



Newfoundland Club of America, Inc.

Regular Board of Directors Teleconference Meeting

7 p.m. on Friday November 4, 2016 (CDT)

Time to be determined for Saturday November 5, 2016 (CDT)

Time to be determined for Sunday November 6, 2016 (CST)

US toll number: (530) 881-1212
US toll-free number: (855) 212-0212

Committee chairperson call in and times:

TBA

Meeting ID: 860-250-452#
Meeting wall & Meeting PIN: 1859

<https://www.startmeeting.com/wall/860-250-452>

Using the (530) 881-1212 telephone number saves the NCA on teleconference expense; please verify your unlimited long distance status.

Agenda

- 1. AKC Delegate's Report (David Helming).**
 - 1.1. AKC Lifetime Achievement Awardees (Separate Cover)
- 2. Approval of Minutes:**
 - 2.1. October 20, 2016 Regular Teleconference Board of Directors Meeting; pp. 6 – 8.
- 3. President's Report (Pam Saunders):**
 - 3.1.
- 4. First Vice President's Report (John Cornell).**
 - 4.1. Due to Trustee Meeting, No report.
- 5. Second Vice President's Report (Lynne Anderson Powell).**
 - 5.1. .
- 6. Recording Secretary's Report (Steve Britton):**
 - 6.1. Prepared bulletin board and drafted meeting minutes from October 20, 2016 board of directors meeting;
 - 6.2. Compiled agenda and meeting packet for this evening's meeting;
 - 6.3. Compiled revised draft report for proposed amendment to NCA Ethics Guide – per board suggestions.
 - 6.4. Sent question concerning receiving petition by electronic email attachment to board members.

- 6.5. Presuming the board does not meet again in November, and its next meeting is December 15th, the next board agenda packet deadline is Thursday, December 1, 2016.
- 6.6. 2017 Nominating Committee Appointment
- 6.7. 2017 Election Tellers Appointment.
- 6.8. Reminder to reset clocks to fall-back for Sunday's meeting.
- 7. **Corresponding Secretary's Report (Pam Rubio);**
 - 7.1. Request for information about Seaward Newfoundlands.
 - 7.2. Westminster Kennel Club Advertisement; p. 9.
- 8. **Treasurer's Report (Mary L. Price):**
 - 8.1. Periodic Receipts & Disbursements Report – October 7 – October 23, 2016; p. 10.
 - 8.2. Periodic Bank Balances Report – October 23, 2016; p. 11.
 - 8.3. Fiscal Year ending June 30, 2016; Operations Report; pp. 12 – 14.
 - 8.4. Fiscal Year ending June 30, 2016; Balance Sheet Report; p. 15.
 - 8.5. Dues/Donation Report; p. 16.
 - 8.6. Financial Oversight Committee; p. 17.
 - 8.7. Uniform Trophy Report; p. 18.
 - 8.8. National Specialty Comparison Summary; p. 19
 - 8.9. National Specialty Data; p. 20 – 21.
 - 8.10. Proposed NCA Education Foundation; p. 22
- 9. **Standing/Special Committee Reports:**
 - 9.1. **2018 National Specialty Show Report, Steve Britton, chair; working with Artist.**
 - 9.2. **National Specialty Show Coordinating Committee – Postponed from October 20;**
p. 23
 - 9.3. **Ad Hoc Policy Manual Committee;** pp. 24 – 28.
- 10. **Executive Session; pp. 46 – 82.**
 - 10.1 **Good Sportsmanship & Heroic Newfoundland Nominations;** pp. 47 - 50
 - 10.2 **RPC Resignation – Donna Zink;** review of memorandum contained in resignation; pp. 51 – 52.
 - 10.3 **Letter of concern from prospective puppy buyer regarding breeder's list listing;**
pp. 53 - 54.
 - 10.4 **Proposed Ethics Guide Amendments Report (Draft);** pp. 55 - 77.
 - 10.5 **Pending Membership Application - Mary Lou Cuddy;** membership chair; pp. 78 - 82
- 11. **Unfinished Business and General Orders**
 - 11.1. **Curry and Drury Memorial Award Medallions.**

11.2. Breeder's Education/CTMB Survey.

11.3. NCA, Inc. Foundation - feasibility study to develop a new 501(c)3 and to determine methods to accept large donations to support NCA, Inc. activities – pended from March 17, 2016.

11.4. Discussion Item: As a prerequisite for continued affiliation with the NCA, should regional clubs be required to mail copies of newsletters and/or meeting notices when a member of the regional club has specifically requested it? In instances where the club is in conflict with its own bylaws and applicable state laws, should the NCA withhold the particular regional club's abilities to host NCA sanctioned (NCA Working Dog and AKC) events be withheld? (Referred to Governing Document Committee May 2, 2016)

11.5. Pins and Patches

11.6. Redefine EPPC Job Description.

11.7. Additional Discussion on Social Media Groups and Social Media Pages.

11.8. Policy Manual Updates:

- Treasurer's Duties Policy – postponed to October 2016.
- Working Dog Committee – refer to Working Dog Committee – May 2016.
- Corresponding Secretary's Duties – postponed from March, 2016.

11.13. Volunteer Service Agreement (Refer to counsel for review – 06.16.16).

11.14. Pending Membership Application Communication - proposed by Digital Documents Committee. (referred to Membership Committee – June 16, 2016).

11.15. Top Dog Bitch Awards. Referral of communication from member to Awards Committee. Recommendation needed by fall face-to-face meeting for changes to Top Dog/Bitch awards. (Referred to Awards committee June 16, 2016.)

11.16. Working Test & Water Rescue Guides – omission of *Newf Tide info* (referred July 21, 2016 to WDC); pp. 29 – 30.

11.17. Referral of motion to Technical Resources Advisory Committee:

“That the Technical Resources Advisory Committee research, make recommendations and provide technical guidance to the *Newf Tide* Policy Committee relative to existing software available to produce *Newf Tide* as an on-line (digital) magazine. Said investigation and recommendations to include: initial cost investment required; projected live and compatibility with existing programs utilized for the production of the print version, estimate of time involved in moving from one platform to the other. Based upon the Technical Resources Advisory Committee's on-going commitments, receipt of the report would be targeted for mid-Fall 2016 (Mid October to late November).

11.18. Collaborative Digital Newf Tide Production Survey (Authorized, August 18, 2016).

11.19. Appoint Advertising and Promotions Committee (Adopted, August 18, 2016).

11.20. Transfer of RPC media to TRAC (by December 1, 2016).

11.21. Steering Committee Report regarding a pending volunteer service agreement that was referred to legal counsel; pp. 41 – 45.

11.22.

12. New Business:

12.1. Proposed Bylaw Amendments Old West Newfoundland Club; pp. 31 – 40.

12.2. Refer the question requesting a report from the Working Dog Committee to the NCA Board about the recent on-line water test entry pilot project and to make recommendation to the board about regular on-line entries for future working events (Steve Britton).

13. Adjourn.

2015 – 2016 NCA Board Member Directory

President:

Pam Saunders
26825 NW West Union Rd
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Home: 503/647-2472
Cell: 503/705-7181
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First Vice President:

John Cornell
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Second Vice President:

Lynne Anderson-Powell
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Recording Secretary:

Steve Britton
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Corresponding Secretary:

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Treasurer:

Mary L. Price
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AKC Delegate:

David Helming
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Email: davidhelming@aol.com

Director:

Mary Lou Cuddy
1660 Burch Rd
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Director:

Roger Frey
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Director: Sue Marino

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Director:

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Director:

Pat Randall
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Director:

Donna Thibault
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Ashford, CT 06278-0102
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Revised: 10/21/2016

NCA Board of Directors
Teleconference Agenda
Fall Face-to-Face
November 4 – 6, 2016

Official Show Catalogue Advertising
The 141st Annual Dog Show

Monday & Tuesday, February 13 & 14, 2017

Conformation Catalogue Advertising Rates:

Commercial Ad - \$350 Full Page (Click Here)
Breeder Ad - \$150 Full Page (Click Here)
Handler Ad - \$25 Business Card Size (Click Here)
Breed Club - \$25 Business Card Size (Click Here)

Deadline: December 21, 2016
All Ads are B & W

If interested in color ads, please call the office 212-213-3165

Thank you for your support of the show!

* * * * *

Stay Connected:

149 Madison Avenue
Suite 402
New York, NY 10016
212-213-3165

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Newfoundland Club of America, Inc.

Receipts and Disbursements October 7 - October 23, 2016

INCOME				
Dues - Applicants				245.00
10/16/2016	DEP	Dalton		120.00
10/16/2016	EFT	Shapland		125.00
Dues - Renewals				
10/8/2016	7744	NHC	donations 9/30	(100.00)
10/8/2016	7745	NCA Rescue	donations 9/30 & 10/3	(175.00)
10/8/2016	JE	To Record Foreign Postage Levy	9/30/2016	(138.00)
10/8/2016	EFT	Vari	9/30/2016	1,178.00
10/8/2016	EFT	Vari	10/3/2016	410.00
10/16/2016	DEP	Marter		100.00
10/16/2016	DEP	Vari	10/3/2016	1,020.00
10/16/2016	DEP	Vari	9/30/2016	1,515.00
10/16/2016	EFT	Lamuno		136.00
10/16/2016	EFT	Pfeiffer	10/6/2016	105.00
10/18/2016	EFT	Marangon	10/18 - via cr c	105.00
EXPENSES				
Board				
10/16/2016	7749	Pam Saunders	air fare	(550.19)
10/23/2016	7753	L Anderson Powell	air fare	(306.20)
Judges Educ				
10/9/2016	7746	Kim Griffith	Houston seminar	(1,280.48)
10/9/2016	7747	Denise Castonguay	shipping seminar & membership materials	(58.78)
Membership				
10/16/2016	DEP	Weber	decal	5.00
Newf Tide				
Newf Tide:editor				
10/16/2016	7750	Annalyn Paz	3Q16	(4,554.00)
Newf Tide:Issues				138.00
10/8/2016	JE	To Record Foreign Postage Levy	9/30/2016	138.00
Regl Spec. Coord				
10/8/2016	7742	U P S	Northland; Genessee; River King	(87.20)
10/23/2016	DEP	various Regl clubs	2015 - 2016 AKC fees	375.00
10/23/2016	DEP	various Regl clubs	2015 - 2016 AKC fees	200.00
Rescue Prevention				
10/8/2016	7743	D Zink	Sharepoint - 2 mos.	(119.90)
Technical Resources				
10/16/2016	7751	Elan	Bluehost, Google ads, Wild Apricot	(316.50)
10/16/2016	7752	M L Zimmerman	webmaster	(693.34)
			Digimarc	(49.00)
OVERALL TOTAL				(2,896.59)

Newfoundland Club of America, Inc.
Balance Sheet
as of October 23, 2016

NCA, Inc. 501(c)4	BMO Harris	Old National Bank	Maturity Date
NCA Operations CDs			
CD 23 months		26,579.32	4/26/18
CD 23 months		14,801.88	4/26/18
CD 23 months		13,306.30	4/26/18
CD 23 months		13,306.30	4/26/18
CD 23 months		13,306.30	4/26/18
CD 23 months		16,788.65	5/1/18
NCA National Specialty stipend CD		<u>12,134.48</u>	1/23/17
Total - CDs		110,223.23	
Checking	59,507.11		
Savings	<u>10,711.13</u>	<u>24,112.09</u>	
Operations - Total	70,218.24	134,335.32	204,553.56
Juniors Fund	8,346.64		8,346.64
Uniform Trophy Fund	<u>8,646.30</u>	_____	<u>8,646.30</u>
NCA, Inc.	87,211.18	134,335.32	221,546.50

Operations

Fiscal Year ending June 30, 2016

	2016	2016 Budget	Difference	2015
Revenue Producing Activities				
Members' Renewal Dues	78,933	80,000	(1,067)	78,908
Applicants' Dues and Fees	<u>5,712</u>	<u>6,250</u>	<u>(538)</u>	<u>5,792</u>
	84,645	86,250	(1,605)	84,700
Less: Expenses	<u>8,828</u>	<u>8,200</u>	<u>628</u>	<u>7,243</u>
Net Membership Revenue	75,817	78,050	(2,233)	77,457
			-	
<i>Newf Tide</i>				
Advertising	3,850	6,000	(2,150)	6,843
Subscriptions	5,684	4,800	884	4,550
Less: Expenses	<u>43,070</u>	<u>42,000</u>	<u>1,070</u>	<u>30,267</u>
Net <i>Newf Tide</i> Revenue	(33,536)	(31,200)	(2,336)	(18,874)
			-	
<i>Annual of Titlist Revenue</i>				
Less: Expenses	<u>5,152</u>	<u>4,500</u>	<u>652</u>	<u>3,945</u>
Net <i>TITLIST</i> Revenue	(1,552)	600	(2,152)	705
			-	
Breeder's List Revenues				
Less: Expenses	<u>941</u>	<u>230</u>	<u>711</u>	<u>614</u>
Net Breeder's List Revenues	(641)	(30)	(611)	(314)
			-	
Working Dog - Draft				
Less: Expenses	<u>84</u>	<u>600</u>	<u>(516)</u>	<u>308</u>
Net Working Dog - Draft	(17)	(590)	573	(308)
			-	
Working Dog - Water				
Less: Expenses	<u>592</u>	<u>885</u>	<u>(293)</u>	<u>212</u>
Net Working Dog - Water	(472)	(875)	403	(197)
			-	
Disciplinary				
			-	
"Distinguished Member" Fund				
		-	-	
Donations				
			-	10,000
Interest	<u>851</u>	<u>400</u>	<u>451</u>	<u>364</u>
Revenues, Net of Related Expenses	40,450	46,355	(5,905)	68,833

Operations
Fiscal Year ending June 30, 2016

Expenses	2016	2016 Budget	Difference	2015
Board	9,759	7,500	2,259	7,503
President		300	(300)	
Vice Presidents	245	300	(55)	
Recording Secretary	4,587	5,500	(913)	4,366
Corresponding Secretary		100	(100)	
Treasurer	563	800	(237)	788
AKC Delegate		500	(500)	237
Annual Membership Meeting	541	1,500	(959)	1,225
Associations	1,025	1,025	-	1,025
Awards	822	1,200	(378)	780
Breeders Education	1,497	6,800	(5,303)	212
Breeders Referral	384	686	(302)	261
Companion Newf		-	-	
Financial Oversight		50	(50)	25
General Education	1,922		1,922	2,666
Grants	1,500		1,500	11,000
Health and Longevity	2,766	2,900	(134)	1,200
Historian		500	(500)	
International Liaison	643	100	543	20
Judges Education	1,449	2,250	(801)	1,617
Juniors	261	1,000	(739)	1,062
Legal Services	125	200	(75)	175
Legislative Liaison	1,094	1,200	(106)	62
Liability Insurance	2,740	2,800	(60)	2,740
Mediation		300	(300)	
Newf Ambassador	(4)	1,100	(1,104)	91
<i>Newf Tide</i> Policy	52	250	(198)	472
Nominating	3	100	(97)	3
Performance & Companion Events				
Policies				
Publicity		25	(25)	
Recognition	233	2,350	(2,117)	2,029
Obedience		1,900	(1,900)	
TOD/TODD		135	(135)	
Versatility	2,207	2,250	(43)	292
Working Achievement	80	125	(45)	48
Regional Clubs Committee		50	(50)	56
Regional Clubs Liaison		-	-	
Regional Specialties Coordinator	5,518	1,300	4,218	1,491
Rescue Prevention	2,094	3,250	(1,156)	1,689
<i>Register Of Merit</i>	304	200	104	208
Scholarship grant	1,500	1,500	-	200
Specialty Show Coordinator	423	2,000	(1,577)	93
Specialty subsidy	2,134	250	1,884	105
Steering		100	(100)	162
Sunshine		-	-	

Operations

Fiscal Year ending June 30, 2016

	2016	2016 Budget	Difference	2015
Technical Resources			-	
Technical Resources Advisory	147	2,500	(2,353)	240
Database	440	-	440	
Digital Distribution	10,250	10,702	(452)	8,077
Trust Management Board	3,500	3,500	-	3,000
Working Dog	190	191	(1)	415
Other ad hoc committees		300	(300)	
Contingency		-	-	
Miscellaneous	21	100	(79)	-
Total Operating Expenses	61,012	71,689	(10,677)	55,635
Revenues, Net of Related Expenses	40,450	46,355	(5,905)	68,833
Excess of Receipts over Disbursements	(20,561)	(25,334)	4,772	13,198
Balance as of July 1	170,590	168,493	2,096	157,391
Ending Balance - June 30	150,028	143,160	6,869	170,589
			-	
Cash Reserve	143,000	143,000	-	143,000
Operating Fund	7,028	160	6,869	27,589
Ending Balance	150,028	143,160	6,869	170,589

Newfoundland Club of America, Inc.
Balance Sheet
as of June 30, 2016

NCA, Inc. 501(c)4	BMO Harris	Anchor	Maturity Date
NCA Operations CDs			
CD 23 months		26,512.50	4/26/18
CD 23 months		14,764.67	4/26/18
CD 23 months		13,272.85	4/26/18
CD 23 months		13,272.85	4/26/18
CD 23 months		13,272.85	4/26/18
CD 23 months		16,746.44	5/1/18
NCA National Specialty stipend CD		<u>12,095.36</u>	1/23/17
Total - CDs		109,937.52	
Checking	5,277.93		
Savings	<u>10,710.23</u>	<u>24,102.71</u>	
Operations - Total	15,988.16	134,040.23	150,028.39
Juniors Fund	7,384.64		7,384.64
Uniform Trophy Fund	<u>8,646.30</u>	_____	<u>8,646.30</u>
NCA, Inc.	32,019.10	134,040.23	166,059.33

Newfoundland Club of America, Inc.
 Dues Renewals
 Donations
 July 1 thru Roster Cut-off

For Distribution

	F/Y 2017	F/Y 2016	F/Y 2015	Change		2017 vs 2016	
				No.	No. %	\$	\$ %
Dues Renewals & Donations				No.			
Checks	768	70,578	71,269	-10	-1.29%	2,474	3.51%
Credit Cards	<u>193</u>	<u>21,308</u>	<u>21,637</u>	<u>-22</u>	<u>-10.23%</u>	<u>-802</u>	<u>-3.76%</u>
	961	91,886	92,906	-32	-3.22%	1,672	1.82%
Less:							
Foreign postage levy	3,327	3,739	4,020			-412	-11.02%
Health Challenge	102	5,295	5,633	-9	-8.11%	598	11.29%
Rescue Fund	140	5,567	5,479	15	12.00%	2,698	48.46%
Juniors Fund	<u>36</u> <u>278</u>	<u>31</u> <u>267</u>	<u>22</u> <u>240</u>	<u>5</u> <u>11</u>	<u>16.13%</u>	<u>132</u>	<u>15.90%</u>
Net Dues	961	75,111	77,098	-32	-3.22%	-1,344	-1.76%

prepared by
 Mary L. Price
 Treasurer

Newfoundland Club of America, Inc.
 Financial Oversight Committee
 Sandy Gabel, Chair
 Mary Ann Barnhill
 Mary L. Price

Recommendation: Dues and other Fees

The NCA Financial Oversight Committee met in November, 2015 and reviewed historical data, current dues structure, recent changes due to postal increases, new *Newf Tide* editor contract, *Newf Tide* subscription rates, etc. The committee developed these recommendations for the NCA Board's consideration.

- The Board should consider these recommendations and vote by March 1, 2017.

“By-laws. Article I, Section 2. Dues and Levies.

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.

....During the month of May each member shall be sent a statement of dues for the ensuing year.”

- Current Dues and other Fees Structure and Proposed Changes.

	Memberships	Single	Double	Late	Applicant	Newf Tide	Newf Tide	AKC
June 30	Single + Double	Dues	Dues	Fee	Fee	Subscriptions	Subscribers	Registrations
1992	1,571	25.00	30.00	5.00	25.00	25.00	40	2,850
1993	1,423	45.00	50.00			35.00	76	2,874
2000	1,374					40.00	296	2,900
2003	1,403							3,134
2006	1,201	75.00	80.00			55.00	281	3,415
2014	1,099							2,449
2015	1,028			25.00	45.00	60.00	75	2,587
	Proposed	95.00	110.00					

Newfoundland Club of America, Inc.

Uniform Trophy Fund

1989 - 2016

	<u>1989 to date</u>	<u>2016</u> Warwick	<u>2015</u> Warwick	<u>2014</u> Lancaster	<u>2013</u> Frankenmuth	<u>2012</u> Carlisle	<u>2011</u> Frankenmuth	<u>2010</u> Frankenmuth	<u>2009</u> Frankenmuth	<u>2008</u> Warwick
<u>Limited Edition Plates</u>										
Limited Edition Plate Sales-Note 1	270,322.87	465.00	345.00	6,396.00	5,853.00	10,150.55	9,565.00	12,000.00	12,560.62	12,962.45
Cost of Limited Edition Plates	<u>150,031.37</u>	<u>0.00</u>	<u>0.00</u>	<u>4,436.90</u>	<u>5,260.24</u>	<u>9,410.90</u>	<u>9,485.90</u>	<u>9,685.38</u>	<u>11,002.70</u>	<u>9,344.15</u>
Net Income - Ltd. Ed. Plates	120,291.50	465.00	345.00	1,959.10	592.76	739.65	79.10	2,314.62	1,557.92	3,618.29
<u>Uniform Trophies</u>										
Donations	52,262.56	4,490.00	4,080.00	6,733.00	10,524.72	2,705.50	3,587.50	709.47	1,275.00	365.00
Cost of Trophies	-179,111.60	-5,110.25	-6,372.88	-4,762.79	-5,120.81	-4,810.94	-6,320.10	-6,160.20	-6,614.19	-6,261.12
Reimb. by Host Club/NCA - Note 1	12,815.65									
Sales to Co-own & Breeders	<u>3,272.45</u>	<u>0.00</u>	<u>0.00</u>	<u>260.00</u>	<u>209.00</u>	<u>178.00</u>	<u>-2,732.60</u>	<u>-5,450.73</u>	<u>45.00</u>	<u>205.00</u>
Net Cost - Uniform Trophies	<u>-110,760.94</u>	<u>-620.25</u>	<u>-2,292.88</u>	<u>2,230.21</u>	<u>5,612.91</u>	<u>-1,927.44</u>	<u>-2,732.60</u>	<u>-5,450.73</u>	<u>-5,294.19</u>	<u>-5,691.12</u>
Net Margin	9,530.56	-155.25	-1,947.88	4,189.31	6,205.67	-1,187.79	2,811.70	7,765.35	6,852.11	9,309.41
Medallions - Note 3										
Sales-Reg'l NC, breeders, co-owners	2,357.16								90.00	
Artwork - auction proceeds	180.00									
Inventory, mold cost	<u>-3,938.58</u>									
Net Cost	<u>-1,401.42</u>								<u>90.00</u>	
Loan - NCA Operating Fund - Note 4										
Interest Income, less service charges	<u>517.16</u>									
Fund Balance as of October 31, 2016	8,646.30									

NEWFOUNDLAND CLUB OF AMERICA, INC.

National Specialty Comparison Summary

	<u>Summary</u>		2016		2015		2014		2013		2012		2011		2010		2009				
			Warwick RI	Warwick RI	Lancaster PA	Frankenmuth MI	Carlisle PA	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI	Frankenmuth MI			
			<i>Moss-Bow</i>	<i>Moss-Bow</i>	<i>Moss-Bow</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>	<i>Roy Jones</i>			
		(Line A)	159,41	-2,593.88	-1,653.10	4,550.07	8,115.41	6,075.31	9,405.46	3,483.72											
Entry Fees, net of Supt. Costs		(Line A)																			
Catalog Revenues from Ads and Sales		(Line B)	10,735.00	12,895.00	11,472.82	13,669.18	13,759.55	5,262.69	4,590.95	16,321.35											
Other Show Expenses (Judges, Grounds, etc.)		(Line C)	<u>-54,190.34</u>	<u>-70,784.43</u>	<u>-60,964.90</u>	<u>-34,941.64</u>	<u>-62,849.39</u>	<u>-44,942.58</u>	<u>-41,254.59</u>	<u>-36,108.07</u>											
Show Income or Loss (-)			-43,295.93	-60,483.31	-51,145.18	-16,722.39	-40,974.43	-33,604.58	-27,258.18	-16,303.00											
Other Specialty Revenues (Expenses) for Registrations, Education Program, etc.		(Line E)	37,906.25	33,971.13	29,532.25	30,577.29	42,711.46	19,314.99	22,871.21	19,881.95											
Hospitality and Social Events Income		(Line F)	4,305.24	-11,137.27	7,341.96	-3,241.16	-7,288.58	9,282.96	1,167.78	-1,688.52											
Income from Sales of Logo Items		(Line G)	<u>9,965.06</u>	<u>2,737.32</u>	<u>8,629.47</u>	<u>10,727.00</u>	<u>18,199.26</u>	<u>2,461.42</u>	<u>8,377.29</u>	<u>8,694.56</u>											
Other Income or Loss (-)			52,176.55	25,571.18	45,503.68	38,063.13	53,622.14	31,059.37	32,416.28	26,887.99											
Net Income			8,880.62	-34,912.13	-5,641.50	21,340.74	12,647.71	-2,545.21	5,158.10	10,584.99											
Volume	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996
New's	482	546	541	506	420	435	453	515	650	457	549	340	533	662	650	522	580	643	327	548	704
Catalogs	303	384	325	380	354	414	421	559	493	477	435	375	314	505	594	415	700	671	390	700	875
Catalog Ads	55	66	70	91	123	139	146	122	143	111	123	132	143	139	160	140	211	201	131	175	226
Registrations	393	403	503	556	640	607	720	733	712	736	687	518	690	876	822	767	818	592	473	850	725

Newfoundland Club of America
National Specialty Data

Line	2016	2015	2014
	Warwick, RI	Warwick, RI	Lancaster, PA
Entry Fees	Moss Bow	Moss Bow	Moss Bow
Supt. Contract - basic services	17,214.75	18,143.88	14,011.80
process entries			3,869.50
premium lists	447.30	454.81	1,363.71
ribbons, rosettes, badges	1,623.00	1,566.50	2,352.50
mats			
catalogs	<u>3,731.54</u>	<u>5,216.74</u>	<u>4,884.13</u>
Total Superintendent Costs	23,016.59	25,381.93	26,481.64
A Entry Fees, net of Supt. Costs	159.41	-2,593.88	-1,653.10
Catalog Ads	2,690.00	3,290.00	4,490.00
Catalog Sales - at show	7,590.00	8,850.00	6,750.00
Marked catalogs sales	455.00	755.00	652.00
Catalog binding, other income or expense	<u>0.00</u>	<u>0.00</u>	<u>-419.18</u>
B Total Catalog Revenues	10,735.00	12,895.00	11,472.82
Judges Expenses	-8,051.53	-8,239.56	-6,761.52
Stewards	-897.58	-948.64	-391.61
Trophies	-904.44	-1,992.14	-1,068.10
[Uniform Trophies]	[5,110.25]	[6,372.88]	[4,762.79]
Ring Favors and Ribbons	-924.70	-2,437.70	-3,044.07
Photographer / Videographer / Announcer	-813.60	-813.60	
Honors Parade - entries fees	1,570.00	1,608.48	1,695.00
Honors Parade - costs	<u>-914.04</u>	<u>-917.36</u>	<u>-702.80</u>
Net Honors Parade Revenues	655.96	691.12	992.20
Decorative Carting	120.00	14.17	
Tribute to Rescue		-158.63	
Site Preparation		-360.00	
CGC Test	285.00	269.00	110.00
DDX		182.57	
Grounds		-16,576.51	
Tents & Generators	-43,659.45	-39,387.76	-32,821.31
Security	<u>0.00</u>	<u>-1,026.75</u>	<u>-3,325.35</u>
C Total Other Show Revenues/Expenses	-54,190.34	-70,784.43	-60,964.90
D Show Gain or Loss (-)	-43,295.93	-60,483.31	-51,145.18

Line

Newfoundland Club of America
National Specialty Data

	2016		2015		2014	
	Warwick, RI	Warwick, RI	Warwick, RI	Warwick, RI	Lancaster, PA	
Registration Fees	17,695.00	16,585.00	16,245.00	16,245.00		
Reg. packet, cost of contents, credit card fees, etc	<u>-11,543.22</u>	<u>-16,417.96</u>	<u>-10,149.11</u>			
Net Registration Revenues	6,151.78	167.04	6,095.89	6,095.89		
Juniors Activities		-627.93				
Grooming Tent & Parking reservations	19,470.00	16,190.00	17,605.00			
RV Parking	468.20	5,717.70	1,640.00			
Golf Cart Rentals	1,725.00	2,600.00				
Vendor Booths	8,344.50	6,240.00	3,537.50			
Bottled Water	606.77	1,210.15	653.86			
Ringside Seating	<u>1,140.00</u>	<u>2,474.17</u>				
Total Other Specialty Revenues & Exp.	37,906.25	33,971.13	29,532.25			
Hospitality / Social Events						
Hospitality (incl. Welcome, donuts, etc.) expenses	6,400.00	20,437.00	17,931.50	-6,671.70		
Meals - reservations	<u>-8,318.72</u>	<u>-22,541.42</u>	<u>-16,748.40</u>			
Meals - costs	Net Meals Income	-1,918.72	-1,918.72	1,183.10	1,183.10	
Auction & Raffle proceeds		17,266.36	11,854.61	11,568.04		
Top Twenty		4,147.81	-5,193.88	2,374.72		
Working Dog Reception - Forum			-915.20			
Opening Ceremony				-392.20		
Miscellaneous Natl. Specialty expenses		-7,232.37	-6,513.71	-720.00		
Complimentary Hotel Rooms		<u>-2,909.55</u>				
Total Hospitality / Social income	4,305.24	-11,137.27	7,341.96			
Fundraising revenues (sales-shirts,mugs,pins,etc.)	22,700.43	28,387.75	16,889.30			
Cost of fundraising items	<u>-12,735.37</u>	<u>-25,650.43</u>	<u>-8,259.83</u>			
Net Income from Sales of Logo Items	9,965.06	2,737.32	8,629.47			
Net Income	8,880.62	-34,912.13	-5,641.50			

NCA Education Foundation

Based on our consultations with legal counsel, we recommend that the Newfoundland Club of America Charitable Trust add a new fund that will also qualify for 501.c.3 status. The purpose of the fund will be “to support the educational mission of the Newfoundland Club of America.” Funds may be donated to this fund, which will be administered by the Charitable Trust Management Board, which will review all, and approve qualifying, grant requests for funds. The grants must clearly state the educational purpose for the funds, who will have responsibility for them, etc. The criteria for qualifying expenditures will include:

- (1) It is related to the Newfoundland dog

- (2) The educational content will be provided free to the public

- (3) The content/curriculum will be reviewed in advance, and, where appropriate will be offered in conjunction with an activity of an educational institution

- (4) If educational credit is available for those using the content (e.g. as approved Continuing Educational Units) there may be an administrative fee charged to those persons seeking the credit.

The trust board will also develop model language and suggestions from legal counsel to give to people who may wish to make a donation while alive or through their estate to the Newfoundland Club of America for one or more of its charitable purposes (health, Newfoundland rescue service, scholarship or education).

Mary L. Price and Chris Plum

Hi, Robin

Here's what I have on the wording:

Any Newfoundland Breeder who would qualify as a Breeder Judge based on the AKC Judging requirements (12-5-4 in Breed**).

** 12-5-4 requirements are as follows:

- Have 12 or more years of experience exhibiting in Conformation in at least one breed applied for. (Documentation must include date of exhibiting and must be included in order to process application)
- Have bred and raised 5 or more litters on your premises in each breed.
- Have bred 4 or more champions in each breed. (whether or not owned or handled by the applicant)

I have this on the agenda for this month to get the Board to approve it as written above.

Lynne

CORRESPONDING SECRETARY

Duties and Responsibilities

The Corresponding Secretary shall have charge of answering all inquiries directed to the Club and such other correspondence as may be delegated to him/her.

The majority of letters received are requests for either the Breeders List or information on joining NCA. These can be answered by form letter. Other letters require a personal answer such as directing the letter writer to another Officer or Committee Chair. A number of letters are written in response to telephone inquiries.

The Secretary is sometimes required to write letters in the name of the Club to other clubs and the AKC.

The Corresponding Secretary's job is a constant throughout the year, and the Chair cannot let correspondence get backlogged.

History

2/21/08: Email link on the NCA webpsge should go to separate e-mail of the Corresponding Secretary separate from his/her personal e-mail and that Corresponding Secretary is responsible for either answering the email or sending on to the proper person.

4/19/06: The Corresponding Secretary will be in charge of ensuring that all emails sent through the web site to the entire Board of Directors are answer by the proper person or committee.

V33.1 11/30/01 Regarding unauthorized use of membership directory, Corresponding Secretary to contact vendor by letter to determine if aware of fee of \$250 and unauthorized use of directory.

V24.4 07/93 (Mail Meeting)

The Corresponding Secretary will respond to the 900 Breeder referrals with a copy of the NCA Breeder/Stud Dog List and cover letter indicating where general and membership information is available. The "general education" packet will continue to be handled through the General Education Committee exclusively.

V20.4 11/04/89

Corresponding Secretary's name and telephone number will be eliminated from NCA advertising and be replaced by Newfoundland Club of America and a post office box number.

V14.1 11/11/82 (Mail Meeting)

All membership applications to be distributed by either the Membership Chair or the Corresponding Secretary.

V2.2 05/02/71

Expenses for Recording and Corresponding secretaries left to the discretion of Treasurer and respective Secretaries.

TREASURER

Duties and Responsibilities

The Treasurer shall collect and receive all monies due or belonging to the Club and deposit the same, in the name of the Club, in a bank or an account satisfactory to the Board. The books shall be open to inspection of the Board at all times, and the Treasurer shall report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. He/she shall send a copy of the original monthly bank statements to the President. The Treasurer will arrange filing annual tax reports and incorporation papers.

Annually the Treasurer shall submit to the Board a proposed budget for the next fiscal year.

~~It is the responsibility of the Treasurer to secure bonding on an annual basis.~~

Policies and Procedures

Revenues are received by the Committee chairs and are forwarded to the Treasurer, with supporting information, bi-weekly.

Revenues are deposited immediately into the appropriate account-Operating Accounts (checking and savings) etc.

Expenses incurred by Committees are reimbursed to the extent of the approved Budget.

Bank statements are reconciled monthly and copies of the reconciled bank statements are sent to the President.

Accounting records are maintained electronically. ~~Monthly statements are prepared and circulated to the Board and Financial Committee members on request.~~ Annual statements are prepared for the membership, and available at the Annual Meeting and are available to all members on request.

The Budget is prepared from requests submitted by Committees, ~~reviewed by the Financial Committee a on request and~~ presented and approved with any adjustments by the Board at the ~~November~~ June meeting for the next fiscal year.

Checks prepared for payments over \$1,000.00 are co-signed by the President.

Signors on bank accounts are the President, Corresponding Secretary and Treasurer.

History

V34.1 11/2/02

Authorize purchase of 501 championship medallions at \$3.15 each.

Encourage screening clinics at Nationals and Regionals, eg. Cardiology and DNA testing.

Committee should develop policy change, foreign judges for National Specialties should be NCA members

V33.2 2/7/02

#1 Limited Edition plate (2001 2nd edition) to fine arts auction at National Specialty with proceeds to the Uniform Trophy fund.

V34.1 11/2/01

Board encourages clubs hosting National Specialties to offer AKC DNA clinics at a reduced fee offered by AKC.

V34.1 9/3/02

Approve estimated cost of \$2,834 printing and mailing of rescue/auction vote.

V33.3 3/28/02

Add First Federal and Park Banks to list of NCA approved banks for investment of NCA funds

V33.2 3/7/02

Approve \$204.90 to purchase external drive for use by advertising volunteer.

V33.2 2/7/02

#1 Limited Edition plate (2001 2nd edition) to fine arts auction at National Specialty with proceeds to the Uniform Trophy fund.

V33.2 1/10/02

Approve \$1360 for stronger mailing envelopes.

Discontinue application fee of \$35 as of 1/1/02 for regional clubs hosting draft or water tests.

V33.2 2/7/02

Approved an additional \$1,125 for trophy reproduction due to error made in initial request.

Received Tom Russell Charitable Foundation award of \$5000 to be used solely by rescue or scholarship fund. Second year of funding.

V33.2 1/10/02

Board approved \$1350 for production of replicas for BOS & BOW awards. Committee to order 15 years worth of replicas and replace donated one, donated by Chair. Properties will have responsibility to store.

V33.4 6/6/02

Approve grant of \$4,000 to subsidize shipping and other costs associated with bringing painting to Philadelphia Museum for a period of three years

V33.2 1/10/02

Approve \$180 to acquire the NCA breed statistics electronically from AKC.

V32.4 6/19/01

Finance Committee to write article for NewfTide providing answers to members questions regarding NCA's financial policies and procedures

V32.4 5/23/01

NCA and Charitable Trust seamless transfer of funds of up to \$100,000 from M&I of Wisconsin to M&I Bank of Nevada to obtain additional FDIC insurance.

Finance Committee and Treasurer monitor interest rates of current CDs to assure rate is at least 105% of the yield on US Treasury bills. Begin a relationship with other higher interest banks to invest future NCA funds. Explore moving one or more Cds to another bank including Anchor, Capital One and MBNA Banks.

V31.1 11/29/99 (Teleconference)

Treasurer authorized to expend \$800 for review by an outside firm (Smith & Gersterland, CPA) to review Charitable Trust and (NCA) Corporate tax returns.

V28.3 03/25/97

Board directed that a NCA charitable trust be established. Will provide tax deductibility for donations to NHC, Rescue Fund and Junior Scholarship Fund.

V28.1 11/01/96

NCA checks of \$1,000 (and over) will require two (2) signatures (President, Treasurer and Corresponding Secretary are signatories). Only one (1) signature required to transfer funds between accounts.

V22.4 11/10/91

The following policy for handling checks returned to the NCA Treasurer marked “Not Sufficient Funds” is adopted:

- * Upon return of an NSF check to the NCA Treasurer, the check will be returned to the payor with the request for a certified check (or cashier's check or money order) to be remitted for payment. The payor will also be informed that personal (not guaranteed funds) checks will no longer be accepted by the NCA from the payor, for any reason, and that the current transaction (e.g., membership dues, *Newf Tide* ad, etc.) is canceled. The new check must include the \$20 NSF processing fee.
- * The Treasurer will also notify the NCA committee head who forwarded the NSF check, or *Newf Tide* editor if applicable. If the transaction has not yet been completed (e.g., show entry, add layout, membership application or renewal, etc.), the transaction shall be canceled. If the transaction is complete (e.g., ad published in *Newf Tide*), the payor shall be considered in debt to the NCA until the certified check is received.
- * The Treasurer will periodically send a list of NSF checks to the Membership Chair and the *Newf Tide* editor, so that transactions are not processed in the future without accompanying guaranteed funds.

V19.4 11/12/88

Treasurer is bonded - tax number pending.

V19.2 04/30/88

Treasurer to submit quarterly accounting of receipts and disbursements of the Rescue Fund in *Newf Tide*.

V18.4 11/07/87

A \$10 charge will be assessed for insufficient funds checks made out to the NCA. A notice to this effect is to be printed in *Newf Tide*.

V18.4 11/07/87

Because of the cost, the decision to bond Treasurer postponed until Annual Meeting.

V18.4 11/07/87

NCA to hire a CPA to audit books annually at the close of the fiscal year.

V17.3 11/09/86

Club's fiscal policy of bonding the Treasurer reaffirmed

V14.2 06/17/86 (Telephone Meeting)

Treasurer to be bonded and two (2) signatures now required on any check over \$200.

V14.3 05/27/93

Expenditures beyond the adopted committee budget allocations must be approved by the Board.

V14.2 03/12/83

An annual financial report form will be filed with the Club's treasurer at the conclusion of each fiscal year by officers and Committee Chairs.

V14.1 11/11/82 (Mail Meeting)

Noting the high cost of annual audits, an audit will instead be conducted each time a new treasurer is elected or an audit every three (3) years, whichever occurs first, superseding the action taken on 04/23/82.

V13.3 04/23/82

Club's monthly bank statements to be reviewed by another Board member. General NCA fund to pay for annual audit of accounts.

V13.3 04/23/82

Treasurer authorized to deposit surplus Club funds in high-yield interest account.

V13.3 04/23/82

The NCA will fund an annual audit of the Club's accounts.

V11.2 04/02/80

Treasurer to prepare proposed budget for each fiscal year.

| V6.3 06/27/75

Treasurer authorized to cash checks of NCA applicants upon receipt with money to be refunded if applicant is not elected to membership.

Newf Tide Policy for Water Test Submissions

Water tests are to be submitted to *Newf Tide* the first deadline after the event. If the club is unable to submit by the deadline, contact the editor to request to submit by the next deadline. Submission deadlines are: January 2 (1st Quarter), April 1 (2nd Quarter), July 1 (3rd Quarter), October 1 (4th Quarter).

The entire submission, a 350 word article and 300 dpi / ppi photos must come from one individual in the appropriate format. Contact name, email, phone number, and address of this individual must be provided.

Email submission, sent to editor@ncadogs.org, requires the following in the **subject line**:

- host club's name
- event
- date of event

Hard copy submission, mailed to Annalyn Paz, Editor, 15214 Lantern Creek Lane, Houston, TX 77068-3806. **A submission checklist must be completed. Contact the editor for a copy of this form.**

Font and Format Requirements:

- Ariel or Helvetica,
- 12 pt.
- single space
- all margins left justified

Content Submission Format (in the order provided):

- Name of Club
- Date(s)
- Judges
- Article – maximum 350 words submitted as a Word document
- Author
- List of qualifiers grouped by the titles earned (all WDs together, WRDs together, etc.) submit the following (See example provided below):
 - Registered name of dog including any previously earned titles
 - Call name (in parens)
 - Name of handler
 - Day(s) qualified and/or requalified if applicable

Example: **VN GCh. Bond James Bond BN, CD, RE, CGC, WD1, WRD, TDD, DDX** (Bond); handled by Jack Reacher. (*qualified on Sunday*). For additional examples, please refer to a recent *Annual of Titlist*.

Photo Submission Format:

Photos may be submitted either as hard copies (original photo or digital files on usb flash / thumb drive devices) or digital files (email). Clearly identify all people and dogs in photos. Identify photographer(s). Photos that are not submitted in the required format cannot be used and will be rejected (not published).

Digital photos must be must be attached as separate files; not within body of the email	Original, hard copies or photos files on usb flash / thumb drive devices or CDs
<ul style="list-style-type: none"> • Dog's registered name and call name • Owner(s) name • Name of photographer • High resolution (min 1500x2100 pixels) • 300 dpi / ppi (pixels per inch) • JPEG or TIFF format 	<ul style="list-style-type: none"> • Dog's registered name and call name • Owner(s) name • Name of photographer • Send a self addressed stamped envelope for return of photo(s)

Newf Tide Policy for Draft Test Submissions

Draft tests are to be submitted to *Newf Tide* the first deadline after the event. If the club is unable to submit by the deadline, contact the editor to request to submit by the next deadline. Submission deadlines are: January 2 (1st Quarter), April 1 (2nd Quarter), July 1 (3rd Quarter), October 1 (4th Quarter).

The entire submission, a 350 word article and 300 dpi / ppi photos must come from one individual in the appropriate format. Contact name, email, phone number, and address of this individual must be provided.

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- List of qualifiers grouped by the titles earned (all DDs together, TDDs together, etc.) submit the following (See example provided below):
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Summary of Changes for OWNC Bylaws

1. Article II, Section 2 - Revision of how dues notice is sent out
2. Article II Section 3 – Revision of applicant requirements
3. Article II, Section 4 b) – Date changed to April 1
4. Article III, Section 1 - Quorum changed to 10%
5. Article III, Section 2 – Quorum changed to 10%, 20 to 40 days
6. Article III, Section 3 b) #4 – Response changed to 72 hours
7. Article VIII, Section 2 – Clarification of email meeting added

**Old West Newfoundland Club
Constitution and By-Laws
(Revised 2009)**

Constitution

Article I

Name and Objects

Section 1 The name of this non-profit corporation shall be Old West Newfoundland Club Inc. and shall hereinafter be referred to in this document as the Club, OWNC, or the Corporation.

Section 2 The objects of the Club shall be:

- a) To encourage and promote the health and well-being of the Newfoundland Dog through education.
- b) To encourage and promote prudent and responsible breeding of sound purebred Newfoundland Dogs and to do all possible to bring their natural qualities to perfection in accordance with the breed standard as approved by the American Kennel Club.
- c) 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 Newfoundland Dogs shall be judged.
- d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials under the rules of the American Kennel Club, and the water and working trials under the rules of the Newfoundland Club of America and eventually under the rules of the American Kennel Club if and when the American Kennel Club should establish such rules.
- e) To conduct sanctioned matches, specialty shows, and obedience trials under the rules of the American Kennel Club if and when permission is granted by the American Kennel Club, and water and working trials under the rules of the Newfoundland Club of America and eventually under the rules of the American Kennel Club if and when the American Kennel Club should establish such rules.
- f) To cooperate with and encourage the objects and sanctions of the Newfoundland Club of America, Inc. and to do such other things as may be deemed expedient and for the best interest of the Club.
- g) To support and assist in protecting those displaced Newfoundland Dogs in jeopardy of life or health, through an active Rescue program in accordance with the Charter and Operating Procedures for the OWNC, Inc. Newf Rescue Service.

Section 3 The Club shall not be conducted or operated for profit and no such part of any profit or remainder or residue from dues or donation 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 objects.

BY-LAWS

Article I

Geographic Boundaries

Section 1 Geographic boundaries for the Old West Newfoundland Club, Inc. shall be the state of Texas.

Article II

Membership

Section 1 Eligibility: Membership shall be open to all persons who subscribe to the purposes of the Club, and who are in good standing with the American Kennel Club and the Newfoundland Club of America, as follows:

- a) Individual membership open to all persons 18 years of age or older. Family membership allows two votes maximum per household as long as the voting members are 18 years of age or older.
- b) Junior membership open to all persons under 18 years of age, but such members shall have no voting rights, and cannot hold any office in the Club.
- c) Honorary membership for persons who have made an outstanding contribution to the Newfoundland breed of dog, and such members shall have no voting rights, and cannot hold any office in the Club.

Section 2 Dues: Membership dues shall be determined and set for the following year by the Board of Directors with the approval of the membership; dues are payable on or before the first day of March each year. During the month of January the Treasurer shall send to each ~~member a statement of his or her dues for the ensuing year.~~ member, by email or postage service, a statement of his or her dues for the ensuing year. Dues Notice will also be included in the OWNC Newsletter. If the dues have not been received by February 15th, a second notice will be sent by email or postal service. Members whose dues have not been received by March 1st will be considered lapsed and will have until April 1st to send their dues including a late fee to reinstate membership. If payment of the dues is not received by April 1st, membership will be terminated.

Section 3 Applications: Applications will be considered promptly. All Applications will require two unrelated sponsors who are OWNC Members. An Applicant must have attended one club event or adopted an Old West Newfoundland Club Rescue, Inc. dog. The event, which a new potential member must attend, shall include any of the following: the annual or semi-annual meeting, a supported entry, or other OWNC sponsored events. At the Board's discretion, the Board can waive the event attendance requirement if the applicant has met with numerous OWNC Members, if those Members submit a request to the Board to waive the event attendance requirement. When an application is received by the secretary, members will be notified by email and given 30 days to respond with comments before a vote is taken. After the said notice and response time, applicants may be elected at any membership meeting, at any meeting of the Board of Directors or by vote of the Directors by mail, electronic mail, telephone, teleconference, facsimile, or web conferencing. Affirmative votes of 2/3rd of members present at a quorum meeting or 2/3rd of the entire Board shall be required to elect an applicant. ~~Upon receipt of applicant's application, the Secretary shall immediately place applicant's name on Club mailing list and advise said applicant of all Club activities. Any application which has received a negative vote may not re-apply within six months after such rejection.~~ Upon election to membership, the secretary and treasurer shall immediately place applicant's name on Club mailing list, advise said applicant of all Club activities, and update the membership roster. Any application which has received a negative vote may not re-apply within six months after such rejection.

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

- a) Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary but no member in debt to the Club, or Club sponsored functions, may resign.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by ~~May 1; however the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meetings whose dues are unpaid as of the date of that meeting.~~ April 1. At their discretion, the Board may grant an additional 90 days grace period to such delinquent members. A member may not vote at any Club meeting, if that member's dues are unpaid, or has an outstanding financial obligation to the Club or Club-sponsored function, as of the date of that meeting.
- c) Expulsion. A membership may be terminated by expulsion as provided in Article VII of these by-laws.

Article III

Meetings and Voting.

Section 1 Club Meetings: Meetings of the Club shall be held in the state of Texas, twice yearly at such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed or e-mailed to all members by the Secretary at least 30 days prior to the meeting. The quorum for such meeting shall be ~~20%~~ 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 of the members of the Board who are present at any meeting of the Board or who vote by mail or email, or shall be called by the Secretary upon receipt of a petition signed by 10 members of the Club who are in good standing. Such meeting shall be held in Texas at a place, date, and hour designated by the President. Written notice of such meeting shall be mailed or emailed by the Secretary at least 10 days and not more than ~~20~~ 40 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such meeting shall be ~~20%~~ 10% of the members in good standing.

Section 3 Board Meetings:

- a) Meetings of the Board of Directors may be called by the President. Such meetings must be held within Texas at such place, date, and hour as may be designated by the President. The next regular meeting may be decided by the Board before adjournment of any meeting. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 7 days prior to the meeting. The quorum for such a meeting shall be a majority of the current Board.
- b) Regular Board meetings may also be conducted by mail, electronic mail (email), telephone, teleconference, facsimile, web conference, or any up to date communication method available to all the Board members. The Secretary shall conduct such meetings at the request of the President. The Board of Directors shall adopt standing rules defining the procedures for such Board meetings which shall include at least the following:
 - 1) Written notice, email or facsimile of the meeting from the Secretary providing Board members the opportunity to submit motions.
 - 2) A requirement for at least two mail, email, teleconference or facsimile for all debatable motions, the first requesting comments, and a later asking for votes.

- 3) Minutes of such meetings include the individual votes of all Board members.
- 4) No mailing shall require response in less than 14 days. Emails shall not require a response in less than ~~7 days~~ 72 hours.
- 5) A quorum for such meetings shall be the ballots returned by a majority of the current Board.

Section 4 Special Board Meetings:

- a) Special face-to-face meetings of the Board may be called by the President, or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the state of Texas at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or emailed by the Secretary at least 10 days and not more than 20 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. A quorum for such meeting shall be a majority of the current Board.
- b) Special Board meetings may be conducted by any modern means of communication available to all Board members in order to conduct business. Voting may be conducted via mail, electronic mail, teleconference or facsimile. Rules for such Board meetings shall be those for regular meetings in Section 3 (b), except that special meetings may be initiated by written request to the Secretary signed by at least 3 members of the Board.
- c) When time is of the essence, Board decisions may be made by polling the Board by telephone. The Secretary shall conduct such poll at the request of the President, making every reasonable effort to contact each Board member, and recording the date and time of each call, along with each vote. Such records shall constitute the minutes of the poll and shall be entered as such into the Secretary's records. In addition, the Secretary shall place the matter on the agenda for the next regular face-to-face, mail, or email Board meeting, at which time the minutes of the poll must be read, and a motion for ratification of the action entertained by the Board. A quorum for such a poll shall be a response from a majority of the current Board.

Section 5 Voting: Each member in good standing whose dues are paid for the current year and is 18 years of age or older, shall be entitled to one vote at any meeting of the Club at which he is present. Junior members and honorary members shall have no voting privileges. Proxy voting will not be permitted at any Club meeting or election. Family membership allows 2 votes maximum per household as long as voting members are 18 years of age or older.

Article IV

Directors, Officers, and Vacancies

Section 1 Board of Directors: The Board shall be comprised of President, Vice President, Secretary, Treasurer and three other persons all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article V and 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's officers, consisting of President, Vice President, Secretary and Treasurer and three Board Members 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 of the Board, and shall have the duties and powers normally appurtenant to the office of President and in addition to those particularly specified in these by-laws.
- 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 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 such other duties as are prescribed in these by-laws.
- d) 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. The Treasurer shall keep the Club's books, and the books shall be at all times open to inspection of the Board. The financial records shall also be available by request to any club member. The Treasurer shall report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting he or she shall render an account of all monies received and expended during the previous fiscal year.
- e) The three Board Members shall be a voting part of the Board of Directors and shall perform and carry out such duties as specified for this office in a standing rule and/or duties requested by the President mutually agreed to by the Board Member concerned.
- f) The immediate past President is invited to become an ex-officio member of the Board of Directors for one year. At the discretion of the Board, this period may be extended for another year. He or she shall have no Board voting rights.

Section 3 Vacancies: Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following that 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 the Vice President shall be filled by the Board.

Article V

The Club Year, Annual Meeting, Elections

Section 1 Club Year: The Club's fiscal year shall begin on the first day of March and end on the last day of February.

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. The Elected officers and directors shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section 2 Annual Meeting: The annual meeting shall be held in the month of March or in conjunction with an OWNC event as close to the month of March as is feasible. At this meeting Officers and Directors for the ensuing year shall be elected by ballot from among those nominated in accordance with Section 4 of this Article.

Section 3 Elections: The nominated candidate receiving the majority of votes for each office shall be declared elected. The nominated candidates for the Board Member positions will be declared elected by the greatest number of votes. In this position, the membership can vote for up to three candidates, but cast only one vote for each. There shall be no more votes tallied for a candidate than there are eligible members to vote. If this should be the case, then the vote for these positions must be re-taken. In the event a tie occurs, the highest and/or the two highest are declared elected and the remaining position(s) will require a new vote.

Section 4 Nominations: No person may be a candidate in a Club election who has not been

nominated. The Board shall select, no later than October 1, a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a chairman for the committee and it shall be his or her duty to call a committee meeting which shall be held on or before 90 days prior to the annual meeting. The Nominating Committee may meet in person, by mail, email, teleconference or other modern method of communication available to all members.

- a) Present officers may elect individually to seek re-election to the same office by notifying the Chairman of the Nominating Committee in writing, email, or facsimile prior to the deadline set by the Nominating Committee with said deadline being made known to the general membership. This option would hold valid for one additional term only. The Nominating Committee may at their discretion place for election an additional qualified nominee for any office where an incumbent is seeking re-election. After securing the consent of each person so nominated, the committee shall immediately report the nominations to the Secretary in writing via mail, email, or facsimile.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall before 60 days previous to the annual meeting, notify each member in writing via mail, email or facsimile of the candidates so nominated.
- c) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his or her regular address on or before 30 days previous to the annual meeting. The petition must be signed by 6 members and accompanied by the written acceptance of each additional nominee signifying his or her willingness to be a candidate. No person shall be a candidate for more than one office at a time.
- d) Should there be no additional nominations received by the due date, the nominating committee's slate shall be declared elected at the time of the annual meeting and no further balloting shall be required.

Article VI

Committees

Section 1 The Board may annually appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may be served by standing 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. The membership of committees shall be reviewed and re-appointed annually by the Board.

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

Article VII

Discipline

Section 1 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 this Club for a like period.

Section 2 Charges: Any OWNC member may prefer charges against an OWNC member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications

must be filed in duplicate with the Secretary together with a deposit of \$50.00 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 interest of the Club or the breed. 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 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 own defense and bring witness if he or she wishes.

Section 3 **Board Hearings:** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. 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, it 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 or her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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.

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 Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation. The defendant shall have the privilege of appearing in his/her own behalf, if he/she wishes. The meeting 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 expulsion is not so voted, the Board's suspension shall stand.

Article VIII

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 Secretary signed by 20% 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 recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2 The constitution and by-laws may be amended by 2/3 vote of the members casting a vote at any regular meeting or special meeting, including an email meeting, called for that purpose. The proposed amendments shall have been included in the notice of the meeting or posted to an accessible website which shall be identified in the meeting notice at least 7 days prior to the closing of voting. Members shall have 7 days following the special email meeting notice to vote by email.

Article IX

Dissolution

Section 1 Dissolution: 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 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 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 X

Order of Business

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 special rules of order the Club may adopt.

Section 2 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 the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers and Board (at annual meeting)
- Unfinished Business
- New Business
- Adjournment

Section 3 At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Roll Call
- Reading of minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished Business
- Election of New members
- New Business
- Adjournment

Article XI

Code of Ethics

Section 1 The Club subscribes to the tenets of the Code of Ethics as adopted by the Newfoundland Club of America.

To: Newfoundland Club of America, Board of Directors
Attention: Second Vice President, Lynne Anderson Powell

From: Steering Committee (William Matlock, John O'Neill, Chris Plum, Mary Jane Spackman, Jennifer Zabloutny, Marylou Zimmerman)

Date: October 10, 2016

RE: Proposed Volunteer Agreement in the September 15 Board of Director's Packet

The Steering Committee submits the following motion and comments regarding the proposed agreement,

MOTION:

The Steering Committee strongly encourages the Board to revisit the language used in the proposed volunteer service agreement and to access publicly available nonprofit resources in assisting with the creation of a template that would both simplify the language and utilize a format that would encourage additional participation and volunteerism in NCA activities.

The proposed agreement appears to be an employment agreement (even referring to "works made for hire") where the word "volunteer" has been substituted for "employee" (or "consultant"). The intellectual property language in this agreement is appropriate when paying for work product, but it seems excessive for an unpaid volunteer who may have created something of value, but lose its benefit in other markets.

One alternative is (based on a standard contract used by the State of Minnesota):

Intellectual Property Rights. The Volunteer shall own all rights, title, and interest in all of the intellectual property rights, including copyrights, patents, trade secrets, trademarks, and service marks in the works and documents.

License to the Newfoundland Club of America. Subject to the terms and conditions of this grant contract, the Volunteer hereby grants to the Newfoundland Club of America a perpetual, irrevocable, no-fee right and license to make, have made, reproduce, modify distribute, perform and otherwise use the works and documents for any and all purposes, in all forms and manners that the Newfoundland Club of America, in its sole discretion, deems appropriate.

Obligations. Volunteer represents that materials produced or used under this grant contract do not and will not infringe upon any intellectual property rights of other persons or entities including but not limited to patents, copyrights, trade secrets, trade names, and service marks and names.

The Steering Committee is very concerned that asking all active volunteers to sign the proposed agreement may result in a significant number of refusals, placing NCA in the uncomfortable position of not enforcing the agreement or losing volunteers. (Several members of Steering said they would NOT sign the agreement as currently proposed.)

On the issues related to copyright, and how (and when) to transfer ownership from the creator to the NCA, we have attached some references we found helpful.

The Steering Committee has no lawyers among its members, and while we believe these suggestions are appropriate, we urge the NCA to obtain legal advice before adopting any new policy or agreements. (We note that the NCA Board minutes from June indicate that this is either planned or has already been done; if the September 15 proposed agreements is the approved version our comments above are NOT changed.)

NonProfit KnowHow - <https://knowhownonprofit.org/people/volunteers/keeping/volunteer-agreements>
Developing and Managing Volunteer Programs -

<http://managementhelp.org/staffing/volunteers.htm#anchor1409580>

Idealist - www.idealist.org

National Council of Nonprofits - <https://www.councilofnonprofits.org/tools-resources>

Readiness Roadmap - <http://www.readinessroadmap.org>

501 Commons - <https://www.501commons.org/resources/tools-and-best-practices/volunteer-management>

Impact Foundry - <http://www.impactfoundry.org/volunteer-management>

The following three pages have (alternative) sample volunteer agreements collected by members of the Steering Committee

Sample of Volunteer Service agreement - <http://www.serviceleader.org/virtual/sample>
(excerpt below from the above link – adapted to NCA)

Sample Volunteer Agreement and Code of Conduct

The following volunteer agreement was provided to volunteers of the Virtual Volunteering Project (currently inactive). It is presented here as a model to assist those agencies interested in developing an agreement for their volunteers:

(This could be adapted easily to reflect current committee appointment policies, etc.)

Newfoundland Club of America Volunteer Agreement

These are our detailed policies regarding volunteers at our Club. These policies cover the definition of a volunteer, confidentiality, copyright issues, when additional screening is necessary, inappropriate communications, when volunteers can represent the Newfoundland Club of America, online safety, ending your role as a volunteer with the Project and dismissal of a volunteer.

Purpose of Volunteer Policies

These policies are written to provide overall guidance and direction to board and volunteers engaged in volunteer involvement and management efforts. These policies do not constitute, either implicitly or explicitly, a binding contractual or personnel agreement. Our Club reserves the exclusive right to change any of these policies at any time and to expect adherence to the changed policy. Changes to or exceptions from these policies may only be granted by the Board of Directors, and must be obtained in advance and in writing.

Definition of 'Volunteer'

A "volunteer" is anyone who, without compensation or expectation of compensation beyond reimbursement, performs a task at the direction of and on behalf of the Club. A "volunteer" must be officially accepted by the Club prior to performance of the task. Unless specifically stated, volunteers shall not be considered as "employees" of the Club.

Service at the Discretion of the Club

Our Club accepts the service of all volunteers with the understanding that such service is at the sole discretion of the Club. Volunteers agree that the Club may at any time, for whatever reason, decide to terminate the volunteer's relationship with the Club.

The volunteer may at any time, for whatever reason, decide to sever the volunteer's relationship with the Club. Notice of such a decision should be communicated as soon as possible to the volunteer's supervisor.

Representing the Virtual Volunteering Project

Volunteers are asked to not contact organizations or individuals on behalf of the NCA unless they are given express written directions to do so by the Board. Prior to any action

or statement which might significantly affect or obligate the Club, volunteers should seek prior consultation and approval from the Board. These actions may include, but are not limited to, public statements to the press, coalition or lobbying efforts with other Clubs, or any agreements involving contractual or other financial obligations. Volunteers are authorized to act as representatives of the Club as specifically indicated within their job descriptions and only to the extent of such written specifications.

Confidentiality

Volunteers are responsible for maintaining the confidentiality of all proprietary or privileged information to which they are exposed while serving as a volunteer, whether this information involves a single member, volunteer, or other person or involves overall Club business. Failure to maintain confidentiality may result in termination of the volunteer's relationship with the Club or other corrective action.

Copyright/Ownership Issues **see additional options for this section below

<Name of volunteer> hereby grants non-exclusive permission to The Newfoundland Club of America, Inc. for use of any materials produced for the NCA, including graphics materials, web page designs, narratives, research, compilations, instructional texts, etc. Volunteers will receive credit in NCA publications and on the NCA web site for these and other contributions.

Ending Your Volunteer Role

You can cease volunteering with the Club upon the completion of any volunteer assignment, or when you are not currently engaged in an assignment.

Dismissal of a Volunteer

Volunteers who do not adhere to the rules and procedures of the Club or who fail to satisfactorily perform their volunteer assignment are subject to dismissal. No volunteer will be terminated until the volunteer has had an opportunity to discuss the reasons for possible dismissal. Possible grounds for dismissal may include, but are not limited to, the following: gross misconduct or insubordination, theft of property or misuse of Club materials, failure to abide by Club policies and procedures, and failure to satisfactorily perform assigned duties.

Information on this page uses material from:

- Steve McCurley, VM Systems, from his Volunteer Management Series.
- Linda Graff, from her book *By Definition: Policies for Volunteer Programs*, portions of which are reprinted on <http://www.energizeinc.com/art/abyd.html>

Below are two copyright agreements, in the first, the volunteer keeps ownership and grants NCA a license, in the second the copyright is transferred.

Volunteer Agreement to Grant Copyright License to NCA

The undersigned Volunteer hereby grants Newfoundland Club of America ("NCA") a non-exclusive, royalty-free right **in perpetuity** to use the Work, in whole or in part, and to incorporate the Work, in whole or in part, into other works ("Derivative Works") for educational and research purposes, including, but not limited to, reproduction and distribution in NCA's printed and electronic materials and posting of the Work on the NCA's Web site(s).

All right, title, and interest in the Work, including without limitation, any copyright, shall remain with the Volunteer.

The NCA shall own the copyright in any Derivative Works it creates.

This Agreement is made in consideration of and is a condition of the volunteer opportunity offered by NCA,

Signed: _____ Date: _____

Printed Name: _____

Note that "**In perpetuity**" could be replaced by a more restrictive clause, such as "**in print publications created within 12 months of the date of this agreement**" (or anything else one wants to use)

(in contrast to the above, the assignment below must be 'forever')

Volunteer Agreement to Assign Copyright to NCA

The copyright in all works of authorship created in the course of the undersigned Volunteer's service to Newfoundland Club of America ("NCA") shall be owned by NCA. The undersigned Volunteer hereby assigns to NCA all right, title, and interest in:

- a. the copyright to Volunteer's work of authorship ("Work") and contribution to any such Work ("Contribution");
- b. any registrations and copyright applications, along with any renewals and extensions thereof, relating to the Contribution or the Work;
- c. all works based upon, derived from, or incorporating the Contribution or the Work;
- d. all income, royalties, damages, claims and payments now or hereafter due or payable with respect to the Contribution or the Work;
- e. all causes of action, either in law or in equity, for past, present, or future infringement of copyright related to the Contribution or the Work, and all rights corresponding to any of the foregoing, throughout the world.

In addition, to the extent any law or treaty prohibits the transfer or assignment of any moral rights or rights of restraint the Volunteer has in the Contribution or the Work, the Volunteer waives those rights as to NCA, its successors, licensees and assigns.

This Agreement is made in consideration of and is a condition of the volunteer opportunity offered by NCA.

Signed: _____ Date: _____

Printed Name: _____

Prepared by:

List of authors

Principal Author: full name/address of principal author

© 20xx Principal author. All rights reserved.

(The copyright notice can be used or not. You do not need to include a copyright symbol or any kind of notice on this work in order for it to be copyright protected. Nevertheless, putting a notice on the document does afford more protection and alerts others that they cannot make copies or use the materials without getting your permission. However, adding this notice does not affect the NCA's perpetual, irrevocable, no-fee right and license to do whatever with these materials for any and all purposes.)

Prepared for Newfoundland Club of America

(could list NCA president, NT editor or others else here)

ACKNOWLEDGEMENTS

This project was supported in part (or in whole) by the Newfoundland Club of America, which is funded by its members.

DISCLAIMER

This report does not necessarily represent the view(s), opinion(s), or position(s) of the Newfoundland Club of America, its directors or members.

The Newfoundland Club of America makes no warranty, express or implied, with respect to the use of any information, apparatus, method, or process disclosed in this document. Furthermore, the NCA assumes no liability for the information in this report with respect to the use of, or damages resulting from the use of, any information, apparatus, method, or process disclosed in this document; nor does any party represent that the use of this information will not infringe upon privately owned rights.

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