



Apricot/Red

Poodle Club

Established 1988

CONSTITUTION AND BY-LAWS OF THE APRICOT/RED POODLE CLUB

CONSTITUTION

ARTICLE 1

Name and Objectives

SECTION I.

The name of the Club shall be "The Apricot/Red Poodle Club".

SECTION 2.

The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of Apricot and Red Poodles 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 they shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and performance trials;
- (d) to conduct matches under the rules of The American Kennel Club;
- (e) to promote improved communications, understanding, and relationships between Poodle breeders/owners.

SECTION 3.

The Club shall not be conducted or operated for profit and no part of any profits, remainder or residue from the 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 By-Laws as may be required to carry out these objectives.

BY-LAWS**ARTICLE 1****Membership****SECTION I. Eligibility**

There shall be two types of memberships, open to all persons who are in good standing with The American Kennel Club and who subscribe to the objectives and Ethics of the Apricot/Red Poodle Club:

- (a) Regular Membership - Open to those 18 years of age and older who enjoy all privileges of the Club including the right to vote and hold office. Regular membership carries one vote; and is eligible to one newsletter or mail correspondence.
- (b) Dual (or Household) Membership - Open to those 18 years of age and older living at the same domicile with each person; and limited to two people per household; enjoying all privileges of the Club including the right to vote and hold office. Dual (or Household) membership carries one vote each; and is eligible to one newsletter or mail correspondence per household.

SECTION 2. Dues

Membership dues shall be \$20 per member and \$5 for each additional member in the same household (with a maximum of 2 members per household). Dues notice for the next year will be published in the October (Fall) newsletter issue. Members whose dues are not paid by January 1 will receive written notice to that effect.

SECTION 3. Election to Membership

Each applicant for membership shall apply on the form provided by the Board of Directors and which shall provide that the applicant agrees to abide by these

Constitution and By-Laws, the rules of the American Kennel Club, and the Code of Ethics of the Club:

- (a) The application shall state the name, address, kennel name (if applicable), and telephone number of the applicant; and it shall carry the endorsement of two members in good standing who are familiar with the applicant's dogs, personal and breeding ethics.
- (b) Accompanying the application, the prospective member shall submit dues for the current year.
- (c) All applications are to be filed with the Corresponding Secretary.
- (d) Each applicant's name, address and phone, and names of sponsors will be published in the next newsletter.
- (e) Members must make objections to the proposed applicant within 60 days in writing to the Corresponding Secretary.
- (f) Applicants may only be refused membership for known major offenses, such as conviction for inhumane treatment of animals, supplying pet stores, functioning as a puppy mill, or under suspension from the privileges of the American Kennel Club.
- (g) If no objections are made to the Corresponding Secretary by the end of 60 days after applicant's name is published, the applicants may be elected by secret ballot at any meeting of the Board of Directors following the specified time. Affirmative votes of two thirds of the Directors present at a meeting of the Board, or two thirds of the entire Board voting by mail or approved method of communication, shall be required to elect an applicant.
- (h) Applicants for membership who have been rejected by the Club must wait six months before applying again.

SECTION 4. Termination of Membership

Memberships may be terminated:

- (a) By resignation - Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year;
- (b) By lapsing - A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 day after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such

delinquent members in meritorious cases. If membership lapses after 90 days of the first day of the fiscal year, the member will be required to reapply for membership. 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 and Voting

SECTION I. Club Meetings

The annual meeting of the Club shall be held during the week of the Poodle Club of America National Specialty Show. The time and place will be designated by the Board of Directors, and will be published in the newsletter and/or by an approved method of communication at least 30 days prior to the meeting.

SECTION 2. Annual Board Meetings

Board meetings will be held during the week of the Poodle Club of America National Specialty Show, and prior to the meeting of the Club. The time and place will be designated by the Board of Directors. Business necessary between annual meetings will be conducted by phone or other approved method of communication.

Section 3. Communication methods

The Board of Directors may conduct its business by mail, fax, telephone conference call or other approved method of communication through the Recording Secretary. Items voted upon by telephone conference call must be confirmed within seven days by mail, e-mail or fax.

Section 4. Special Club Meetings

Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail; and shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed and/or other approved method of communication may be used by the Corresponding Secretary at least fourteen days and not more than thirty days prior to the meeting. The notice of the meeting shall state the purpose of the

meeting and no other Club business may be transacted.

SECTION 5. Voting

Each individual member shall be entitled to one vote at any meeting of the Club and shall be limited to those members in good standing. Mail ballots, if necessary, are to be mailed out one month prior to the date they are due to be returned. Any major decisions requiring action of the membership between annual meetings will be conducted by mail ballot or other approved method of communication.

ARTICLE III

Directors and Officers

SECTION I. Board of Directors

The Board shall be comprised of the Officers and four other persons known as Directors-at-large, all of whom shall be members in good standing. All shall be elected at the Club's annual meeting. The Officers shall be elected for two-year terms, rotating on odd-even years. The President and Recording Secretary shall be elected during the even years, and the Vice-President, Corresponding Secretary and Treasurer shall be elected during the odd years. The remaining four members who comprise the Directors-at-large shall be elected annually. All Board members 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 officers consisting of the President, Vice-President, Corresponding Secretary, Recording 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 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 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.
- (c) The Corresponding Secretary shall have charge of the correspondence including, but not limited to handling routine inquiries from the public, internal and external Club communication, and related questions; notify members of meetings; notify Officers and Directors of their election to office via special mailing or other approved method of communication; receive applications for

membership; applications must be acknowledged within 15 days of receipt by e-mail or postal mail; check accompanying application must be sent to the Treasurer for deposit within 30 days of receipt; send copy of membership applications to President, Treasurer, Recording Secretary and Newsletter Editor; check new applicants references and report findings to the Board; receive complaints from members regarding applicant; forward complaints to Board via email within 15 days of receipt; notify applicant if his/her application was approved or declined within 15 days of Board decision; keep an up-to-date roll of the members of the Club with their addresses and other pertinent information and provide same to Website Editor; the mailing address of the Apricot/Red Poodle Club shall be that of the Corresponding Secretary; and carry out such other duties as are prescribed in these by-laws.

(d) 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; and all votes taken by mail or approved method of communication; when a new member is approved provide information to all necessary parties including Website Editor; ARPC List Moderator & Newsletter Editor; welcome new members after membership is granted via approved method of communication; carry out such other duties as are prescribed by these bylaws.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club; monies shall be deposited in a bank approved by the Board, in the name of the Club; the books shall at all times be open to inspection of the Board; at the annual meeting, there shall be a written and verbal account of all monies received and expended during the previous fiscal year including every item of receipt or payment not before reported; condition of the Club's finances shall be published quarterly in the newsletter; more frequent reports may be made to members of the Board by mail or other approved method of communication; send dues notices; maintain membership list; update Corresponding Secretary annually of members in good standing; the Board of Directors shall appoint a committee of three members (excluding the Treasurer) to audit the books annually, with the Treasurer available to answer questions; in case of resignation of the Treasurer during the year the books will be audited in the same manner; the Treasurer shall be bonded in such amount as the Board of Directors shall determine; and carry out such other duties as are prescribed in these by-laws.

(f) The Newsletter Editor shall be in charge of gathering news and information, brags and other pertinent topics to the club members including membership applications which shall be published in the next newsletter and/or other approved method of communication within 90 days of receipt; the newsletter shall be published at least quarterly (Jan, April, Jul and Oct) and will be submitted to the membership by mail or other approved method of communication and posted to the Club Website; this position will be appointed by the Board and report to the Board, but not have a voting position; the Newsletter

Editor may be a member of the Board of Directors or may be a member at large; and carry out such other duties as are prescribed in these by-laws.

(g) The Website Editor shall be in charge of maintaining the clubs website and update it according to the frequency the Board of Directors deem necessary; this position will be appointed by the Board and report to the Board, but not have a voting position; the Website Editor may be a member of the Board of Directors or may be a member at large; and carry out such other duties as are prescribed in these by-laws.

SECTION 3. Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all members of the Board at its first regular meeting following the creation 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 31st 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 during the week of the Poodle Club of America National Specialty Show, at which Officers and Directors for the ensuing year shall be elected by written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office immediately after the election. Mail ballots must be counted by the Corresponding Secretary and turned over to the President before the date of the meeting.

SECTION 3. Elections

The nominated candidates for Board of Director positions, who receive the greatest number of votes for each position, shall be declared elected.

SECTION 4. Nominations

No person may be a candidate in a Club election who has not been nominated. Five months or 150 days prior to the annual elections, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee 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 within 30 days of the notice, four months or 120 days before the annual elections.

- (a) The Committee shall nominate one candidate for each office, and total of four candidates for the Director at Large positions. After securing the consent of each person so nominated, provided they are accompanied by written consent of the person being nominated; their nominations shall immediately be reported to both Recording and Corresponding Secretary in writing or other approved method of communication.
- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall three months or 90 days prior to the annual elections, notify each member in writing of the candidates so nominated. This notice may be included in the newsletter, sent as a special mailing and/or sent by other approved method of communication.
- (c) Additional nominations may be made by mail and/or sent by other approved method of communication by two months or 60 days prior to the annual elections, provided they are accompanied by written consent of the person being nominated. No person may be a candidate for more than one position.
- (d) If no valid additional nominations are received two months or 60 days prior to the annual elections, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (e) If one or more valid additional nominations are received two months or 60 days prior to the annual elections the Corresponding Secretary or an independent professional firm designated by the Board shall, before 45 days prior to the annual elections, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Corresponding Secretary (or designated professional firm); marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballot, may remain secret, each voter, after marking his or her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Corresponding Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members

whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters. Ballots should be returned to the Corresponding Secretary (or designated professional firm) 15 days prior to the annual elections to be counted as valid. Results of the ballot voting and annual elections will take place during the week of the Poodle Club of America National Specialty Show. Recording Secretary shall submit results of the annual elections included in the minutes of the annual meeting to the Newsletter Editor for publication in the quarterly edition of the newsletter following the election.

(f) 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 matches, trophies, prizes, membership, fundraisers, 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 appointee may be terminated by a majority vote of the 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 I. American Kennel Club Suspension

Any member who is suspended from the 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 interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary with a nonrefundable deposit of \$10. The Corresponding 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 interest of the Club or the 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 3 weeks nor more than 6 weeks thereafter. The Corresponding 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 or her own defense and bring witnesses if he or she wishes.

SECTION 3. Board Hearing

The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may by a majority vote suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. 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 fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the 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 recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her 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 or her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote shall be necessary for the expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII

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 Corresponding Secretary signed by twenty 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 the recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2.

The Constitution and By-Laws may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 4(e) shall be followed for handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than thirty days after the date postmarked by which date the ballots must be returned to the Corresponding Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VIII

Dissolution

SECTION 1.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the 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 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 last meeting
Report of President
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of Committees
Election of Officers and Directors (at annual meeting)
Reading of names of new members
Unfinished Business
New Business
Adjournment

SECTION 2.

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Reading of minutes of last meeting
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Report of Committees
Unfinished Business
Election of New Members
New Business
Adjournment

Article X

Parliamentary Authority

SECTION 1.

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.