

NUTMEG PORTUGUESE WATER DOG CLUB, INC.

Amended January 31, 2010

Bylaws

ARTICLE I

Name and Purpose

- Section 1. **The name of the Club shall be Nutmeg Portuguese Water Dog Club, Inc.,** (hereinafter "the Corporation" or "the Club").
- Section 2. **The objectives of the Club shall be:**
- (a) to encourage and promote quality in the breeding of purebred Portuguese Water Dogs; to develop and maintain their conformation, disposition for companions, 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 and to encourage sportsmanlike competition at dog shows, obedience trials and performance events under the rules of The American Kennel Club;
 - (d) to conduct sanctioned matches, specialty shows, obedience trials and performance events under the rules and regulations of The American Kennel Club;
 - (e) to conduct Water Trials under the rules established by the Portuguese Water Dog Club of America, Inc.
- 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 members of the Club shall adopt,** and may from time to time revise, such Bylaws as may be required to carry out these objectives.

ARTICLE II

Membership

- Section 1. **Eligibility.** The Club will have seven (7) classes of membership open to all individuals who are in good standing with the American Kennel Club and subscribe to the purposes of the Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of breeders, exhibitors and other Portuguese Water Dog owners in its immediate geographic area.

Section 2.

Classes of Membership.

(a) A Voting Membership with all rights, privileges, responsibilities; eligibility to vote, hold office and count toward a quorum shall be open to all individuals eighteen (18) years of age or older.

(b) A Household Voting Membership, consisting of two members, with all rights, privileges, responsibilities; eligibility to vote, hold office and count toward a quorum shall be open to all individuals eighteen (18) years of age or older.

(c) A Supporting Membership is open to all individuals. Supporting Members are not eligible to vote, hold office and they do not count toward a quorum; however, they are entitled to all other rights and privileges of the Club.

(d) A Household Supporting Membership is open to all individuals within a household. Household Supporting Members are not eligible to vote, hold office and they do not count toward a quorum; however, they are entitled to all other rights and privileges of the Club.

(e) A Household Voting & Supporting Membership is a split membership open to all individuals and comprised of one Voting Member, eighteen (18) years of age or older, and one or more Supporting Members in the same household. The Voting Member has all rights, privileges, responsibilities; eligibility to vote, hold office and count toward a quorum in the Club. The Supporting Member(s) are not eligible to vote, hold office and they do not count toward a quorum; however, they are entitled to all other rights and privileges of the Club.

(f) Junior Membership is open to individuals less than eighteen (18) years of age. Junior Members are not eligible to vote, hold office and they do not count toward a quorum; however, they are entitled to all other rights and privileges of the Club. Upon reaching eighteen (18) years of age, a Junior Member will, with the payment of the appropriate dues, automatically become either a Voting Member or Supporting Member at his/her discretion.

(g) Honorary Membership may be conferred in recognition of special service to the Club, and is granted as a non voting, non office-holding position; however, any Honorary Member who so chooses may pay dues and be deemed a Voting Member with all the rights, privileges and responsibilities of such membership.

Section 3.

Dues.

(a) Membership dues will be set, and may from time to time be amended, by the Board of Directors (hereinafter "the Board"), and will be payable on or before January 1st of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer will send to each member a statement of the member's dues for the ensuing year. Any member whose dues are not paid by January 1st shall be considered delinquent and shall be deprived of all privileges including the right to vote until such time as dues shall be paid. Any member whose dues remain unpaid for thirty (30) days shall be automatically terminated from membership.

(b) Prior to November first, the Board may increase dues and any fees for the next fiscal year if necessary, up to, but not exceeding the following maximum limits:

- Voting Membership \$50.00
- Household Voting Membership (two Voting Members) \$75
- Supporting Membership \$50

- Household Supporting Membership (multiple Supporting Members in household) \$75
- Household Voting & Supporting (one Voting Member plus Supporting Member(s) in the household) \$75
- Junior Membership \$15.00

(c) Dues obligation is considered to be a debt to the Club.

Section 4.

Election to Membership.

Each applicant for membership shall apply on a form approved by the Board. The application shall provide that the applicant agrees to abide by the Corporation's Certificate of Incorporation and Bylaws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and be endorsed by two (2) members in good standing. Accompanying the application, the prospective member(s) shall submit dues payment for the current year. The applicant's name(s) and address together with the sponsors' names shall be listed in the meeting notice for the first meeting immediately after receipt of the completed application and applicable dues. The applicant's name(s) and the sponsors' recommendations shall be read at that meeting. The applicants' name(s) shall be included in the notice for the next meeting with the notice that the application and shall be submitted for a vote by secret ballot of the Voting Members in good standing present and voting at that meeting. Membership shall be accepted by affirmative votes from not less than two-thirds (2/3) of the members present and voting by secret ballot. The Board of Directors, Membership Committee or any member in good standing can make recommendations on every application.

Applicants may be elected at any meeting of the Club.

Section 5.

Termination of Membership.

Membership may be terminated:

(a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. [Dues obligation are considered to be a debt to the Club and they become incurred on the first day of each fiscal year.]

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant an additional thirty (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 these bylaws.

ARTICLE III Meetings

Section 1.

Annual Meeting. The Annual Meeting of the Club shall be held in the month of January at a place, date and hour designated by the Board. The Secretary shall mail written notice of the Annual Meeting to each member not more than thirty (30) days and no fewer than fourteen (14) days prior to the date of the meeting. The quorum for the Annual Meeting shall be twenty percent (20%) of the members in good standing.

- Section 2. **Regular Club Meetings.** Meetings of the Club shall be held at least four (4) times a year at places within the greater Stamford, Connecticut area, dates and hour designated by the Board. The Secretary shall mail written notice of Regular Meetings to each member at least fourteen (14) days prior to the date of the meeting. The quorum for a Regular Meeting shall be twenty percent (20%) of the Voting Members in good standing.
- 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, and shall be called by the Secretary upon receipt of a petition signed by ten percent (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 person or persons authorized herein to call such meetings. The Secretary shall mail written notice of such meeting at least fourteen (14) days and not more than thirty (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 a meeting shall be twenty percent (20%) of the members in good standing.
- Section 4. **Board Meetings.** The first meeting of the Board shall be held within one (1) week following the election or the Annual Meeting. Other meetings of the Board shall be held at least five (5) additional times during the year for a minimum of six (6) Board meetings at such times and places as are designated by the President or by a majority of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board.
- Section 5. **Special Board Meetings.** Special Board meetings may be called by the President or by a written request to the Secretary from a majority of the members of the Board. Such meeting shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. The Secretary shall mail written notice of such meeting at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Board business may be transacted. The quorum for such a meeting shall be a majority of the Board.
- Section 6. **Board Action.** Any formal Board action shall be taken at a meeting at which a quorum of Board members is present in person; provided however, the board may hold meetings via teleconference or videoconference to the extent that it is permitted under the Connecticut Nonstock Corporation Law.

ARTICLE IV

Directors and Officers

- Section 1. **Board of Directors.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and five (5) other persons, all of whom shall be Voting Members in good standing who are residents of the United States. They shall be elected for one-year (1) 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.
- 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 Bylaws.

(b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity, or death.

(c) The Secretary shall keep a record of all meetings of the Club and of all matters of which the Club will order a record. The Secretary will have charge of correspondence, notify members of meeting, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of members of the Club with their addresses and carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in any appropriate financial institution approved under the laws of the State of Connecticut for a non-profit organization and approved by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting, shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. **Vacancies.** Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then remaining members of the Board at the next regular Board meeting or at a special Board meeting called for that purpose within thirty (30) days, whichever comes first; 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 V

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 thirty-first day of December. The Club's official year will begin immediately at the conclusion of the election at the annual meeting and will continue through the election at the next annual meeting.

Section 2. **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 the member is present. Proxy voting will not be permitted at any Club meeting or election.

Section 3. **Elections.** At the Annual Meeting, Officers and Directors for the ensuing year will be elected from among those nominated in accordance with Article V Section 4 of these Bylaws. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the Annual 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 in the manner provided by Article IV, Section 3.

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. Furthermore, all candidates must be

Voting Members, in good standing for the prior twelve (12) months at the time of their elections. The Board shall choose a Nominating Committee no later than September 1st. The Nominating Committee shall consist of a minimum of three (3) members, and two (2) alternates, all Voting Members in good standing, no more than one (1) of whom shall be a member of the current Board. The Board shall name a Chairperson for the Nominating Committee. The minutes of all decisions made at meetings of the Nominating Committee will become effective upon circulation to all Nominating Committee members and with no objections being filed either orally or in writing within seven (7) days.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each office and for each other position on the Board, and shall procure the acceptance of each nominee so chosen in writing. The Nominating Committee shall, on or before October 1st, submit its slate of candidates to the Secretary. The Secretary shall mail first class, the list of nominees, including the full name of each candidate and the address at which each candidate resides, to each member of the Club on or before October 15th so that the members may make additional nominations if they so desire.

(b) Additional nominations of eligible Voting Members may be made by written petition addressed to the Secretary and received at the Secretary's regular address on or before November 15th, signed by five (5) Voting Members and accompanied by the written acceptance of each such additional nominee signifying the nominee's full willingness to be a candidate. No person shall be a candidate for more than one (1) position, and the additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.

(c) If no valid additional nominations are received by the Secretary on or before November 15th, the Nominating Committee's slate shall be declared elected at the Annual Meeting and no balloting will be required. The Secretary shall so inform the members of the Club in the written notice of the Annual Meeting.

(d) If one or more additional valid nominations are received by the Secretary on or before November 15th, the Secretary shall, on or before December 15th, mail to each member in good standing, together with the notice of the Annual Meeting and election of Officers and Board, a list of all the nominees for each position, arranged in alphabetical order, including the name of each nominee and address at which he resides.

(i) Voting for Officers and Board shall be held by secret ballot of all Voting Members in good standing in attendance at the Annual Meeting. There shall be no voting by proxy or mail. Count shall be conducted by inspectors of election appointed by the Board at the beginning of the Annual Meeting.

(ii) If the Annual Meeting does not have a quorum, a special meeting for the election of Officers and Board shall be scheduled three (3) weeks after the date of the Annual Meeting, with notice mailed to the Voting Members pursuant to Article III, Section 3.

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

ARTICLE VI

Committees

- Section 1. **The Board may each year appoint standing committees** to advance the work of the Club in such matters as shows, obedience, field and water trials, trophies, annual awards, health, membership and other fields which may well be served by committees. Such committees will 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 VII

Discipline

- Section 1. **American Kennel Club or the Portuguese Water Dog Club of America Suspension.** Any member who is suspended from any privileges of The American Kennel Club or the Portuguese Water Dog Club of America shall automatically be suspended from the privileges of this Club for the same 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 with a deposit of fifty dollars (\$50.00) which shall be forfeited if such charges are not sustained by the Board or a committee 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 or of the breed. If the Board considers that the charges do not allege conduct that 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 no fewer than three (3) members of the Board, no less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified return receipt mail together with a notice of the hearing and an assurance that the accused may personally appear in his own defense and bring witnesses if he so 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 reprimand or suspend the defendant from all privileges of the Club for not more than six (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 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 Secretary. The Secretary, in turn shall notify each of the parties 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 in his own behalf though 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 in his own behalf. The meeting shall then vote by secret written 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 VIII Amendments

Section 1. **Proposing Amendments.** Amendments to the Certificate of Incorporation or Bylaws may be proposed by the Board or by written petition addressed to the Secretary and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board, by the Secretary, for a vote within three (3) months of the date when the Secretary received the petition.

Section 2. **Adopting Amendments.** The Certificate of Incorporation or Bylaws may be amended by a two thirds (2/3) vote of the Voting Members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting. The vote for amendments shall be by secret vote.

Section 3. **If the Certificate of Incorporation is amended,** it shall be the responsibility of the President of the Club to file a Certificate of Amendment or a restated Certificate of Incorporation with the Secretary of State of Connecticut within thirty (30) days of the amendment being approved. No amendment to the Certificate of Incorporation that is adopted by the Club shall become effective until filed with the Secretary of State.

ARTICLE IX Dissolution

Section 1. **Cause.** The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the Voting Members.

Section 2. **Procedure.** In event of the dissolution of the Corporation, whether voluntary, involuntary, or by operation of law, the Board will, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation, in such manner as the Board will resolve, to one or more organization(s) for the benefit of dogs or to one or more organization(s) organized and operated exclusively for charitable or educational purposes, provided that any donee organization qualifies as an exempt organization under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any subsequent federal tax law. In event of such dissolution other than for the purposes of reorganization, none of the property and/or assets of the Club, nor any proceeds thereof, will be distributed to any members of the Club.

ARTICLE X

Miscellaneous

- Section 1. **Waiver of Notice.** Whenever any notice is required to be given to any Director of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.
- Section 2. **Net Earnings.** No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.
- Section 3. **Prohibited Political Activities.** The Corporation will not attempt to influence legislation, or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except to the extent allowed under Section 501(c)(3) or Section 501(c)(4) of the Code and the regulations there under. Nothing in these Bylaws prohibits any such political activities undertaken by any Club member(s).
- Section 4. **Self-Dealing.** The Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax law.
- Section 5. **Indemnification.** The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was made, or threatened to be made, a party to an action, suit or proceeding of any kind by reason of the fact that such person is or was a Director or Officer of the Club, against judgments, appeals, fines, amounts paid in settlement, and costs, charges and expenses, including attorneys' fees and disbursements; provided that the Corporation shall not be obligated to indemnify a person if a final adjudication adverse to the Officer or Director determines that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated. The Corporation shall, from time to time, reimburse or advance to any person referred to in the preceding sentence the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any action, suit or proceeding referred to in the preceding sentence. The Corporation may require an undertaking by such person to repay amounts advanced for the payment of expenses if a final adjudication adverse to such Director or Officer determines that such person is not entitled to indemnification. The right to indemnification or advancement of expenses provided by this Section 5 is a contract right which shall be available with respect to events occurring prior to the adoption of this Section 5 and shall continue to exist after the rescission or restrictive modification of this Section 5 with respect to events occurring prior to such rescission or restrictive modification.
- Section 6. **Interpretation.** All words of either gender herein may be read as either feminine or masculine. All words in the singular may be read in the plural, and all words in the plural may be read in the singular, where sense so requires.
- Section 7. **Written Communication.** Where ever reference is made to written and mailed notification for any meetings; dues notices; minutes and newsletters to members and board members, such communications may be sent via email provided that the member or board member has signed an authorization agreeing to this method of communication.

Such authorization, which is revocable, will release the club from any liability should any correspondence sent via email be received late or not received by the member or board member due to circumstances beyond the club's control.

ARTICLE XI 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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of the Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Reading minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of the Committees
- Unfinished business
- Election of new members (to fill a vacancy pursuant to Article IV, Section 3)
- New business
- Adjournment

ARTICLE XII Parliamentary Authority

Robert's Rules of Order shall govern the proceedings of the Club, except in such cases as are covered by the Bylaws and/or special rules adopted by the Club.