

Newfoundland Club of Southern California

CONSTITUTION

Name and Objectives

Section 1. The name of the Club shall be the Newfoundland Club of Southern California (NCSC) (herein referred to as the Club).

Section 2. The objectives of the Club shall be:

- a. To encourage and promote the pure-bred Newfoundland dog according to the Breed Standard developed by the Newfoundland Club of America, Inc. (NCA) and approved by the American Kennel Club (AKC);
- b. To promote the special qualities of the breed by sponsoring NCA dog activities and presenting the breed to the community in a positive and beneficial manner under the NCA guidelines;
- c. To conduct obedience trials, sanctioned matches and speciality shows under the rules of the AKC;
- d. To encourage participation by the membership in all aspects of the Newfoundland as a working and companion animal including, but not limited to, breed competition, obedience trials, working events therapy work and community involvement;
- e. To encourage good sportsmanship at all competitive and non-competitive events featuring Newfoundland dogs;
- f. To provide education and information to members and the general public; and
- g. To maintain a rescue and placement network for the benefit of the Newfoundland Breed.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may, from time to time, revise such By-laws as may be required to carry out these objectives.

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
Report of the Board
Report of the President
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Election of New Members
Unfinished Business
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:

Reading of minutes
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Election of New Members
Unfinished Business
New Business
Adjournment

Notes:

written form and filed with the Recording Secretary. The Recording 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 the Annual Meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 3 of this Article. 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

Article VII Amendments

Section 1. Submission

Amendments to the Constitution and By Laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors. All amendments shall be submitted to the membership, inviting comment from the members. No longer than 3 months after submission to membership the Board shall report on such proposal(s) to the Club and present the same for action.

Section 2. Adoption

The Constitution and By-laws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to effect any amendment.

Article VIII Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for the purposes of re-organization, whether voluntary or in-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 members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.

BY-LAWS

Article I Membership

Section 1. Eligibility

Membership shall be open to any person, regardless of residence, who is in good standing with the AKC and NCA and who subscribes to the purpose of the Newfoundland Club of Southern California. There shall be four types of membership:

- a. General Single Membership is open to all persons eighteen years or older. These memberships are entitled to full voting privileges provided dues are paid and current.
- b. General Joint Membership is open to all persons eighteen years or older living in the same household. These memberships are entitled to two votes provided dues are paid and current.
- c. Junior Membership is open to all persons under eighteen years of age. If dues are paid and current, a junior member shall enjoy all of the privileges of regular membership except eligibility to vote and hold office.
- d. Honorary Membership may be granted by a 2/3 vote of the Board of Directors to recognize any individual for outstanding contributions to the Club or the Newfoundland breed. Honorary members are exempt from dues and are allowed all privileges of general membership except voting rights. Honorary members who wish to retain voting rights may do so by paying dues.

Section 2. Dues

The Board of Directors shall assess membership dues annually for all membership categories by June 1. Dues shall be payable on or before September 1 of each year. Dues renewal notices will be mailed to each member in the month of July. No member may vote or become a candidate for office whose dues or outstanding debts have not been paid for the current year.

Section 3. Election to Membership

Each applicant for membership shall apply on a form approved by the Board of Directors. This form shall include an agreement by the applicant to abide by the Constitution and By-laws of the Club, the NCA, and the AKC. The applicant shall carry the endorsement of two members in good standing. The applicant shall submit dues payment for the current year to the Membership Chair.

All applications are to be filed with the Treasurer. Following receipt of the application by the Membership Chair, the prospective member's name shall be published in the next issue of Pawprints. If no objections have been

received by the Board of Directors within 30 days of said publication, membership will become automatic. Prior to this, the prospective member will be granted provisional membership, and receive Club mailings, but they will not be able to vote or hold office.

An applicant who has been rejected for membership, may not be considered for membership within six months of the date of the last rejection.

Section 4. Termination of Membership

- a. Resignation: A member in good standing may resign from the Club upon written notice to the Treasurer, but resignation will not affect or cancel any obligation for dues or any other debt to the Club that has occurred prior to resignation.
- b. Lapsing: A member may be considered lapsed and automatically terminated if such member's dues remain unpaid 60 days after September 1 (the first day of the fiscal year). Under no circumstances, will a person be entitled to vote at any Club meeting if their dues or other financial obligations to the Club are unpaid as of the date of that meeting.
- c. Expulsion: A member may be expelled from the Club as provided in Article VI of the By-laws.

Article II Meetings

General Meetings and Board Meetings shall be held within the geographic regions served by the Club which encompasses the following counties: Los Angeles, Orange, Ventura, San Bernardino, Riverside, Santa Barbara, San Luis Obispo, and Kern.

Section 1. Club Meetings

The Board of Directors shall determine the dates, times and locations of Club meetings. There shall be a minimum of two General Meetings per year. The Corresponding Secretary shall mail written notice of each meeting at least fifteen days prior to the date of the meeting. A quorum for such a meeting shall be 20% of the general members in good standing.

Section 2. Special Club Meetings

A Special Club meeting may be called by the President, or by a majority vote of the Board of Directors at any regular meeting of the Board, or by the Corresponding Secretary upon receipt of a petition signed by at least 20% of the members in good standing. The Corresponding Secretary shall mail written notice of each meeting to the Board at least five days, and not more than fifteen days, prior to the date of the meeting. Such notice shall state the purpose of the meeting, and no other Club business shall be transacted. The quorum for such a meeting shall be 20% of the general members in good standing. The President shall determine the date, time and location of a Special Club Meeting.

Article VI Discipline

Section 1. American Kennel Club Suspension

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges

Any member may prefer charges against another member for alleged action prejudicial to the best interests of the Club or the Breed and/or failure to abide by the Constitution, By-laws, 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 Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Secretary will also send copies of the charges to the defendant who shall have the opportunity to submit written documents to the Board. The Board 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 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 decides to entertain jurisdiction, the Recording Secretary shall so inform the parties to the complaint and shall send one copy of the charges by certified mail together with a notice 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 21 days from the date of the hearing notice. In that event or should the Board decide that such scheduling does not allow adequate preparation time to the Board, or to either or both parties, the hearing date shall be put over until the following face to face meeting.

Section 3. Board Hearing

Should either party to the proceeding choose to be represented by counsel, he shall so 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. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, the Board 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 findings shall be put in

standing. It will include a blank envelope and a return envelope addressed to the Recording Secretary and marked "Ballot", and the name of the member to whom it was sent. In order for the ballots to remain secret, each voter, after marking his ballot, shall seal it in the blank envelope and place it in the second envelope addressed to the Recording Secretary.

To be considered valid, ballots must be received via mail by the Recording Secretary prior to the October election meeting or hand delivered by the voting member to whom it was sent at the October election meeting prior to its start. No one will be allowed to hand deliver a ballot other than the member to whom it was addressed. Proxy voting shall not be allowed.

No blank envelopes will be opened until after the General Meeting. At this time, the Recording Secretary will turn all envelopes over to two inspectors, none of whom are candidates. The candidate receiving the largest number of votes for the position he has been nominated shall be elected to that position. A tie will be resolved by a majority vote of the current Board of Directors.

Nominations can only be made in the manner as provided above.

If there are no additional nominations at the September nominations meeting, and the proposed slate is unopposed, a vote will not be required.

Article V

Section 1. Appointment

The Board may appoint Standing Committees and Chair's to advance the work of the Club. A Standing Committee may be composed of as many committee members as deemed necessary by the chairperson. Committee membership may be solicited and appointed by the committee chairperson.

The Board may appoint special committees to advance particular projects and/or events.

All Committee Chairs shall maintain accurate records and file annual reports to the Board of Directors no later than 30 days after the October election meeting.

Section 2. Length of Term

Committees will be selected for a term of one year or until the assignment has been completed, whichever comes first.

Section 3. Termination

Any committee or its members may be terminated by a majority vote of the Board of Directors. The Board may appoint successors to those persons whose services have been terminated.

Section 3. Board Meetings

There shall be a minimum of one Board Meeting per quarter. The President shall determine the dates, times and locations of the Board meetings. The Corresponding Secretary shall mail written notice of each meeting to the Board members at least five (5) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board. All Board meetings are open to the general membership.

Section 4. Special Board Meetings

Special Board meetings may be called by the President or by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. The Corresponding Secretary shall mail written notice of such a meeting at least 5 days, and not more than 15 days prior to the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted. The quorum for such meetings shall be a majority of the Board.

Section 5. Voting

Each general member in good standing whose dues are paid for the current year shall be entitled to vote at any Club meeting. Proxy voting will not be permitted at any meeting or election.

Article III Officers and Directors

Section 1. Board of Directors

The Board of Directors shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and five Directors. The immediate past President shall have the right to serve on the Board as an ex-officio member with voting privileges. All Board members must be members in good standing and elected for a term of one year as described in Article IV, Section 5.

The Board of Directors shall be responsible for general management of the Club's affairs.

Section 2. Officers

- a. President: The President shall preside at meetings of the Club and the Board, and shall have all the duties and powers normally assigned to the office of the President, in addition to those particularly specified in these By-laws. The President shall serve as an ex-officio member of all committees of the Club except the Nominating Committee. The President shall prepare the agenda for all meetings and direct the affairs of the Club between meetings. Within the first quarter, the President shall submit to the Board a proposed calendar, proposed budget, and inventory of Club assets.

- b. Vice-President: The Vice-President shall attend meetings of the Club and the Board, and, in case of the President's absence, incapacity, or death, shall have the duties and powers normally assigned to the office of the President. The Vice-President will oversee and coordinate special Club programs.
- c. Recording Secretary: The Recording Secretary shall keep a permanent record of all Club meetings, Board meetings and all other matters of which a record shall be ordered by the Club. The Recording Secretary shall oversee elections as specified in Article IV of these By-laws. In addition, the Recording Secretary shall perform any other duties the President may delegate.
- d. Corresponding Secretary: The Corresponding Secretary shall have charge of all inquiries directed to the Club and any other correspondence delegated. The Corresponding Secretary shall notify members of meetings, notify Directors of their election and mail membership packets to new members. The mailing address of the Club shall be that of the Corresponding Secretary.
- e. Treasurer: The Treasurer shall collect and receive all moneys due or belonging to the Club and deposit same in a bank or account acceptable to the Board, in the name of the Club. The books shall be open to inspection upon written request. A Treasurer's report will be provided at all Board meetings. If there is no report provided for two consecutive Board meetings, the books are subject to being audited by two members at large appointed by the membership. The books will be subject to an annual audit by two members at large, elected by the membership, at the September meeting. The audit will be completed and presented at the October election meeting. During the month of July, the Treasurer shall send each member a statement of dues for the coming year. The Treasurer shall be responsible for maintaining a current list of members.

Section 3. Vacancies

Any vacancy occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board at its first meeting following such vacancy. The exception is that the office of President shall be filled by the Vice-President.

Article IV The Club year, meeting attendance, nomination and elections

Section 1. Club Year

The Club's official year shall be from the conclusion of the October election meeting to the following years' October election meeting.

The fiscal year shall begin January 1 and end December 31.

Section 2. Meeting Attendance

Any Officer or Director of the Board who is absent from two consecutive Board or General meetings may be removed from the office at the discretion of the Board. A majority vote of the Board is required for removal.

The Officers and Directors voted into office will begin their term at the conclusion of the October Board meeting. They will serve until the conclusion of the following October's Board meeting. Each retiring Officer shall turn over to his successor all records and properties related to that Office within 30 days after the election of his 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 effected.

Section 3. Eligibility for Office

All general members in good standing who live within the geographic boundaries of the Club are eligible to be candidates for office.

Section 4. Nominations

No person may be a candidate in a Club election who has not been nominated. By July 15, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Board of Directors shall name a Chairperson for the committee.

- a. The Nominating Committee shall nominate one candidate for each office and position on the Board to be elected at the October election meeting. After securing the consent of each person so nominated, the Chair shall notify the Recording Secretary of the proposed slate of Officers and Directors by August 15.
- b. Upon receipt of the Nominating Committee's proposed slate, the Recording Secretary shall notify each Club member in writing by September 1.
- c. Additional nominations may be made from the floor at the September nominations meeting by any member in attendance. Nominations may also be made in writing to the Recording Secretary before the September nominations meeting. The proposer shall present, in addition to the nomination, a written statement from the proposed candidate signifying willingness to serve.
- d. Nominations cannot be made at the October election meeting or in any manner other than as provided in this section.

Section 5. Elections

The Election Meeting will be in October.

After the September Nominations meeting, the Recording Secretary will mail a ballot listing all nominees in alphabetical order to each member in good