

THE NORTHSTAR NEWFOUNDLAND CLUB

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Eligibility

There shall be two types of membership:

a) Regular membership shall be open to all persons who support the objectives of the Club and who are in good standing with the Newfoundland Club of America, Inc. and the American Kennel Club. These members will have full voting privileges, if current dues are paid.

b) Honorary-Life membership is for persons who have made an outstanding contribution to the Newfoundland Breed. These members will enjoy all privileges of membership including the right to vote and to hold office.

Section 2. Dues

- a. The Board of Directors shall recommend the amount of the annual dues for the succeeding fiscal year if there is to be a change in amounts. The membership shall then vote on the Board's recommendation at the fall Club meeting.
- b. Dues will be payable by March 15th of each year.
- c. An individual membership shall entitle the member to one vote. A family membership shall entitle two members, eighteen years or older, living at the same address, to one vote each.
- d. Any member joining after September 15th of a given year will pay one-half of the current year's dues.
- e. Dues are considered an obligation to the Club and are nonrefundable.

Section 3. Election to membership

a) Election to Regular membership. The application for membership shall state the name(s) and address of all the applicant(s), and it shall carry the endorsement of two voting members of the Club. The application shall request the applicant's interest in joining the Club and previous experience with dogs, if any. The prospective member

shall submit a check in the amount of dues payable for the current year with the application. The name(s) of the applicant(s) shall be published in one issue of the newsletter. If no objections are received by the Membership Chair within 30 days of said publication, election to membership is automatic. If an objection is received by the Membership Chair, the objection will be discussed, and the application will be reviewed and voted on at the next general membership meeting.

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

Section 4. Termination of Membership

Membership may be terminated:

- a. by resignation. Any member of the Club may resign from the Club upon written notice to the Membership Chair or President.
- b. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by May 1. In no case will a person be entitled to vote at any Club meeting whose dues are unpaid as of March 15th.
- c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of the Club's By-Laws.

Section 5. Reinstatement of Terminated Membership

Except as pertaining to Article VI of the Club's By-Laws, former Club member(s) in good standing may petition the Board for continuing membership. Such Board action could constitute granting full and unbridged rights and privileges accorded all renewing active members. The procedure for former member(s) is as follows.

- a. If said action occurs on or before the end of that calendar year:
 - i.) Submit a written petition to the Board of Directors via the Membership Chair, stating the reasons or circumstances as to why membership to the Club is again requested. A check in the full amount of the current annual dues must accompany this petition.
 - ii.) The prevailing aye / nay decision of the Board will be conveyed in written form by the Membership Chair to the requesting party(s). Any and all references regarding a written petition are to remain private and unpublished, with only the Board's decision becoming part of the record.

- b. If said action occurs after that calendar year ends, former Club member(s) will be considered as new applicants to the Club, subject to all of the aforementioned sections of this Article, the Club's By-Laws and Code of Ethics.

ARTICLE II

OFFICERS, DIRECTORS, AND THEIR ELECTIONS

Section 1. Board of Directors

- a. The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, and four Directors. The immediate Past President shall have the right to serve on the Board as a non-voting member.
- b. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall establish the rules and regulations of the Northstar Newfoundland Club. The rules and regulations shall govern the management of the affairs of the Club. The rules and regulations shall not be inconsistent with the Constitution and By-Laws of the Northstar Newfoundland Club, the Newfoundland Club of America; nor with federal, state, and local statutes. These rules and regulations will be revised at the discretion of the Board.
- c. The Board of Directors shall have the task of arranging programs for general membership meetings.

Section 2. Officers, Directors and their duties

The Club's Officers, consisting of the President, Vice President, Secretary, Treasurer, and other Directors shall serve in their respective capacities both at Club meetings and at Board of Directors' meetings.

- a. The President shall preside at all meetings of the Club and of the Board of Directors and shall have the powers and duties normally appurtenant to the office of President, as well as those particularly specified in these By-Laws. The President shall prepare the agenda for all meetings and direct the affairs of the Club between meetings.
- b. The Vice President shall have the powers and exercise the duties of the President in the case of the President's death, disability or absence. The Vice President shall serve as an ex-officio member of all committees of the Club.
- c. The Secretary shall keep a permanent record of all Club meetings and Board meetings and all other matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings and notify Officers and Directors of their election to office, and discharge other matters as defined in the By-Laws. The

Secretary shall have charge of answering inquiries directed to the Club, and such other correspondence as may be delegated by the Board.

- d. The Treasurer shall receive all monies due or belonging to the Club and maintain financial records of the Club's monies. The Treasurer shall deposit the same in a bank or financial institution satisfactory to the Board of Directors, in the name of the Club. The Club's financial records shall at all times be open to inspection by the Board of Directors and, upon reasonable notice, to any Club member. The Treasurer shall report the condition of the Club's finances at every meeting of the Board and the membership. At the annual meeting, the Treasurer shall render a written account of all monies received and expended during the preceding year. The Treasurer may be bonded by the Club in such a manner as the Board of Directors shall determine. The Treasurer shall deposit all monies of the Club within thirty days of receipt and pay all bills of the Club once received within fourteen days of receipt.
- e. The remaining Directors shall act as representatives of the Club's general membership.

Section 3. Eligibility for Office

To be eligible to serve as an Officer or Director, a candidate must have been a voting member of the Club for one year and have attended at least two Club meetings the previous year. No voting member who is an Officer or Director in any other Newfoundland Club, except the Newfoundland Club of America, Inc., shall serve as an Officer or Director of the Club.

Section 4. Election of Officers

Officers shall be elected, in odd numbered years, for two-year terms by written secret ballot at the annual Club meeting. Official ballots will be printed and mailed by the Membership Chair at least fourteen days prior to the date of the annual meeting. Absentee ballots will be allowed if they are received by the Membership Chair prior to the start of the annual meeting.

Ballots shall be counted by three voting members who have no affiliation to the candidates.

Section 5. Election of Directors

The four other Directors shall be elected by written, secret ballot in even numbered years for two-year terms. Absentee ballots will be allowed as per Section 4. Ballots shall be counted as per Section 4.

Section 6. Tenure

The tenure of an Officer or Director shall not exceed a maximum of four consecutive years in any one office.

Section 7. Relationships of Directors

No more than one voting member of an immediate family (father, mother, brother, sister, son, daughter, husband or wife) may be currently serving as an Officer or Director.

Section 8. Vacancies

- a. A vacancy shall occur if an Officer or Director resigns or fails to attend at least half of the scheduled and called Board meetings in an official Club year unless reasonable cause is presented to the Board. If cause is deemed unacceptable by the Board, the Secretary shall notify the Officer or other Director within ten days of the Board's decision.
- b. An interim appointment of the Board to fill the vacancy shall be accomplished in person, by phone or mail within thirty days of the last missed meeting. The appointed Officer or Director shall serve for the unexpired term of the specified office.
- c. If a Director is elected to the position of an Officer, thereby creating a vacancy on the Board, that vacancy shall be filled per section 8b.

ARTICLE III

MEETINGS AND VOTING

Section 1. Regular Club Meetings

- a. There shall be at least four Club meetings each year, preferably one meeting per quarter.
- b. Meetings of the Club shall be held at such hour and place as determined by the Board of Directors.
- c. Written notice of such meetings shall be mailed at least fifteen days and not more than 40 days prior to the date set for the meeting.
- d. The quorum for such meetings shall be ten percent of the voting members.

Section 2. Special Club Meetings

- a. Special Club meetings may be called by the President or by a majority of the members of the Board who are present and voting at any regular or special meeting of the Board or shall be called by the Secretary upon receipt of a petition signed by five voting members of the Club.
- b. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting.
- c. Such notice shall state the special purpose of the meeting and the date, time and location of the special meeting as determined by the President.
- d. The quorum for such meeting shall be ten percent of the voting members of the Club.

Section 3. Club Meetings by Mail or Other Electronic Means

- a. Club meetings by mail or other electronic means shall be called by the President whenever it becomes necessary to transact Club business of an urgent nature and/or a regular Club meeting is not scheduled to occur within the next forty-five days. The Secretary shall act as the clearinghouse for such meetings. Written replies from ten percent of the voting Club's members shall constitute a quorum for Club meeting by mail or other electronic means.

- b. Upon notice from the President that a Club meeting by mail or other electronic means is to be held, the Secretary will send a notice stating the business to be transacted and soliciting comments from all voting Club members. Comments must be received by the President within ten days of the original notice.
- c. A second mailing, including all comments received by the President and space for voting on the business being transacted, shall be mailed by the Secretary within ten days of the deadline for comments. Voting members shall return the aforementioned second letter to the Secretary within ten days of mailing to be considered as attending the meeting.
- d. If the issue is not settled or a quorum is not reached by the mail meeting, the issue will be placed on the agenda for the next regular Club meeting.

Section 4. Board Meetings

- a. There shall be at least four Board meetings per year. The date, time, and place of the Board meetings shall be determined by the majority of the Board.
- b. Notice of each meeting shall be sent by the Secretary at least fifteen days prior to the date of the meeting to the Board Members.
- c. The quorum for such a meeting shall be a majority of the Board.

Section 5. Executive Session

The privilege of Executive Session shall be available to the Board for the express purpose of discussing personnel matters.

Section 6. Voting

- a. Each member of the Club whose dues are paid for the current year and reside within the Club's geographical area (as determined by the Newfoundland Club of America as of March 31, 2007) shall be entitled to one vote at any Club meeting. Family members may vote as per Section 2c of Article I.
- b. Proxy voting will not be permitted at any meeting or election.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETING, NOMINATIONS AND ELECTIONS

Section 1. Club Year

- a. The Club's fiscal year shall begin on the fifteenth day of March and end on the fourteenth day of March of the following year.
- b. The Club's official year shall begin immediately at the conclusion of the election of Officers and / or Directors at the annual meeting and shall continue through the same election at the next annual meeting.

Section 2. Annual Meeting

- a. The annual meeting shall be held between March 15th and June 15th.
- b. Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 3 and 4 of this Article.
- c. Newly elected Officers and Directors shall take office immediately following election.
- d. Retiring Officers and / or Directors shall turn over to their successors in office all properties and records relating to their office within thirty days.

Section 3. Nominations

No less than 60 days prior to the annual meeting, the Board of Directors shall appoint a nominating committee consisting of no fewer than two (2) persons nor more than five (5) persons, no more of one (1) of whom will be a Board Officer or Director.

Section 4. Elections

- a. The nominated candidate for each office receiving the greatest number of votes shall be declared elected.
- b. The nominated candidate for directorships who receive the greatest number of votes for such position shall be declared elected.
- c. See Article II, Sections 4 and 5 for counting of ballots.

ARTICLE V

COMMITTEES

Section 1. Establishment of Committees

- a. The Board may each year appoint standing committees and Chairpersons to advance the work of the Club in ongoing matters.
- b. All committees will be composed of the appointed Chairperson, the Vice President and as many other committee members as deemed necessary by the Chairperson. Membership on committees shall be solicited and appointed by the Chairperson.
- c. All Chairpersons of committees shall maintain accurate records and report to the Board of Directors and General Membership when directed by the President.
- d. The following are Committees or Positions:
 - i. Membership
 - ii. Parade/Event
 - iii. Working Dog
 - iv. Rescue
 - v. Health/Education
 - vi. Show
 - vii. Awards and Recognition
 - viii. Webmaster
 - ix. Newsletter Editor
 - x. NCA Liaison

Section 2. Special Committees

Special committees may be appointed by the Board to aid it on particular projects. These committees shall always be subject to the final authority of the Board and shall cease to exist upon their final report to the Board.

Section 3. Terminations and Replacements

- a. Any committee appointment may be terminated by a majority vote of the Board of Directors and upon written notice to the appointee.
- b. The Board may appoint successors to those appointees whose services have been terminated.

- c. The Club has a reasonable expectation that committee members and/or chairpersons give at least a 30-day notice if they choose to leave their position.

ARTICLE VI

DISCIPLINE

Section 1. Newfoundland Club of America (NCA) and American Kennel Club (AKC) Suspension

Any member who is suspended from privileges of the NCA and / or the AKC shall automatically be suspended or terminated from privileges of the Club for a like period of time.

Section 2. Charges

- a. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the Newfoundland breed.
- b. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of fifty (\$50.00) which shall be forfeited if such charges are not sustained by the Board following a hearing.
- c. The Secretary shall promptly send a copy of the charges to each member of the Board and to the member against whom the charges have been brought.
- d. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Newfoundland breed and whether to entertain jurisdiction.
- e. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board not less than three and not more than six weeks thereafter.
- f. 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 appear in person in his or her own defense and bring witnesses if he or she so wishes.

Section 3. Board Hearing

- a. If either party intends to be represented by counsel, he or she shall so inform the President no less than ten days before the hearing. The President shall promptly so inform the other party who may then choose to retain counsel in a timely manner.

- b. 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.
- c. If the Board deems suspension insufficient punishment, it may also recommend to the membership that the penalty be expulsion.
- d. If the Board recommends expulsion, suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing meeting which considers the Board's recommendation.
- e. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary.
- f. The Secretary shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion

- a. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board meeting and hearing and upon the Board's recommendation as provided in Section 3 of this Article.
- b. Such proceedings may occur at a regular or special meeting no earlier than thirty days after the date of the Board's recommendation of expulsion.
- c. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak on his or her own behalf if he or she wishes.
- d. The defendant shall have the privilege of appearing in his or her own behalf and shall limit his or her discourse to the arguments of why the proven offense should not be punished by expulsion.
- e. The voting membership present shall then vote by written ballot on the proposed expulsion. A two-thirds majority of those voting members present and voting at the meeting shall be necessary for expulsion.
- f. If two-thirds majority does not vote in favor of expulsion, the Board's suspension shall stand.

ARTICLE VII

AMENDMENTS

Section 1. Amendment Proposals

- a. Amendments to the Club's By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by ten percent of the voting membership.
- b. Amendments proposed by petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date of receipt of the petition by the Secretary.

Section 2. Amendment Voting

The By-Laws may be amended by a two-thirds majority vote of the votes cast at any Regular or Special Meeting. At least 20 percent of the voting members must be in attendance. If the Board decides to vote on amendment changes by mail, at least 2/3 of the voting membership must vote in favor of the change. The proposed amendments must be mailed to each member along with the notice of the meeting.

ARTICLE VIII

ORDER OF BUSINESS AND PARLIAMENTARY PROCEDURE

Section 1. Order of Business

At meetings of the Club and the Board, the order of business, so far as the character and nature of the meeting may permit, and unless otherwise directed by a majority of those present, shall be as follows:

Club Meeting

1. Call to Order
2. Attendance Sign In
3. Minutes of Last Meeting
4. Report of President
5. Report of Secretary
6. Report of Treasurer
7. Report of Committees
8. Election of Officers and Directors at Annual Meeting
9. Unfinished Business
10. New Business
11. Adjournment

Board Meeting

1. Call to Order
2. Attendance Sign In
3. Minutes of Last Meeting
4. Report of President
5. Report of Secretary
6. Report of Treasurer
7. Report of Committees
8. Unfinished Business
9. New Business
10. Adjournment

Section 2. Parliamentary Procedure

The rules as contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Club in cases in which they are applicable and in which they are not inconsistent with this Constitution and By-Laws and any special rules of order the Club may adopt.

ARTICLE IX

DISSOLUTION

Section 1. Dissolution Procedure

The Club may be dissolved at any time by written consent of not less than two-thirds of the voting members.

- a. In the event of dissolution of the Club, whether voluntary 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 member of the Club.
- b. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board for the benefit of the Newfoundland breed.