

**NEWFOUNDLAND CLUB OF AMERICA
BY-LAWS**

**ARTICLE I
Membership**

Section 1. Eligibility. There shall be three types of membership:

- a) Regular membership is open to all persons 18 years or older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Newfoundland Club of America, Inc. These members will have full voting privileges, if current dues are paid.
- b) Junior membership: Open to all persons 10 through 17 years of age. Juniors cannot vote or hold office. However, they may convert to regular membership upon reaching their 18th birthday.
- c) Honorary-Life membership is for persons who have made an outstanding contribution to the Newfoundland Breed. These members will enjoy all privileges of membership including the right to vote and to hold office.

Section 2. Dues and Levies.

- a) Membership dues shall be assessed annually for all Regular and Junior members, and shall be payable on or before the first of July each year.
- b) The amount of the dues of each membership category shall be determined by a majority decision of the full membership of the Board of Directors prior to March 1 of each year in order to take effect the following July 1. In any year when the Board has not acted by March 1st to change the amount, the dues for the current year shall continue in effect for the ensuing year.
- c) Honorary-Life members are exempt from all dues and levies.

No member may vote whose dues are not paid for the current year. During the month of May each member shall be sent a statement of dues for the ensuing year.

Section 3. Election to Membership.

- a) a) Election to regular membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of this Club, and the rules of the American Kennel Club. The application shall carry the endorsement of two members in good standing, and the applicant shall submit dues payment for the current year to the Membership Chairman.

The applicant's name shall be published in a club publication following initial Board approval, and any comments received by the Membership Chairman within 30 days of publication shall be forwarded to the Recording Secretary to be included in the material distributed to Board members prior to final consideration by the Board. During final

consideration, an applicant must receive a favorable vote of 2/3 of the Board members conducted by secret ballot. The Board may deny membership for any reason and is not required to give reasons for denial of membership.

Applications which have received unfavorable action at a Board Meeting may be presented by the applicant's endorsers at the next meeting of the Club and may be elected by a favorable vote of 75% of the members in attendance at a meeting of the Club. Otherwise, no applicant who has been rejected at any meeting may be again considered at any meeting held within twelve months after the date of the last such rejection.

b) Election to Honorary-Life Membership. Honorary-Life members may be proposed by a Board member or Club member through the Corresponding Secretary. Election will be by 2/3 favorable vote of the Board of Directors, voting by secret ballot.

Section 4. Termination of Membership. Membership may be terminated by:

c) resignation. Any member in good standing may resign from the Club upon written notice to the Membership Chairman; but resignation shall not affect or cancel any obligation for dues or any other debt to the Club which has accrued prior to resignation.

d) lapsing. A membership may be considered lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues or other financial obligations to the Club or Club sponsored functions are unpaid as of the date of that meeting.

e) expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

Meetings

Section 1. Annual Meeting. The annual meeting of the Club shall be held in March, April or May of each year, at such time and place as may be designated by the President. Written notice of each such meeting shall be mailed by the Recording Secretary at least 21 days prior to the date of the meeting. The quorum for such a meeting shall be 1/10 of the members in good standing.

Section 2. Special Club Meetings. Special club meetings may be called by the President or by a majority vote of the members of the Board at any regular or mail meeting of the Board, or by the Recording Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such special club meetings shall be held at such time and place as may be designated by the President. Written notice of such meeting shall be mailed by the Recording Secretary at least 30 days and not more than 60 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. The quorum for such a meeting shall be 1/10 of the members in good standing.

Section 3. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held in March, April, or May of each year, immediately following the Annual Meeting of the Club, as provided in Section 1 of this Article. The quorum for such meetings shall be seven directors present and voting.

Section 4. Special Board Meetings. Special Board meetings may be called by the President or by a majority vote of the Board. Such special Board meetings, whether, face-to-face, or by conference call, shall be held at such time and place as may be designated by the President. Written notice of such meeting shall be mailed by the Recording Secretary at least 14 days and not more than 60 days prior to the meeting, unless such time limit is waived by the President for cause. The quorum for such meeting shall be seven directors.

Section 5. Regular Board Meetings by Mail. Such meetings shall be called by the President whenever it becomes necessary to transact the business of the Club. The Recording Secretary will act as the clearing house for such meetings. Seven written replies from the Directors acceptable under the conditions set forth in Section 6 of this Article will constitute a quorum.

Section 6. Conduct of Mail Meetings. Upon notice from the President that the Mail Meeting is to be held, the Recording Secretary will circulate to the Board an initial letter stating the business to be transacted. Replies will be made to the Recording Secretary. A Board member must mail a reply to each circular of the Recording Secretary by the deadline established by the Recording Secretary to be counted as “attending” the meeting. Directors may vote on the issue as received or may write discussion to be considered if there are insufficient votes to settle the matter. If issues are not settled on the first exchange of letters and sufficient discussion is presented to warrant further correspondence, the Recording Secretary may then circularize the Board in the same manner until a deciding vote is cast. At the close of the meeting, the Recording Secretary will advise the Board members of all decisions reached; this advice will then constitute the minutes.

ARTICLE III

Officers and Directors

Section 1. Board of Directors. The Board of Directors shall be comprised of twelve members, all of whom shall be members in good standing who are residents of the United States. They shall be elected for two year terms as provided in Article IV. Six members shall be elected each year. General management of the Club’s affairs shall be entrusted to the Board of Directors. The officers shall be elected by the directors from among the directors.

Section 2. Officers. The officers of this Club shall consist of a President, a first Vice-President, a second Vice-President, a Treasurer, a Recording Secretary and a Corresponding Secretary. The officers shall be elected by the directors from among the directors, as proposed by Article IV, Section 2, of these By-Laws and shall serve in their respective capacities at all meetings of the Club and, so far as may be appropriate, at all

meetings of the Board of Directors. The Board of Directors at their meeting following the Annual Meeting of the Club shall appoint from their number or from the membership at large, a delegate to the American Kennel Club to serve for a term not less than two years. If the delegate appointed is not a Board Member, he shall have the privilege of attending Board meetings to report on AKC activities, express his opinion on matters under discussion, but shall have no vote.

The immediate past President is entitled to become a non-voting member of the Board of Directors for a period of two years.

- a) **President.** 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.
- b) **Vice President.** The two Vice-Presidents shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity, in the order of their election.
- c) **Recording Secretary.** 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. He shall notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, present the names of proposed new members as received from the Membership Chairman, and carry out such other duties as prescribed in these By-Laws.
- d) **Corresponding Secretary.** The Corresponding Secretary shall have charge of answering all inquiries directed to the Club, and such other correspondence as may be delegated to him.
- e) **Treasurer.** 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 and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered 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. Any board member who fails to attend two meetings without just cause, in a Club year may be removed by a 2/3 vote of the Board.

Section 4. Vacancies. Any vacancy occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board at its first meeting following such vacancy except that a vacancy in the office of President shall be filled automatically by the First Vice-President; the resulting vacancy of the First Vice-President shall be filled automatically by the Second Vice-President, and the resulting vacancy shall be filled by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Nomination, Elections

Section 1. Club Year. The Club's Fiscal year shall begin on the first day of July and end on the 30th day of June. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and continue through the next Annual Meeting.

Section 2. Annual Meeting

a) Annual Meetings of the Members. The Annual Meeting of the Club shall be held in accordance with Article II, Section 1. The Directors chosen by secret ballot from among those nominated in accordance with Section 3 of this Article shall take office immediately upon the conclusion of the Annual Meeting of the members.

b) Annual Meeting of the Board of Directors. The Annual Meeting of the Board of Directors shall be held in accordance with Article II, Section 3. At this meeting, the Board shall elect the Officers from among its members. These officers shall serve until the next Annual Meeting of the Directors, or until their successors have been duly elected. Each retiring officer shall turn over to his successor in office all records and properties related to that office, within 30 days after the election of his successor. Any retiring officer who fails to turn over such records and properties within 30 days may be suspended from all privileges of the Club until the transfer is effected.

Section 3. Elections. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. No later than December 1, the Board of Directors shall select a nominating committee consisting of five members and their alternates in good standing, not more than one of whom shall be a member of the Board. The Board of Directors shall name a chairman 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 six candidates for the position of Director, to replace those six Directors whose terms will expire at the next Annual Meeting, and shall procure the acceptance of each nominee so chosen. The committee shall then submit its slate of candidates to the Recording Secretary on or before September 1. The Recording Secretary shall mail the list of nominations to each member of the Club on or before September 15, so that additional nominations may be made by members of the Club if they so desire.

b) Additional nominations of eligible members may be made by written petition, addressed to the Recording Secretary and received at his regular address on or before November 1, signed by thirty members in good standing and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.

c) If no valid additional nominations are received by the Recording Secretary on or before November 1, the Nominating Committee's slate shall be declared elected as of February 1, to take office at the next Annual Meeting of the Board, and no balloting will be required. The Recording Secretary shall inform the membership on or before February 1 if no balloting is required

- d) If one or more valid additional nominations are received by the Recording Secretary on or before November 1, he shall on or before December 15th, mail to each voting member in good standing a ballot listing all of the nominees in alphabetical order, together with a blank envelope and a return envelope addressed to the Recording Secretary and marked "Ballot" and the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary. Ballots to be considered must be received by the Recording Secretary by February 1. The ballots shall be counted by an independent or professional firm or by three inspectors, none of whom are candidates. Three inspectors and three alternates shall be timely appointed by the six Board members whose terms will not expire at the next Annual Meeting. The candidates receiving the largest number of votes shall be elected to the vacancies on the Board of Directors. The inspectors shall certify the results of the voting prior to February 21st. Results shall be announced in the Annual Meeting Notice. If any director-elect is unable to serve for any reason, the vacancy so created shall be filled by the new Board of Directors, in the manner provided by Article III, Section 4, of these By-Laws.
- e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V

Committees

Section 1. The Board of Directors will 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. The Board may at its discretion determine the size and composition of any committee. Special committees may also be appointed by the Board to aid it on particular projects. The chairman of each committee shall submit an annual report to the Recording Secretary no later than January 2.

Section 2. The Chairman of each NCA committee shall be appointed annually by the Board of Directors for a term of one year. The Board may choose to recommend additional members for each committee appointed.

Section 3. 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 service has been terminated. Each retiring committee chairman or member shall turn over all records and properties relating to the committee to this successor, or, if the committee has been dissolved, to the Recording Secretary, within 30 days after he has been notified of the termination of his office. Any person who fails to do so within 30 days may be suspended from all privileges of the Club until the transfer is effected.

Section 4. Any policy change proposed by a committee must be referred to the Board for consideration. Resulting policy changes must appear in an official communication of the NCA to the general membership.

ARTICLE VI

Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges. Any member may prefer charges against another member for alleged action prejudicial to the best interests of the Club or the Breed and/or failure to abide by the Constitution, By-Laws, or Ethics Guide of this Club. Written charges with specifications must be filed with the Recording Secretary, together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Secretary will also send copies of the charges to the defendant who shall have the opportunity to submit written documents to the Board. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute action 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 interest of the Club or of the Breed, or falls under the jurisdiction of the American Kennel Club, it may refuse to entertain jurisdiction. If the Board decides to entertain jurisdiction, the Recording Secretary shall so inform the parties to the complaint and shall send one copy of the charges by certified mail together with a notice of the hearing. The hearing shall be held at the next regularly scheduled face to face meeting of the Board, unless the date of that meeting would be less than 21 days from the date of the hearing notice. In that event or should the Board decide that such scheduling does not allow adequate preparation time to the Board, or to either or both parties, the hearing date shall be put over until the following face to face meeting.

Section 3. Board Hearing. Should either party to the proceeding choose to be represented by counsel, he shall so inform the Recording Secretary no later than 30 days prior to the date of the hearing. The Recording Secretary shall promptly inform the other party. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such case the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by

secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII

Amendments

Section 1. Amendments to the Constitution and By-Laws and to the Standard for the Breed and the Ethics Guide may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors. All amendments shall be submitted to the membership, inviting comment from the members. No less than 60 days, and no later than four months after submission to the membership the Board shall report on such proposal(s) to the Club and present the same for action.

Section 2. The Constitution and By Laws, the Standard for the Breed and the Ethics Guide may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot in which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballots shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the 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 affect any such amendment.

Section 3. No amendment to the Constitution and By-Laws or to the Standard for the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

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 the purposes of re-organization, 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 as 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
- Report of President
- Report of the Board
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Delegate
- Reports of Committees
- Election of new members
- Unfinished business
- New business
- Adjournment

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 the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers (at the Annual Meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment.