

# BY-LAWS OF THE ENCHANTED POODLE CLUB, INC.

## ARTICLE I Name and Purpose

### Section 1: NAME

- a) The name of the Club shall be *The Enchanted Poodle Club, Inc.*

### Section 2: OBJECTS

- a) To educate the Public about the care and breeding of Poodles to bring their natural qualities to perfection according to the Standard for the breed as set forth by the American Kennel Club and the Poodle Club of America.
- b) To provide rescue for Poodles in need and to coordinate foster care arrangements for Poodles in need.
- c) To maintain a separate fund and accounting for rescue.
- d) To generate funds for operation of the Club through, dues, American Kennel Club/Poodle Club of America approved events, and donations.
- e) To generate funds for operation of the Clubs Rescue through special donations and money as needed from the General Fund of the Club.
- f) To abide by the Code of Ethics as set forth by the Poodle Club of America..

### Section 3: OPERATION

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

### Section 4: RULES OF ORDER

- a) The Board of Directors of this Club shall establish and may from time to time revise such Standing rules of Order as may be required to carry out these objects.

### Section 5: DISSOLUTION

- a) The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club 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 distributed to other 501c(3) qualifying Affiliate Organizations of the Poodle Club of America.
- b) A court of competent jurisdiction will so dispose of the assets of The Club if the Board of Directors does not do so.

## ARTICLE II Membership

### Section 1: ELIGIBILITY

- a) Regular membership shall be open to all persons eighteen years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Junior membership shall be open to all persons 10 through 17 years of age who otherwise meet the above requirements. A Junior Member may not vote nor hold office.

### Section 2: DUES

- a) Dues shall be determined by The Board of Directors with prior notice and 2/3 concurrence of the membership and shall be due and payable on or before the 1<sup>st</sup> day of January of each year. During the month of November the Treasurer shall send to members a statement of their dues for the coming year. No member may vote whose dues are not paid for the current year.

Section 3: ELECTION TO MEMBERSHIP

- a) Each applicant for membership shall apply on a form approved by The Board of Directors and which shall provide that the applicant agrees to abide by these Bylaws and the rules of the American Kennel Club. The application shall state the name, address, telephone number, e-mail address if the applicant has and e-mail address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues for the current year.
- b) 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 meeting the application will be voted upon and affirmative votes of  $\frac{3}{4}$  of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply for at least one (1) year after such rejection.

Section 4: TERMINATION OF MEMBERSHIP

- a) Membership may be terminated by:
  1. Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary.
  2. Lapsing. A member will be considered lapsed and automatically terminated if such member's dues remain unpaid after the 31<sup>st</sup> of January of any year.
  3. Expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

## ARTICLE III

### Meetings and Voting

Section 1: CLUB MEETINGS

- a) Meetings of the Club shall be held monthly in the greater Albuquerque, New Mexico area at such an hour and place that will be designated by The Board of Directors.
- b) Written notice of each meeting shall be mailed or electronically sent by e-mail by the Secretary not less than five (5) days and no more than fifteen (15) days prior to the date of the meeting.
- c) The quorum for the meetings shall be 20% of the members in good standing.

Section 2: SPECIAL CLUB MEETINGS

- a) Special Club meetings may be called by the President, or by The Board of Directors and shall be called by the Secretary upon receipt of a petition signed by six (6) members of the Club who are in good standing. Such special meetings shall be held in or within the Albuquerque, New Mexico, area at such a place, date and hour as may be designated by the person or persons authorized herein to call such meetings.
- b) Notice for the special meeting shall be mailed or e-mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such meeting shall be 20% of the members in good standing and must include at least four (4) of the petitioners.

Section 3: BOARD MEETINGS

- a) Regular meetings of The Board of Directors shall be held monthly in or within the greater Albuquerque, New Mexico, area at such an hour and place as may be designated by The Board of Directors. Written notice of each such meeting shall be mailed or e-mailed by the Secretary at least five (5) days and not more than Fifteen (15) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of The Board.

Section 4: SPECIAL BOARD MEETINGS

- a) Special Board meetings may be called by the President or by The Board of Directors and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of The Board. Such special meetings shall be held in or within the greater Albuquerque, New Mexico, area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Such notice shall be mailed or e-mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other business may be transacted thereat. The quorum for such meeting shall be a majority of The Board.

Section 5: VOTING

- a) Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of The Club at which he/she is present.
- b) Proxy voting will not be permitted at any Club meeting or election.

ARTIVLE IV  
Directors and Officers

Section 1: BOARD OF DIRECTORS

- a) The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and five (5) other persons all of whom shall be elected for a 1-year term at The Club's annual meeting as provided in Article V and shall serve until their successors are elected.
- b) General management of The Club's affairs shall be entrusted to The Board of Directors.

Section 2: OFFICERS

- a) 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.
  - 1) President. The President shall preside at all meetings of The Club and The Board of Directors, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.
  - 2) Vice-President. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
  - 3) Secretary. The 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. He or she shall have charge of the 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 other such duties as are prescribed in these Bylaws.
  - 4) Treasurer. The Treasurer shall collect and receive all monies due or belonging to The Club. He or she shall deposit the same in a bank designated by The Board, in the name of The Club. His or her books shall be at all times open to inspection of The Board and he or she shall report to them at every meeting the condition of The Club's finances and every item of receipt or payment not before reported; and at the annual meeting he or she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as The Board of Directors shall determine.

Section 3: VACANCIES

- a) 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 the 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 V  
The Club Year, Annual Meetings and Elections

Section 1: CLUB YEAR

- a) The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end the 31<sup>st</sup> day of December.
- b) 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 MEETINGS

- a) The regular Club meeting in November shall be known as the annual meeting and shall be for the purpose of electing officers and Board of Directors, receiving reports of officers and committees and for any other business that may arise.

Section 3: ELECTIONS

- a) The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five (5) nominated candidates for other positions on The Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4: NOMINATIONS

- a) No person may be a candidate in a Club election who has not been nominated. During the month of September, The Board of Directors shall select a nominating committee consisting of three (3) members and two (2) alternates, not more than one of whom shall be a member of The Board of Directors.
- b) The Secretary shall immediately notify each committee member and alternate of his or her selection.
- c) The Board of Directors shall designate one member of the committee to act as Chairman and it shall be his or her duty to call a meeting of the committee, which shall be held on or before the 1<sup>st</sup> day of October.
  - 1) Committee. The committee shall nominate one candidate for each office and five (5) candidates for other positions on The Board of Directors. After securing the consent of each person so nominated, the committee shall immediately report his or her nominations to the Secretary in writing.
  - 2) Nominating Committee. Upon receipt of the Nominating Committee's report, the Secretary shall before October 5<sup>th</sup> notify each member in writing of the candidates so nominated.
  - 3) Additional Nominations. Additional nominations may be made at the October meeting of The Club by any member in attendance, provided that the person nominated does not decline when his or her name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate.
  - 4) Positions. No person may be a candidate for more than one position, and the additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE VI  
Committees

Section 1: STANDING COMMITTEES

- a) The Board may each year appoint Standing Committees to advance the work of The Club. Such committees shall always be subject to the final authority of The Board.
- b) Special Committees may also be appointed by The Board to aid it on particular projects.
- c) Any Committee appointment may be terminated by a majority vote of the full membership of The Board upon written notice to the appointee.
- d) The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VIII

Amendments

Section 1: AMENDMENTS TO THE BYLAWS

- a) Amendments to the Bylaws may be proposed by The Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing.
- b) Amendments proposed by such petition shall be promptly considered by The Board and must be submitted to the members with recommendations of The Board by the Secretary for a vote within three (3) months of the date when the Secretary received the petition.

Section 2: THE BYLAWS

- a) The Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

Section 3: APPROVED AMENDMENTS

- a) No amendment adopted in accordance with this Article shall become effective until a copy of the Amendment has been filed in the office of the New Mexico State Corporation Commission, now known as The Public Regulation Commission as prescribed by law.

ARTICLE IX

Adoption

Section 1: ADOPTION OF BYLAWS

- a) These Bylaws shall become effective when adopted in accordance with Article VIII of these Bylaws of The Enchanted Poodle Club, Inc. as filed in the office of The New Mexico State Corporation Commission, now known as the Public Regulation Commission, and when filed in the office of The New Mexico State Corporation Commission, now known as the Public Regulation Commission.

Section 2: PREVIOUS BYLAWS

- a) All previous Bylaws of The Enchanted Poodle Club, Inc. by whatever name known and whether written or implied, are hereby repealed.

ARTICLE X

Rules of Order

Section 1: RULES

- a) The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern The Club in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation or the Bylaws.

I hereby certify that the foregoing Bylaws were duly adopted by The Enchanted Poodle Club, Inc.  
On the 28 day of, September year of 2008

Secretary

President

Sandy Wright 10/26/08

Frances Lavender-Fish 10/26/08