

**SOUTHERN CALIFORNIA PORTUGUESE WATER DOG CLUB, INC.**

**BYLAWS**

**ARTICLE I**  
**NAME AND OBJECTIVES**

Section 1. **Name.**

The name of the Club shall be Southern California Portuguese Water Dog Club, Inc., hereinafter referred to as the "Club."

Section 2. **Objectives.**

The objectives of the Club shall be:

- a. To encourage and to do all possible to bring the natural qualities of the Portuguese Water Dog to perfection according to the current American Kennel Club (AKC) breed standard.
- b. To urge members and breeders to accept the current standard of the breed as approved by the AKC as the only standard of excellence by which the Portuguese Water Dog shall be judged.
- c. To do all in its powers to protect and advance the interests of the Portuguese Water Dog breed and to encourage sporting competition at dog shows, agility trials, performance events, and obedience trials.
- d. To conduct sanctioned matches, local specialty shows, agility trials, obedience trials, and any AKC events for which the club is eligible under the rules and regulations of the AKC.
- e. To support the parent club, The Portuguese Water Dog Club of America, Inc. (PWDCA) in its endeavors.

Section 3. **Non-Profit Status.**

The Club shall not be conducted nor 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. **Revisions.**

The members in good standing of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

**ARTICLE II**  
**MEMBERSHIP**

Section 1. **Eligibility.**

There shall be four types of membership open to those who subscribe to the purposes of this Club and who are in good standing with the AKC.

- a. Regular Membership is open to all persons 18 years of age or older. A Regular member pays dues, has one vote, may hold an elected office, and has all the normal duties, obligations and responsibilities of a member in good standing of the Club.

- b. Household Membership is open to all families. A family comprises such persons as habitually reside under one roof and form one domestic circle. A Household member pays dues, has two votes per membership, if 18 years of age or older may hold an elected office and has all the normal duties, obligations and responsibilities of a member in good standing of the Club.
- c. Junior Membership is open to all persons under the age of 18. A Junior member pays dues, has no vote, may not make motions, or hold office. Parental approval is required.
- d. Honorary Membership, subject to approval of the Board of Directors, may be awarded to those persons who have displayed significant service benefitting the Clubs objectives. An Honorary member's approval is required. An Honorary member pays no dues, has no vote, and has no obligations or responsibilities of a member in good standing of the Club.
- e. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.
- f. No person may hold more than one membership.
- g. A member in good standing of the Club is not, as such, personally liable for the debts, liabilities, or obligations of the Club.
- h. Membership in the Club shall not vest in any member any distributions from the Club during the existence of the Club, but shall only entitle the member in good standing to vote at meetings of the members. Membership shall not be assignable inter vivos by any member in good standing, nor shall membership vest to any personal representative, heir or devisee.

Section 2. **Dues.**

- a. Membership dues shall be payable on or before the first day of January of each year. No member whose dues are delinquent may vote, conduct any official business or hold office in the Club. During the month of December, the Treasurer shall send to each active member in good standing a statement of his or her dues for the following year.
- b. The amount of annual membership dues shall not exceed \$100.00 and shall be established by the Board of Directors and approved by a majority of all members in good standing of the Club.

Section 3. **Election to Membership.**

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by these Bylaws and the rules of the AKC. 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.
- b. Applicants for membership may be elected to membership at the next Club meeting by the affirmative vote of 2/3 of the members present and voting. If there is no quorum at that meeting, the applicant for membership may be elected by the Board of Directors at the next meeting. Affirmative votes of the majority of the Board of Directors present and voting shall be required to elect an applicant. Voting shall be

made by secret ballot at the request of any member or Director present. The Membership Chair shall notify each applicant of the outcome of the membership or Board of Directors vote within 15 days.

- c. An applicant who has received a negative vote by the membership or Board of Directors may not reapply for membership for a period of not less than six months from the date of the negative vote. Upon denial of any application the submitted dues shall be refunded with the written notice.

#### Section 4. **Termination of Membership.**

A membership may be terminated:

- a. **BY DEATH OR RESIGNATION.** The death of any member terminates the membership. Any member in good standing may resign from the Club upon written notice to the Secretary, but no resignation shall be accepted from any member who is in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred the first day of January of each calendar year.
- b. **BY LAPSING.** A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid by the first day of March. In no case may a person whose dues are unpaid as of the date of any meeting be entitled to vote at that Club meeting, nor may he or she receive any Club information. However, the Board of Directors may grant an additional 60 days of grace in meritorious cases.
- c. **BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws. At termination of membership the person must return all Club property. All persons wishing to rejoin the Club may re-apply for membership, no earlier than six months following such expulsion, as a new member as provided in Article II of these Bylaws.

### **ARTICLE III MEETINGS**

#### Section 1. **Annual and Regular Meetings of the Club.**

The annual meeting of the Club shall be held in May and five regular club meetings shall be held at a place in the greater Los Angeles area, at a date and hour designated by the Board of Directors. Written notice of the meetings shall be mailed by the Secretary to each member in good standing at least ten days prior to the date of the meeting. The quorum for the meetings of the Club shall be 20% of the members in good standing.

#### Section 2. **Special Club Meetings.**

Special Club Meetings may be called by the President, a majority of the members of the Board of Directors who are present at a meeting of the Board of Directors, or by a written petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place in the greater Los Angeles area, at a date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least ten days and not more than 20 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club

business shall be transacted. The quorum for such special meeting shall be 20% of the members in good standing.

**Section 3. Board of Directors Meetings.**

Regular Board of Directors meetings shall be held a minimum of six times per year in the greater Los Angeles area, at such times, places and dates as designated by the Board of Directors. Special meetings of the Board of Directors shall be held in the greater Los Angeles area at such times, places and dates as designated by the President or a majority of the Board of Directors. Regular and Special meetings of the Board of Directors shall be held upon not less than five days notice by mail or given personally. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown upon the records of the Club or as may have been given to the Club by that Director for purpose of notice.

**Section 4. Quorum for Board of Directors Meetings.**

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

**ARTICLE IV**  
**DIRECTORS, OFFICERS AND COMMITTEES**

**Section 1. Number of Directors.**

The Club shall have five Directors, who are residents of the United States, have been members in good standing for a minimum of six months, who shall be the President, Vice-President, Secretary, Treasurer, and one other. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

**Section 2. Powers.**

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Club, the activities and affairs of the Club shall be conducted and all Club powers shall be exercised by or under the direction of the Board of Directors.

**Section 3. Duties.**

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Club.
- c. Supervise all agents and employees of the Club to assure that their duties are performed properly.
- d. Meet, at their own expense, at such times and places as required by these Bylaws.
- e. Register their addresses with the Secretary of the Club and notices of meetings sent to them at such addresses shall be valid notices thereof.

**Section 4. Terms of Office.**

Each Director shall hold office until the next annual meeting of the Club for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. There shall be no term limits. Each retiring Director shall turn over to his or her successor all properties and records relating to that position at the annual meeting of the Club.

**Section 5. Number of Officers.**

The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Club may also have, as determined by the Board of Directors, Assistant Secretaries, Assistant Treasurers, or other Officers.

**Section 6. Qualification, Election, and Term of Office.**

Any member, who is a resident of the United States and has been a member in good standing for a minimum of six months, may serve as an Officer of the Club. No member in good standing may hold more than one office. Officers shall be elected by the members in accordance with Article V of these Bylaws, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**Section 7. Duties of President.**

The President shall be the Chief Executive Officer of the Club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Club and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Club, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall coordinate the various standing and/or special Committees.

**Section 8. Duties of Vice-President.**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

**Section 9. Duties of Secretary.**

The Secretary shall certify and keep at the principal office of the Club the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the Club or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors and of members, and, if applicable, meetings of Committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the Club and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Club under its seal is authorized by law or these Bylaws. Keep at the principal office of the Club a membership book containing the name and address of each member in good standing, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership terminated. Exhibit at all reasonable times to any Club Director, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Club. Communicate to the members minutes of meetings and voting results within thirty days of the vote or meeting adjournment. Request an assistant or assistants to be approved by the Board of Directors. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**Section 10. Duties of Treasurer.**

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club, and deposit all such funds in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the Club from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Club as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any Director of the Club, or to his or her agent or attorney, on request therefor. Render to the President and Directors, at every meeting and whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Club. At the annual meeting, render an accounting of all moneys received and expended during the previous



fiscal year. Be bonded in such amount as the Board of Directors shall determine, the expense of which to be paid by the Club. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Request an assistant or assistants to be approved by the Board of Directors. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**Section 11. Executive Committee.**

The Board of Directors, by a majority vote, may designate two or more of its members in good standing (who may also be serving as Officers or Directors of the Club) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Club, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- b. The filling of vacancies on the Board of Directors or on any Committee which has the authority of the Board of Directors.
- c. The fixing of compensation of the Officers for serving on the Board of Directors or on any Committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or able to be repealed.
- f. The appointment of Committees of the Board of Directors or the members thereof.
- g. The expenditure of Club funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- h. The approval of any transaction to which the Club is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 7233 of the California Nonprofit Mutual Benefit Corporation Law.

By a majority vote of its Directors currently in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two, the number of its members, and fill vacancies therein from the members of the Club. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Club's records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

**Section 12. Other Committees.**

The Club shall have such other Committees as may from time to time be designated by resolution of the Board of Directors to advance the work of the Club in such matters as show, water practice, agility trials, performance events, obedience trials, trophies, annual prizes, audit, nominating, membership, Bylaws, publicity, budget and finance, standards and education, rescue, grievance, history, genetics, stud book recording, and newsletter editing. Such other Committees may consist of members in good standing who are not also members of the Board of Directors. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as

"advisory" committees. Any Committee appointment may be terminated by a majority vote of the Board of Directors. Any appointee whose services are terminated shall receive written notice of termination. The Board of Directors may appoint successors to those persons whose services have been terminated.

**ARTICLE V**  
**THE CLUB YEAR, VOTING, ELECTIONS, NOMINATIONS AND BALLOTS**

**Section 1. The Club Year.**

The Club's year shall begin immediately at the conclusion of the election at the annual meeting of the Club and shall continue through the election at the next annual meeting of the Club. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

**Section 2. Voting.**

At the annual and general membership meetings or at a special membership meeting, voting shall be limited to those members in good standing who are present at the meeting. The annual election of Officers, Directors, and amendments to the Articles of Incorporation, and Bylaws shall be decided by a written ballot, except as otherwise provided herein. Voting by proxy shall not be permitted.

**Section 3. Annual Election.**

The President with the approval of the Board of Directors shall select a three-member special Committee including the Secretary plus two alternates to receive and count the ballots for the annual election. The name of this Committee shall be known as "The Ballot Counting Committee." Committee members shall be members in good standing who are neither members of the current Board of Directors, with the exception of the Secretary, nor candidates on the ballot. The nominee receiving the largest number of votes for each position shall be declared elected. If any nominee at the time of the meeting is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided for in these Bylaws.

**Section 4. Nomination and Ballots.**

No person may be a candidate in a Club election who has not been a member in good standing for at least six months and nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors in January or soon thereafter, and this Committee shall consist of three members and two alternates, all members in good standing, not more than one of whom may be a member of the current Board of Directors. No two members being related or living in the same household may be permitted to serve on the Nominating Committee at the same time. The Board of Directors shall name a chairperson for the Committee. The Nominating Committee may conduct its business by mail.

- a. The Nominating Committee shall nominate from among the eligible members of the Club one candidate for each office and procure the acceptance in writing of each nominee so chosen. The Committee shall then submit its slate of candidates with the



accompanying written acceptances to the Secretary on or before the first day of March, and the Secretary shall mail the list to each member in good standing of the Club on or before the fifteenth day of March so that additional nominations may be made by the members if they so desire. Additional nominations of members in good standing may be made by written petition, signed by one member in good standing, to the Secretary and received at his or her regular address on or before the fifteenth day of April. A written acceptance from each additional nominee signifying his or her acceptance to be a candidate is required and shall be sent to the Secretary along with the petition. Additional nominations which are provided for herein may be made only from among those who have not accepted a nomination by the Nominating Committee.

- b. If no valid additional nominations are received by the Secretary on or before the fifteenth day of April, the Nominating Committee slate shall be declared elected and no balloting will be required.
- c. If one or more valid additional nominations are received on or before the fifteenth day of April, the Secretary shall on or before the first day of May, mail to each regular member in good standing a ballot listing all of the nominees for each position in alphabetical order.
- d. Nominations shall not be made in any manner other than provided above.

## **ARTICLE VI** **DISCIPLINE**

### **Section 1. AKC Suspension.**

Any member who is suspended from privileges of the AKC or PWDCA shall automatically and without recourse be suspended from the privileges of the Club on the same terms and conditions.

### **Section 2. Charges.**

Any member in good standing may file charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications shall be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board of Directors or the Grievance Committee following a hearing. The Secretary shall promptly send a copy of the charges to each Director or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board of Directors considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or the breed it may refuse to entertain jurisdiction of the charges. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of hearing by the Board of Directors or a Grievance Committee of not less than three members of the Board of Directors, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified return receipt requested mail together with a notice of

vote of 2/3 of the members in good standing, who vote, shall be required to effect any such amendment.

**ARTICLE VIII**  
**DISSOLUTION**

**Section 1. Dissolution.**

The Club may be dissolved at any time by the written vote of not less than 2/3 of the members. In the event of the dissolution of the Club other than for the purpose of reorganization, or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

**ARTICLE IX**  
**ORDER OF BUSINESS**

**Section 1. 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:

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Committee Reports
- Election of Officers and Board of Directors (at annual meeting of the Club)
- Election of New Members (if required)
- Unfinished Business
- New Business
- Adjournment

**Section 2. Board of Directors Meetings.**

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

- Roll Call
- Minutes of the Last Board of Directors Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committee Coordinator (Vice-President)
- Unfinished Business
- New Business
- Adjournment

**ARTICLE X**  
**PARLIAMENTARY AUTHORITY**

Section 1. **Authority.**

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.

**ARTICLE XI**  
**GENERAL PROVISIONS**

Section 1. **Rights of Inspection.**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Club of which such person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 2. **Compensation.**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the Club in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of these Bylaws.

Section 3. **Restriction Regarding Interested Directors.**

Notwithstanding any other provision of these Bylaws, not more than 49% of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, "interested persons" means either:

- a. Any person currently being compensated by the Club for services rendered it within the previous twelve months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise; or
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or any family member as defined in Article II Section 1 b., of any such person.

Section 4. **Board of Director Vacancies.**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted in a court of law of an animal cruelty related felony, or been found by a final order or judgment of any court to have breached any duty under Section 7221 and following of the California Nonprofit Mutual Benefit Corporation Law. If the Club has less than fifty members, Directors may be removed without cause by a majority of all members, or, if the Club has fifty or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present. Any Director may resign effective upon giving written notice

to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Club would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held specifically for the purpose of filling the vacancy, or (3) a sole remaining Director. A vacancy in the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled according to this Section. Vacancies created by the removal of a Director may be filled only by the approval of the members. The members of this Club may elect a Director at any time to fill any vacancy not filled by the Board of Directors. A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the vacated Board of Directors position or until his or her death, resignation or removal from office.

**Section 5. Non-Liability of Directors.**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

**Section 6. Indemnification of Directors, Officers, Employees and Other Agents.**

To the extent that a person who is, or was, a Director, Officer, employee or other agent of the Club has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Club, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Club but only to the extent allowed by, and in accordance with the requirements of, Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

**Section 7. Insurance for Club Agents.**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Club (including a Director, Officer, employee or other agent of the Club) against any liability other than for violating provisions of law relating to self-dealing (Section 7233 of the California Nonprofit Mutual Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Club would have the power to indemnify the agent against such liability under the provisions of Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

**Section 8. Subordinate Officers.**

The Board of Directors may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

**Section 9. Removal and Resignation.**

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Club. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Club. If the Club has less than fifty members, Officers may be removed without cause by a majority of all members, or, if the Club has fifty or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

**Section 10. Officer Vacancies.**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held specifically for the purpose of filling the vacancy, or (3) a sole remaining Director. A vacancy in the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled according to this Section. Vacancies created by the removal of an Officer may be filled only by the approval of the members. The members of this Club may elect an Officer at any time to fill any vacancy not filled by the Directors. A person elected to fill a vacancy as provided by this Section shall hold office for the term of the vacated office until the next annual election of the Officers and Directors or until his or her death, resignation or removal from office. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

**Section 11. Compensation.**

The compensation of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the Club, provided, however, that such compensation paid a Director for serving as an Officer of the Club shall only be allowed if permitted under the provisions of these Bylaws. In all cases, any compensation received by Officers of the Club shall be reasonable and given in return for services actually rendered for the Club which relate to the performance of the objectives of the Club. Reasonable expenses shall be reimbursed upon submission of receipts and Board of Directors approval is not required.



Section 12. **Execution of Instruments.**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13. **Checks and Notes.**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer.

Section 14. **Deposits.**

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.


Section 15. **Gifts.**

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the purposes of the Club.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Southern California Portuguese Water Dog Club, Inc., do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 17<sup>th</sup> day of March, 2018, by the Board of Directors of said corporation and by the members. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of March, 2018.



Wendy Spradlin, Secretary