

NEWFOUNDLAND CLUB OF NEW ENGLAND, INC.

BY-LAWS

ARTICLE I  
Membership

SECTION 1. Eligibility. There shall be four (4) types of membership open to persons who are in good standing with the American Kennel Club and the Newfoundland Club of America, Inc., and who subscribe to the purposes of the Constitution of the Newfoundland Club of New England, Inc. (hereafter referred to as the Club):

(a) Individual Membership. Open to individuals 18 years of age or older. Individual members (referred to hereafter as members or membership) shall enjoy all privileges described within these By-Laws and receive all Club publications.

(b) Family Membership. Open to members of the same household. Two (2) members from the same household who are 18 years of age or older shall have all the privileges of Individual Membership, but will receive only one (1) copy of Club publications.

(c) Junior Membership. Open to individuals under the age of 18 years of age. Junior Members shall have all of the privileges of Individual Membership except for the rights to vote or hold office. Upon reaching his 18th birthday, a Junior Member may convert to an Individual Membership by notifying the Secretary.

(d) Honorary Life Membership. For members or former members who have made an outstanding contribution to the Breed and/or to the Club. They shall have all the privileges of Individual Membership including the rights to vote and hold office.

SECTION 2. Dues. Membership dues for members shall be determined by a majority vote of the full Board of Directors. In any year in which the Board has not acted by October 1st to change the amount, dues for the ensuing year shall be at the current level. Honorary Life members are exempt from dues.

Dues are payable on or before the 1st day of January of each year. In November of the prior year, the Board shall notify each member of dues for the ensuing year. Such notice may be included in a Club publication. The Board shall mail to each member whose dues have not been paid by February 1st of the current membership year a notice that his dues are in arrears. Honorary Life members shall receive a notice as a method of keeping data current.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Club's Constitution, By-Laws and the rules of the American Kennel Club (AKC). The application shall carry the endorsement of one (1) member in good standing. Along with the application, the prospective member shall submit the dues payment for the current year. The Board may also establish and set the amount of an initiation fee.

The applicant's name and sponsor's name shall be published in a Club publication following receipt of the completed application. Any comments received by the Secretary within thirty (30) days of publication shall be included in the material distributed to Board members prior to final consideration by the Board.

An applicant may be elected at any Board of Directors meeting or by written vote of the Board.

Affirmative votes of two-thirds (2/3rds) of the present Board shall be required to elect an applicant. The Board may deny membership for any reason and it is not required to give any reasons for denial of membership. An application which has been denied may be presented for reconsideration by the applicant's endorser at a subsequent meeting of the Club, and the members may elect such applicant by secret ballot with a favorable vote of three-fourths (3/4ths) of the members present.

Any member in good standing or former member may be proposed for election to Honorary Life Membership by a Board member or by a Club member through the Secretary. Election shall be by two-thirds (2/3rds) favorable vote of the entire Board of Directors voting by secret ballot.

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, except that no member may resign who is in debt to the Club or a Club-sponsored function or who is in possession of Club property.

(b) Lapsing. A membership is considered as lapsed and automatically terminated if the member's dues remain unpaid by March 1st. However, upon written notification, the Board may, in its sole discretion, grant an additional sixty (60) days of grace to delinquent members. In no case may a person whose dues are unpaid as of the date of that meeting be entitled to vote at any Club meeting. A person needs to reapply and be elected in order to reinstate a lapsed membership. A lapsed membership does not negate the member's obligation to resolve debt to the Club or a Club-sponsored function or to return Club property.

(c) Expulsion. A membership may be terminated by expulsion as provided by Article VI of these By-Laws.

## ARTICLE II Meeting and Voting

SECTION 1. Annual Meeting. The Annual Meeting of the Club shall be held in May, June or July in one of the New England states at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Secretary to each member or be included in a Club publication at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be one-twentieth (1/20th) of the members in good standing.

SECTION 2. Special Club Meetings. A special meeting of the Club may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail. A special meeting shall be called by the Secretary upon receipt of a

petition signed by twenty (20) members of the Club who are in good standing. Such meeting shall be held in one of the New England states at a place, date and hour designated by the Board of Directors. Written notice of such meeting shall be mailed to all members by the Secretary at least fourteen (14) days prior to the meeting. This notice shall state the purpose of the special meeting and no other Club business may be transacted. The quorum for a special meeting shall be one-twentieth (1/20th) of the members in good standing.

SECTION 3. Voting. Each member in good standing whose dues are paid for the current year and who is 18 years of age or older shall be entitled to one vote at any meeting of the Club at which he is present. Honorary Life members in good standing shall have voting privileges. Proxy voting is not permitted. Voting by mail is permitted only for the election of Officers and Directors and upon proposed amendments to the Club's Constitution and By-Laws. In no case may a person whose dues are unpaid vote at any Club meeting.

SECTION 4. Board Meetings. Meetings of the Board of Directors shall be held in one of the New England States at a place, date, and hour designated by the person authorized herein to call the meeting. Board meetings may also be conducted by teleconference. A quorum for a Board meeting shall be a majority of its members. Any Club member in good standing may attend any Board meeting.

The Board may schedule its next regular meeting by majority vote before adjourning any face-to-face meeting, and any meeting so decided shall be a regular meeting at which any Board business may be transacted. A regular meeting may be canceled upon the consent of a majority of the Board members. The board shall meet four times of year or as needed.

SECTION 5. Special Board Meetings. A special Board meeting may be called by the President or shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Written notice of such meeting shall be mailed by the Secretary at least fourteen (14) days prior to the date of the meeting or telephone notice may be given at least seven (7) 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 except that the election of applicants to membership is allowed in accordance with Article I, Section 3.

### ARTICLE III Officers and Directors

SECTION 1. Board of Directors. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be composed of nine (9) members all of whom shall be members in good standing. Each Board member shall be elected for terms of two (2) years each as provided in Article IV, Section 2. Each Director shall serve until his successor is elected or until he resigns.

SECTION 2. Officers. The Club shall have a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the membership. These four (4) officers shall also serve as members of the Board of Directors during their tenure. The Board shall consist of nine directors in total, including the four officers. Supplemental officers may be appointed from time to time by majority vote of the Board of Directors to serve such terms as the Board shall determine. Supplemental officers appointed by the Board, if any, shall not serve on the Board.

The duties and responsibilities of all officers shall be determined by the Board and may be changed from time to time. The following officers' duties shall include, but not be limited to, the following:

(a) President. The President shall preside at all meetings of the Club and of the Board, appoint all special committees except the Nominating Committee, and have the duties and powers normally attributable to the office in addition to those particularly specified in these By-Laws. The President is an ex-officio member of all committees except the Nominating Committee.

(b) Vice President. The Vice President shall have the duties of and exercise the powers of the President in case of the President's absence or incapacity. The Vice President shall also serve as policy and committee liaison for the Board.

(c) Secretary. 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 and provide a report of each meeting of the Club and of the Board to the membership. Such reports may be included in a Club publication. The Secretary shall also have charge of general correspondence, notify members of meetings, notify Officers and Directors of their election to office and carry out such other duties as prescribed in these By-Laws.

(d) Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Club and deposit the same in the name of the Club in a bank or an account approved by the Board. The Club's books shall at all times be open to inspection by the Board. The Treasurer shall report to the Board at every meeting the condition of the Club's finances and at the Annual meeting shall be able to account for every item of receipt or payment during the previous fiscal year. The Treasurer shall also prepare a proposed Club budget for the upcoming official year for consideration by the Board at its first meeting following the Annual Meeting. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

The immediate past President may be invited by the new Board of Directors to become a non-voting member of the Board of Directors for two years.

The Board shall select one of its members other than the President or Treasurer to carry out the duties and exercise the powers of the Treasurer in case of the Treasurer's absence or incapacity. The Board member selected shall have signatory power over all Club accounts but shall not automatically succeed to a vacancy in the office of the Treasurer.

In case of the absence or incapacity of the Secretary, the President shall appoint a director to serve until the absence or incapacity ends or the position becomes vacant.

**SECTION 3. Vacancies.** A Board member may resign from the Board upon written notice to the Secretary. Any Board member who fails to attend three (3) face-to-face Board meetings during any term of office shall be deemed to be vacated. However, the Board by two-thirds (2/3rds) affirmative vote by secret ballot has the option to invite such Board member to return to the Board of Directors for his remaining term.

A vacancy in the office of President shall be filled automatically by the Vice President. Any other vacancy occurring on the Board shall be filled for the unexpired term of office by a majority vote of all remaining members of the Board. Any person filling a vacancy must meet the requirements of an "eligible candidate" as defined in Article IV, Section 2 below. The vacating officer or director shall turn over to his successor all records and properties relating to that position within thirty (30) days after the succession. Any person who fails to do so within ninety (90) days may be suspended from all privileges of the Club until the transfer is affected.

#### ARTICLE IV The Club Year, Nominations, and Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on January 1st and end on December 31st. The Club's official year shall begin immediately at the conclusion of the installation of Officers and Directors at the Annual Meeting and shall continue through the installation of Officers and Directors at the next Annual Meeting.

SECTION 2. Nominations for Board Positions. No person may be a candidate in a Club election who has not been nominated in accordance with this Section, and no person may be a candidate for more than one position.

The Board shall select, no later than ninety (90) days after the Annual Meeting, a Nominating Committee (hereafter called the "Committee") consisting of a chairman and two (2) other members, plus a first alternate and a second alternate, all of whom must be in good standing. No more than one (1) of the five (5) may be a Board member. No person shall serve on the committee for two (2) consecutive years.

The Secretary shall promptly notify the Committee members and alternates of their selection. If any member is unwilling or unable to serve or continue to serve on the Committee, the alternates shall succeed to the Committee in the order of their selection.

The chairman shall call a Committee meeting which shall be held at least one hundred twenty (120) days prior to the Annual Meeting. This meeting may be conducted in person, by mail or by telephone. Electronic mail (e-mail) may be used if all Committee members have a current e-mail address. The Committee, by majority vote, shall nominate one (1) eligible candidate for each position on the Board of Directors becoming vacant.

After securing the written consent of each eligible candidate to accept the nomination and, if elected, to attend all Annual Meetings and Board meetings during his term of office, the Committee shall submit its slate to the Secretary in writing at least ninety (90) days prior to the Annual Meeting.

The Secretary shall provide written notification, which may be included in a Club publication, of the Committee's slate of candidates to each member at least eighty (80) days prior to the Annual Meeting. This notification shall also advise members of the procedure for making nominations by petition.

Additional nominations of eligible candidates may be made by written petition addressed to the Secretary and received at his regular address at least sixty (60) days prior to the Annual

Meeting. Each petition must be signed by twenty-five (25) members in good standing and accompanied by the written acceptance of the candidate signifying his willingness to be a candidate and, if elected, to attend all Annual Meetings and Board meetings during the term. The additional nominations which are provided for herein may be made only from among those eligible candidates who have not accepted nomination by the Nominating Committee.

Nominations cannot be made at the Annual Meeting or in any manner other than as provided by this Section.

In order to be an "eligible candidate", whether nominated by the Nominating Committee or by petition, the individual must meet all of the following: (i) be a member of the Club in good standing, (ii) be over eighteen (18) years of age, (iii) have been a member in good standing throughout the two (2) year period immediately preceding the nomination, and (iv) cannot be an immediate family member of another Director whose term is not expiring.

SECTION 3. Annual Election. If no additional valid nominations are received by the Secretary by the due date, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting shall be required.

If one or more valid additional nominations are received, the election for the contested director position(s) shall be conducted by secret ballot. At least thirty (30) days prior to the Annual Meeting, the Secretary shall mail to each member eligible to vote a ballot listing all nominees for each contested position in alphabetical order together with a blank envelope and a return envelope addressed to the Secretary and marked "Ballot Enclosed" and bearing the name of the member(s) from whom it was sent. So that the ballots remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the return envelope.

To be considered valid, a returned ballot must be received by the Secretary at least ten (10) days prior to the Annual Meeting, and the envelope must bear the name of each member whose ballot is enclosed. Valid ballots shall be opened and counted by the Secretary in the presence of two (2) inspectors who are members but not candidates. The two inspectors shall be appointed by a majority vote of those Board members whose terms are not expiring and who are not on the ballot. The member receiving the largest number of votes for each contested position shall be declared elected at the time of the Annual Meeting.

The elected Officers and Directors shall take office upon installation at the Annual Meeting, and each retiring Officer and Director shall turn over to his successor all records and properties relating to that position within thirty (30) days after the Annual Meeting. Any person who fails to do so within ninety (90) days may be suspended from all privileges of the Club until the transfer is affected.

If any nominee is unwilling or unable to serve for any reason, such nominee shall not be elected and the resulting vacancy shall be filled by the new Board of Directors in the manner provided in Article III, Section 3 of these By-Laws.

## ARTICLE V Committees

SECTION 1. Appointments. The Board may appoint standing committees to advance the work of the Club in such matters as Club events, rescue and other activities which may well be served by committees. Special committees may be appointed by the President to aid in particular projects. All committees shall always be subject to final authority by the Board. A committee appointment shall remain in force as long as the member remains in good standing unless terminated as provided in Section 2 below.

SECTION 2. Termination. Any standing committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated. Any special committee appointment may be terminated by the President upon written notice to the appointee, and the President may appoint successors to those whose services have been terminated. Each committee chairman or member whose services have been terminated shall turn over all records and properties relating to that committee within thirty (30) days after the succession to his successor or, if the committee has been dissolved, to the Secretary. Any person who fails to do so within ninety (90) days may be suspended from all privileges of the Club until the transfer is affected.

## ARTICLE VI Discipline

SECTION 1. Suspension. Any member who is suspended from the privileges of the American Kennel Club or the Newfoundland Club of America is automatically suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member or group of members may prefer charges against another member for conduct alleged to be prejudicial to the best interests of the Club or the Breed including failure to abide by the Constitution or By-Laws of this Club. Written charges with specifications must be filed with the Secretary together with a deposit of Fifty and 00/100 (\$50.00) Dollars which shall be forfeited if such charges are not sustained in whole or part by the Board. The Secretary shall, within fourteen (14) days of receipt, send a copy of the charges to each member of the Board or, provided there will be no prejudicial delay, present such charges at the next scheduled Board meeting. In addition, any member of the Board may prefer charges (without posting a deposit) alleging that a member's application for membership contained material misrepresentation or omission.

As soon as practical after receipt of the charges, the Board, in Executive Session, shall make a determination whether the actions alleged in the charges, if proven, would be prejudicial to the best interests of the Club or the breed or would constitute a violation of the Certificate of Incorporation, Constitution or By-Laws. Unless the Board, by majority vote, determines that if proven the actions would be prejudicial or constitute violations of the Certificate of Incorporation, Constitution or By-Laws, no further action will be taken and the matter will be closed. If the matter is closed, the Board may, but shall not be required to, send notice of the charges and its decision to the accused.

If the Board, by majority vote, determines the charges merit further inquiry, the matter shall proceed to hearing and the Secretary shall so inform all parties to the charges by a method of communication which includes proof of receipt. The notice shall contain the date, time and place

of the hearing. The hearing shall be held at the next regularly scheduled face to face meeting of the Board, unless the date of that meeting would be less than sixty (60) days from the date of the notice. In that event or should the Board decide that such scheduling does not allow adequate preparation time, the hearing date shall be delayed until the following face to face meeting. Due to the confidentiality of such hearings, no member of the Board may participate unless he is physically present at the hearing.

SECTION 3. Board Hearing. The hearing shall be informal. No strict adherence to the Civil Rules of Evidence or Procedure shall be required. The Board shall have absolute discretion to make all decisions regarding process and procedure, including without limitation, placing time constraints on the parties and limiting the number of witnesses. At the conclusion of the hearing, the parties (and legal counsel, if applicable) shall be excused and the Board shall move to Executive Session to discuss and vote on the matter. A vote of not less than two-thirds (2/3rds) of the Board members present, but not less than five (5) Board members present shall be required to sustain the charges. If any charges are sustained, the Board shall determine the appropriate punishment which may include (i) reprimand, (ii) suspension of member privileges for period of not more than one hundred eighty (180) days or (iii) suspension plus the recommendation of expulsion. If the charges are sustained by the Board, the \$50.00 deposit shall be refunded to the proffering member(s). The Board's findings and actions shall be put in written form immediately and filed with the Secretary within three (3) days. The Secretary shall, within three (3) days of receipt, send each of the parties notice of the Board's decision by means of delivery that includes proof of receipt.

SECTION 4. Conflict of Interest. In the interest of insuring impartial and objective consideration of the charges, no member of the Board may be involved in either the hearing, deliberations or voting in regards to any disciplinary matter placed before the Board if he has a conflict of interest. Since it is not possible to fully define what could be determined a conflict, if there is any question, the Board will first deliberate and resolve the question of a conflict prior to dealing with the disciplinary issue. Such conflicts may involve perception, personal relationships, business relationships, co-ownership or co-breeding of dogs, etc. A majority of the remaining members of the Board will make that decision by a vote. If a conflict is deemed involved, the Board member who is in conflict shall recuse himself from the meeting.

SECTION 5. Expulsion. Expulsion of a member from the Club may be accomplished only by vote of the members 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion.

The accused shall have the privilege of appearing on his own behalf though no new evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, then invite the accused (if present) to speak on his own behalf if he wishes. The members present who are 18 years of age or older shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) affirmative vote of those present and voting shall be necessary to effect the expulsion. If expulsion is not so voted, the Board's suspension shall stand.



ARTICLE VII  
Amendments

SECTION 1. Proposed Amendments. All amendments to the Constitution and/or By-Laws of the Club must be ratified by vote of the membership. Amendments may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by one-tenth (1/10th) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors, and the Secretary must submit them to the membership, together with the Board's recommendations, for a ratification vote within ninety (90) days of receipt of the petition.

SECTION 2. Ratification. The Constitution and/or By-Laws may be amended at any time upon ratification of proposed amendments as provided herein. The Secretary shall mail to each member in good standing who is 18 years of age or older a copy of the proposed amendments, a ballot (dual envelope procedures described in Article IV, Section 3 shall be followed in handling such ballots) on which the member may indicate his choice for or against the amendments, and a notice specifying a date not less than thirty (30) days after the date of mailing by which the ballot must be received by the Secretary. The Secretary will only open the ballots in the presence of two Inspectors of Election. The two Inspectors shall be appointed by majority vote of the Board of Directors. The favorable vote of two-thirds (2/3rds) of the valid ballots shall be required to ratify any proposed amendment.

No amendment to the Constitution shall become effective unless and until it has been approved by the Board of Directors of the Newfoundland Club of America, Inc.

ARTICLE VIII  
Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3rds) of the members in good standing. In the event of dissolution, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds therefrom nor any asset of the Club shall be distributed to any individual or member. After payment of the just debts of the Club, its property and assets shall be given to the Newfoundland Club of America, Inc. or to a non-profit organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX  
Order of Business

SECTION 1. Club Meetings. 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 Last Meeting  
Report of President  
Report of Secretary  
Report of Treasurer  
Reports of Committees, if any

Unfinished Business  
Installation of Officers and Directors (Annual Meeting)  
New Business  
Adjournment

SECTION 2. Board Meetings. 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  
Minutes of Last Meeting  
Report of Secretary  
Report of Treasurer  
Election of New Members  
Reports of Committees, if any  
Unfinished Business  
New Business  
Adjournment

#### ARTICLE X Interpretations

SECTION 1. Gender and Number. All references to the masculine gender in these By-Laws shall be deemed to include the feminine gender. Where appropriate, references to the singular shall include the plural and vice versa.

SECTION 2. Parliamentary Procedure. Robert's Rules of Order, current edition, is adopted as the Club's parliamentary authority to supplement these By-Laws and the Club's standing rules.