



## **CONSTITUTION**

AS ADOPTED: Board Approval – September 7, 2022  
General Membership Approval – November 7, 2022

This Constitution and Bylaws are subject to and governed by the Connecticut Revised Nonstock Corporation Act (the "Act") C.G.S. § 33-1000 *et. seq.* and the Articles of Incorporation of the Mayflower Pembroke Welsh Corgi Club, Inc. In the event of a direct conflict between the provisions of these Bylaws and any mandatory provisions of the Act, the Act will be controlling.

### SECTION 1. Name

The organization shall be known as the Mayflower Pembroke Welsh Corgi Club, Inc. (the "Club"), a Connecticut non-stock corporation established pursuant to Connecticut General Statutes § 33-1000 *et. seq.*

### SECTION 2. Purpose

The purpose of the Club shall be to:

- (a) encourage and promote quality in the breeding of purebred Pembroke Welsh Corgis and do all possible to bring their natural qualities to perfection;
- (b) urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Pembroke Welsh Corgis shall be judged;
- (c) do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at:
  - dog shows,
  - obedience trials,
  - herding tests and trials,
  - agility trials,
  - tracking tests,
  - and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- (d) conduct:
  - sanctioned or informal matches,
  - dog shows,
  - obedience trials,
  - herding tests and trials,
  - agility trials,
  - tracking tests,
  - and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- (e) support fully the Code of Ethics of the MPWCC, Inc.;
- (f) 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) provide educational programs.

### SECTION 3. Structure

The Club is a non-profit corporation and shall be operated exclusively as a social club for pleasure,

recreation, and other nonprofitable purposes within the meaning of Section 501(c)(7) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law as from time to time amended). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

#### SECTION 4. Revision

The members of the Club shall adopt and may from time to time revise the Constitution or such Bylaws as may be required to carry out these objectives.

## **BYLAWS**

### **ARTICLE I Membership**

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

- (a) Regular Membership. Open to all persons eighteen (18) 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) Household Membership. Open to two adult members eighteen (18) years of age or older who reside in the same household, 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, each eligible to vote and hold office.
- (c) Junior Membership. Open to those persons who are at least nine (9) years old and under eighteen (18) years of age and 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. Junior members are exempt from paying annual dues; ineligible to hold office or vote; and three months prior to the Junior's 18th birthday, they will be asked to complete a regular membership application for informational purposes in order to become a regular member. A Junior Membership must be renewed yearly in order to be listed on the Club's roster.
- (d) 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) Regular, Household, 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 a current fiscal year.

Any Mayflower Pembroke Welsh Corgi Club (MPWCC) member who wishes to propose an individual for admission to the MPWCC may obtain the applications packet from the

*Members Only* section of the MPWCC website, the Chair of the Membership Committee, or the Recording Secretary. 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 email. Affirmative votes of 2/3 of the entire Board present and voting by secret ballot in person, by mail or by email shall be required for approval. Applications so approved shall be presented to the membership to be voted upon by secret ballot. A seventy five (75%) 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 (e).

#### SECTION 3. Membership Dues.

- (a) 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.
- (b) Each regular, household and honorary member shall be entitled to vote. No regular or household member may vote whose dues are not paid for the current fiscal year.
- (c) During the month of May, the Treasurer will notify member of dues owed for the ensuing year. Members who do not have an email address on file shall receive the notice via regular mail.
- (d) Members with dues unpaid as of the first day of July shall receive a follow-up notice and a late fee may be assessed. Final notices will be sent by regular mail and followed up with a phone call.
- (e) 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.

#### 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. Due's 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; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases.
- (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 (6) times yearly in-person within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, or by methods in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed, 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 (6) months prior to that meeting. Written notice of each meeting shall be mailed or emailed by the Secretary at least fifteen (15) days prior

to the date of the meeting. The quorum for such meeting shall be twenty (20%) percent of the number of the eligible voting members in good standing who reside within New England and contiguous states. Non-voting members do not count toward the determination of a quorum.

#### 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 (5) members of the Club who are in good standing. Such meetings shall be held in-person at such hour and place within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, or by methods in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed, as designated by the Board or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed or emailed by the Secretary at least five (5) and not more than fifteen (15) 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 (20%) percent of the number of the eligible voting members in good standing who reside within New England and contiguous states. Non-voting members do not count toward the determination of a quorum.

#### SECTION 3. Board Meetings.

The Board of Directors shall meet at least six (6) times yearly in-person at such hour and place within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, or by methods in accordance with State Law – such as electronic, virtual, teleconference, regular mail or methods as may be developed, as may be designated by the Board. Written notice of each such meeting shall be mailed or emailed by the Secretary at least fifteen (15) days prior to the date of these Board meetings. The quorum for Board Meetings shall be a majority of the Board.

#### SECTION 4. Special Board Meetings.

Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in-person at such hour and place within the Greater Waterbury Area, including those communities in Litchfield, Hartford, New Haven and Fairfield Counties, or by methods in accordance with State Law – such as electronic, virtual, teleconference, regular mail or methods as may be developed, as may be designated by the person who calls the meeting. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five (5) days and not more than fifteen (15) 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. Voting.

Each member in good standing, whose dues are paid for the current fiscal year shall be entitled to one vote at any meeting of the Club at which the member is present.

## **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.

- (a) The Board shall be comprised of eleven (11) persons, namely the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and six (6) other persons, all of whom shall be members in good standing.
- (b) The Officers shall be elected for one (1)-year term at the Club's Annual Meeting as provided in Article IV, and shall serve until their successors are elected.

- (c) The six (6) other Directors shall serve two (2)-year terms with three (3) 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, Recording Secretary, Corresponding 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 the 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 Chairs 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 Chair any committee 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) The Corresponding Secretary shall correspond with the general public, the American Kennel Club, other kennel clubs and Club members for any reason not otherwise specified in these Bylaws.
- (e) The Treasurer shall:
  - (1) Collect and receive all monies due or belonging to the Club and shall deposit the funds in a bank approved by the Board of Directors, in the name of the Club.
  - (2) 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.
  - (3) Report all funds and earnings to all taxing authorities as required by law.
  - (4) 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 items of receipt or payment categories not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
  - (5) At the request of the Board of Directors, submit the accounts for reconciliation by an individual chosen by the Board of Directors and/or submit the financial records for audit or review by a professional auditor or CPA chosen by the Board of Directors.

- (6) Forward the current accounts and records of the Club to the successor within thirty (30) days following the term or terms of office. As bills and receipts following a major Club event may be received over an extended period of time, the retiring Treasurer shall work with the newly elected Treasurer during this transition period.
- (7) Send out dues notices as provided for in Article I Section 3 of these Bylaws.
- (8) Notify the Corresponding and Recording Secretaries of any changes of membership status, name, or contact information.
- (9) The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

#### 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 Fiscal Year, Annual Meeting, Elections**

#### SECTION 1. Club Fiscal 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 the successor in office all properties and records relating to that office within thirty (30) days after the election. Exception: The retiring Secretary shall complete the minutes for the entire meeting and shall mail or email 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 the current 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 Chair of the committee, and the Secretary shall promptly notify the committee members and the alternates of their selection. It is the duty of the Chair to call and preside over committee meetings. The Nominating Committee may conduct its business in-person or by methods in accordance with State Law – such as electronic, virtual, teleconference, regular mail or methods as may be developed. The Committee shall complete its slate of Officers and

Directors not less than thirty (30) days before the last general membership 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 email of the candidates so nominated.
- (c) Additional nominations may be made only at the last general membership meeting, prior to the Annual Meeting, by any member in attendance, provided that the person so nominated does not decline when proposed, and provided further that if the proposed candidate is not in attendance at the meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying a 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) If no valid additional nominations are made in accordance with Section 4(c) of this Article, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (e) 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. Committee Appointments.

The President each year shall appoint Chairs 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. Committee Chair Term of Office.

The Chair 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 Chair.

### SECTION 3. Termination of Committee Appointment.

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 and PWCCA Suspension.

Any member who is suspended from any of the privileges of the American Kennel Club or the PWCCA shall automatically 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 containing specific facts must be filed in duplicate with the Secretary together with a deposit of fifty dollars (\$50.00) 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 that 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), or other form of receipted or acknowledged delivery together with a notice of the hearing and an assurance at which the accused may personally appear and present any defense, call witnesses or answer questions.

#### SECTION 3. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and accused, the Board may, by a majority of those present, reprimand or suspend the accused 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 accused's right to appear before fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the 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 (60) days, but not earlier than thirty (30) days, after the date of the Board's recommendation of expulsion. The accused shall have the privilege of appearing and speaking in self-defense, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall offer the accused, if present, the option to speak. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting (but not less than 2/3 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 or Changes to the Constitution and Bylaws**

#### SECTION 1. Proposal of Amendments.

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 (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 vote within three months of the date when the petition was received by the Secretary.

#### SECTION 2. Approval of Amendments.

The Constitution and Bylaws may be amended by a 2/3 secret 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 or emailed to each member at least 15 days prior to the date of the meeting, and provided also that the 2/3 vote mentioned above is equal to or exceeds the minimum number required for a quorum.

#### SECTION 3. Emergency Situations.

In extraordinary circumstances, where adherence to a specific provision of the Bylaws would impede the function of the Club, the Board may, by unanimous vote, temporarily make a



change/exception to that provision and in accordance with State Law. Such exceptions shall continue only for the duration of the situation and may only be made permanent by the normal approval processes stated in Section 2 of this Article.

## **Article VIII Parliamentary Authority**

*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 VIX Dissolution**

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance with State Law. 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 unless otherwise prohibited by State Law.

## **Article X Order of Business**

### SECTION 1. Board Meetings.

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

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

### SECTION 2. General Membership Meetings.

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:

- Approval of Minutes of the Last Meeting
- Report of the President
- Report of the Recording Secretary
- Report of the 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