

Adopted on June 15, 2011

Nutmeg Portuguese Water Dog Club Board of Director Policy regarding the Nominating Committee's Annual Selection of the Club's Slate of Candidates for the Board of Directors

The Board recognizes that the activities of the Club are governed by the Bylaws and that in the event of any inconsistency therewith herein, the Bylaws shall govern. Capitalized terms used herein shall have the meaning ascribed to them in the Bylaws unless otherwise defined herein.

The Nominating Committee

The Bylaws provide in Article V Section 4 that the Board shall choose a Nominating Committee no later than September 1st of each year and that the Nominating Committee shall consist of a minimum of three (3) members and two (2) alternates, all of whom must be Voting Members in good standing. No more than one (1) member of the Nominating Committee may be a member of the current Board. Other than the Board member selected by the Board to sit on the Nominating Committee, no member of the Nominating Committee may appear as a candidate on such Nominating Committee's slate. The Board names the Chairperson of the Nominating Committee.

The Board believes it is appropriate to provide a non-binding aspirational term limit policy (the "Policy") for the Nominating Committee to consider as it chooses and nominates candidates for the nine (9) positions on the Club's Board. Such positions are comprised of the President, Vice President, Secretary, Treasurer and five (5) other Directors. The Nominating Committee should nominate candidates representing the diversity of the Club's membership, including PWD breeders, performance-oriented members working with PWDs and owners of PWDs as pets. The Policy is intended to encourage eligible Voting Members, who have not yet served on the Board, to serve the Club as an officer or director.

The Policy is also intended to provide guidance to prospective board members about the approximate length of service commitment expected of them.

Each year, the Nominating Committee shall use available appropriate means to evaluate the performance of each existing Board member expected or desiring to serve another year in accordance with the Policy. The Nominating Committee shall communicate to each such member a summary of such evaluation and ascertain whether such member wishes to serve for another year. If the Nominating Committee, in its discretion and notwithstanding the Policy, chooses not to nominate an existing Board member who desires to continue to serve, it shall communicate such decision to the member prior to the Board's announcement of the new slate to the Club's members.

The Policy

The Bylaws provide that each Board member is to be elected annually and nothing herein changes that provision in any way.

The Policy shall be as follows:

<u>Office</u>	<u>Range of Annual Consecutive Terms</u>
President	2-4 years
Vice President	1-4 years
Secretary	2-5 years
Treasurer	3-6 years
5 Directors	2-4 years

The goal is to elect two (2) new directors each year.

It is anticipated that (i) the Vice President will be elected President following the completion of the term of the current President and (ii) the President will be nominated to serve as a Director for at least one term following the completion of the President's term in office.

To maintain continuity and effectiveness of the Board, to the extent practical, the Nominating Committee will nominate no more than two (2) new candidates each year.

In any given year on any annual slate, to the extent practical, the Nominating Committee will nominate not more than one new candidate for the position of President, Secretary or Treasurer so that two (2) existing officers will continue to serve during the newly elected officer's first year in office.

The Nominating Committee may elect (1) an existing director to an officer position in the following year and/or (2) an existing officer to a director position in the following year.

Upon completion of a member's Board service, the Nominating Committee shall not nominate such person again to the Board for a minimum of two (2) years, provided that such existing member may be nominated for another year if the Nominating Committee is unable to find another acceptable candidate for the office held by such existing member. Members re-nominated after a minimum of a two (2) year hiatus will be subject to the same Policy as new members.

The Nominating Committee will consider but will not be bound by the Policy when it presents its slate of candidates in accordance with Article V Section 4 of the Bylaws. Any action deemed necessary or appropriate by the Board or Nominating Committee to preserve and maintain the Club as a going concern shall supersede the Policy.

The Policy shall not apply to the Club's Committees or their members which are governed by Article VI of the Bylaws.

Nothing herein shall limit any additional nominations of eligible Voting Members as authorized by paragraphs (b) and (d) of Article V Section 4 of the Bylaws. The Policy shall not apply to any such nomination.

Adopted by the Board of Directors of the Nutmeg PWD Club
on June 15, 2011