

North Central
Newfoundland Club, Inc.
Constitution and Bylaws



Revised June 17, 2021

North Central Newfoundland Club, Inc.

CONSTITUTION

Article I. Name and Objectives

Section 1. The name of the club shall be the North Central Newfoundland Club, Inc., hereinafter referred to as the Club.

Section 2. The objectives of the Club shall be:

- a) To preserve and protect Newfoundland dogs and to promote dedication among members to the breed's high quality care.
- b) To endorse the standard of the breed as approved by the Newfoundland Club of America, Inc., and accepted by the American Kennel Club, Inc., as the only standard of excellence by which Newfoundland dogs shall be judged.
- c) To bring together, in friendly counsel, fanciers of the breed.
- d) To do all in its power to protect and advance the interests of the breed by encouraging good sportsmanship at dog shows, obedience trials, working trials and all other competitive or noncompetitive events featuring Newfoundland dogs.
- e) To conduct sanctioned and licensed specialty shows, obedience trials and working trials under the rules of the Newfoundland Club of America, Inc. and the American Kennel Club.
- f) To support Newfoundland Dog Rescue efforts.

Section 3. Conduct of Club

- a) The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.
- b) The Club shall be noncommercial, nonsectarian, and nonpartisan. The name of the Club and the names of its Officers in their official capacities shall not be used to support any commercial concern or political interest.
- c) The Club may cooperate with other organizations which are active in the welfare of dogs. Representatives of the Club may not make a commitment for the Club without a majority vote of the Club Board.

Section 4. Bylaws

- a) The Club shall make such bylaws as are required for the orderly, democratic conduct of the affairs of the Club. The NCA must approve the Club's bylaws.

Article II. Region

Section 1. The region which the club shall serve is limited to:

The state of Iowa, east of Interstate Highway 35 excluding the city of Des Moines; and Wisconsin, excluding the counties of Douglas, Bayfield, Washburn, Burnett, Polk, Sawyer, Rusk, Chippewa, Barron, St. Croix, Dunn, Pierce, and Eau Claire; and the northern Illinois counties of Boone, Bureau, Carroll, Cook, DeKalb, DuPage, Grundy, Henderson, Henry, Jo Davies, Kane, Kankakee, Kendall, Knox, Lake, LaSalle, Lee, McHenry, Marshall, Mercer, Ogle, Putnam, Rock Island, Stark, Stephenson, Warren, Will, Winnebago and Whiteside.

BYLAWS

Article I. *Membership*

Section 1. *Eligibility*

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.

Section 2. *Types of Membership*

- a) **Full membership** status entitles a member to all rights, privileges and responsibilities of membership, including the right to vote on official club business, hold elected offices and any appointed leadership positions. *Persons under 18 years of age are ineligible for full membership.
- b) **Family membership** is open to two adults and any children under the age of 18, who are living in the same household. The whole family is entitled to all privileges and responsibilities – the right to vote however is limited to 2 adult votes. *Persons under 18 years of age are ineligible for full membership.
- c) **Junior membership** shall be open to all individuals under 18, not already part of a family membership. The junior membership status entitles the member to all rights, privileges and responsibilities of membership, excluding the right to vote or hold any elected offices. When a Junior member turns 18 years of age does their membership will automatically convert to a Full membership.

Section 3. *Dues.*

The Board shall recommend the amount of the annual dues by December 31 for the succeeding year. Dues will be payable by January 1st of each year. Dues are considered an obligation to the Club and are nonrefundable.

Section 4. *Election to Membership*

The application for membership shall state the name(s), address, and occupation of the applicant(s), the type of membership requested, and it shall carry the endorsement one (1) member of the Club. The application shall request the applicant's reason(s) for joining the Club and previous experience with dogs, if any. The prospective member shall submit a check in the amount of dues with the application. Following receipt of the application(s), the name(s) of the applicant(s) shall be published in the next issue of the Newsletter – or, if approved by the board – via electronic communication to the membership. Objections to a prospective member shall be sent in writing to the Club Secretary within thirty (30) days following publication or electronic communication. The Board shall elect applicants to membership at its next meeting following the thirty day provision.

Section 5. *Change in type of membership*

Membership type can only be changed during renewal periods with the exception of Junior members whose membership will automatically convert to Full membership when they turn 18.

Section 6. Termination of Membership

Membership shall be terminated:

a) **By resignation**

Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

b) **By lapsing**

A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid forty five (45) days after the first day of the fiscal year; however, the Board may grant an additional forty five (45) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

c) **By expulsion**

A membership may be terminated by expulsion as provided in Article IX of the Club's bylaws.

d) **By death**

A membership is terminated upon death of the member.

Article II. *Officers and Directors*

The Board of Directors shall be composed of the President, Vice President, Second Vice President, Secretary, Treasurer, and four (4) Directors. The Immediate Past President shall have the right to serve on the Board as a non-voting member. Ex-officio status of the Past President shall be for a period of one (1) year.

Section 1. Management of the Club's affairs

The general management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers, Directors and their Duties.

The Club's Officers, consisting of the President, First Vice President, Second Vice President, Secretary and Treasurer and the Directors shall serve in their respective capacities both at Club meetings and at Board of Directors meetings. *Persons under 18 years of age are ineligible to hold office.

a) **The President.**

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 Bylaws. The President shall serve as an ex-officio member of all committees of the Club except the Nominating Committee. The President shall prepare agendas for all meetings and direct the affairs of the Club between meetings. The President shall perform all the duties that Robert's Rules assigns to the position of President as long as they do not conflict with these bylaws or any duties assigned by the board of directors.

b) **The Vice President.**

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 keep an up-to-date roster of Club members with current addresses, receive applications for Club membership and notify new members of their election to the Club. The Vice President shall be responsible for sending out

annual dues notices and collecting annual dues. The Vice President shall perform any other duties the President may delegate to the Vice President.

c) **The Second Vice President.**

The Second Vice President shall assist the President in all duties and responsibilities to the General Membership. The Second Vice President shall oversee the standing committees and ad hoc committees and act as liaison between board and all event chairs. The Second Vice President shall perform any other duties the President may delegate to the Vice President.

d) **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. The Secretary shall also perform any other duties the President may delegate to the Secretary.

e) **The Treasurer.**

Shall collect and/or receive all monies due or belonging to the Club and maintain financial records of the Club's monies. They shall deposit the same in a bank/financial institution satisfactory to the Board of Directors, in the name of the Club. The Club's financial records shall be maintained with accounting software supplied by the Club and a laptop supplied by the Club. Club and Board members can inspect current financial records upon reasonable written / email request to the treasurer. The Secretary and President shall have access to view accounts online. The cosigner shall also have access to view accounts online. The Treasurer shall report the condition of the Club's finances and every item of receipt and payment, not previously reported, at every meeting of the Board and the membership. At the Annual Meeting, they shall render an account of all monies received and expended during the previous year. The Treasurer shall also perform any other duties the President may delegate to the Treasurer. The Treasurer shall be bonded by the Club in such amount as the Board of Directors shall determine. The Treasurer shall cosign all checks with another member of the Board, appointed by the Board, who is not a member of the Treasurer's family.

f) **Directors.**

Directors shall act as representatives of the Club's members and perform any other duties delegated by the President.

Section 3. Vacancies

- a) A vacancy shall occur if an Officer or Director resigns, or the Board may consider a position vacant if an Officer or Director fails to attend at least half of scheduled Board meetings and half of club functions/meetings, unless reasonable cause is presented to the Board. If cause is deemed unacceptable by the Board via an affirmative vote by 2/3 of the board, either the Secretary or an assigned Officer of the Club shall notify the noted Officer or Director within ten (10) days of the Board's decision.
- b) If the vacant position is the President, it shall be filled automatically by the First Vice President; the resulting vacancy of the First Vice President shall be filled automatically by the Second Vice President, and the resulting vacancy shall be filled by an interim appointment selected by the Board.
- c) Any Board position other than the President shall be filled by the Board via an interim appointment.
- d) An interim appointment of the Board to fill a vacancy shall be accomplished in person, by phone, or mail within thirty (30) days of the last missed meeting. The appointed Officer or Director shall serve for the unexpired term of the specified office.

Section 4. Effect on Board Members if Territory Changes.

Members of the Board of Directors at the time of any changes in the boundaries shall always retain their right to serve the Club in their current position. When current term ends, Board Members would be subject to Article IV Section 5 Eligibility for Office.

Article III. *Meetings and Voting*

Section 1. Club Meetings

There shall be at least four (4) Club meetings each year, preferably one (1) meeting per quarter, but no more than two (2) in any one quarter. Meetings of the Club shall be held at such hour and place as determined by the Board of Directors. Notice of meetings shall be published in Newf News at least 30 days in advance or emailed/mailed by the Secretary, or their representative, at least fourteen (14) days prior to the meeting date. Teleconference instructions will be included in the notification for those members that choose to attend remotely. A quorum for membership meetings shall consist of a minimum of eight (8) members or 15% of the general membership, whichever number is smaller. Family memberships shall be considered two (2) voting members. Teleconference access will be dependent upon electronic coverage and availability.

Section 2. Special Club Meetings

Special Club meetings may be called by the President, or by a majority vote of the members of the Board 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 ten percent (10%) of voting Club members. Written notice/e-mail of such a meeting shall be sent by the Secretary at least ten (10) days and not more than fifteen (15) days prior to the date of the meeting. Such notice shall state the purpose of the meeting and no other Club business may be transacted thereat. Teleconference instructions will be included in the notification for those members that choose to attend remotely. A quorum for membership meetings shall consist of a minimum of eight (8) members or 15% of the general membership, whichever number is smaller. The date, time and location of a Special meeting shall be determined by the President. Teleconference access will be dependent upon electronic coverage and availability.

Section 3. Board Meetings

There shall be at least four (4) Board meetings per year, preferably with at least two (2) being face to face. The date, time and place of the Board meetings shall be determined by the President. Written notice of each meeting shall be mailed / emailed to Board members by the Secretary at least fourteen (14) days prior to the date of the meeting. Teleconference instructions will be included in the notification for all meetings for those members that choose to attend remotely. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings

Special meetings of the Board may be called by the President. The Secretary shall call a special meeting upon receipt of a written request signed by at least three (3) members of the Board. Special Board meetings may be by teleconference at the discretion of the President. Email or mailed notice of such meeting shall be sent by the Secretary at least ten (10) days and not more than fifteen (15) days prior to the date of the meeting. Teleconference instructions will be included

in the notification for all meetings for those members that choose to attend remotely. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The privilege of Executive Session shall be available at all Board and general membership meetings.

Section 5. Voting

Each voting member of the Club whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club. Proxy voting will not be permitted at any meeting or election. Family memberships shall be equal to two (2) adult voting memberships. **Persons under the age of 18 years of age are ineligible to vote.*

Article IV. *The Club Year, Annual Meeting, Elections*

Section 1. Club Year

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

Section 2. Annual Meeting.

The Annual Meeting shall be held between April 1 and June 30 at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Sections 3 and 4 of this Article. The Secretary, First Vice President, Second Vice President and two (2) Directors shall be elected at the Annual Meeting in even years; the President, Treasurer and two (2) Directors shall be elected at the Annual Meeting in odd years. Newly elected Officers and Directors shall take office immediately following the election, and each retiring Officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3. Elections

Officers and Directors shall be elected for two (2) year terms by secret ballot at the Annual Meeting. Ballots shall be counted by tellers as provided in the Current Edition of Robert's Rules of Order Newly Revised. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for Directors who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations

No person may be a candidate in a Club election who has not been nominated. By February 1, the Board shall select a Nominating Committee consisting of three (3) members, not more than one of whom may be a member of the Board. The Board shall name a Chair for the Committee and it shall be such person's duty to call a committee meeting during the month of February.

- a) The Committee shall nominate a slate of candidates (any interested individual that has been vetted and deemed acceptable and able by the Nominating Committee shall be included) for each office and position on the Board to be elected at the Annual Meeting, and after securing the consent of each person so nominated, the Chair shall notify the Secretary of the proposed slate of Officers and Directors by March 1.

- b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated by March 15.
- c) Additional nominations may be made in writing to the Secretary 30 days prior to Annual Meeting. The proposer shall also present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- d) The Secretary shall include the slate, including all nominees, with notification to members of the Annual Meeting.
- e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

Section 5. Eligibility for Office

To be eligible to serve as an Officer or Director, a candidate must have been a member of the Club for one year and have attended at least two (2) Club functions the previous year prior to nomination. To be eligible to serve as an Officer, a candidate must reside within the boundaries of the Club; Directors may reside outside the Club boundaries. No member who is an Officer or Director of any other Newfoundland Club, excepting the Newfoundland Club of America, Inc., shall serve as an Officer or Director of the Club.

Section 6. Term Limits

Officers and Directors are limited by the following rules:

- a) For uninterrupted terms on the Board, an Officer or Board Member shall be eligible to succeed themselves only once.
- b) After one (1) year off the Board a member shall be again eligible to serve two consecutive terms of service.
- c) In the event that a member has been appointed to a partial term to fill a vacancy, the partial term shall not be considered for the purpose of determining if they are eligible to succeed themselves if as provided for under Section 6.
- d) The three previous items and notwithstanding appointments, no member shall serve more than six (6) consecutive years on the Board, regardless of the position(s) held.
- e) Term Limits may be waived in the event the nominating committee does not receive consent of a sufficient number of eligible club members to fill open positions

Section 7. Members will be eligible for election one year post vacated position.

Article V. *Committees*

Section 1. Establishment of Committees

The Board will appoint committee(s) Chair (s) to advance the work of the Club in such ongoing matters as specialty shows, obedience trials, working trials, trophies, annual prizes, membership and other fields which may be well served by committees. Except for the Nominating Committee, a committee will be composed of the appointed Chair and other Club members as needed appointed by the Chair with the approval of the Board.

Section 2. Chair Reports

All Chairs shall report to the Second Vice President and maintain accurate records and

- a) File timely reports to the President and Second Vice President of the Club..
- b) Update or create a committee manual to include, but not be limited to:
 - 1) Selection of site requirements.
 - 2) Equipment and supplies needed for the event.
 - 3) Time frame for completing steps before the event.
 - 4) Cost of items used at the event.

Section 3. Special committees

Special committees may be appointed by the Board to aid it on particular projects.

Section 4. Authority of Committees

The committees shall always be subject to the final authority of the Board.

Section 5. Termination and Replacements of Committee Appointments

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

Section 6. Budget

Each committee chair shall develop and submit a budget to the Second Vice President for their respective committee activities and for approval by the Board.

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 automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or Newfoundlands. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding 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 defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VII. *Amendments*

Section 1. Proposed Bylaw and or Constitution Amendments

Amendments to the Club's bylaws and or Constitution may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by fifteen percent (15%) of the voting membership in good standing. Amendments proposed by such petitions shall be promptly considered by the Board and must be submitted to the club members with recommendations of the Board by the Secretary for a vote within three (3) months of the date of receipt of the petition by the Secretary.

Section 2. Bylaw and or Constitution Amendments

The Bylaws and or Constitution may be amended by a two-thirds (2/3) vote of the votes cast at any regular or special meeting. The proposed amendments must be mailed / emailed to members at least thirty (30) days prior to the meeting date

Section 3. Review of Bylaws and Constitution

The Bylaws and Constitution shall be reviewed every five (5) years

Article VIII. *Order of Business*

Section 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of the First Vice President
- Reports of committees (to be presented by Committee Chair or the Second Vice President in their absence)
- Election of Officers and Board (at Annual Meeting)
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the Board the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll call
- Review of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of the First Vice President
- Reports of committees (to be presented by Committee Chair or the Second Vice President in their absence)
- Unfinished business
- New business
- Election of new members
- Adjournment

Article IX. *Dissolution*

Section 1. The Club may be dissolved at any time by written consent of not less than two-third (2/3) 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, or any proceeds thereof, or 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 Newfoundland dogs.

Article X. *Parliamentary Procedure*

The Current Edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases in which they are applicable and in which they are not in conflict with these bylaws.