

Constitution and By-Laws For PORTUGUESE PODENGO PEQUENOS OF AMERICA, INC.

7/20/09

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the Club shall be Portuguese Podengo Pequenos of America

SECTION 2. The Objectives of the Club shall be to:

- (a) Encourage and promote quality in the breeding of purebred Portuguese Podengos Pequenos and to do all possible to bring their natural qualities to perfection.
- (b) Urge members and breeders to accept the standard of the breed as approved by the Country of Origin and American Kennel Club as the only standard of excellence by which Portuguese Podengo Pequenos shall be judged.
- (c) Do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at all times.
- (d) Conduct sanctioned matches and specialty shows, under the Rules and Regulations of The American Kennel Club.

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 bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be 3 types of membership. Regular, open to all persons eighteen years of age or older. Foreign open to all non-residents of America who are eighteen years of age or older. Junior, open to all persons under eighteen years of age.

SECTION 2. Dues. Regular-20.00 dollars Foreign-30.00 dollars and Junior-10.00 dollars

The dues shall be payable on January 15 annually. The Treasurer will send a statement of dues for the ensuing year on November 15.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as provided by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-laws, this Club's Code of Ethics, and the rules of the American Kennel Club. The application shall state the name, address and telephone number of the applicant and include 2 sponsors. If applicant is in need of assistance finding sponsors contact with any member of the officers or board with assist them. The prospective member shall submit dues payment for the current year with the application.

New applicants will be voted on by the board after submission of the applicant's name, city, and state has been sent to the membership for 20 days for comment. The Secretary, after the 20 day period will present the applicant to the board for approval. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by mail/email or teleconference shall be required to elect an applicant.

An application that has received a negative vote by the Board may be presented by the applicant at the next annual meeting of the Club and members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

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; but no member may resign when in debt to the Club. 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 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case shall 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 VI of these bylaws.

SECTION 5. Code of Ethics. As a condition of membership members must observe the Code of Ethics, hereby incorporated by reference into these By-laws. The Code of Ethics shall be established and may be amended by the same procedures as prescribed in ARTICLE VII of these By-laws.

ARTICLE II

Meetings

SECTION 1. Annual Meeting.

The annual meeting of the Club shall be in conjunction with the Club's Specialty Show if possible, at a place, date, and hour designated by the Board of Directors. The Secretary shall mail written notice of

the annual meeting to each member at least 20 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the 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 who are present at a meeting of the Board or who vote by mail/email and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as the Board of Directors may designate. The Secretary shall mail written notice of such meeting at least 14 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 members in good standing.

SECTION 3. Board Meetings.

The first meeting of the Board, shall be held in June following the election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by majority vote of the entire Board. Written notice of each other such meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, FAX, electronic mail, or telephone conference call.

SECTION 4. Conduct of Business

The Board of Directors may conduct its business by mail, FAX, electronic mail, or telephone conference call through the Secretary. Items voted upon by mail, FAX, telephone conference call, or electronic mail must be confirmed by electronic mail within 7 days.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the Officers and 5 directors. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs will be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

(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 or as directed by the President.

(c) The Secretary 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, and of all votes taken by mail/email and of all matters which shall be requested by the club. The Secretary 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 role of the members of the club with their addresses, and carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all money due or belonging to the Club. Moneys shall be deposited in a bank approved 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 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 officers during the year shall be filled until the next annual election by a majority vote of all the members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the remaining vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

The Club Year, Voting, Nominations Elections

SECTION 1. Club Year.

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

The Club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. The elected Officers and Directors shall take office on the first day of July and each retiring officer shall turn over to his successor in office all properties and records pertaining to that office within 30 days after the election.

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, except for the bi-annual election of Officers and Directors and amendments to the Constitution and By-laws which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by

written ballot cast by mail. Voting is only accepted by Regular members.

SECTION 3. Bi Annual Election.

The election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary by May 15. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current board nor candidates on the ballot.

(Provided, however, the Board may designate an independent professional firm to send, receive and count the ballots.)

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the Board of Directors in the manner provided by Article III, Section 3.

SECTION 4. Nominations and Ballots.

No Person may be a candidate in a club Election who has not been nominated in accordance with these bylaws. Before February 1 the Board of Directors shall choose a Nominating Committee. The committee shall consist of three members and two alternates, all 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 Nominating Committee may conduct its business by mail, FAX, electronic mail, or telephone conference call through the chairman.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the Membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the State in which he resides, to each member of the club on or before March 1st, so additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before April 1st, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before April 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are postmarked on or before April 1st, the Secretary (or an independent professional firm designated by the Board) shall on or before April 15th, mail to each 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, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope that in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year 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 which shall be announced in the next newsletter and by electronic mail by May 15.

(e) Nominations cannot be made at the Annual meeting or in any manner other than as provided above.

ARTICLE V

Committees.

Section 1. Specialty Show Committee

(a) The membership shall nominate and choose the Conformation judges for all Specialty shows.

(b) The names of the judges shall be submitted to the membership for a vote. The judge receiving the most votes will be asked to judge the Specialty.

(c) Application for a Specialty show must be filed with the Secretary on a Board approved application form at least one month before the annual meeting the year prior to the planned Specialty.

(d) The list of Specialty applications will be printed in the newsletter and voted on by the membership

SECTION 2. Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, matches, public education, judges education, newsletters breed history and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Committee positions will be held for two years unless reappointed by the Board of Directors. Special committees may also be appointed by the Board to aid it on particular projects.

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 service has been terminated.

SECTION 4 A committee appointed by the Board of Directors must provide a draft of their recommendations within six months of when the committee was formed

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension. 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. Other Causes for Discipline. Misconduct prejudicial to the best interests of the Club or the breed shall be cause for discipline.

SECTION 3. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$30 that shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether 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 that would be prejudicial to the best interests of the Club or the breed it may refuse to entertain judgment. If the board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The 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 and bring witnesses if he wishes.

SECTION 4. Board Hearing. The Board or Committee 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 complainant and defendant, the Board or Committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, 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. In such case, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty if any.

SECTION 5. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendants shall have the privilege of appearing in their 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 in their own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those 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 to the Constitution and By-laws, and the Code of Ethics, may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the Secretary received the petition.

SECTION 2. The Constitution and By-laws, and the Code of Ethics, may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each regular member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 4(d) shall be followed in handing such ballots, to assure secrecy of the vote. Notice with such ballots shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Secretary (or an independent professional firm designated by the Board) to be counted. The favorable vote of 2/3 of the members in good standing who return ballots within the time limit shall be required to affect such amendment.

SECTION 3. No amendment to the constitution and By-laws that is adopted by the Club shall become effective until approved by 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 good standing. In the event of 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 the Canine Health Foundation.

ARTICLE IX

Order of Business

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

Roll Call

Minutes of the last meeting

Report of President

Report of Secretary
Report of Treasurer
Reports of Committees
Election of new members
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 Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
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.