

**MAYFLOWER PEMBROKE WELSH CORGI CLUB, INC.**

**CONSTITUTION**

**AS ADOPTED : November 21, 2015**

**NAME AND OBJECTIVES**

**SECTION 1:** The name of the Club shall be the Mayflower Pembroke Welsh Corgi Club, Inc.

**SECTION 2:** The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of Pembroke Welsh Corgis and to do all possible to bring their natural qualities to perfection;
- (b) to protect and advance the interests of the breed and encourage sportsmanlike competition at dog shows, obedience trials and performance events;
- (c) 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;
- (d) to conduct informal puppy matches as well as sanctioned and licensed specialty shows, obedience trials and performance events under the rules of the American Kennel Club;
- (e) to support fully the Code of Ethics of the MPWCC, Inc.;
- (f) to promote fellowship, helpfulness and the mutual sharing of knowledge and experience among members of the MPWCC, Inc. and in the region served by the Club;
- (g) to provide educational programs.

**SECTION 3.** The Club is a non-profit Connecticut corporation and 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. (The Club shall also comply with the Articles of Incorporation, the laws and ordinances of the State of Connecticut.)

**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.

## BYLAWS

### ARTICLE I Membership

#### SECTION 1. Classes of Membership and Eligibility

- (a) Individual Membership. Open to all persons eighteen years of age and older who are in good standing with the American Kennel Club, who subscribe to the purposes of the Mayflower Pembroke Welsh Corgi Club, Inc., and who agree to abide by the Constitution, Bylaws, and Code of Ethics of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.
- (b) Junior Membership. Open to those persons under eighteen years of age who are in good standing with the American Kennel Club, who subscribe to the purposes of the Mayflower Pembroke Welsh Corgi Club, Inc., and agree to abide by the Constitution, Bylaws and Code of Ethics of this Club. Junior members shall be ineligible to hold office or vote.
- (c) Honorary Membership. Honorary members shall include persons of outstanding achievement or service placed in this class by the unanimous vote of the Board of Directors. Honorary members shall pay no dues but still maintain membership privileges including voting and are eligible to hold office.

#### SECTION 2. Election to Membership

- (a) Individual Member and Junior Member. 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 the Constitution and Bylaws of the Mayflower Pembroke Welsh Corgi Club, Inc., the Club's Code of Ethics, and the rules of the American Kennel Club. The application shall state the name and address of the applicant, and it shall carry the endorsement of two members who are in good standing from different families and/or households. Accompanying the application, the prospective member shall submit dues payable for the current year.

Any candidate for Individual Membership shall apply to the Secretary who shall provide such person the necessary information regarding procedures for admission to membership as established by the Board. All completed applications shall be reviewed by the Membership Committee. The report of the Membership Committee shall be examined by the Board for its approval at any meeting of the Board or by mail or e-mail. Affirmative votes of two-thirds of the entire Board present and voting by secret ballot in person, by mail or by e-mail shall be required for approval. Applications so approved shall be presented to the membership to be voted upon by secret ballot. A seventy-five percent affirmative vote of the ballots cast shall be required for election to membership; abstentions will not be considered as a vote.

- (b) Honorary Members. As stated in Article I, Section 1(c).

**SECTION 3. Dues.** Membership dues shall be determined by a majority vote of the Board of Directors and shall be voted on by the membership. Dues shall be payable on or before the first day of July each year. Each individual member of the same household shall be entitled to vote. No member may vote whose dues are not paid for the current year. During the month of May, the Treasurer shall send to each member a statement of his dues for the ensuing year. New members elected after the first day of March of any year shall not be billed again for dues until May of the following year. Members with dues unpaid as of the first day of July shall receive a follow-up notice.

**SECTION 4. Re-application for Membership.** Applicants for membership, who have been refused by the Club, may not re-apply within twelve months after such rejection.

**SECTION 5. Termination of Membership.** Membership may be terminated:

- (a) by resignation. Any member in good standing in the Club may resign upon written notice to the 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.
- (b) by lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid after the last day of August.
- (c) by expulsion. A member may be terminated by expulsion as provided for in Article VI of these Bylaws.

## **ARTICLE II Meetings and Voting**

**SECTION 1. Club Meetings.** General meetings of the Club shall be held at least six times yearly within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, with the Annual Meeting being held each June at a time and place to be set by the Board of Directors not less than six months prior to that meeting. Written notice of each meeting shall be mailed or e-mailed by the Secretary at least fifteen days prior to the date of the meeting. The quorum for such meeting shall be twenty percent of the number of members in good standing who reside within New England and contiguous states.

**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, or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such meetings shall be held at such hour and place within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, as may be designated by the Board or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed or e-mailed by the Secretary at least five and not more than fifteen days prior to the date of the meeting and shall state the purpose of the meeting, and no other business may be transacted at that meeting. The quorum for such meeting shall be twenty percent of the number of members in good standing who reside within New England and contiguous states.

**SECTION 3. Board Meetings.** The Board of Directors shall meet at least six times yearly at such hour and place within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, as may be designated by the Board. Written notice of each such meeting shall be mailed or e-mailed by the Secretary at least fifteen days prior to the date of these Board meetings. The quorum for Board Meetings shall be a majority of the Board. The Board may conduct its business by mail or by e-mail through the Secretary at the discretion of the President, and with the agreement of the Board, some of these meetings may be conducted by Conference Call.

**SECTION 4. Special Board Meetings.** Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such hour and place within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, as may be designated by the person who calls the meeting. Written notice of each such meeting shall be mailed or e-mailed by the Secretary at least five days and not more than fifteen 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. A quorum for such meeting shall be a majority of the Board.

**SECTION 5.** The Board of Directors may conduct its business by mail, electronic mail, FAX or telephone conference. Ballots may be electronically mailed to members of the Board, provided all the members of the Board agree to this form of communication. Items voted upon by telephone conference call must be confirmed in writing by the Secretary within ten days.

**SECTION 6. Voting.** Each member in good standing, whose dues are paid for the current year, shall be entitled to vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

### **ARTICLE III Directors and Officers**

**SECTION 1. Board of Directors.** General management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be comprised of eleven persons, namely the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and six other persons, all of whom shall be members in good standing. The Officers shall be elected for one-year terms at the Club's Annual Meeting, and shall serve until their successors are elected. The six other Directors shall serve two-year terms with three being elected at each annual election. Directors shall not serve more than two consecutive terms.

**SECTION 2. Officers.** The Club's Officers, consisting of President, Vice-President, Corresponding Secretary, Recording 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. The President shall accept and carry out the following duties during his term in office:
  - (1) Call and preside at all meetings of the Club and of the Board of Directors.
  - (2) Be a member ex-officio of all committees except the Nominating Committee. The President shall not attend any Nominating Committee meetings.
  - (3) Appoint or dismiss the chairmen of all standing and special committees as deemed necessary for the welfare of the Club. All appointments by the President are subject to the approval of the Board of Directors.
  - (4) Vote only to make or break a tie at the Annual Meeting, Board of Directors Meetings, Special Board Meetings or for any committee except the Nominating Committee.
  - (5) The immediate past President may serve as a non-voting member on the Board of Directors for one year which immediately follows the term or terms of office as President.
- (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. The Vice-President shall act as aid to the President, and shall act as chairman of any committee to which he may be assigned by the President.
- (c) The Recording Secretary, referred to in these Bylaws as 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, shall keep a roll of the members and their addresses, shall notify members of all meetings, shall notify new members of their election to membership, shall notify Officers and Directors of their election to office, and shall carry out such other duties as are prescribed in these Bylaws. The Recording Secretary shall have a copy of *Robert's Rules of Order, Newly Revised* available at each meeting.
- (d) Corresponding Secretary shall conduct the general correspondence of the Club.

(e) The Treasurer shall:

- (1) Collect and receive all monies due or belonging to the Club and shall deposit the funds in a depository approved by the Board of Directors, in the name of the Club.
- (2) Render an accounting to the Board of Directors upon request, and report to them at every meeting, the condition of the Club's finances. The books shall at all times be open to inspection by the Board.
- (3) Provide for the disbursement of the Club's funds as budgeted, and provide for the disbursement of non-budgeted funds as directed by the Board of Directors.
- (4) Submit a financial report at the Annual Meeting.
- (5) Report all funds and earnings to all taxing authorities as required by law.
- (6) Annually submit the accounts and financial records for audit by members of the Club chosen by the Board of Directors, or by a professional auditor or CPA.
- (7) Monthly submit the accounts for reconciliation by a person chosen by the Board of Directors who is not authorized to make deposits or withdrawals from these accounts.
- (8) Stamp "For Deposit Only" on all incoming checks upon receipt.
- (9) Forward the books of accounts and records of the Club to the successor within fifteen days following the term or terms of office.
- (10) Send out dues notices.
- (11) Notify the Corresponding and Recording Secretaries of any changes of membership status.

**SECTION 3. Vacancies.** Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of the 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. Acceptance of such appointment must be made in writing and submitted to the Secretary.

#### **ARTICLE IV**

##### **The Club Year, Annual Meeting, Elections**

**SECTION 1. Club Year.** The Club's fiscal year shall begin on the first day of July and end on the thirtieth day of June. The Club's official year shall begin immediately at the conclusion of the elections at the Annual Meeting and shall continue through the elections at the next Annual Meeting.

**SECTION 2. Annual Meeting.** The Annual Meeting shall be held each June at a time and place within the AKC approved territory, to be set by the Board of Directors not less than six months prior to that meeting, and at which time Directors and Officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article.

They shall take office immediately upon the conclusion of the election, and each retiring Officer shall turn over to his successor in office all properties and records relating to that office within fifteen days after the election. Exception: The retiring Secretary shall complete the minutes for the entire meeting and shall mail such minutes to the members.

**SECTION 3. Elections.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

**SECTION 4. Nominations.** A person may be a candidate in a Club election who has been nominated, has been a member in good standing for three years, and has attended at least three Club meetings in the previous twelve months, or two regular meetings and worked at a Club event in the previous twelve months. A Director or Officer must attend at least one-half of the

Board Meetings during his/her term in order to be eligible for re-election to the office. At the last meeting of each calendar year, the Board shall select a Nominating Committee in accordance with Robert's Rules, which shall consist of three members and two alternates. Not more than one member of the committee may be on the Board. The Board shall name a Chairman of the committee, and the Secretary shall promptly notify the committee members and the alternates of their selection. It is the duty of the Chairman to call and preside over committee meetings. The Nominating Committee may conduct its business in person, by mail, electronic mail, FAX or telephone conference call. The Committee shall complete its slate of Officers and Directors not less than thirty days before the last meeting prior to the Annual Meeting, so the slate can be sent with notice of that membership meeting.

- (a) The committee shall nominate one candidate for each office and three candidates for the three positions to be filled 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 notify each member of the Club in writing by mail or e-mail of the candidates so nominated.
- (c) Additional nominations may be made only at the meeting immediately preceding the Annual Meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position at a time. The Secretary shall notify the members of any and all such additional nominations immediately after this meeting.
- (d) Nominations cannot be made at the Annual Meeting nor in any manner other than as provided for in this section.

## **ARTICLE V Committees**

**SECTION 1.** The President each year shall appoint Chairmen of the standing committees to advance the work of the Club in such matters as dog shows, performance events, trophies, annual prizes, membership and other fields which may 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.** The Chairman of each committee shall serve for a term of one year and may be reappointed to as many additional terms as is mutually acceptable by the President and the Chairman.

**SECTION 3.** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s). The Board may appoint successors to those persons whose service has been terminated.

## **ARTICLE VI Discipline**

**SECTION 1.** American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Mayflower Pembroke Welsh Corgi Club, Inc. for a like period.

**SECTION 2. Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) 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 of a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail (certified mail, return receipt requested) 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 the complainant and defendant, the Board may, by a majority of those present, suspend the defendant from all the privileges of the Club for not more than 18 months from the date of the hearing, or may institute another suitable penalty short of expulsion. 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 findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

**SECTION 4. Expulsion.** 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 sixty days, but not earlier than thirty days, after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The membership shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting (but not less than two-thirds of a minimum quorum number) shall be necessary for the expulsion. If expulsion is not so voted, the Board's penalty 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, and signed by twenty 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 vote within three 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 vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least 15 days prior to the date of the meeting, and provided also that the two-thirds vote mentioned above is equal to or exceeds the minimum number required for a quorum.

**ARTICLE VIII  
Parliamentary Authority**

**Section 1.** *Robert's Rules of Order, Newly Revised* shall be the authority in all cases in which they do not disagree with these Bylaws and any other special rules of order the Club may adopt.

**ARTICLE IX  
Dissolution**

**SECTION 1. Dissolution.** The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary, or by the operation of law, none of the property of the Club nor any of the 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, selected by the Board of Directors.

**ARTICLE X  
Order of Business**

**SECTION 1.** At a meeting of the Club, the order of business, so far as the character and nature of the meetings permit, shall be as follows:

- Roll Call
- Minutes of the Last Meeting
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual Meeting)
- Election of New Members (by secret written ballot)
- Introduction of Guests
- Unfinished Business
- New Business, to include applicants for membership if any
- Adjournment

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

- Reading of Minutes of the Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

Revised: 11-21-2015