



**Bylaws of the
Potomac Valley Irish Wolfhound Club, Inc.**

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PREAMBLE

NAME AND OBJECTIVES

1. The name of the Club shall be Potomac Valley Irish Wolfhound Club, Inc.
2. The objects of the Club will be:
 - a. To encourage and actively sponsor education in all areas pertaining to the health and welfare of the Irish Wolfhound;
 - b. To promote acceptance of the breed standard as approved by the Irish Wolfhound Club of America (IWCA) and the American Kennel Club (AKC) as the only standard of excellence;
 - c. To encourage and promote responsible, quality breeding of the Irish Wolfhound so that the breed may achieve and maintain the fullest potential of its natural attributes;
 - d. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition and behavior;
 - e. To do all in its power to maintain an active rescue and placement service for those Irish Wolfhounds in the general Virginia, Maryland and District of Columbia area that can no longer be maintained by the owner(s);
 - f. To do all in its power to represent fairly the best interests of the breed, the Club, the Irish Wolfhound Club of America and the American Kennel Club; and
 - g. To conduct sanctioned and licensed specialty shows, obedience trials, lure coursing field trials and other approved activities under the rules of the American Kennel Club and the American Sighthound Field Association, as appropriate.
3. The Club shall not be conducted or operated for profit, and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any member or individual. The Club shall not engage or participate in any activity not permitted for a corporation exempt from federal income taxation under 26 U.S.C. sect. 501(c)(3) and any amendments and/or successors thereto or to which contributions are deductible under 26 U.S.C. sect. 170 (c)(2) and any amendments or successors thereto.
4. No member, officer, director or any business entity with which such member, officer or director is affiliated shall conduct any activity or provide any products or services to, or on behalf of or at the behest of the Club for compensation without the prior affirmative majority vote of a quorum of the Board of Directors. Failure to obtain such prior assent shall bar disbursement of funds to compensate the provider. If funds are disbursed in contravention of this section, the member(s), officer(s), or director(s) responsible for such disbursement and the member(s), officer(s), or director(s) receiving or affiliated with the entity receiving such funds shall be personally liable to the Club for double the amount of funds so disbursed and shall be subject to disciplinary proceedings as hereinafter set forth should any member in good standing opt to prefer charges.

ARTICLE I

MEMBERSHIP

1. Eligibility. There shall be three types of membership open to all persons who are in good standing with The American Kennel Club and the Irish Wolfhound Club of America, who subscribe to the purposes of this Club and who agree to abide by the Club's Bylaws:
 - a. *Active Membership.* Open to individuals eighteen years of age or older who shall have all rights and privileges of membership including a single vote on each issue presented at all Club meetings and eligibility to hold office. Members who are unable to attend Club meetings on a regular basis are encouraged to change their membership to associate member.
 - b. *Associate Membership.* Open to individuals eighteen years of age or older who shall enjoy all rights, privileges and activities of the Club but shall not vote, count in the determination of a quorum or be eligible to hold office.
 - c. *Junior Membership.* Open to individuals between the ages of twelve and seventeen years, inclusive, who shall enjoy all rights, privileges and activities of the club but may not vote on any matters, serve on any nominating committee, nominate candidates for office or hold office.
2. Residence. Membership shall be unrestricted as to residence.
3. Dues.
 - a. Membership dues shall be determined by the Board, subject to approval by the voting membership. If dues are to change for the ensuing years, the revised assessment must be voted upon and approved by the Board no later than September of the current year, and said revised assessment shall be reported to the membership for approval at the meeting next following the Board's vote.
 - b. Annual membership dues become due and payable on January 1 of each calendar year and shall be deemed to be in arrears if not paid by that date. Dues notices will be sent by the Treasurer to the Club members two months before the due date. Members joining the Club after June 30 shall pay half the annual dues for that year.
4. Election to Membership.
 - a. Each applicant for membership shall apply on a form as approved by the Board of Directors which sets forth the applicant's agreement to abide by the Club's Bylaws and by the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and must bear the endorsement of two active members in good standing. The prospective member shall submit dues payment for the current year with the application which dues shall be refunded if membership is denied.
 - b. All prospective active members shall first apply for Junior Membership or Associate Membership, as appropriate. Junior members who have been such for at least six months may apply, at the applicant's option, for active or associate membership after reaching eighteen years of age. Associate members may apply for active membership after a period of six months from the date of their approval as associate members. If the prospective member is a former active member who was in good standing at the expiration of the prior membership period, the Club membership may vote to waive this six month requirement. The application for active membership must document the applicant's active support for and participation in the Club, including attendance at two or more Club meetings.

- c. 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. At the next Club meeting the application will be voted upon by secret ballot, and the affirmative vote of $\frac{3}{4}$ of the voting members present shall be required to elect the applicant.
 - d. Applications for membership from those who have been rejected by the Club will not be accepted within six months of such rejection.
5. Termination of Membership. A 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.
 - b. *By lapse.* A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid as of the due date. In no case may a person whose dues are unpaid after the due date be entitled to vote at any Club or Board meeting.
 - c. *By expulsion.* A membership may be terminated by expulsion as set forth in Article VI of the bylaws.
6. Good Standing. A member must be in good standing to exercise any of the privileges of membership, including but not limited to holding office and voting. Good standing status shall require of the member as follows: current dues paid in full; not facing filed charges; no disciplinary action currently pending; and not under suspension or expulsion from either the Club or the AKC.

ARTICLE II

MEETING AND VOTING

1. Club Meetings.
- a. Meetings of the Club shall be held in the District of Columbia, Maryland or Virginia on such dates and at such hour and place as may be designated by the Board of Directors a minimum of six times per year with the first and last meetings in any given calendar year separated by no fewer than 230 days.
 - b. Written notice of each such meeting shall be mailed by the Secretary or the Secretary's designee at least 10 days prior to the date of the meeting unless voting on an amendment to the articles of incorporation or bylaws, a plan of merger, a proposed sale of assets or dissolution of the corporation, in which case notice shall be sent no fewer than 25 days nor more than 60 days in advance.
 - c. The quorum for such meetings shall be 20% of the active members in good standing. The result of any vote taken in the absence of a quorum shall be null and void.
2. Special Club Meetings.
- a. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meeting shall be held in the District of Columbia, Maryland or Virginia at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings.
 - b. Written notice of such a meeting shall be mailed by the Secretary or the Secretary's designee at least 10 days but not more than 60 days prior to the date of the meeting

- unless voting on an amendment to the articles of incorporation or bylaws, a plan of merger, a proposed sale of assets or dissolution of the corporation, in which case notice shall be sent no fewer than 25 days nor more than 60 days in advance. Said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat.
- c. The quorum for such a meeting shall be 20% of the active members in good standing. The result of any vote taken in the absence of a quorum shall be null and void.
3. Board Meetings.
 - a. Meetings of the Board of Directors shall be held in the District of Columbia, Maryland or Virginia on such dates and at such time and places as agreed to by the Board members. The minimum number of Board meetings per year shall be six with the first and last meetings in any given calendar year separated by no fewer than 230 days.
 - b. Written notice of such meetings shall be mailed at least 10 days prior to the date of the meeting.
 - c. The quorum for such a meeting shall be a majority of the Board. The result of any vote taken in the absence of a quorum shall be null and void.
 4. Special Board Meetings.
 - a. Special meetings of the Board may be called by the President, and shall be announced by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the District of Columbia, Maryland or Virginia or other location at such date, place and hour as may be designated by the person authorized to call such meetings.
 - b. Written notice of such meetings shall be mailed at least 10 but not more than 15 days prior to the date of the meeting, Telegraphic notice shall be sent at least three days and not more than 5 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.
 - c. A quorum for such meetings shall be a majority of the Board. The result of any vote taken in the absence of a quorum shall be null and void.
 5. Voting. Each active member in good standing shall be entitled to one vote on each question presented at any meeting of the Club. Proxy voting will not be permitted at any Club or Board meeting or election. No cumulative voting will be permitted.

ARTICLE III

DIRECTORS AND OFFICERS

1. Board of Directors. The Board shall be composed of the President, Vice-President, Secretary, Treasurer and five Directors-at-Large, all of whom shall be active members in good standing. Terms of office will be one year for the President, Vice-President, Secretary and Treasurer and two years for the five Directors-at-large (three to be elected in odd-numbered years and two to be elected in even numbered years). General management of the Club's affairs shall be entrusted to the Board of Directors. Directors shall serve without compensation, but they may receive recompense for reasonable out-of-pocket costs advanced on behalf of the Club upon approval by the Board,
2. Officers. The Club's Officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. Officers shall serve without compensation, but

they may receive recompense for reasonable out-of-pocket costs advanced on behalf of the Club upon approval by the Board.

- 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 and/or required by law.
 - 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 Secretary shall keep a record of all meetings and activities of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the all correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-laws and /or required by law. The roll of members shall be arranged by membership class and shall be available for inspection at each meeting of the Club and during usual business hours for 10 days prior to meetings. If the roll is not available at a meeting, actions taken after a demand to inspect the roll shall be void.
 - 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 by the Board and the Treasurer shall report to the Board at every Board meeting the condition of the Club's finances and every item, receipt or payment not reported. At the annual meeting the Treasurer shall tender an accounting of all monies received and expended from the date of the last annual meeting. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. Said bond shall be purchased with Club funds. If it is determined that the Treasurer is not bondable, then that office shall be deemed to be vacant and said vacancy shall be filled as hereinafter set forth.
 - e. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and six Directors-at-Large. The sixth Director-at-Large shall be elected for a one-year term. In this case, however, the combined position of Secretary/Treasurer is still elected for a period of one year.
3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the remaining term of office of the person vacating the position by a majority vote of the remaining 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 the 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. The Board may determine that a vacancy exists based on a report by a member of the Board to the President or Secretary that an elected officer has missed two consecutive board meetings without just cause. If, due to vacancies, the remaining members of the Board do not constitute a quorum, the active members of the Club may fill the vacancies at a regular or special meeting called for that purpose.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

1. Club Year. The Club's official and fiscal year shall be the calendar year.

2. Annual Meeting. The annual meeting shall be held in the month of November. The election of successors of officers and directors whose terms of office are due to expire at the end of the year shall take place at said annual meeting. Officers and directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with this Article. The newly elected officers and directors shall take office by operation of these bylaws at 12:01 A.M. on the first day of January immediately following their election. Each retiring officer and director shall confer with and advise the successor during the remainder of the term of office following the annual meeting to the extent required to ensure a smooth transition and shall, within 10 days of January 1, turn over to the successor in office all properties and records relating to that office.
3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for Director-at-Large who receive the greatest number of votes for such positions shall be declared elected. If one individual is elected as both Secretary and Treasurer, then the person to hold the one-year directorship shall be the one elected with the fewest votes. If there are no additional nominations, as provided for in this Article, the Secretary may cast one ballot for the slate of the nominating committee in accordance with Robert's Rules of Order.
4. Nominations.
 - a. No person may be a candidate in a Club election who has not been nominated. During the month of August 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 members and alternates of their selection. The Board shall name a chairperson for the committee, and it shall be the duty of the chairperson to call a committee meeting which shall be held on or before September 1.
 - b. The Committee shall nominate one candidate for each office, and the appropriate number of candidates in accordance with Article III of these Bylaws for the other positions on the Board. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing.
 - c. Upon receipt of the nominating committee's report, the Secretary or the Secretary's designee shall, two weeks prior to the October meeting, notify each member in writing of the candidates so nominated.
 - d. Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when proposed. Furthermore, if the proposed candidate is not in attendance at this meeting, the nominator shall present to the Secretary a written statement from the proposed candidate signifying the nominee's willingness to be a candidate. No person may be a candidate for more than one position, except for Secretary and Treasurer.
 - e. Nominations cannot be entertained or accepted at the annual meeting or in any manner other than as hereinabove set forth.

ARTICLE V

COMMITTEES

1. The Board may appoint standing committees of one or more members in good standing to advance the work of the Club in such matters as education and public information, rescue, community service, membership, programs, specialty shows, obedience trials, field trials,

trophies, publicity, activities, and other fields which may be well served by committees. The actions of such committees shall always be subject to the final approval of the Board. Special committees may also be appointed by the Board to aid it on particular projects. In all cases, committees shall be guided by a charter detailing the function of the committee, terms of membership, types of activities, and financial responsibilities. These charters shall be maintained on file with the Secretary with copies to all interested Club members. Irrespective of the terms of committee charters, each committee shall continue in existence only at the pleasure of the Board of Directors.

2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

DISCIPLINE

1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club (AKC) or of the Irish Wolfhound Club of America (IWCA) automatically shall be suspended from the privileges of this Club for a like period.
2. Charges.
 - a. Any active member in good standing may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed or for conduct for which suspension from the AKC could ensue. Every attempt will be made to resolve any complaint in a timely manner via mediation or some form of alternate dispute resolution.
 - b. Written charges with specificity must be filed in duplicate with the Secretary together with a deposit of \$25 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 or conduct for which suspension from the AKC could ensue
 - c. 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 or conduct for which suspension from the AKC could ensue, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than 15 days nor more than 45 days thereafter.
 - d. The Secretary shall promptly send one copy of the charges to the accused member by registered or certified mail together with a notice of the hearing and an assurance that the accused may personally appear to defend and bring witnesses if the accused wishes.
3. Board Hearing.
 - a. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after the Board hears all the evidence and testimony presented by complainant and accused, the Board may, by a majority vote of those present, suspend the accused from all privileges of the Club for up to six months from the date of the hearing, and, if it deems that punishment insufficient, it may also

recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused's right to appear before the members at the ensuing Club meeting which considers the Board's recommendation. If the Board determines that suspension is a sufficient penalty, it may suspend imposition of all or part of the suspension upon such terms and conditions as in its collective wisdom it deems appropriate.

- b. 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.
4. Expulsion.
- a. 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, if any, shall occur at a regular or special meeting of the Club to be held within 90 days but not earlier than 10 days after the date of the Board's recommendation of expulsion.
 - b. The accused shall have the privilege of appearing at such meeting, but no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings of fact and recommendations and shall invite and permit the accused, if present, to argue in the accused's own behalf.
 - c. If a quorum is present, the active members present and in good standing shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If the vote tally is less than 2/3 for expulsion, the Board's suspension shall stand.

ARTICLE VII

AMENDMENTS

1. Proposing Amendments. Amendments to the By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the members 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 90 days of the date when the petition was received by the Secretary. The power to amend or repeal the bylaws is hereby reserved exclusively to the active members.
2. Voting on Amendments. The By-Laws can be amended by a vote of more than 2/3 of the active members present and voting at any regular or special meeting called for the purpose, provided that the notice of the meeting includes among the purposes thereof the consideration of the proposed amendments and copies thereof have been enclosed with said notice and mailed to each member entitled to vote thereon at least 10 days prior to the date of said meeting.

ARTICLE VIII

DISSOLUTION

1. Voluntary Dissolution. The Club may be voluntarily dissolved at any time only by the written consent of not less than 2/3 of the active members.

2. Distribution of Assets. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary, involuntary or by operation of law, none of the property or assets of the Club nor any proceeds therefrom shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall inure to one or more qualified, tax-exempt, charitable entities organized and maintained for benefit of dogs, which entities shall be selected by a vote of at least 2/3 of the Board of Directors.

ARTICLE IX

ORDER OF BUSINESS

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 Secretary
 - Report of Treasurer
 - Reports of Committees
 - Election of new members
 - Unfinished business
 - Election of Officers and Board (at annual meeting)
 - New business
 - Adjournment
2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
 - Reading of minutes of last meeting
 - Report of Secretary
 - Report of Treasurer
 - Reports of Committees
 - Unfinished business
 - New business
 - Adjournment

ARTICLE X

PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any other special rules of order the Club may adopt. A

copy of Robert's Rules as well as a copy of any such special rules of the Club shall be maintained and kept on hand at all Club proceedings by the Secretary's designee. The President or other officer presiding over the proceeding shall, upon inquiry and reference to such Rules, be the final arbiter of procedural disputes.

2. Questions of legal authority shall be resolved by reference, in order, to the Articles of Incorporation, the Bylaws, and the Virginia Nonstock Corporation Act, sect. 13.1-801, et seq., of the code of Virginia of 1950, as amended

ARTICLE XI

PASSAGE OF REVISED BYLAWS

1. Notice. The Secretary shall, upon recommendation of these proposed amended Bylaws by the Board, notify each member entitled to vote of the proposed members' meeting as set forth in the present bylaws. Such notice shall state that the purpose, or one of the purposes, of the meeting shall be to consider proposed amendments to the Constitution and Bylaws of the Club. Such notice shall further be accompanied by a copy of the proposed amended Bylaws.
2. Vote. Upon the Affirmative vote of more than 2/3 of the members present and eligible to vote at the meeting noticed for the purpose and at which a quorum is present, these amended Bylaws shall take effect and shall supersede and repeal any and all prior constitutions and bylaws.