

**Constitution
of The Rio Salgado Portuguese Water Dog Club**

**Article I
Name and Objectives**

Section 1. Name

The name of the Club shall be The Rio Salgado Portuguese Water Dog Club (RSPWDC)

Section 2. Objectives

The objectives of the Club shall be:

- a. To encourage and promote quality in the breeding of pure-bred Portuguese Water Dogs, to develop and maintain their conformation, disposition for character, and to do all possible to bring their natural qualities to perfection and perpetuate their historic working traits.
- b. To urge members and breeders to accept the standard of the breed as approved 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 dog shows and performance events like obedience, agility, tracking under the rules of The American Kennel Club.
- d. To conduct sanctioned and licensed specialty shows, obedience trials, and water trials under the rules and regulations of the Portuguese Water Dog Club of America (PWDC) and the American Kennel Club (AKC).
- e. To increase public knowledge of the breed and to promote education and social activities among members.
- f. To adhere to the RSPWDC Code of Ethics to protect the breed and its fanciers.
- g. To encourage membership in the PWDC.

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 by-laws as may be required to carry out these objectives.

**By-Laws
of The Rio Salgado Portuguese Water Dog Club**

**Article I
Membership**

Section 1. Eligibility:

There shall be four types type of membership open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- a. Regular Member: Regular membership is open to all persons 18 years of age and older who shall enjoy all Club privileges including the right to vote and hold office.
- b. Household members: A household membership shall consist of two of more regular members who reside in the same household. Each member over the age of 18 years within a household shall enjoy all Club privileges including the right to vote and hold office.
- c. Remote member: A remote membership is open to all persons 18 years of age and older not living in the state of Arizona and shall enjoy all Club privileges, except voting and holding office. Remote members shall not be computed in determining a quorum.
- d. Honorary member: An honorary membership is given to an individual who must be nominated by a regular member as having rendered extraordinary contributions to the Club or the breed. An honorary member may be elected for a lifetime by a majority vote of the membership. They shall be exempt from paying dues and shall be entitled to all privileges of the Club, except that they shall not be entitled to vote or hold office. They may maintain a Regular membership if they pay dues.
- e. While the membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the owners, breeders, exhibitors and Portuguese Water Dog fanciers in the greater Phoenix area.

Section 2. Dues

- a. Membership dues shall be established by the Board of Directors no later than February 1 of each year and approved by the membership. Dues may not be changed without the approval of a 2/3 majority of the Board. In no case will annual dues exceed \$50 without the approval of the Club Membership as set forth in Article II, Section 5.
- b. Membership dues shall become payable on or before the 1st day of February of each year.
- c. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year. If a member joins in the last 3 months of the fiscal year (November, December, January), the dues will be considered paid through to January of the following year.

Section 3. Election to membership.

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors. This form shall provide that the applicant agrees to abide by the constitution and by-laws of this Club and the RSPWD Code of Ethics, and, if a member, the rules of the PDWCA and the rules of The American Kennel Club. The application shall state the name, address, and other relevant information of the applicant. Accompanying the application, the prospective members shall submit dues payment for the current year.
- b. Approval of the applicant will then be voted upon and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant. Election to membership shall become effective immediately when an applicant is approved.

- c. Applicants whose membership has been rejected by the Club may re-apply after six months. Two club members in good standing must endorse such applicants.

Section 4. **Termination of Membership.**

Memberships may be terminated:

- a. **BY DEATH OR 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 obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. 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 60 days after the first day of the fiscal year; however, the board may grant an additional 90 days grace to such a delinquent member in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the time of the meeting. Any member whose membership lapses must re-apply for membership.
- c. **BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.

**Article II
Meetings and Voting**

Section 1. **Club meetings.**

Meetings of the Club shall be held at least six times a year at a date and time designated by the Board. Notice of each meeting shall be given to all Club members, by mail or telephone by the Corresponding Secretary at least 10 days prior to the date of the meeting, and all members will be encouraged to attend. The quorum for such meetings shall be no less than 5 members in good standing.

Section 2. **Special Club Meetings.**

Special Club meetings shall be called by the (1) President, or (2) 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 (3) shall be called by the Corresponding 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 greater Phoenix area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be given by mail or telephone by the Corresponding Secretary not less than 5 days and not more than 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. The quorum for such a meeting shall be 5 members in good standing.

Section 3. **Board meetings.**

The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority of the entire Board. Notice of each meeting shall be given by mail or telephone by the Corresponding Secretary at least 10 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 or a majority of the board members on 24 hours verbal, written, or telephone notice and shall be called by the Corresponding Secretary upon the receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Phoenix area at such place, date, and hour as may be designated by President. Any such notice shall state the purpose of the meeting and no other business shall be transacted. A 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. Proxy voting is not permitted at any Club meeting or election.

**ARTICLE III
Directors and Officers**

Section 1. **Board of Directors.**

The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and two Directors, one of whom is the immediate Past President. In such cases as the immediate Past President is not available or has expressed intent not to serve, an active member of the Club elected from the general membership shall serve as a Director. Directors shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV. General management of the Club's business shall be entrusted to the Board of Directors.

Section 2. **Officers.**

The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and two Directors 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 the President in addition to those particularly specified in these by-laws.
- b. The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity.
- c. The Recording Secretary shall keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club or the Board official business of the Club and of the Board of Directors. He/she shall e-mail the minutes of the meetings to the Club's web master within 10 days from the date of the meeting. The webmaster shall post the meeting minutes on the Club's web site. In the event that the Recording Secretary is absent, the Corresponding Secretary will be charged with Recording and disbursement of the minutes within 10 business days.

- d. The Corresponding Secretary shall have charge of all correspondence from and to the general public and communication to the membership, including notice of Club meetings and special Club meetings. He/she shall notify Officers and Directors of their election to office. He/she shall provide and forward to the Recording Secretary all matters which require being recorded in the permanent record and carry out the duties as prescribed by the Board. The Corresponding Secretary will act as Recording Secretary in his/her absence. In the event that the Corresponding Secretary is not available, the Recording Secretary will be charged with communication to the membership, including notice of Club meetings and special Club meetings.
- e. The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank designated by the board, in the name of the Club. The books shall at all times be open to inspection of the Board and the condition of the Club's finances shall be reported at every meeting and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account 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.

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 all the remaining 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.

ARTICLE IV

The Club Year, Annual Meeting, Elections

Section 1. **Club Year.**

The Club's fiscal year shall begin the first day of February and end the 30th day of January. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. **Annual Meeting.**

The annual meeting shall be held in the month of January at which time 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 the office all properties and records relating to that office within 30 days after the election.

Section 3. **Elections.**

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

Section 4. **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 Recording Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chairman for the committee and it shall be his duty to call a committee meeting which shall be held on or before December 15.

- a. The committee shall nominate one candidate for each office and, after securing the consent of each person so nominated, shall immediately report his or her nomination to the Recording Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Recording Secretary shall, before December 31, notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the January 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 this meeting, his nominator shall present to the Recording Secretary a written statement from the proposed candidate signifying his willingness to serve. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- e. Nominees must be a Regular or Household member in good standing.

ARTICLE V

Committees

Section 1. **Committees**

The Board may appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field or water trials, trophies, education, specialty/supported entry, and other fields which may be well served by committees. Such committees shall function under the auspices of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Any established, standing, or special committee appointed may be terminated by a majority vote of the Board. The Board may appoint successors to those whose services have been terminated.

ARTICLE VI

Discipline

Section 1. **American Kennel Club.**

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. **Charges.**

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 3 weeks or more than 6 weeks thereafter. The Recording Secretary shall promptly send a copy of the charges 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 council may attend the hearing, but both complaint and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complaint and defendant, the board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. 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 Recording Secretary. The Recording 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 proceeding 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 findings and recommendations and shall invite the defendant, if present, to speak on his own behalf if he wishes. The meeting shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

**ARTICLE VII
Amendments**

Section 1. **Amendments**

Amendments to the constitution or by-laws may be proposed by the Board of Directors or by written petition addressed to the Recording 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 the recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each members at least two weeks prior to the date of the meeting.

**ARTICLE VIII
Dissolution**

Section 1. **Dissolution.**

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for the purpose of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

**ARTICLE IX
Order of Business**

Section 1.

At the meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the Last Meeting
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board
(at annual meeting)
- Election of new members

Approved by RSPWDC members May 3, 2004

Unfinished Business
New Business
Adjournment

Section 2.

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

Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished business
New business
Adjournment