

UNITED SUNSHINE STATE PORTUGUESE WATER DOG CLUB INC.

CONSTITUTION

Name and Purpose

SECTION 1. The name of the Club shall be the United Sunshine State Portuguese Water Dog Club (USSPWD) (the "Club"). The Club's geographical region shall consist of Florida, Georgia and Alabama.

SECTION 2. The objectives of the Club shall be:

- a) To encourage and promote quality in pure-bred Portuguese Water Dogs 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 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.;
- d) To conduct PWDCA sanctioned water trials, supported entries, and other Portuguese Water Dog activities deemed appropriate by the Board, including but not limited to licensed specialty shows, obedience trials, agility trials, and tracking tests under the rules of the American Kennel Club.
- e) To provide a support network for Portuguese Water Dog owners including educational and social events.

SECTION 3. The Club shall not be conducted or operate 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. No member shall receive compensation for services rendered to the Club; however, a member may be reimbursed for reasonable expenses incurred on behalf of the Club in accordance with Club policy.

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 objects.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. Membership is open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. If members are also members of the Portuguese Water Club of America (PWDCA) they must also be in good standing.

SECTION 2. Dues. Membership dues shall be determined by the Board of Directors (the "Board of Directors" or "Board") and reviewed annually. Dues are payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, a statement of dues for the ensuing year shall be delivered to each member. The Board of Directors may establish types of memberships and assign voting rights and membership terms to each membership type as they deem appropriate. Members who joined prior to January 1, 2004 will be considered

founding members.

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 these constitution and Bylaws and the rules of The American Kennel Club and the PWDCA. The application shall state the name, address, and other relevant information of the applicant. Accompanying the application, the prospective member shall submit any applicable dues payment for the current year.

Membership applications are to be filed with the Treasurer. A copy of each new application received will be supplied to the current members of the Board of Directors. If no objections are received from any Director within ten (10) days, the applicant will be accepted for membership.

Applicants for membership who have been rejected by the Board may not re-apply within six (6) months after such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated:

a) By Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary or Treasurer.

b) By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for ninety (90) days after the first day of the fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of that meeting.

c) By Expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings. The Annual Meeting shall be held during the last quarter of every Club year. A specific date and time will be established by the Board of Directors and published to the general membership during the first quarter of the Club year. Notice of the Annual Meeting shall be sent by the Secretary in the format specified by a majority of the Board. The quorum for an Annual Meeting shall be 20% of the voting membership in good standing. If there is no quorum at the Annual Meeting, the Board of Directors will have the authority to continue with all club business as they deem to be in the Club's best interest. Such action may be accomplished in person, by conference call, by e-mail, by secret ballot vote, or by other method deemed appropriate by a majority of Board of Directors. The Secretary will record the Club business acted upon and publish voting results in an addendum to the minutes of the Annual Meeting minutes. This authority must not usurp the members' rights to vote on those items that require a membership vote. Proxy voting will not be permitted at any Club meeting or election.

SECTION 2. Special Club Meetings. Special Club meetings ("Special Meetings") may be called by the President or by a majority vote of the members of the Board. Such Special Meetings shall be held at such time and place as designated by the person or persons authorized herein to call such meetings. Notice of a Special Meeting shall be sent to the general membership by the Secretary at least five (5) days and not more than thirty (30)

days prior to the date of the Special Meeting. Any such notice shall state the purpose of the Special Meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be 20% of the voting membership in good standing. If there is no quorum at any Special Meeting, the Board of Directors will have the authority to continue with all club business as they deem to be in the Club's best interest. Such action may be accomplished in person, by conference call, e-mail, by secret ballot vote or by other method as deemed appropriate by a majority of the Board of Directors. The Secretary will record the Club business acted upon and publish voting results in an addendum to the minutes of the Special Meeting minutes. This authority must not usurp the members' rights to vote on those items that require a membership vote. Proxy voting will not be permitted at any Club meeting or election.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held at least quarterly at such a time and place as designated by a majority of Board with a specific date and time established at the first Board Meeting of the club year. The meeting may be held in person, by the use of a teleconference, or by the use of email. Notice of each such meeting shall be sent at least five (5) days prior to the date of the meeting. A quorum for such a Board meeting shall be a majority of the Board of Directors. Proxy voting will not be permitted at any Club meeting or election.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President or upon receipt of a request of at least three members of the Board. Such special meetings shall be held at such time and place as designated by the person or persons authorized herein to call such meetings and may be held in person, by the use of a teleconference, email, by secret ballot vote or by other method as deemed appropriate by a majority Board of Directors. Notice of such meeting shall be sent at least 5 days and not more than 10 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 thereat. A quorum for such a Special Board Meeting shall be a majority of the Board of Directors. Proxy voting will not be permitted at any Club meeting or election.

SECTION 5. Membership Voting. Each member whose dues are paid for the current year shall be entitled to vote at any scheduled Regular or Special meeting of the Club in accordance with the membership voting policy established by the Board. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III

Officers and Directors

SECTION 1. Board of Directors.

Duties. The Board of Directors (the "Board of Directors" or "Board") is the governing body of the Club. A "Director" is defined as a member of the governing Board of the Club whose duties include:

- Determining the Club's mission and purpose;
- Participating in policy development and approval;
- Ensuring effective organizational planning (strategic and long-range)
- Ensuring adequate financial resources and managing them effectively;
- Enhancing the Club's public image;

- Evaluating the effectiveness of Club practices: Bylaws, committees, procedures; and
- Guiding the future direction of the Club.

Term. The Board of Directors shall be comprised of a minimum of five (5) and a maximum of nine (9) Directors. The Directors shall include the four Officers (President, Vice-President, Secretary, and Treasurer) who shall serve concurrently as both an Officer and a Director. Directors shall each serve for no more than two (2) consecutive two (2) year terms. After serving two two-year terms, a Director must wait one year before being reelected to the Board. Directors shall be elected at the Club's Annual Meeting as provided in Article IV.

SECTION 2. Officers. The Club's Officers shall provide day-to-day management for Club operations. Officers shall consist of a President, Vice-President, Secretary, and Treasurer.

- 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.
- 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.
- c) 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 have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these Bylaws.
- d) The Treasurer or other member of the Club designated by the Board shall collect and receive all money due or belonging to the Club. Money shall be deposited 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 a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all money received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

Any Director missing three regular Board Meetings in any year shall automatically be removed from the Board and a replacement appointed by the Board to serve the remainder of the departing Director's term. The Board of Directors may reinstate the Director who has been removed for non-attendance by a motion approved by a majority vote of the Board of Directors, but such action must be taken prior to the earlier to occur of 1) the appointment of a replacement Director or 2) the next Annual Meeting.

SECTION 3. Board Resignations. Any resignations occurring on the Board of Directors during the year shall require (if necessary to meet the minimum members required) the Board members to select and appoint a replacement from the general membership to complete the term of the resigning member. The replacement member shall be appointed to serve for the remaining term, by a majority vote of the remaining Board of Directors at its next regular meeting following the creation of such resignation, or at a Special Board Meeting called specifically for that purpose. However, a vacancy in the office of President shall be filled automatically by the Vice-President. Since the Officers serve concurrently as members of the Board, a resigning Officer may or may not elect to remain on the Board of

Bylaws amended 11.19.15

Directors for their remaining Board term as defined in Article III, Section 1.

SECTION 4. Liability. No Officer or Director shall be liable for or have financial responsibility for the activities of the Club.

ARTICLE IV

Club Year and Elections

SECTION 1. Club Year. The Club's fiscal year and the Board of Directors' official year shall begin on the 1st day of January and end on the 31st day of December.

SECTION 2. Nominations. The Board of Directors or a Board appointed group of Members shall act as the Nominating Committee. The Nominating Committee shall send a notice to the membership prior to September 1 to solicit members interested in standing for the Board. Any member interested in standing for the Board should submit his or her name to the Secretary or member designated by the Board no later than September 1. The Annual Meeting notice shall include a list of nominees presented by the Board. Nominations will be accepted from the floor at the Annual Meeting.

SECTION 3. Elections, Board of Directors. If the number of candidates for the vacant board members is equal to the number of vacancies, the candidates shall automatically be ratified as Board members; however, if the number of candidates nominated, either by the nominating committee or as nominations from the floor at the Annual Meeting, exceeds the number of vacant Directors' positions, then there will be an election. Appropriate ballots containing all candidates names in alphabetical order shall be sent by the Secretary or Board's designee to all members eligible to vote who will then cast their votes in accordance with the ballot instructions no later than December 31st or an earlier date if established by the Board.

The Secretary or the Board's designee, will tabulate all votes and announce the names of the persons chosen to fill the vacancies on the Board. The nominated candidate receiving the greatest number of votes shall be declared elected. If more than one (1) vacancy exists, the candidate receiving the next highest number of votes shall also be declared elected and any remaining vacancies shall be filled in the same manner. The Secretary or Board's designee will contact the people chosen to fill each vacancy.

SECTION 4. Elections, Officers. At the first regular Board Meeting each year, the Directors shall elect from their own number, by a majority vote of the full Board of Directors, the following Officers of the Club for a one (1) year term: President, Vice President, Treasurer and Secretary.

ARTICLE V

Committees

SECTION 1. The Board may appoint committees to advance the objectives of the Club in such matters as supported entry shows, water trials and training, tracking, agility and obedience trials and training, trophies, annual prizes, membership, fun days and other activities as the Board deems appropriate. If applicable, all committees appointed shall be

Bylaws amended 11.19.15

required to submit a budget for approval by a majority of the Board.

SECTION 2. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club or PWDCA Suspension. Any member who is suspended from all the privileges of The American Kennel Club or the PWDCA shall automatically be suspended from the privileges of the Club for a like period.

SECTION 2. Suspension and Expulsion. Any member may be suspended or expelled by majority vote of the Board of Directors, provided that such member has been given at least fifteen (15) days' notice that such action is being considered. Any member given such notice may ask for and will be given a hearing before the Board of Directors at the meeting when their suspension or expulsion is to be considered.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) 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 (3) months of the date when the petition was received by the Secretary.

SECTION 2. The Club's Constitution and Bylaws may be amended by a general membership vote at any Annual Meeting or Special Meeting called for this purpose, provided amendments have been included in the notice of such meeting and mailed or emailed to each member at least five (5) days and not more than thirty (30) days prior to the date of such meeting. Agreement by at least two-thirds (2/3) of the current voting members constitutes a quorum for purposes of changing the Bylaws or Constitution. Such action may be accomplished in person, via conference call, e-mail vote, secret ballot vote, or by other method deemed appropriate by the Board of Directors. Proxy voting will not be permitted at any Meeting.

SECTION 3. Standing rules governing Club policy may be adopted from time to time at the discretion of the Board of Directors. A majority vote at any regular Board Meeting will be sufficient to decide such rules, except that when such rules are adopted, they cannot be modified, repealed, or otherwise altered at the same meeting. All such standing rules shall be consistent with the constitution and Bylaws of this Club.

ARTICLE VIII

Dissolution

Bylaws amended 11.19.15

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Club other than for purposes 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:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- 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 Last Meeting
- Report of Secretary
- Report of 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 Bylaws and any other special rules of order the Club may adopt.