

CARDIGAN WELSH CORGI CLUB OF AMERICA
APPROVED CONSTITUTION
Effective as of 1/13/2012

ARTICLE I. Name and Objectives

Section 1. The name of the Club shall be The Cardigan Welsh Corgi Club of America, Inc. For purposes of brevity, the Club may also be referred to as "the CWCCA."

Section 2. The objectives of the Club shall be:

- (a) to encourage and promote knowledge of and quality in the breeding of pure-bred Cardigan Welsh Corgis and to do all possible to bring their natural qualities to perfection.
- (b) to encourage and promote the organization of independent local Cardigan Welsh Corgi Specialty Clubs in those localities where there are sufficient fanciers to meet the requirements of the American Kennel Club.
- (c) to educate members, breeders and judges to accept the Standard of the breed as approved by the American Kennel Club as the only Standard of excellence by which the Cardigan Welsh Corgi shall be judged in the United States.
- (d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, tracking tests and herding tests and trials under the rules of the American Kennel Club.
- (e) to conduct sanctioned matches, specialty shows, obedience trials, tracking tests and herding tests and trials under the rules of the American Kennel Club.

Section 3. The Club shall not be operated for profit, and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I: Membership

Section 1. Eligibility. There shall be three types of membership open to all who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

- (a) **Regular Membership:** open to persons 18 years of age and older. Regular members enjoy all privileges of the Club, including voting. However, to hold office, a regular member must be a resident of the United States.
- (b) **Associate Membership:** open to persons 18 years of age and older at a reduced dues rate. Associate membership is recommended to those members who wish to support the Club but cannot regularly attend Club meetings. Associate members enjoy all privileges of the Club except voting and holding office. Associate members are not counted in determining the quorum.
- (c) **Junior Membership:** open to persons 10-17 years of age. Junior members enjoy all privileges of the Club, except voting and holding office. Junior members may convert to regular or associate members upon reaching their 18th birthday.

Section 2 Dues. Annual membership dues shall be set by the Board. Dues are payable July 1st. If the Board should change the amount of the dues, notice must be sent to the entire membership by the Treasurer or printed in an official Club publication at least 30 days prior to the first dues notice. The first notice for dues shall be mailed by the Treasurer by June 1st, final notice mailed by August 1st. Dues not paid by October 1st shall cause membership to lapse. Dues payment includes subscription to the official club publications, the CWCCA Bulletin and Newsletter.

Section 3. Election to Membership. 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 CWCCA Constitution and By-Laws and the rules of the American Kennel Club. The application shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

The names of applicants shall be published in an official CWCCA publication, and written comments invited from the membership concerning their suitability. If no adverse comments are received within 60 days of publication, the applicant will be notified of their acceptance. Any adverse reports received concerning an applicant shall be reviewed by the Board of Directors, and an affirmative vote of at least two-thirds of the Board shall be necessary to elect the applicant to membership.

An applicant who has received a negative vote by the Board may be presented by one of the applicant's sponsors at the next annual meeting of the Club, and a favorable vote of $\frac{3}{4}$ of the regular members present may elect such applicant by secret ballot.

Section 4. Termination of Membership. Membership may be terminated:

- (a) **by resignation.** Any member in good standing may resign upon written notice to the Recording 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 will be considered as lapsed and automatically terminated if such member's dues remain unpaid after October 1st; however, the Board may grant up to an additional 90 days grace to such delinquent members in meritorious cases. In no case may a regular member whose dues are unpaid as of the date of any Club vote taken be entitled to vote.
- (c) **by expulsion.** A membership may be terminated by expulsion as provided in Article VI of these By-laws.

ARTICLE II: Meetings

Section 1. Annual Meeting. The annual meeting of the Club shall be held at a place, date and hour designated by the Board of Directors, preferably between April 15 and June 15 in conjunction with the National Specialty. Written notice of the Annual Meeting shall be given to each member at least 60 days prior to the date of the meeting. A detailed agenda for the Annual Meeting shall be mailed to the members not less than 30 days prior to the Annual Meeting. The quorum for the Annual Meeting shall be 10% of the regular members in good standing present in person. Final action may be taken only on subject matter included in the agenda notice for the Annual Meeting. Any properly seconded motion, calling for a vote by mail, must then be sent by the Corresponding Secretary to all regular members in good standing within 21 days following the Annual Meeting for a vote by mail. All votes by mail are to be returned to the Corresponding Secretary within 30 days.

The results of the vote are to be sent by the Corresponding Secretary to the entire membership or published in an official Club publication within 60 days following the deadline for voting.

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 at a meeting of the Board or who vote by mail; and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the regular members of the Club in good standing. Such meeting shall be held at such date, place, an hour as may be designated by the Board of Directors. Written notice of the Special Club meeting shall be mailed by the Corresponding Secretary at least 21 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the regular members in good standing.

Section 3. Board Meetings. The first meeting of a new Board shall be held following the Annual Meeting. There shall be a minimum of three Board meetings per year. Meetings of the Board shall be held at such times and places as are designated by the President or the majority of the Board. Notice of each such meeting shall be mailed by the Recording Secretary to the Board members at least 30 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board. At meetings of the Board, the President shall have discretionary powers to send any properly seconded motion to all of the Board members for a vote by mail.

Section 4. Board Business: The Board of Directors may conduct its business by mail, FAX or telephone conference call through the Recording Secretary. Items voted by telephone call must be confirmed in writing within 10 days.

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 the President, 1st and 2nd Vice-Presidents, Recording and Corresponding Secretaries, Treasure, AKC Delegate, and 5 other persons, all of whom shall be regular members in good standing and residents of the United States. They shall be elected for two-year terms, as provided in Article IV, and shall serve until their successors are announced at the Annual Meeting. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the Annual Meeting. The immediate past-president shall serve on the Board with vote until the succeeding Annual Meeting.

Section 2. Officers. The Club's officers, consisting of the President, 1st and 2nd Vice-Presidents, Recording and Corresponding Secretaries, Treasurer and AKC Delegate 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, be an ex Officio member of all committees except the nominating committee, and shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these By-laws.
- (b) The 1st Vice -President shall have the duties and exercise the powers of the President in case of the President's death, absence, incapacity. or resignation.
- (c) The 2nd Vice-President assumes the duties and exercises the powers of the 1st Vice-President in the event of the absence of the 1st Vice-President.

- (d) The Recording Secretary, or a designee,* shall conduct the election process, send out all notices of Board meetings, keep a record of all meetings of the Club and of the Board, mail the minutes of all Board meetings to the Board of Directors within 30 days, and keep a record of all Board votes by mail and all matters of which a record shall be ordered by the Board, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these By-Laws.
- (e) The Corresponding Secretary, or a designee,* shall be in charge of the Correspondence of the Club, notify members of general meetings, keep a record of all general membership votes by mail, and carry out such other duties as may be requested by the Board.
- (f) The Treasurer, or a designee,* shall collect and receive all monies due or belonging to the Club, and shall deposit same in a reliable bank insured by the FDIC and approved by the Board in the name of the Club, and shall keep a roll of the members of the Club with their addresses. The Treasurer's books shall be at all times open to inspection by the Board and shall be open to members in good standing upon request to the Board. The Treasurer shall furnish a report to the Board at every meeting stating the condition of the Club's finances, and every item of receipt or payment not before reported. At the Annual Meeting, the Treasurer shall render an annual financial report of all monies received and expended from the previous annual financial report up to 60 days prior to the Annual Meeting and stating the financial condition of the Club. The Treasurer's books and records shall be subject to audit by a qualified individual or committee upon prior notice by and at the request of the Board. The Treasurer shall be bonded, the costs of said bond and audits shall be assumed by the Club. The Treasurer shall carry out other duties as may be requested by the Board.

*Designees must be approved by the Board prior to assuming duties.

- (g) The AKC Delegate shall represent the CWCCA at all regular and special meetings of the Delegates to the American Kennel Club, and shall serve as liaison between the CWCCA and the AKC.

Section 3. Vacancies. Any member of the Board who is absent from three consecutive meetings without just cause, as determined by the Board, will be deemed to have vacated the position. Any vacancies occurring on the Board or among the officers during the elected term shall be filled for the remainder of the term until the next election by a majority vote of all the then remaining members of the Board; except that a vacancy in the office of President shall be filled automatically by the 1st Vice-President, the 2nd Vice-President shall automatically fill the resulting vacancy in the office of the 1st Vice-President, and the resulting vacancy in 2nd Vice-President shall be filled by a majority vote of the then remaining members of the Board until the next election.

ARTICLE IV: The Club Year, Voting, Nominations, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of July and end on the 30th day of June. The Club's official year shall be the calendar year.

Section 2. Voting. At the annual meeting or at a special meeting of the Club, voting shall be limited to those regular members in good standing who are present at the meeting. The election of Officers, Delegate, Directors, amendments to the Constitution and By-Laws, and the standard for the breed shall be decided by written ballot cast by mail.

The Board of Directors may decide to submit to the members by mail ballot other specific questions. Such decisions shall be passed by a majority vote of those regular members casting ballots. Voting by proxy will not be permitted at any time in the carrying out of the Club's business.

Section 3. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board of Directors before October 15th prior to an election year at which the new officers and Board assume office. The Nominating Committee shall consist of three members from different areas of the United States and two alternates, all regular members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Committee may conduct its business by mail, in person, FAX or telephone conference call.

- (a) The Nominating Committee shall nominate from eligible regular members of the Club one candidate for each office and for each position on the Board of Directors, including the Delegate to the American Kennel Club, and shall procure in writing the acceptance of each nominee so chosen. The Committee should consider geographical representation on the Board to the extent that it is practicable. By November 15th the Nominating Committee shall submit its slate of candidates, including each candidate's written acceptance, to the Recording Secretary, who shall by November 30th mail the proposed slate, including the full name of each candidate and the name of the state in which he resides, to each regular member of the CWCCA in good standing.
- (b) Additional nominations of eligible members may then be made by written petition addressed to and received by the Recording Secretary on or before January 5th of the election year. This petition must be signed by 5 regular members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. Only one person per household may be nominated as a candidate, and no person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those eligible members who have not accepted a nomination of the Nominating Committee.
- (c) If no valid additional nominations are received by the Recording Secretary on or before January 5th, the Nominating Committee's slate shall be declared elected and no further balloting is required.
- (d) If one or more valid additional nominations are received by the Recording Secretary on or before January 5th, the Recording Secretary shall mail by February 1st of the election year to each regular member in good standing a ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside, and may include a biography not to exceed 75 words, together with a blank envelope and a return envelope addressed to the Recording Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary. The tellers shall check the returns against the list of eligible voting members prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting.
- (e) Nominations cannot be made in any manner other than as provided above.

Section 4. Elections. The election of Officers, Delegate to the American Kennel Club and Directors shall be conducted by secret mail ballot. Ballots to be valid must be received by the Recording Secretary on or before March 15th of the year of the election of the new Board. The Board shall appoint three election tellers who are regular members in good standing and who are neither members of the current Board nor candidates on the ballot to count the ballots and report the results to the Recording Secretary.

The nominated candidate receiving the largest number of votes for each position shall be declared elected, and all candidates shall be so notified in writing by the Recording Secretary by April 1st. If any duly elected candidate withdraws his name or is unable to serve for any reason, the vacancy thus created shall be filled by the majority vote of the new Board of Directors as provided in Article III, Section 3.

ARTICLE V: Committees

Section 1. The Board may appoint standing committees or individuals to advance the work of the Club in such matters as dog shows, obedience trials, performance events, trophies, annual prizes, membership and other fields which may well be served by committees. Special committees may also be appointed by the Board to aid it on particular projects. Such committees shall always be subject to the final authority of the Board. The President may make emergency committee appointments until confirmed or replaced at the next Board Meeting.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint a successor to the person whose service has been terminated.

Section 3. Club Credentials. Use of the Club stationery, past or present, or logos and insignia of the CWCCA, Inc., by any persons other than current officers and members of the Board of Directors, or anyone specifically authorized by the Board of Directors, is prohibited. Also, restricted is use of such stationery for any purposes other than the official business of this Club.

ARTICLE VI: Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from any privileges of the American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

Section 2. Charges. Any member may prefer charges against another 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 \$100.00, 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 action alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Breed or the Club. If the Board determines that the charges do not allege conduct which would be prejudicial to the Breed or the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a Committee of not less than three members of the Board not less than three weeks nor more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense, present evidence and/or have witnesses.

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. If the hearing is conducted by Committee, at the close of the hearing, the Committee will submit its recommendations for action in writing immediately to the Recording Secretary. The Recording Secretary will submit the Committee's recommendations to the full Board for a vote. Should the charges be sustained, the Board by a majority vote may set a penalty ranging from a letter of reprimand to a suspension of the defendant from all privileges of the Club for not more than six months or until the next Annual Meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. 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 decision and penalty, if any. Notice of official disciplinary action shall be published in an official club publication.

Section 4. Expulsion. Expulsion of a member of the Club may be accomplished only at an Annual Meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this hearing. The President shall read the charges and the findings and recommendations of the Board, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of the Regular Members present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII: Amendments

Section 1. Amendments. Amendments to the Constitution and By-Laws and Standard of the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the regular members in good standing. Amendments proposed by said petition shall be promptly considered by the Board of Directors. Said petition with the Board's recommendation shall be mailed by the Corresponding Secretary to the regular members for a vote within three months of the date when the petition was received by the Secretary. Amendments proposed by the Board of Directors shall be mailed by the Corresponding Secretary to each regular member for comment. Any comments thereon shall be returned to the Corresponding Secretary within 30 days from the date of mailing. All comments will be considered in preparation of the final amendments to be submitted to the members for vote.

Section 2. The Constitution and the By-Laws and the Standard of the Breed may be amended at any time provided that procedures set forth in Section 1 above have been followed. All ballots concerning such amendments shall be by the dual-envelope procedure described in Article IV, Section 3(d). Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the Regular members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the Constitution and By-Laws, or the Standard for the Breed adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII: Dissolution

Section 1. 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 dissolution, 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 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 meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committee
- Report of Election Results (Annual Meeting)
- 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:

- Minutes of the last meeting
- Report of the Secretaries
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X: Parliamentary Authority

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.