

***Palmetto Pembroke  
Welsh Corgi Club, Inc.***



**Constitution and ByLaws  
2021 Revision**

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# Constitution

## Article I, Name and Objects

Section 1. The name of the Club shall be the Palmetto Pembroke Welsh Corgi Club, Inc. (hereinafter called "The Club").

Section 2. The objects of the Club shall be:

(a) to encourage and promote quality in the selective 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 exercise its power to protect and advance the interests of the breed in all areas of competition, breeding, grooming and health care, and to encourage good conduct at all times;

(d) to conduct informal puppy matches as well as sanctioned matches and licensed specialty shows, companion events, obedience trials, agility trials and performance events under the rules and regulations of the American Kennel Club;

(e) to support an organized rescue service, whereby homeless or unwanted Pembroke Welsh Corgis will be placed in good homes.

(f) to offer educational seminars and/or symposia.

Section 3. The Club is a non-profit South Carolina Corporation, not to be conducted or operated for profit and no part of any profits or remainders 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.

Section 5. These Bylaws are subject to and governed by the State of South Carolina Not-for-Profit Corporation Laws and the Articles of Incorporation of the Palmetto Pembroke Welsh Corgi Club, Inc. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the South Carolina State Not-for-Profit Corporation Laws, the South Carolina State Not-for-Profit Corporation Act will be controlling.

# Bylaws

## Article I, Membership

Section 1. Classes of Membership and Eligibility. 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. There shall be six types of membership:

(a) Individual Membership. Open to all persons 18 years of age and older who are in good standing with The American Kennel Club, and who subscribe to the purposes of the Club and who agree to abide by the Constitution and Bylaws and Code of Ethics of the Club.

(b) Associate Membership. Open to all persons 18 years of age and older who are in good standing with The American Kennel Club, who subscribe to the purposes of the Club and who agree to abide by the Constitution and Bylaws and Code of Ethics of the Club. Associate Members shall be ineligible to hold office or vote.

(c) Household/Joint Membership. A Household (Joint) Membership shall be open to two adult members residing in the same household. Each shall enjoy all privileges of the club, including voting and office holding, if they each meet the requirements of Individual Membership. One yearly subscription of the Newsletter and one set of all club mailings will be issued per household.

(d) Honorary Membership. Honorary Members shall include persons of outstanding achievement or service placed in this class by unanimous vote of the Board. They enjoy all of the privileges of the Club except that they do not pay dues and are ineligible to vote or hold office. Nominations from the General Membership for Honorary Membership shall be made to the Board at least 60 days prior to voting thereon. No more than two memberships in this category may be approved in one year. Honorary members may maintain individual membership if they meet the requirements and upon payment of dues.

(e) Lifetime Membership. Any member, having been a member of the Club in good standing for twenty (20) consecutive years shall automatically become a Lifetime Member. Lifetime Members shall be entitled to all the privileges and benefits of Individual Membership and shall be exempt from payment of dues.

Section 2. "Friends of the Palmetto Pembroke Welsh Corgi Club". Any person interested in Pembroke Welsh Corgis, who is not a breeder, may enroll as a "Friend of the Palmetto Pembroke Welsh Corgi Club". Such persons, who are not considered members of the Club, will not be entitled to vote or hold office, and are not counted in any quorum. They will receive the Club Newsletter and notices of meetings and events. An application for "Friend" status shall be submitted to the Board of Directors, on a form approved by the Board and accompanied by the annual fee, which will be determined by the Board but shall not exceed \$20.00 per year.

Section 3. Dues. Membership dues shall be an amount determined by the Board of Directors and approved by a simple majority vote of the members present and voting at a meeting. Membership dues shall not exceed \$50.00 per year. Dues are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. The Treasurer shall send or have sent, on or before the 15th day of November, to each member required to pay dues a bill for the ensuing year. New members, elected after August 1st of any year, shall not be billed again for dues until November 15th of the following year.

Section 4. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution and By-Laws and the Code of Ethics of the Club, and the rules of the American Kennel Club, as well as any other requirements the Board may deem appropriate. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing, not of the same family, who have known the applicant for at least one year, and who themselves have been members for at least two years. The prospective member shall submit the appropriate dues payment for the current year with his or her application. All applications are to be filed with the chairman of the Membership Committee, which shall investigate the applicant. The investigation shall be completed within 90 days from receipt of the application, and the Membership Committee shall submit the application to the Board of Directors.

The report of the Membership Committee shall include the Committee's findings and recommendations and shall be examined by the Board at the first meeting of the Board following its receipt. The Board shall discuss and vote on each application in Executive Session. Affirmative votes of two-thirds (2/3rds) of the entire Board present and voting shall be required for approval. Applications so approved shall be presented to the membership at the first meeting of the Club following its approval by the Board. The application and profiles of all Board-approved applicants shall be published as an attachment to the minutes of the General Membership meeting in which they were first presented to the membership. At the next Club meeting following publication of the application, the application will be voted upon by written, secret ballot and affirmative votes of three-fourths (3/4ths) of the members present and voting at that meeting shall be required to elect the applicant, who shall not be present. Applicants who are members of the Pembroke Welsh Corgi Club of America may, at the discretion of the Board, have their applications voted on by the membership after the first reading of the application at a General Membership meeting.

Section 5. 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 lapsed and automatically terminated if such member's dues remain unpaid after the 1st of March. However, the Board may grant an additional 30 days of grace to such delinquent members with

extenuating circumstances. 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 VI of these Bylaws.

Section 6. Reinstatement of Membership. A former member who resigned in good standing, or whose membership was terminated by lapsing, and who is currently in good standing with The American Kennel Club, may request reinstatement. Such request will be made to the Board of Directors and be accompanied by an application form and payment of dues for the current year. The former member shall be reinstated upon an affirmative vote by a majority of the Board.

## Article II – Meetings and Voting

Section 1. Club Meetings. Meetings of the Club shall be held at least four times yearly in the Greater Chester (S.C.) area, or by conference call or electronic means, at such hour and place as may be designated by the Board of Directors. At least one meeting will be held in each quarter. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 10 days prior to the date of the meeting.

The quorum for such meetings shall be 20 percent of the voting 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 and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the Greater Chester (S.C.) area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Special Meetings may also be held by conference call or by electronic means. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the voting members in good standing.

Section 3. Board Meetings. The Board shall meet in the Greater Chester (S.C.) area at least four times per year. The Board of Directors is responsible for calling Board meetings. Board meetings are to be held at least once in each quarter, and may be in person or via conference call. Written notice of each such meeting shall be mailed or emailed by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the Greater Chester (S.C.) area at such place, date and hour as may be designated by the person authorized to call such meetings. Special Board Meetings may also be held by

conference call or by electronic means. Written notice of each such meeting shall be mailed or emailed by the Secretary at least seven (7) days and not more than ten (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. The quorum for such a meeting shall be a majority of the Board.

Section 5. Voting. Each Individual Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

Section 6. Loss of Voting Privileges. The unexcused absence of a voting member from three (3) consecutive meetings or failure to volunteer and work at one annual club event, unless excused by the Board of Directors, shall operate as the accepted change of the membership from voting to non-voting (Associate) status. All written requests for excusal will be considered by the club's Board of Directors. The difference in dues will be forfeited.

### Article III – Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary and Treasurer, and 3 other persons, all of whom shall be individual members in good standing. The officers (President, Vice-President, Secretary and Treasurer) shall be elected for two-year terms which run concurrently. The three Directors shall be elected for two-year terms which expire in successive years, such that no more than one Director is replaced in any given club year. The Officers and Directors shall be elected at the Annual Meeting, and shall serve until their successors are elected. General management of the Club's affairs shall 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 Constitution and 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. The Vice-President shall be the Chair of the Membership Committee.

(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; have charge of the correspondence; shall keep a record of the members and their addresses; shall notify members of meetings by either mail or email (email may be used provided the Club member has accepted this form of communication in writing, stating they will not hold the Club liable in the event that the message is not received); shall notify new members of their election to membership; shall notify Officers and Directors of their election to

office; shall conduct the general correspondence of the Club and shall carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank satisfactory to the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not previously reported. At the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall notify members of any delinquency in dues and any debt due the Club. The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of three officers.

Section 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual elections by a majority vote of all the then-members of the Board at its first regular meeting following the occurrence of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of 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.

## Article IV – 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 immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The Annual Meeting shall be held at a date and time specified by the Board of Directors, during the month of November. At this meeting, Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 3 of this Article. They shall take office on January 1st following the election, and each retiring officer shall turn over to his or her successor in office on or before January 1st all properties and records relating to that office.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for the positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in the Club election who has not been nominated, who has been a member less than two years, and who has not attended at least two regular meetings in the previous 12 months. The Board shall select a Nominating Committee during the month of July. The Nominating Committee shall consist of three members and one alternate, not more than one of whom may be a member of the Board. The Board shall name a Committee chair, and it shall be his or her duty to call a Committee meeting, which shall be held on or before August 15th. The



Secretary shall immediately notify the committee members and alternates of their selection.

(a) The Committee shall nominate one candidate for each office and one candidate for each open position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall request the Board to schedule a general meeting at least 6 weeks, and no more than 8 weeks, prior to the Annual Meeting. The Secretary shall then notify each member, either in writing or by electronic mail, of the candidates nominated and the date of the general meeting.

(c) Additional nominations may be made only at the general meeting held 6-8 weeks prior to the Annual Meeting. Such nominations must be made by a member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that, if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position at a time, except for the offices of Secretary and Treasurer.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

## Article V – Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, performance events, companion events, obedience trials, agility trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

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 successors to those persons whose services have been terminated.

## 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 the Club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$20.00, which shall be forfeited if such charges are not sustained by the Board 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks or more than six weeks thereafter. The 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 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. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board 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. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of the Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak on his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## 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 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws may be amended by a secret, two-thirds vote of the members 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 mailed to each member at least two weeks prior to the date of the meeting.

## Article VIII – Dissolution

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 the Pembroke Welsh Corgi Club of America, Inc.

## 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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at the annual meeting)
- 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:

- Reading of minutes of the last meeting
- Report of President
- 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.