

**PEMBROKE WELSH CORGI CLUB OF SOUTHERN CALIFORNIA, INC. CONSTITUTION  
AND BY-LAWS**

**ARTICLE I NAME AND OBJECTIVES**

SECTION 1: The name of the Club shall be: PEMBROKE WELSH CORGI CLUB OF SOUTHERN CALIFORNIA, INC.

SECTION 2: The objectives of the Club shall be:

- a) to encourage and promote quality and responsibility in the breeding of purebred Pembroke Welsh Corgis 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 Pembroke Welsh Corgis shall be judged;
- c) to do all in its power to protect and advance the interest of the breed by encouraging sportsman-like competition at dog shows, obedience trials, herding events, performance events, club events, etc;
- d) to conduct sanctioned and licensed specialty shows and obedience trials, herding tests and trials, and agility trials under the rules of the American Kennel Club;
- e) to conduct educational and outreach programs to promote responsible dog ownership in the community;
- f) to support fully the Code of Ethics attached hereto.

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.

**ARTICLE II MEMBERSHIP**

SECTION 1: There shall be four types of membership: Regular (voting), Associate (non-voting), Junior (non-voting), and Honorary (non-voting).

SECTION 2: Regular and Associate memberships are open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who agree to abide by the Constitution and By-laws and the Code of Ethics of this club.

- a) To remain a Regular member in “Good Standing”, a member is expected to attend a minimum of *two* regular club meetings or sponsored club functions during the fiscal year. ***Events that consist of a sponsored club function followed by a regular club meeting on the same day will count as one unit of attendance, regardless of whether the member attends one or both events.***
- b) Associate membership is granted all rights and privileges of regular membership except voting and holding elected positions on the Board of Directors.

c) 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.

SECTION 3: Junior membership is open to those persons who are at least eight years of age but under the age of eighteen, who are in good standing with the American Kennel Club, who agree to abide by the Constitution and By-laws and the Code of Ethics of this Club. Junior members may not vote or hold office. At the age of eighteen, a Junior member may elect to become an Associate or Regular member.

SECTION 4: Honorary membership shall include persons of outstanding achievement or service placed in this class by the unanimous vote of the Board. Honorary members shall be ineligible to hold office, or to vote unless they elect to pay dues.

SECTION 5: Dues. The annual dues for Regular and Associate members shall be determined by the Board of Directors each year in time for a statement of dues, which shall be sent by the Treasurer prior to December 1st, and payable on or before December 31st of each year. Membership dues for Regular membership shall not exceed \$50.00 per year. a) No regular member may vote whose dues are not paid for the current fiscal year. Dues for Associate and Junior membership shall not exceed 75% of regular membership dues.

SECTION 6: Election to Membership.

a) Regular members: Each applicant for Regular membership shall attend one general meeting and one club function before being approved. Functions are defined as any event put on by the PWCCSC excluding supported entries. He shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws, and the Code of Ethics of the Pembroke Welsh Corgi Club of Southern California, Inc. and also the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant, and it shall carry the endorsement of two regular members in good standing, not of the same family, who have known the applicant for at least six months and who have been members themselves for at least one year. Accompanying the application, the prospective member shall submit dues payment for the current year, plus a non-refundable application fee.

b) Associate members. Each applicant for Associate membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-laws, and the Code of Ethics of the Pembroke Welsh Corgi Club of Southern California, Inc. and also the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two regular members in good standing, not of the same family, who have known the applicant for at least six months and who have been members themselves for at least one year. Accompanying the application, the prospective member shall submit dues payment for the current year, plus a non-refundable application fee.

Associate members may become Regular members by attending at least two of the Club membership meetings or functions in the last six months, and choosing to do so as described in section 7 below.

c) Junior Membership. Each applicant for Junior membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and By-laws, and the Code of Ethics of the Pembroke Welsh Corgi Club of Southern California, Inc. and also the rules of the American Kennel Club. The application shall state the name, address and occupation of

the applicant, and it shall carry the endorsement of two regular members in good standing, not of the same family, who have known the applicant for at least six months and who have been members themselves for at least one year. Accompanying the application, the prospective member shall submit dues payment for the current year, plus a non-refundable application fee.

Each application shall be submitted to the membership chairman who will check the accuracy of the application and shall submit the applicant's name to be emailed to the membership. Any regular member may submit in writing or via email an opinion regarding the qualifications of the said applicant to the membership chairman, within 30 days of the email of the application.

If no adverse remarks are received by the membership chairman within 30 days of the publication of the application, then the applicant will be notified of his/her acceptance into the club. If adverse remarks are received then the application will be sent to the board for review. All remarks will be kept confidential. An affirmative vote of 2/3 of the board will be required to elect the applicant into membership.

In the event that the Board rejects an applicant, one of the sponsors may present the application to the membership for a vote at the next general meeting of the club. A favorable vote of 3/4 of the regular members present will elect the applicant into membership. A secret ballot will be used.

An applicant that has been rejected may again be considered twelve months after the date of the rejection.

SECTION 7: Transfer of membership type. Members may choose to become Regular or Associate members between December 1st and December 31st of any year, except that a Regular member may not become an associate member if he is nominated for, or currently holds a position on the Board of Directors. Notification of such change must be submitted in writing to the Treasurer on the dues form prior to January 1.

SECTION 8: 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 Recording Secretary; but no member may resign while in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of the fiscal year.
- b) By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid thirty days after the first day of the fiscal year. However, the Board may grant an additional thirty 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 Constitution and By-laws.

### ARTICLE III MEETINGS

SECTION 1: Club meeting. General meetings of the Club shall be held at least four times a year within the greater Southern California area with the annual meeting being held each October 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 such meeting shall be emailed by the Recording Secretary at least ten days prior to the date of the

meeting. The quorum for such a meeting will be twenty percent of the regular members in good standing.

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, or by the Recording Secretary upon receipt of a petition signed by five regular members of the Club who are in good standing. Such meetings shall be held at such hour and place within the greater Southern California area as may be designated by the Board. Written notice of such meeting shall be emailed by the Recording Secretary at least five days, but 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. Twenty percent of regular members in good standing present and eligible to vote shall constitute a quorum.

SECTION 3: Board meetings. The Board of Directors shall meet at least four times yearly at such hour and location (physical or virtual) as may be designated by the Board. Written notice of each such meeting shall be emailed to Board members by the Recording Secretary at least five 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 Recording 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 location (physical or virtual) as may be designated by the person who calls the meeting. Written notice of each such meeting shall be emailed by the Recording Secretary to Board members 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 a meeting shall be a majority of the Board.

SECTION 5: Voting. Each regular 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, with the exception of voting via email, will not be permitted at any Club meeting or election.

#### ARTICLE IV 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 nine persons, namely the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and four persons, all of whom shall be regular members in good standing. The officers and directors shall be elected for two-year terms at the Club's Annual Meeting, and shall serve until their successors are elected. The four 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 By-laws. The President shall accept and carry out the following duties during the term of 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 chairman 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 break a tie at the Annual Meeting, Board of Directors' Meetings, Special Board Meetings or for any committee except the Nominating Committee.

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 the chairman of any committee to which he may be assigned by the President.

c) The Recording Secretary shall record the minutes of all meetings of the Club and of the Board, and all matters of which a record shall be ordered by the Club, shall keep a record of the members and their addresses, and their attendance at Club meetings and functions, shall notify the membership chairman of new members 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 By-laws.

d) The Corresponding Secretary shall conduct the general correspondence of the Club, and shall carry out such other duties as are prescribed in these Constitution and By-laws.

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.

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) Submit the accounts and records to an auditor or CPA furnished by the Board of Directors yearly.

7) Forward the books of accounts and records of the Club to the successor within 15 days following the term of office.

8) Send out dues notices. 9) Notify the Corresponding and Recording Secretaries of any changes of membership status. 10) Be bonded, an expense to be borne by the Club.

SECTION 3: Vacancies. Any vacancy 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 Recording Secretary.

## ARTICLE V THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1: Club Year. The Club's fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin on the first day of November and end on the last day of October.

SECTION 2: Annual Meeting. The Annual meeting shall be held each year in the month of October at which Officers and Directors 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 on November 1st and each retiring officer shall turn over to his successor in office all properties and records relating to that office prior to November 1st.

SECTION 3: Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four nominated candidates for other positions on the Board 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 regular member in good standing for one year, and has attended at least two regular meetings in the previous twelve months. A Director or Officer must attend at least two-thirds of the Board meetings during his/her term in order to be eligible for reelection to the office. At least four months prior to the annual meeting, the Board shall select a Nominating Committee, which shall consist of three members and one alternate. Not more than one member of the Committee may be on the Board. The Board shall name a chairman of the committee, and the Recording Secretary shall promptly notify the committee members and the alternate of their selection. It is the duty of the Chairman to call and preside over committee meetings. The committee shall announce its slate of officers not less than 30 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 four candidates for the four positions to be filled on the Board, and after securing in writing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall notify each member of the club, in writing, of the Nominating Committee's slate at least two weeks prior to the meeting at which additional nominations may be made.

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 Recording 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 Recording 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 VI COMMITTEES

SECTION 1: The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. The Board shall appoint a committee chair, whom the Board authorizes to form a committee, subject to Board approval. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid on particular projects.

SECTION 2: All committees shall serve until their work has been completed but no longer than the tenure-in-office of the officer making the appointment.

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, and the Board may appoint successors to those persons whose services have been terminated.

SECTION 4: All Committee Chairmen must file a written report of activities and accomplishments of the committee with the President upon dissolution of the committee.

## ARTICLE VII DISCIPLINE

SECTION 1: American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club and/or the PWCCA automatically shall be suspended from the privileges of the Pembroke Welsh Corgi Club of Southern California, Inc. for a like period.

SECTION 2: In the event that charges should be brought by or against an Officer or member of the Board of Directors, he shall disqualify himself from participation in the adjudication of that charge in any role other than as a witness.

SECTION 3: Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of twenty-five dollars, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may decline to consider the case. If the Board considers the charge, it shall set a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send one 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 4: 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 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 each case, the suspension shall not

restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendations of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary in turn shall notify each of the parties of the decision and penalty, if any.

SECTION 5: Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a hearing and upon the recommendation of the Board, 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 after the date of the recommendation of expulsion. The defendant shall have the privileges of appearing on 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 on his own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of the regular members in good standing at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

#### ARTICLE VIII AMENDMENTS

SECTION 1: Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition, addressed to the Corresponding Secretary and signed by twenty percent of the regular members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2: The Constitution and By-Laws may be amended by a 2/3 vote of the regular members in good standing 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 emailed to each member at least two weeks prior to the date of the meeting.

#### ARTICLE IX DISSOLUTION

SECTION 1: Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the regular 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 law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any member of the club. 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 BUSINESS PROCEDURE

SECTION 1: The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.



## ARTICLE XI ORDER OF BUSINESS

SECTION 1: At all 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 Recording Secretary Report of Corresponding Secretary Report of Treasurer Reports of Committees Election of Officers and Board (at Annual Meeting) Election of New Members Introduction of Guests Unfinished Business New Business 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 Recording Secretary Report of Corresponding Secretary Report of Treasurer Reports of Committees Unfinished Business New Business Adjournment

(Amended August 8, 2020)