by the PWDCA, Inc. automatically shall be suspended from the privileges of this Club for a like period.

### **Section 2. Charges.**

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the Board following a hearing. 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 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 for a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 reprimand or 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 Secretary. The 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 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  $\frac{2}{3}$  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 bylaws may be proposed by the Board of directors or by written petition addressed to the Secretary signed by 20 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 members with recommendations of the Board by the Secretary for a secret ballot vote within six months of the date when the petition was received by the Secretary.

#### **Section 2.**

The constitution and bylaws may be amended by a two-thirds secret ballot vote of the members casting votes and may be amended at a Club meeting, by mail or email ballot. At least a quorum of the members (20%) must vote. The proposed amendments will be mailed or emailed to each member at least two weeks prior to the date of the Club meeting at which the vote will be taken, or when the ballots are due if voting is by mail or email.

### **Article VIII: Dissolution**

#### **Section 1.**

The Club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. 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(s) selected by the Board of directors that is qualified as an organization exempt from taxation under Section 501(c)(3) of the IRS Code, the purpose of which is to benefit of dogs.



## **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
- Adoption of the agenda
- Minutes of last meeting
- Report of the President
- Report of the Vice President
- Report of the Secretary
- Report of the Treasurer
- Report of the AKC Delegate
- Reports of committees
- Election of officers and Board (at annual meeting)
- Introduction of new members
- Unfinished business
- New business
- Adjournment

## **Article XI: 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.