KEYSTONE

PORTUGUESE WATER DOG CLUB, INC.

CONSTITUTION

AND

BY-LAWS

KEYSTONE PORTUGUESE WATER DOG CLUB, INC.

CONSTITUTION
(Approved May 9, 2009)

ARTICLE I - NAME AND OBJECTIVES

Section 1. Name of the Club

The name of the Club shall be the Keystone Portuguese Water Dog Club, Inc., hereinafter “the Corporation” or “the Club”.

Section 2. Objectives of the Club

The objectives of the Club shall be:

(a) To encourage and promote quality in the breeding of purebred 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 and to encourage sportsmanlike at dog shows, obedience, tracking, agility, water trials and other performance events applicable to the breed.

(d) To conduct sanctioned matches, specialty shows, obedience, agility trials and other applicable performance events under the rules of the American Kennel Club, and water trials under the rules of the Portuguese Water Dog Club of America, Inc.

(e) To educate the public about the breed and to promote education and social activities among Club members.

Section 3. Non-Profit Club

The Club shall not be conducted or operated for profit and no part of any profit or remainder of residue from dues or donations to the Club shall inure to the benefit of an individual.

Section 4. By-Laws

The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

KEYSTONE PORTUGUESE WATER DOG CLUB, INC
BY – LAWS

ARTICLE I - MEMBERSHIP
- Section 1. Eligibility
- Section 2. Types of Membership
- Section 3. Dues
- Section 4. Election to Membership
- Section 5. Termination of Membership

ARTICLE II - MEETINGS
- Section 1. Regular Meetings
- Section 2. Special Meetings
- Section 3. Board Meetings
- Section 4. Special Board Meetings

ARTICLE III - BOARD OF DIRECTORS
- Section 1. Board of Directors
- Section 2. Officers
- Section 3. Vacancies

ARTICLE IV - THE CLUB YEAR, VOTING & ELECTIONS
- Section 1. Club Year
- Section 2. Voting
- Section 3. Elections
- Section 4. Nominations and Ballots

ARTICLE V - COMMITTEES
- Section 1. Standing and Special Committees
- Section 2. Terminating Committees

ARTICLE VI - DISCIPLINE
- Section 1. American Kennel Club Suspension
- Section 2. Charges
- Section 3. Board Hearing
- Section 4. Expulsion

ARTICLE VII - AMENDMENTS
- Section 1. Proposing Amendments
- Section 2. Voting on Amendments

ARTICLE VIII - DISSOLUTION
- Section 1. Dissolution

ARTICLE IX - MISCELLANEOUS
- Section 1. Waiver of Notice
- Section 2. Net Earnings
- Section 3. Indemnification
- Section 4. interpretation

ARTICLE X - PARLIMENTARY AUTHORITY
- Section 1. Rules of Order

ARTICLE IX - ORDER OF BUSINESS
- Section 1. Order of Business for Club Meetings
- Section 2. Order of Business for Board Meetings

ARTICLE I - MEMBERSHIP

Section 1. Eligibility

The Club shall have five classes of membership open to all individuals who are in good standing with the American Kennel Club and subscribe to the purposes of the Club. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of breeders, exhibitors and other Portuguese Water Dog owners in the Tri-state area.

Section 2. Types of Membership

There shall be the following types of memberships:

(a) ***Single Full Membership –*** entitles one (1) person eighteen (18) years or older to full privileges and one (1) vote.

(b) ***Household Full Membership –*** entitles two (2) persons eighteen (18) years or older living at the same address to full privileges and gives each person one (1) vote.

(c) ***Associate Membership –*** open to all persons eighteen (18) years of age or older. Associate members are not eligible to vote, hold office and they do not count towards a quorum; however, they are entitled to all other rights and privileges of the Club.

(d) ***Junior Membership –*** entitles one (1) person less than eighteen (18) years and over nine (9) years of age to club privileges, except the right to vote or hold office. Upon reaching the age of eighteen (18), a Junior Member will automatically become either a Full Member or Associate Member at the individual's discretion with the payment of appropriate dues.

(e) ***Honorary Membership –*** such membership may be conferred in recognition of special service to the Club, and is granted as a non voting, non office-holding position; however, any Honorary Member who so chooses may pay dues to be a Full Member with all rights, privileges and responsibilities of such membership.

Section 3. Dues

(a) Membership dues will be set, and may from time to time be amended, by the Board of Directors (hereinafter "the Board"), and will be 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, the Treasurer will send to each member a statement of the member's dues for the ensuing year. Any member whose dues are not paid by the first day of January shall be considered delinquent and shall be deprived of all privileges including the right to vote until such time as dues shall be paid. Any member whose dues remain unpaid for ninety (90) days shall be automatically terminated from membership.

(b) Prior to November first, the Board may increase dues and any fees for the next fiscal year if necessary, up to, but not exceeding the following limits:

Single Full Member	$50.00
Household Full Member	$60.00
Associate Member	$40.00
Junior Member	$25.00

(c) Dues obligations are considered to be a debt to the Club and are incurred on the first day of each fiscal year.

Section 4. Election to Membership

(a) Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of this Club and the rules of The American Kennel Club. The application

shall state name, address, phone number, email address and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.

(b) After receipt of the completed application including applicable dues, the name and address of an applicant shall be sent to all Board members in the agenda for the next following Board Meeting with the notice that the application shall be voted upon by those present and voting at that Board meeting. The applicant's name(s) shall be read at the meeting, prior to the voting. Membership shall be accepted by affirmative votes from not less than two-thirds (2/3) of the Full Board present and voting. The Board of Directors, Membership Committee or any member in good standing can make recommendations on every applicant.

(c) Applicants may be elected at any Board meeting of the Club.

(d) Applicants for membership who fail to receive the necessary two-thirds (2/3) vote to be elected into membership may not re-apply until six (6) months after such vote.

Section 5. Termination of Membership

Membership may be terminated:

(a) ***By Resignation –*** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when indebted to the Club. Dues obligations are considered a debt to the Club.

(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; however, the Board may grant an additional ninety (90) days of grace to such members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) ***By Expulsion –*** A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II - MEETINGS

Section 1. Regular Meetings

Regular meetings are to be held tri-annually within the Delaware Valley area, with dates and hours designated by the Board. The Secretary or his/her designee shall announce the dates of the regular meetings to members in the News Buoy prior to the date of the meeting. Meeting reminders also will be provided on the club website and the club's Internet Group page by a member of the Board or their designee. The quorum for Regular Meetings shall be the number of Full Members in good standing present. The Annual meeting shall be considered one of the tri-annual meetings.

Section 2. Special Meetings

Special Club meetings may be called by the President, by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition by five (5) Full Members of the Club who are in good standing. Such meetings shall be held within the Greater Delaware Valley area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary or his/her designee, at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business shall be transacted

thereat. The quorum for such a meeting shall be the number of the Full Members in good standing present.

Section 3. Board Meetings

Meetings of the Board of Directors shall be held in the Greater Delaware Valley area at such date, hour and place as may be designated by the President. The Secretary or his/her designee shall e-mail written notice of such meeting at least five (5) days prior to the date of the meeting to all members of the Board. The quorum for such a meeting shall be the majority of the Board. The business of the Board may be conducted by phone, mail or electronic media. Meetings may also be conducted by a conference call to be arranged by the President or designee on a date and time designated by the President.

Section 4. Special Board Meetings

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held within the Greater Delaware Valley area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least five (5) 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 the majority of the Board.

Section 5. Annual Meetings

The Annual meeting of the club shall be held in the month of October at a place, date and time designated by the Board of Directors. Written notice of the Annual meeting shall be published in the News Buoy prior to the date of the meeting. A reminder shall be published on the club website and the club's Internet Group page. A quorum shall be the number of members in good standing present.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and five (5) other persons, all of whom shall be Full Members in good standing and all of whom shall be elected for one-year terms at the Club's Annual Meeting as provided in Article IV 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 in regard to the Club and its meetings and the Board and its meetings.

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

(b) The Vice-President shall have the duties and exercise the power 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 all votes taken by mail, e-mail or in person, and of all matters of which a record shall be ordered by the Club. The Secretary shall furnish copies of the Minutes of all meetings to an Officer or Board member who requires them to perform his/her duty to the Club and shall be in charge of all official correspondence. The Secretary shall make minutes of Board meetings available to Club members upon request. The Secretary shall notify Board members of meetings, prepare agendas for these meetings and the Annual meeting, notify Officers and Directors of their election to office and carry out any other official duties as are prescribed in these By-Laws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board. The Treasurer shall report the condition of the Club's finances and every item of receipt or payment not before reported at every meeting of the Board; and at the Annual meeting the Treasurer shall render an account 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.

Section 3. Vacancies

Any vacancies occurring on the Board of Directors during the year shall be filled until the next annual election by a majority vote of all the then members of the Board 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 the Vice-President shall be filled by the Board. Any person so elected to fill a vacancy on the Board must be a Full Member of the Club in good standing.

ARTICLE IV - THE CLUB YEAR, VOTING & ELECTIONS

Section 1. Club Year

The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting, which shall be held in the month of October, and will continue through the election at the next Annual meeting.

Section 2. Voting

Each Full 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. The Board may decide to submit other specific questions for decisions by the members using written ballots cast by mail or e-mail.

Section 3. Elections

At the Annual Meeting, Officers and Directors for the ensuing year will be elected from among those nominated in accordance with Article IV, Section 4 of these By-Laws. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

Section 4. Nominations and Ballots

(a) No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. Furthermore, all candidates must be Full Members and in good standing for the prior twelve (12) months at the time of their elections. A Nominating Committee shall be chosen by the Board no later than June 1st. The Nominating Committee shall consist of three (3) members and two (2) alternates, all Full Members in good standing, no more than one (1) of whom may be a member of the Board. The Board shall name a chairman for the Nominating Committee. The Nominating Committee may conduct its business at in person meetings, by phone, mail or electronic media. The minutes of all decisions made will be accepted upon circulation to all Nominating committee members in writing, with no objections being filed either orally or in writing within seven (7) days.

(b) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each vacant office and for each other Director position on the Board and shall procure the acceptance of each nominee so chosen in writing. The Nominating Committee shall submit its slate of candidates to the Secretary by July 15th. Upon receipt of the Nominating Committee's report, the Secretary shall, on or before August 1st, notify each member in good standing, in writing, of the candidates so nominated.

(c) Additional nominations of eligible Full Members may be made by written petition addressed to the Secretary and received at the Secretary's regular address on or before August 15th, signed by three Full Members and accompanied by written acceptance of each such additional nominee signifying his/her full willingness to be a candidate. No person shall be a candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating committee. Additional nominations cannot be made at the Annual Meeting or in any other manner than as stated herein.

(d) If one or more valid additional nominations are received by the Secretary on or before August 15th, the Secretary shall, on or before September 1st, mail to each member in good standing, together with the notice of the Annual Meeting and Election of Officers and Board, a list all of the nominees for each position in alphabetical order.

(e) Voting for Officers and Board shall be held by secret ballot of all Full Members in good standing in attendance at the Annual Meeting. There shall be no voting by proxy or mail. Count shall be conducted by Inspectors of Election appointed by the Board at the beginning of the Annual Meeting.

(f) If the Annual Meeting does not have a quorum, a special meeting for the election of Officers and Board shall be scheduled three (3) weeks after the date of the Annual Meeting, with notice mailed to the active members.

(g) If no valid additional nominations are received by the Recording Secretary on or before August 15st,the Nominating Committee's slate shall be declared elected at the Annual Meeting and no balloting will be required. The Secretary shall so inform the members of the Club in the written notice of the Annual Meeting. If any nominee, at the time of the Annual Meeting, is unable to serve for any reason, such nominee shall be elected and

the vacancy so created shall be filled by the new Board in the manner provided in Article III, Section 3.

ARTICLE V - COMMITTEES

Section 1. Standing and Special Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, water 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. Terminating Committees

Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s), 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 this 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 or the Breed. Written charges with specifications must be filed in duplicate with the Secretary with a deposit of fifty ($50) 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 if the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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/her own defense and bring witnesses if he/she 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 the defendant or suspend the defendant from all privileges of the Club for not more than six (6) 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/her fellow members at the ensuing Annual Meeting of the Club which considers the Board's recommendation for expulsion. 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 the 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 on his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf. The Full Members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds (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. Proposing Amendments

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the voting 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. Voting on Amendments

The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the Full Members present and voting at any regular or special meeting called for the purpose, provided the proposed amendment(s) have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting. Voting for amendments shall be by secret ballot.

ARTICLE VIII - DISSOLUTION

Section 1. Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Full Members. In the event of the dissolution of the Club other than for purposes other than its reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club or any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX – MISCELLANEOUS

Section 1. Waiver of Notice

Whenever any notice is required to be given to any Director of the Corporation, a waiver thereof is signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to giving of such notice.

Section 2. Net Earnings

No part of the net earnings of the Corporation will inure to the benefit of, or distribute to, its members, Directors, Officers, or any other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 3. Indemnification

The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was made a party to an action, suit or proceeding of any kind, or threatened to be made party thereto, because such person is or was a director or officer of the Club, against judgments, appeals, fines, amounts paid in settlement, and costs, charges and expenses, including attorneys' fees and disbursements. However, the Corporation shall not be obligated to indemnify a person if a final adjudication adverse to the officer or director determines that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated. The Corporation shall, from time to time, reimburse or advance to any person referred to in the preceding sentences the funds necessary for the payment of expenses, including attorneys' fees and disbursements, incurred in connection with any action, suit or proceeding referred to in the preceding sentences. The Corporation may require such person to repay amounts advanced for the payment of expenses if a final adjudication adverse to such director or officer determines that such person is not entitled to indemnification. The right to indemnification or advancement of expenses provided by this Section is a contract right which shall continue to exist after the rescission or restrictive modification of this Section with respect to events occurring prior to such rescission or restrictive modification.

Section 4. Interpretation

All words of either gender herein may be read as either feminine or masculine. All words in the singular may be read in the plural, and all words in the plural may be read in the singular, where sense so requires. In all cases referring to written mailed notice, such notice may be mailed or sent via electronic media.

ARTICLE X - PARLIMENTARY AUTHORITY

Section 1. Rules of Order

The rules contained in the current edition of "Roberts Rules of Order, Newly Revised", shall govern the Club in all circumstances to which they are applicable and in which they are not inconsistent with the By-Laws and any other special rules of order the Club may adopt.

ARTICLE XI - ORDER OF BUSINESS

Section 1. Order of Business at Club Meetings

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:

1. Roll Call
2. Minutes of last meeting
3. Report of President
4. Report of Secretary
5. Report of Treasurer
6. Reports of Committees
7. Election of Officers and Board (at the Annual Meeting)
8. Unfinished Business
9. New Business
10. Adjournment

Section 2. Order of Business at Board Meetings

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present , shall be as follows:

1. Reading of Minutes of last meeting
2. Report of Secretary
3. Report of Treasurer
4. Reports of Committees
5. Election to fill vacancy (in instances where a vacancy on the Board has occurred)
6. Unfinished Business
7. New Business
8. Adjournment