



NEWFOUNDLAND CLUB OF AMERICA

BYLAWS

ARTICLE I

Membership

SECTION 1. ELIGIBILITY. There shall be 5 categories of membership:

a.) Regular (Individual) 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 enjoy all privileges of membership, except those who reside outside the United States may not serve on the Board of Directors or hold office.

b.) Regular (Household) Membership: Is open to two (2) adult persons, who are both over the age of 18 years and reside in the same household, who are in good standing with the American Kennel Club and who both subscribe to the purposes of the Newfoundland Club of America, Inc. These members will enjoy all privileges of membership, except regular household members who reside outside the United States may not serve on the Board of Directors or hold office. Each household member has one vote-

c.) Junior Membership: Is open to all persons 9 through 17 years of age and who are in good standing with the American Kennel Club. Junior members shall enjoy all privileges of regular membership, except they cannot vote, serve on the Board of Directors or hold office. Their membership automatically shall convert to a regular membership upon reaching their 18th birthday.

d.) Honorary-Lifetime Membership: Is for persons who have made an outstanding contribution to the Newfoundland breed and the Newfoundland Club of America, Inc. These members shall enjoy all privileges of membership including the right to vote, serve on the Board of Directors, and to hold office.

e.) Newfoundland Regional Club Membership: Is open to all Newfoundland Club of America, Inc., affiliated Newfoundland Regional Clubs who subscribe to the purposes of the Newfoundland Club of America, Inc. Newfoundland Regional Club Membership is for a Newfoundland Club of America, Inc., Newfoundland Regional Club as an entity, and does not automatically confer Newfoundland Club of America, Inc. membership on any of its individual members. Newfoundland Regional Club Membership is a non-voting membership.

Any existing Newfoundland Regional Club in good standing with the Newfoundland Club of America, Inc., is considered an affiliate of the Newfoundland Club of America, Inc. and is automatically eligible for Newfoundland Regional Club Membership on the date these bylaws receive approval from the American Kennel Club and the membership of the Newfoundland Club of America, Inc.

The Newfoundland Club of America, Inc. may offer its *NewfTide* club magazine to non-members via subscription. A subscription to *NewfTide* does not constitute membership to the Newfoundland Club of America, Inc.

SECTION 2. DUES AND LEVIES.

a.) Membership dues shall be assessed annually and shall be payable on or before the first of July each year except for Honorary-Lifetime Membership.

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 1st of each year to take effect the following July 1st. In any year when the Board of Directors 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-Lifetime members and Regional Club memberships are exempt from all dues and levies.

d.) Postage, or any other fees, may be assessed to individual members of any class who live outside the United States, except Honorary- Lifetime members, as determined by a majority decision of the full membership of the Board of Directors.

No member, whose dues are left unpaid for the current year, may vote. During the month of May each member shall be provided a notice of dues for the ensuing year.

SECTION 3. ELECTION TO MEMBERSHIP.

Election to Regular Membership:

a.) Each applicant for membership shall apply on a form as approved by the Board of Directors. In applying for membership, the applicant agrees to abide by the Constitution and By-Laws and the Ethics Guide of the Newfoundland Club of America, Inc. The applicant also agrees to abide by the AKC Code of Good Sportsmanship and the rules of the American Kennel Club. The applicant must be in good standing with the American Kennel Club. The applicant shall carry the endorsement of two members in good standing of the Newfoundland Club of America, Inc. as sponsors.

The applicant shall submit to the Membership Chairperson the completed membership application, dues payment for the current year, and any other levies as determined by a majority decision of the full membership of the Board of Directors.

Once the Membership Chairperson has received the completed application with dues for the current year as well as any levies (if applicable) and the completed sponsorship forms from both sponsors, the Membership Chairperson shall submit the applicants to the Board of Directors for consideration to publish. The Board of Directors shall vote on each applicant by secret ballot and a majority vote of the Board of Directors is needed to move the applicant forward.

If approved for publication, the applicant's name shall be published in a Club publication. Comments from the Newfoundland Club of America, Inc. membership must be received by the Membership Chairperson, in writing, within 30 days of publication. After the 30-day comment period, the Membership Chairperson shall forward any comments received to the Board of Directors for final consideration for membership. The Board of Directors shall vote by secret ballot and the applicant must receive an affirmative vote of two-thirds (2/3rds) of the Board of Directors present and voting.

The final vote for membership is done by secret ballot and the Board of Directors is not required to give reasons for denial of membership.

Applicants who have been denied membership may appeal such a decision by having both applicant's sponsors speak on their behalf at the next annual membership meeting of the Club. The applicant may be elected to membership by an affirmative vote of 75% of the members present. Otherwise, no applicant who has been rejected by the Board of Directors or did not receive a favorable vote by appeal may apply for membership within twelve months after the date of the last such denial.

b.) Any membership application acted on during the last 90 days of any fiscal year, which results in the applicant's (applicants') election to membership, shall also result in the crediting of the new member's (members') dues payment for the ensuing fiscal year.

Election to Household Membership:

a.) Applicants for Household Membership shall apply on a form as approved by the Board of Directors. In applying for Household membership, the applicants agree to abide by the Constitution and By-Laws and the Ethics Guide of the Newfoundland Club of America. The applicants also agree to abide by the AKC Code of Good Sportsmanship and the rules of the American Kennel Club. The applicants must also be in good standing with the American Kennel Club. The applicants shall carry the endorsement of two members in good standing of the Newfoundland Club of America, Inc. as sponsors.

b.) If a current member in good standing wishes to change their membership to Household by adding an adult, at least 18 years of age, residing at the same address, the additional member must apply for membership as stated above under Regular Membership. The applicant for membership shall apply on a form as approved by the Board of Directors. In applying for membership, the applicant agrees to abide by the Constitution and By-Laws and the Ethics Guide of the Newfoundland Club of America. The applicant also agrees to abide by the AKC Code of Good Sportsmanship and the rules of the American Kennel Club. The applicant must be in good standing with the American Kennel Club. The applicant shall carry the endorsement of two members in good standing of the Newfoundland Club of America, Inc.

The applicant shall submit to the Membership Chairperson the completed membership application, dues payment for the current year, and any other levies as determined by a majority decision of the full membership of the Board of Directors.

Once the Membership Chairperson has received the completed application with difference in dues from a Regular Membership to Household for the current year as well as any levies (if applicable) and the completed sponsorship forms from both sponsors the Membership Chairperson shall submit the applicants to the Board of Directors for consideration to publish. The Board of Directors shall vote on each applicant by secret ballot and a majority vote of the Board of Directors is needed to move the applicant forward.

Election to Junior Membership: Junior Members must be between the ages of over 9 years and under 18 years of age. The Junior applicant shall submit to the Membership Chairperson the completed membership application, dues payment for the current year, and any other levies.

Once the Membership Chairperson has received the completed application with dues for the current year as well as any levies (if applicable) and the completed sponsorship forms from both sponsors, the Membership Chairperson shall submit the applicants to the Board of Directors for consideration to publish. The Board of Directors shall vote on each applicant by secret ballot and a majority vote of the Board of Directors present and voting is needed to move the applicant forward.

Election of Honorary-Lifetime Membership: Honorary-Lifetime members may be proposed with a letter of nomination from any Club member sent to the Corresponding Secretary. Election will be by an affirmative vote of two-thirds (2/3rds) of the full membership of the Board of Directors present and voting. Voting by secret ballot.

Election to Regional Club Membership: Any Newfoundland Club that subscribes to the American Kennel Club Newfoundland breed standard may apply to the Newfoundland Club of America, Inc. for membership by contacting the Membership Chair of the Newfoundland Club of America, Inc.

The club shall apply for Newfoundland Regional Club membership on a form as approved by the Board of Directors. In applying for membership, the applicant(s) agrees to abide by the Constitution and Bylaws and the Ethics Guide of the Newfoundland Club of America, Inc. The applicant(s) also agrees to abide by the AKC Code of Good Sportsmanship and the rules of the American Kennel Club. If the applicant is an AKC Specialty Breed club, they must also be in good standing with the American Kennel Club. The Regional Newfoundland Club does not need the endorsement of two members in good standing of the Newfoundland Club of America, Inc. The procedure for approval to becoming a Regional Club member shall be established by policy set by the Newfoundland Club of America, Inc. Board of Directors.

Denial of this type of membership may not be appealed. A Newfoundland Regional Club may reapply for membership after 1 year.

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 Membership Chair; but resignation shall not affect or cancel any obligation for dues or any other debt to the Club which has accrued prior to resignation.

b.) Lapsing: A membership may be considered lapsed if such member's dues remain unpaid after September 1st. 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. Any member, whose membership has lapsed, will not receive *NewfTide* or any other Club publication or Club benefits during this time.

A person whose membership has lapsed may be reinstated to full membership if they bring their dues current and pay any late fees, as determined by a majority decision of the Board of Directors. This must occur within 1 year (by September 1st) of the lapsed membership. After 1 year the member must make a new application for membership as stated above (section 3).

c.) Expulsion: A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

ARTICLE II

Meetings

Section 1. Proxy Voting: Proxy voting at any meeting of the Newfoundland Club of America, Inc. is prohibited.

Section: 2. Annual Meeting: The annual meeting of the Club shall be held in March, April or May of each year, at such time and date or electronic means as determined by the majority decision of the Board of Directors. Written notice of such meeting shall be mailed or sent electronically by the Recording Secretary at least 21 days but no earlier than 60 days prior to the meeting. Only those members in good standing 70 days prior to the annual meeting may vote. The quorum for such meeting shall be 10% of the members in good standing.

Section 3. Special Club Meetings: Special Club meetings may be called by the President or by a majority vote of the members of the Board of Directors at any regular 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 date or by electronic means as determined by the majority decision of the Board of Directors. Written notice of such meeting shall be mailed or sent electronically 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 10% of the members in good standing.

Section 4. 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 2 of this Article. The quorum for such meetings shall be seven directors present.

Section 5. Regular Board of Directors Meetings: Each Club year, the Board of Directors shall adopt a schedule of monthly regular meetings. These meetings will be conducted in accordance with applicable state laws.

Section 6. Special Board of Directors Meetings: Special Board of Directors meetings may be called by the President or by a majority vote of the Board of Directors. Such special Board of Directors meetings, whether face to face, or by teleconference or electronic means and shall be held at such time and place as may be designated by the President. Written notice of such meeting shall be mailed or sent electronically 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 a meeting shall be seven directors present.

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 and 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 stated by Article IV, Section 2b in 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 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 the Board of Directors and shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these By-Laws.

b.) 1st Vice President: The 1st Vice-President shall have the powers and exercise the duties of the President in case of the President's absence or incapacity. Further, other duties may be assigned by the Board of Directors.

c.) 2nd Vice President: The 2nd Vice-President shall have the powers and exercise the duties of the President in case of the President's and the 1st Vice President's absence or incapacity. Further, other duties may be assigned by the Board of Directors.

d.) Recording Secretary: The Recording Secretary shall keep a record of all meetings of the Club and of the Board of Directors, and of all matters of which a record shall be ordered by the Club. S/he shall notify members of meetings and notify officers and directors of their election to office.

The Recording Secretary will keep a roll of the members of the Club along with their contact information, present the names of the new members and carry out such other duties as prescribed in these By-Laws. At its discretion, the Board of Directors may assign to the Membership Chair the duties to maintain the roll of the members of the Club along with their contact information, receive the new member applications and present the names of the new members.

e.) Corresponding Secretary: The Corresponding Secretary shall have charge of answering all inquiries directed to the Club, and such other correspondence as may be delegated.

f.) Treasurer: The Treasurer shall collect and receive all monies due or belonging to the Club except otherwise voted by the Board of Directors. Monies shall be deposited in financial institutions as approved by the Board of Directors, in the name of the Club. The Treasurer shall be responsible for the timely and accurate preparation and filing of all applicable tax returns. The financial records shall always be open to inspection by the Board of Directors. A report shall be given at every regular meeting of the Board of Directors of the condition of the Club's finances and every item of receipt or payment not previously reported. After the close of the Club's fiscal year an accounting shall be rendered of all monies received and expended during the previous fiscal year and subsequently be reported at the next annual meeting.

Prior to the beginning of the new fiscal year the Treasurer shall prepare the Club's budget for the new fiscal year, which shall be presented to the Board of Directors for approval. The Treasurer shall monitor and maintain the budget throughout the year and apprise the Board of Directors of any need for amendments to said budget.

The Treasurer shall be bonded in such an amount as determined by the Board of Directors.

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

Committee Liaison: The Board of Directors shall appoint a Director(s) or other member to serve as Committee Liaison(s) as a liaison between the Board of Directors and all Newfoundland Club of America, Inc. committees. All committee reports and committee requests will be compiled by the liaison(s) for timely reporting to the Board of Directors via the Recording Secretary. All direction from the Board of Directors shall be dispersed to committees through the Committee Liaison(s). The Committee Liaison(s) shall keep a current list of all chairpersons and members serving on all committees.

Regional Club Liaison: the Board of Directors shall appoint a Director or other member to serve as a Regional Club Liaison. If the Regional Club Liaison is not a member of the Board of Directors, they shall attend meetings of the Board of Directors but shall have no vote. All Regional Club reports and Regional Club requests will be compiled by the liaison for timely reporting to the Board of Directors via the Recording Secretary. All direction from the Board of Directors shall be dispersed to Regional Clubs through the Regional Club Liaison. The Regional Club Liaison shall keep a current list of all Regional Club requirements as outlined by Newfoundland Club of America, Inc. Regional Club policy.

Assistant(s) to the Board of Directors: At its discretion the Board of Directors may assign an assistant, as needed, to any Board of Directors position or office.

Section 3. Attendance: Any Board of Directors member who fails to attend two meetings without just cause in a Club year may be removed by an affirmative vote of two-thirds (2/3rds) of the Board of Directors.

Section 4. Vacancies on the Board of Directors: Any vacancy (including a vacancy of the AKC delegate) occurring on the Board of Directors shall be filled for the unexpired term of office by a majority vote of the members of the Board of Directors at its first meeting following such vacancy. The exception being that a vacancy in the office of President shall be filled automatically by the 1st Vice-President. The resulting vacancy in the office of the 1st Vice-President shall be filled by a majority vote of the members of the Board of Directors. The 2nd Vice President does not automatically move to the office of 1st Vice President in the event of the vacancy of the President.

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 and terms of office shall begin immediately following the adjournment of the Annual Meeting and continue through the final adjournment of the next annual meeting.

Section 2. Annual Meetings:

a.) Annual Meetings of the Members: The Annual Meeting of the Club shall be held in accordance with Article II, Section 2. 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 4. At this meeting, the Board of Directors 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 their successor all records and properties related to that specific office within 30 days after the election of their 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 completed.

Section 3. Elections: No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. Write-in voting is not permitted.

a.) No later than December 1, the Board of Directors shall select a nominating committee consisting of five members and two 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.

b.) The Nominating Committee shall nominate six candidates for the position of Director from among eligible members of the Club, which may include any sitting Board of Directors members whose terms will expire at the final adjournment of the next Annual. The Nominating Committee shall procure the acceptance of each chosen nominee. The Nominating Committee shall then submit its slate of candidates to the Recording Secretary on or before September 1. The Recording Secretary shall mail or distribute, electronically, the list of nominations to each member of the Club on or before September 15th, so that additional nominations may be made by members of the Club if they so desire.

c.) Additional nominations of eligible members may be made by written petition, signed by thirty members in good standing, who are eligible to vote. The petition must be accompanied by a written declaration of acceptance from the nominee signifying their willingness to be a candidate. The original petition, with signatures, and the original signed declaration of acceptance must be received by mail to the Recording Secretary at their US Postal address on or before November 1.

d.) 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. The slate shall take office immediately upon the final adjournment of the Annual Meeting of the members. No balloting will be required. The Recording Secretary shall inform the membership on or before February 1 if no balloting is required.

e.) If one or more valid additional nominations are received by the Recording Secretary on or before November 1, they shall, on or before December 15th, mail to each voting member in good standing a ballot listing all the nominees in alphabetical order, together with a blank envelope, a return envelope addressed to the Recording Secretary and a marked "Ballot" with the name of the member to whom it was sent.

So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary. 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 appointed in a timely manner by the six Board members whose terms will not expire at the next Annual Meeting. The candidates receiving the highest number of votes shall be elected to the vacancies of 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.

Voting shall be conducted as stated above (e.) or by electronic balloting by an independent firm in accordance with applicable state law and AKC policy.

Proxy voting is not permitted.

If voting by electronic ballot a member must sign a written authorization agreeing to this method of balloting, which is revocable, which agrees to release the club from liability should the ballot be received late or not received by the member, due to circumstances beyond the club's control. Members who do not provide written authorization will continue to receive all materials via USPS.

f.) 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 of Directors. The Board of Directors may, at its discretion, determine the size and composition of any committee. The Board of Directors shall choose to add additional members at its discretion. Special committees may also be appointed by the Board of Directors to aid the Board of Directors on projects.

Section 2. The Chairperson of each Newfoundland Club of America, Inc. committee shall be appointed annually by the Board of Directors for a one-year term. The Chairperson of each committee must submit a proposed annual budget to the Committee Liaison no later than May 1st. The Chairperson of each committee shall submit an Annual Report to the Recording Secretary no later than January 2.

Section 3. Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notification by the Committee Liaison to the committee member. The Board of Directors may appoint successors to those persons whose service has been terminated. Each retiring committee chairperson or member shall turn over all records and properties relating to the committee to their successor, or if the committee is dissolved, to the Recording Secretary, within 30 days after they have been notified of the termination of their office. Any person who fails to do so within 30 days may be suspended from all privileges of the Club until the transfer is completed.

Section 4. Any policy change proposed by a committee must be referred to the Board of Directors for consideration. Upon approval by the Board of Directors the resulting policy change(s) must appear in an official communication of the Newfoundland Club of America, Inc. to the general membership.

ARTICLE VI

Mentor / Ambassador / Volunteer Positions

Section 1. The Board of Directors may annually appoint/reappoint members to various mentor/ambassador/volunteer or other positions within the Club. Their fitness to serve in such a position is at the Board of Directors sole discretion, and any mentor/ambassador/volunteer or other position may be removed with or without cause by an affirmative vote of two-thirds (2/3rds) of all Board of Directors members with written notice.

ARTICLE VII

Discipline

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

Section 2. Charges: Any member may prefer charges against another member for alleged action prejudicial to the best interest of the Club or the Breed and/or failure to abide by the Constitution, Bylaws, 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 Recording Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present the charges at a Board of Directors meeting. The Recording Secretary will also send copies of the charges to the defendant (with return receipt requested and delivery restricted to addressee) who shall have the opportunity to submit written documents to the Board of Directors. The Board of Directors 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 of Directors 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 of Directors, by an affirmative vote of two-thirds (2/3rds), decides to entertain jurisdiction, the Recording Secretary shall inform the parties of the complaint and shall send one copy of the charges by certified mail (with return receipt requested and delivery restricted to addressee) together with a notice of a hearing. The hearing shall be held at the next regularly scheduled face to face

meeting of the Board of Directors unless the date of the meeting would be less than 21 days from the date of the hearing notice. In that event or should the Board of Directors decide that such scheduling does not allow adequate preparation time to the Board of Directors, or to either, or both parties, the hearing date shall be held over until the next face to face meeting.

The Board of Directors, by an affirmative vote of two-thirds (2/3rds), may prefer charges against a member for cause, in which case it shall provide written charges with specifications to the Recording Secretary, who shall promptly send a copy of the charges to the accused member by certified mail (with return receipt requested and delivery restricted to addressee) with notice of the hearing as set forth above.

Section 3. Board of Directors Hearing: Should either party to the proceeding choose to be represented by counsel, the party shall 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 and the Board of Directors that the first party will be represented by counsel. Whether represented by counsel or not, both parties shall be treated uniformly. After hearing all the evidence and testimony presented by the complainant and defendant, the Board of Directors may, by majority vote of those present, either dismiss or sustain the charges.

Should the charges be sustained, the Board of Directors may issue a reprimand or suspend the defendant from all privileges of the Club for no less than 1 month or no longer than 12 months.

Immediately after the Board of Directors has reached a decision, the findings shall be put in an official written document and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board of Director's decision and penalty, if any.

If the Board of Directors deems the above punishments insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such case the suspension shall be immediate and shall remain in place until the recommendation of expulsion can be presented to the membership for vote at the next meeting of the Club. The suspension shall not restrict the defendant's right to appear before their fellow members at the ensuing Club meeting in which the Board of Director's has presented the recommendation of expulsion.

Section 4. Expulsion: Expulsion of a member from the Club may be accomplished only at a Meeting of the Club following a hearing and upon the recommendation of the Board of Directors as provided in Section 3 of this Article. The President shall read the charges, findings and recommendations from the hearing and shall invite the defendant, if present, to speak on their own behalf though no evidence shall be taken at this meeting. The Club members in attendance, who are in good standing, shall then vote by secret ballot on the proposed expulsion. An affirmative vote of two-thirds (2/3rds) of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall remain.

ARTICLE VIII

Misconduct at Newfoundland Club of America, Inc. Working Events

When misconduct occurs at a Newfoundland Club of America, Inc. working Event it will be the responsibility of the test committee (Chairman, Secretary, and 3rd Member) and judges to investigate any alleged prejudicial conduct occurring in connection with or during the progress of its event. If the alleged misconduct is perpetrated by any of above individuals, they shall recuse themselves from this process. If the Test Chairman is recused from this process the Secretary will perform the duties below.

Based on the evidence presented and by a majority vote of the test committee and judges, they shall determine:

- 1.) Whether the charged conduct has been proven.
- 2.) Whether the conduct was prejudicial to the Test, Newfoundland Dogs, or the Newfoundland Club of America.
- 3.) Whether the charged conduct occurred in connection with, or during, an event.

Once investigated, and if the alleged prejudicial conduct is found to be true to the 3 statements above, the Test Chairman shall submit the findings to the Working Dog Committee within 7 days of the test.

Within 30 days of receiving the details from the test the Working Dog Committee shall review the findings submitted and determine if further action is needed or required. The Working Dog Committee shall report the incident with the findings submitted and their recommendation to the Newfoundland Club of America, Inc. Board of Directors.

The Newfoundland Club of America, Inc. Board of Directors shall review all submissions, and the recommendation submitted by the Working Dog Committee. A vote of two-thirds (2/3rds) of the Newfoundland Club of America, Inc. Board of Directors present and voting may determine that no further action is needed. If the Newfoundland Club of America, Inc. Board of Directors determines that further action is necessary, the Newfoundland Club of America, Inc. Board of Directors may choose suspension of all test privileges for the individual and the entered dog(s) registered to that individual or handled at the event, for 6 months, 1 year, 2 years or life. The individual has the right to appeal the suspension to the Board of Directors.

A suspension from a Newfoundland Club of America, Inc. working event does not exempt a Newfoundland Club of America, Inc. member from further discipline as stated under Article VII, Section 2.

ARTICLE IX

Amendments

Section 1. Amendments to the Constitution and Bylaws, the Breed Standard and the Ethics Guide may be proposed by the Board of Directors or by a written petition signed by 20% of members in good standing. The signed written petition must be received by the Recording Secretary by USPS mail or electronic transmission. The written 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 of Directors shall report on such proposal(s) to the Club and present the same for action.

Section 2. The Constitution and Bylaws, the Breed Standard and the Ethics Guide may be amended at any time provided a copy of the proposed amendment(s) has been mailed or electronically transmitted by the Recording Secretary to each voting member in good standing, accompanied by a ballot in which a choice of for or against the proposed amendment(s) shall be indicated. Balloting, whether by mail or sent electronically, shall be by secret vote. Notice with such ballots shall specify a date not less than 30 days after the date postmarked or electronically transmitted by which date the ballots must be returned to the Recording Secretary to be counted. An affirmative vote of two-thirds (2/3rds) of the members in good standing, who return valid ballots within the time limit, shall be required to affect any such amendment(s) change.

Voting shall be conducted as stated in Article IV sec 1e or by electronic balloting by an independent firm in accordance with applicable state law and AKC policy.

Proxy voting is not permitted.

If voting by electronic ballot a member must sign a written authorization agreeing to this method of balloting, which is revocable, which agrees to release the club from liability should the ballot be received late or not received by the member, due to circumstances beyond the club's control. Members who do not provide written authorization will continue to receive all materials via USPS.

Section 3. No amendment(s) to the Constitution and By-Laws or the Breed Standard shall become effective until such amendment(s) have been approved by the membership of the Newfoundland Club of America, Inc. and the Board of Directors of the American Kennel Club.

ARTICLE X

Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the voting members in good standing. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property, proceeds or assets shall be distributed to any member(s) of the Club. After payment of the debts of the Club, all property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.

ARTICLE XI

Order of Business

Section 1. The order of business at meetings of the Club and meetings of the Board of Directors, so far as the character and nature of the meetings permit and unless otherwise directed by a majority vote of those present, shall be as follows:

Roll Call

Approval of Minutes

Report of Officers and Standing Committees

Reports of Special (Ad-Hoc) Committees

Special Orders

Unfinished Business and General Orders

New Business

Adjournment

ARTICLE XII

Parliamentary Authority

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 bylaws and any other special rules of order the club may adopt.

Approved April 8, 2025