

**Constitution and By-laws of the
Columbia Pomeranian Club, Incorporated**
Revised/Approved 03/03/2007

ARTICLE I - NAME AND OBJECTIVES:

Section 1:

The name of this club shall be **COLUMBIA POMERANIAN CLUB, INC.**

Section 2:

The objectives of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred Pomeranians and to do all possible to bring their natural qualities to perfection.
- (b) To encourage 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 Pomeranians shall be judged.
- (c) To do all in its power to advance the interest of the breed by encouraging sportsman like competition at dog shows.
- (d) To conduct sanctioned and licensed Specialty shows under the Rules and Regulations of the American Kennel Club, Inc.

Section 3:

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

Section 4:

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.

ARTICLE II - MEMBERSHIP:

Section 1 - ELIGIBILITY:

All prospective members must attend at least two (2) meetings before being voted into membership of the Club. All applications must carry the endorsement of two members in good standing.

There shall be Three (3) types of membership.

- (a) Regular membership shall be persons eighteen years of age and older, who are in good standing with the American Kennel Club, who subscribe to the purposes and the Code of Ethics of this Club. Dues are \$15.00 per person.
- (b) Households should be encouraged to apply for Household Membership. Household Membership shall consist of two (2) persons eighteen (18) years of age or older, who are in good standing with the American Kennel Club and who subscribe to the purposes and Code of Ethics of this Club. Household members shall each have one vote, two votes per household, and shall each be eligible to hold office. Dues are \$21.00 per household.
- (c) Junior memberships shall be recognized by the Club. This will include younger members of families belonging to the club. For ages 12 through 17. Membership dues will be \$4.00 per junior member. There will be no voting privileges for Juniors. Juniors may not hold office. The junior may convert to regular membership upon reaching their 18th (eighteenth) birthday and shall be entitled to full privileges of the club.

While membership is unrestricted as to residence, the Club's primary purpose is to be the representative of the breeders and exhibitors in its immediate area or where other opportunities are not available.

Section 2 - DUES:

Membership dues shall not exceed \$15.00 for Regular Membership, \$21.00 for Household Membership and \$4.00 for Junior Membership payable on or before the 1st day of March each year. No member may vote whose dues are not paid for the current year. During the month of February, the Treasurer shall send to each member a statement of his/hers dues for the ensuing year.

New members who have joined within 3 months prior to the renewal period will have their membership fee for that year waived.

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, By-laws and Code of Ethics of this club; and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members, in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the SECRETARY and each application is to be read at the first meeting of the Club following its receipt, after fulfilling Article 2 Section 1 - ELIGIBILITY. At the next Club meeting the application will be voted on and an affirmative vote of $\frac{3}{4}$ of the members present and voting by secret ballot at this meeting shall be required to elect the applicant.

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

Section 4 – 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 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 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid at the date of that meeting.
- (c) **By expulsion:** A membership may be terminated by expulsion as provided in Article 7 of these Constitution and By-laws.

ARTICLE III – MEETINGS AND VOTING:

Section 1 – CLUB MEETINGS:

Meetings of the Club shall be held within the Greater Portland, Oregon Area. For the use of this club the Greater Portland Area is described as a 70 mile radius from Center of Portland. There will be a minimum of 11 meetings per year. Date and location is to be decided by club vote with show schedules taken into consideration. Written notice of each meeting shall be mailed by the Secretary a minimum of seven (7) days prior to the date of the meeting. A quorum for such meeting shall be 20% 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 and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within the greater Portland, Oregon Area and at such hour and place as may be designated by the person or persons authorized herein to call such a meeting. Written notice of each such meeting shall be mailed by the Secretary or by the PRESIDENT or member of the Board at least five (5) days and not more than fifteen days (15) 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% of the members in good standing.

Section 3 – BOARD MEETINGS:

Meetings of the Board of directors shall be held within the area of the regular Club meetings with one meeting per each quarter of the year (four meetings per year), in the Greater Portland area, at such hour and place as may be designated by quorum board member vote. Written notice of each such meeting shall be mailed by the Secretary a minimum of (7) days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board members.

Section 4 - SPECIAL BOARD MEETINGS:

Special meetings of the Board may be called by the PRESIDENT or 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 Portland Area and at such hour and place as may be designated by the person authorized herein to call such a meeting. Written notice of each such meeting shall be mailed by the Secretary or by the PRESIDENT or member of the Board at least five (5) days and not more than fifteen days (15) prior to the date of the meeting. Any notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5 - EMERGENCY MEETINGS:

Twenty-four (24) hour notice by telephone for emergency meetings called by the PRESIDENT or a majority of the Board of Directors. Such emergency meetings shall be held within the greater Portland Area and at such hour and place as may be designated by the PRESIDENT or Board of Directors. Telephone notice shall be made by the PRESIDENT or a member of the Board of Directors.

Section 6 - VOTING:

Each 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/she is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV – DIRECTORS AND OFFICERS:

Section 1 - BOARD OF DIRECTORS:

The Board of Directors shall be comprised of the officers (PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, PAST-PRESIDENT) and three (3) other persons, all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article 5. General management of the Club's affairs shall be entrusted to the Board of Directors. The past-president shall vote as a regular board member.

Section 2 - OFFICERS:

The Club's officers, consisting of the PRESIDENT, VICE-PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY and TREASURER shall serve in their respective capacities both with regard to the Club and its meetings and the Board meetings.

- (a) The PRESIDENT shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of the PRESIDENT in addition to those particularly specified in these by-laws, and shall be an ex-officio member of all committees, except the Nominating Committee, and may take part in the deliberations of such committees but shall not have a vote as a committee member.
- (b) The VICE-PRESIDENT shall have the powers and exercise the duties of the PRESIDENT in the case of the PRESIDENT'S death, absence, or incapacity.
- (c) The RECORDING 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, keep a roll of meeting attendance with member addresses, and carry out such other duties as prescribed by these by-laws.
- (d) The CORRESPONDING SECRETARY shall conduct the correspondence of the Club notify members of meetings, notify officers and directors of their election to office. All correspondence, telephone calls, email and business, performed on the behalf of the Columbia Pomeranian Club, Inc., shall be reviewed by the Board of Directors or the membership of the Club.
- (e) The TREASURER shall collect and receive all monies due or belonging to the Club. These moneys 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 by the board and a written report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting a written 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.
- (f) The offices of Corresponding Secretary and Recording Secretary and/or the offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of the officers, past President and three (3) other persons.
- (g) New members must be in the Club for at least one year before holding office. NOTE: Board offices are exempt of this one year requirement.
- (h) Elected officers, President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer, may only hold the same office for two (2) consecutive terms. After a two year interval he or she may again hold that same office again.

Section 3 – VACANCIES:

Any vacancies occurring on the Board or among the officers during the year shall be filled for the un-expired term of office by a majority vote of all those then members of the Board at its first regular meeting following the creation of such vacancy or Special Board meeting following the creation of such vacancy.

ARTICLE V – THE CLUB YEAR, ANNUAL MEETING, ELECTIONS:

Section 1 – THE CLUB YEAR:

The club's fiscal year shall begin on the 1st day of April and end on the 31st day of March. The Club's official year shall begin immediately at the conclusion of the elections at the annual meeting and shall continue through the election at the next annual meeting.

Section 2 – ANNUAL MEETINGS:

The annual meeting shall be held in the month of April at which the Directors and Officers for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 1 of this Article.

They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor all properties and records relating to that office within thirty (30) days after the election.

Section 3 – NOMINATION:

No person may be a candidate in the Club election who has not been nominated. During the Month of January, the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chairperson for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before February 15.

- (a) Any member that misses four (4) or more meetings in any one fiscal year will not be eligible to run for any elected office, including Board of Directors.
- (b) The Committee shall nominate one candidate for each office and three candidates for the three positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (c) Upon receipt of the Nominating Committee's report, the Secretary shall on or before February 28th notify each member in writing of the candidates so nominated.
- (d) Additional nominations may be made at the March meeting by any member in attendance provided that the person so nominated does not decline when his 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 his willingness to be a candidate. No person may be a candidate for more than one office (except, see Article 4 Section 2 Item (e), and the additional nominations which are provided for herein may be made only from among those who were not nominated by the nominating committee.
- (e) Nominations cannot be made at the annual meeting or in any manner other than provided in this section.
- (f) In the event that an equal number of votes is received by two or more candidates for the same position and no other candidate for such position receives a greater number of votes, a second balloting to break the tie shall be conducted and the marked ballots returned to the Corresponding Secretary who shall count the votes. In the event that a tie still exists, a third balloting of Board members only shall be conducted and the marked ballots returned to the Corresponding Secretary who shall count the votes.

ARTICLE VI – COMMITTEES:

Section 1:

The board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, 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 are being terminated.

ARTICLE VII – DISCIPLINE:

Section 1 – AMERICAN KENNEL CLUB SUSPENSION:

Any member suspended from privileges of the American Kennel Club shall automatically 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 interest of the Club or the breed. Written charges, with specifications, must be filed in duplicate with the secretary, together with a deposit of \$10.00, 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 or the Breed. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interest 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 of not less than three (3) weeks nor more than six (6) 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 of Directors 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 (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 cases, 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 findings 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 this 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 in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be needed for the expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII – AMENDMENTS:

Section 1:

Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendation 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 By-laws may be amended by 2/3 vote of the members present at any regular meeting 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.

Section 3:

No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE IX – DISOLUTION:

Section 1:

The Club may be dissolved at any time by the written consent of not less than 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 X – PARLIMENTARY AUTHORITY:

The rules contained in the current edition of “Roberts 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 that the club may adopt.

ARTICLE XI – 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 the Board
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers & Board (at annual meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

Section 2:

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

- Reading of the Minutes of the Last Board Meeting
- Report of the President

Report of the Secretary
Report of the Treasurer
Report of the Committees
Unfinished Business
New Business
Adjournment

Section 3:

Date deadlines sited in these bylaws:

January

- ? Board to select nominating committee and chairperson– Secretary to immediately notify committee persons and alternates of their selection.

February

- ? Treasurer to send statements of dues payable
- ? Nominating committee shall call meeting before February 15 and report nominations to secretary in writing, including acceptance of the nominees.
- ? Secretary will notify members in writing of candidates by the last day of February

March

- ? Dues payable before March 1
- ? Additional nominations may be made at the March meeting (candidate must be present).

April

- ? Fiscal Year begins April 1
- ? Annual meeting and Elections. Additional candidates may not be added to the slate at this meeting.