

North Central
Newfoundland Club, Inc.
Constitutions and By-Laws



Revised June 6, 2015

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

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.

1

2 **BYLAWS**

3 **Article I. Membership**

4 **Section 1. Eligibility.**

5 Membership shall be open to all persons who support the objectives of the Club and
6 who are in good standing with the Newfoundland Club of America, Inc. and the
7 American Kennel Club.
8

9 **Section 2. Types of Membership.**

10 (a) Voting membership

11 Intended for persons eighteen (18) years of age or older who take an active part in the
12 Club by attending meetings and functions, participating in elections and serve on or
13 chair committees. Only voting members may serve on the Board of Directors and vote
14 at meetings. Voting memberships may be individual or joint. A joint membership is two
15 individuals living at the same address and each shall be entitled to one (1) vote.

16
17 (b) Associate membership (nonvoting)

18 Intended for persons eighteen (18) years of age or older who choose not to participate
19 fully in the operation of the Club, but wish to be invited to all Club events and receive
20 the Club's newsletter. Associate members may participate in all Club activities,
21 meetings, chair and serve on committees, but are not entitled to vote. Associate
22 memberships may be individual or joint. A joint membership is two (2) individuals living
23 at the same address.

24 (c) Junior Membership (nonvoting)

25 Intended for persons 9 – 17 years of age. Intended to encourage younger members to
26 become involved in the world of Newfoundlands. All Junior members must have a parent or
27 legal guardian as a member in good standing with the NCNC. Junior members may
28 participate in all Club events and receive the Club's electronic newsletter.

29 **Section 3. Dues.**

30 The Board shall recommend the amount of the annual dues by December 31 for the
31 succeeding year. Dues will be payable by January 1st of each year. Dues are
32 considered an obligation to the Club and are nonrefundable.
33

34 **Section 4. Election to Membership.**

35 The application for membership shall state the name(s), address, and occupation of
36 the applicant(s), the type of membership requested, and it shall carry the endorsement
37 of one (1) member of the Club. The application shall request the applicant's reason(s)
38 for joining the Club and previous experience with dogs, if any. The prospective
39 member shall submit a check in the amount of dues with the application. Following
40 receipt of the application(s), the name(s) of the applicant(s) shall be published in the
41 next issue of the Newsletter. Objections to a prospective member shall be sent in
42 writing to the Club Secretary within thirty (30) days following publication. The Board
43 shall elect applicants to membership at its next meeting following the thirty day
44 provision.
45

46 **Section 5. Change in type of membership.**
47 Membership type can only be changed during renewal periods.

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50 **Section 6. Termination of Membership**
51 Membership may be terminated:

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

57
58 (b) By lapsing.
59 A membership will be considered as lapsed and automatically terminated if such
60 member's dues remain unpaid forty five (45) days after the first day of the fiscal year;
61 however, the Board may grant an additional forty five (45) days of grace to such
62 delinquent members in meritorious cases. In no case may a person be entitled to vote
63 at any Club meeting whose dues are unpaid as of the date of that meeting.

64
65 (c) By expulsion.
66 A membership may be terminated by expulsion as provided in Article IX of the Club's
67 bylaws.

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72 **Article II. Officers and Directors**

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74 The Board of Directors shall be composed of the President, Vice-President, Secretary,
75 Treasurer, and five (5) Directors. The Immediate Past President shall have the right to serve
76 on the Board as a nonvoting member. Ex-officio status of the Past President shall be for a
77 period of one (1) year.

78 **Section 1. Management of the Club's affairs.**
79 The general management of the Club's affairs shall be entrusted to the Board of
80 Directors.

81
82 **Section 2. Officers, Directors and their Duties.**
83 The Club's Officers, consisting of the President, Vice-President, Secretary and
84 Treasurer and the Directors shall serve in their respective capacities both at Club
85 meetings and at Board of Directors meetings.

86 (a) The President.
87 The President shall preside at all meetings of the Club and of the Board of Directors
88 and shall have the powers and duties normally appurtenant to the office of President
89 as well as those particularly specified in these Bylaws. The President shall serve as an
90 ex-officio member of all committees of the Club except the Nominating Committee.
91 The President shall prepare agendas for all meetings and direct the affairs of the Club
92 between meetings.

93

94 (b) The Vice-President.

95 The Vice-President shall have the powers and exercise the duties of the President in
96 the case of the President's death, disability or absence. The Vice-President shall keep
97 an up-to-date roster of Club members with current addresses, receive applications for
98 Club membership and notify new members of their election to the Club. The Vice-
99 President shall be responsible for sending out annual dues notices and collecting
100 annual dues. The Vice-President shall perform any other duties the President may
101 delegate to the Vice-President.

102
103 (c) The Secretary.

104 Shall keep a permanent record of all Club meetings and Board meetings and all other
105 matters of which a record shall be ordered by the Club. The Secretary shall have
106 charge of the correspondence, notify members of meetings and notify Officers and
107 Directors of their election to office. The Secretary shall also perform any other duties
108 the President may delegate to the Secretary.

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110 (d) The Treasurer.

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

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

129 **Section 3. Vacancies.**

130 A vacancy shall occur if an Officer or Director resigns, or the Board may consider a
131 position vacant if an Officer or Director fails to attend at least half of scheduled Board
132 meetings and half of club functions/meetings, unless reasonable cause is presented to
133 the Board. If cause is deemed unacceptable by the Board, the Secretary shall notify
134 the Officer or Director within ten (10) days of the Board's decision. An interim
135 appointment of the Board to fill the vacancy shall be accomplished in person, by
136 phone, or mail within thirty (30) days of the last missed meeting. The appointed Officer
137 or Director shall serve for the unexpired term of the specified office.

143 **Section 4. Effect on Board Members if Territory Changes.**
144 Members of the Board of Directors at the time of any changes in the boundaries shall
145 always retain their right to serve the Club in their current position. When current term
146 ends, Board Members would be subject to Article VI Section 5 Eligibility for Office.
147

148 **Article III. Meetings and Voting**

149 **Section 1. Club Meetings.**
150 There shall be at least four (4) Club meetings each year, preferably one (1) meeting
151 per quarter, but no more than two (2) in any one quarter. Meetings of the Club shall be
152 held at such hour and place as determined by the Board of Directors. Notice of
153 meetings shall be published in Newf News at least 30 days in advance or emailed /
154 mailed by the Secretary, or their representative, at least fourteen (14) days prior to the
155 meeting date. The quorum for such meetings shall be fifteen percent (15%) of the
156 voting membership. Joint voting memberships shall be considered two (2) members.
157

158 **Section 2. Special Club Meetings.**
159 Special Club meetings may be called by the President, or by a majority vote of the
160 members of the Board who are present and voting at any regular or special meeting of
161 the Board, or shall be called by the Secretary upon receipt of a petition signed by ten
162 percent (10%) of voting Club members. Written notice/e-mail of such a meeting shall
163 be sent by the Secretary at least ten (10) days and not more than fifteen (15) days
164 prior to the date of the meeting. Such notice shall state the purpose of the meeting
165 and no other Club business may be transacted thereat. The quorum for such a
166 meeting shall be fifteen percent (15%) of the voting membership of the Club. The date,
167 time and location of a Special meeting shall be determined by the President.
168

169 **Section 3. Board Meetings.**
170 There shall be at least four (4) Board meetings per year, with at least two (2) being
171 face to face. The date, time and place of the Board meetings shall be determined by
172 the President. Written notice of each meeting shall be mailed / emailed to Board
173 members by the Secretary at least fourteen (14) days prior to the date of the meeting.
174 The quorum for such a meeting shall be a majority of the Board.
175

176 **Section 4. Special Board Meetings.**
177 Special meetings of the Board may be called by the President. The Secretary shall
178 call a special meeting upon receipt of a written request signed by at least three (3)
179 members of the Board. Special Board meetings may be by teleconference at the
180 discretion of the President. Email or mailed notice of such meeting shall be sent by
181 the Secretary at least s ten (10) days and not more than fifteen (15) days prior to the
182 date of the meeting. Any such notice shall state the purpose of the meeting and no
183 other business shall be transacted thereat. The privilege of Executive Session shall be
184 available at all Board and general membership meetings.
185

186 **Section 5. Voting.**
187 Each voting member of the Club whose dues are paid for the current year shall be
188 entitled to one (1) vote at any meeting of the Club. Proxy voting will not be permitted at
189 any meeting or election.

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Article IV. The Club Year, Annual Meeting, Elections

191 **Section 1. Club Year.**

192 The Club's fiscal year shall begin on the 1st day of January and end on December
193 31st. The Club's official year shall begin immediately at the conclusion of the election
194 at the Annual Meeting and shall continue through the election at the next Annual
195 Meeting.
196

197 **Section 2. Annual Meeting.**

198 The Annual Meeting shall be held between May 1 and July 15 at which Officers and
199 Directors for the ensuing year shall be elected by secret ballot from among those
200 nominated in accordance with Sections 3 and 4 of this Article. The Secretary, Vice
201 President, and three (3) Directors shall be elected at the Annual Meeting in even
202 years; the President, Treasurer and two (2) Directors shall be elected at the Annual
203 Meeting in odd years. Newly elected Officers and Directors shall take office
204 immediately following the election, and each retiring Officer shall turn over to their
205 successor in office all properties and records relating to that office within thirty (30)
206 days after the election.
207

208 **Section 3. Elections.**

209 Officers and Directors shall be elected for two (2) year terms by secret ballot at the
210 Annual Meeting. Ballots shall be counted by tellers as provided in Robert's Rules of
211 Order. The nominated candidate receiving the greatest number of votes for each office
212 shall be declared elected. The nominated candidates for Directors who receive the
213 greatest number of votes for such positions shall be declared elected.
214

215 **Section 4. Nominations.**

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

- 221 (a) The Committee shall nominate one (1) candidate for each office and position on the
222 Board to be elected at the Annual Meeting, and after securing the consent of each
223 person so nominated, the Chair shall notify the Secretary of the proposed slate of
224 Officers and Directors by March 1.
225
- 226 (b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each
227 member in writing of the candidates so nominated by March 15.
228
- 229 (c) Additional nominations may be made in writing to the Secretary by April 15. The
230 proposer shall also present to the Secretary a written statement from the proposed
231 candidate signifying willingness to be a candidate. No person may be a candidate for
232 more than one position.
- 233 (d) The Secretary shall include the slate, including all nominees, with notification to
234 members of the Annual Meeting.
- 235 (e) Nominations cannot be made at the Annual Meeting or in any manner other than as
236 provided in this section.

237 **Section 5.** Eligibility for Office.
238 To be eligible to serve as an Officer or Director, a candidate must have been a
239 member of the Club for one year and have attended at least two (2) Club functions the
240 previous year prior to nomination. To be eligible to serve as an Officer, a candidate
241 must reside within the boundaries of the Club; Directors may reside outside the Club
242 boundaries. No member who is an Officer or Director of any other Newfoundland Club,
243 excepting the Newfoundland Club of America, Inc., shall serve as an Officer or
244 Director of the Club.

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246
247 **Section 6.** Term Limits.
248 Officers and Directors are limited by the following rules:

- 249 (a) For uninterrupted terms on the Board, an Officer or Board Member shall be eligible to
250 succeed themselves only once.
251
252 (b) After one (1) year off the Board a member shall be again eligible to serve two
253 consecutive terms of service.
254
255 (c) In the event that a member has been appointed to a partial term to fill a vacancy, the
256 partial term shall not be considered for the purpose of determining if they are eligible
257 to succeed themselves if as provided for under Section 6.
258
259 (d) The three previous items and notwithstanding appointments, no member shall serve
260 more than six (6) consecutive years on the Board, regardless of the position(s) held.
261
262 (e) Term Limits may be waived in the event the nominating committee does not receive
263 consent of a sufficient number of eligible club members to fill open positions

264
265 **Section 7.** Members will be eligible for election one year post vacated position.

Article V. Committees

266 **Section 1.** Establishment of Committees.
267 The Board will appoint committee(s) Chair (s) to advance the work of the Club in such
268 ongoing matters as specialty shows, obedience trials, working trials, trophies, annual
269 prizes, membership and other fields which may be well served by committees. Except
270 for the Nominating Committee, a committee will be composed of the appointed Chair
271 and other Club members as needed appointed by the Chair with the approval of the
272 Board.

273
274 **Section 2.** Chair Reports.
275 All Chairs of committees shall maintain accurate records and:

- 276 (a) File timely reports to the President of the Club.
277
278 (b) Update or create a committee manual to include, but not be limited to:
279 (1) Selection of site requirements.
280 (2) Equipment and supplies needed for the event.
281 (3) Time frame for completing steps before the event.
(4) Cost of items used at the event.

282 **Section 3.** Special committees.
283 Special committees may be appointed by the Board to aid it on particular projects.
284

285 **Section 4.** Authority of Committees.
286 The committees shall always be subject to the final authority of the Board.
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290 **Section 5.** Termination and Replacements of Committee Appointments.
291 Any committee appointment may be terminated by a majority vote of the full
292 membership of the Board and upon written notice to the appointee. The Board may
293 appoint successors to those appointees whose services have been terminated.

294 **Section 6.** Budget.
295 Each committee chair shall develop and submit a budget for their respective committee
296 activities.

297 **Article VI. Discipline**

298 **Section 1.** Suspension.
299 Any member who is suspended from the privileges of The American Kennel Club or
300 the Newfoundland Club of America automatically shall be suspended from the
301 privileges of this Club for a like period.
302

303 **Section 2.** Charges.
304 Any member may prefer charges against a member for alleged misconduct prejudicial
305 to the best interests of the Club or Newfoundlands. Written charges with specifications
306 must be filed in duplicate with the Secretary together with a deposit of \$50 which shall
307 be forfeited if such charges are not sustained by the Board following a hearing. The
308 Secretary shall promptly send a copy of the charges to each member of the Board or
309 present them at a Board meeting, and the Board shall first consider whether the
310 actions alleged in the charges, if proven, might constitute conduct prejudicial to the
311 best interests of the Club. If the Board considers that the charges do not allege
312 conduct which would be prejudicial to the best interests of the Club, it may refuse to
313 entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a
314 date of a hearing by the Board not less than three (3) weeks or more than six (6)
315 weeks thereafter. The Secretary shall promptly send one copy of the charges to the
316 accused member by registered mail together with a notice of the hearing and an
317 assurance that the defendant may personally appear in his own defense and bring
318 witnesses if he wishes.
319

320 **Section 3.** Board Hearing.
321 The Board shall have complete authority to decide whether counsel may attend the
322 hearing, but both complainant and defendant shall be treated uniformly in that regard.
323 Should the charges be sustained, after hearing all the evidence and testimony
324 presented by complainant and defendant, the Board may by a majority vote of those
325 present, suspend the defendant from all privileges of the Club for not more than six
326 months from the date of the hearing. And, if it deems that punishment insufficient, it
327 may also recommend to the membership that the penalty be expulsion. In such case,
328 the suspension shall not restrict the defendant's right to appear before his fellow
329 members at the ensuing Club meeting which considers the Board's recommendation.

330 Immediately after the Board has reached a decision, its finding shall be put in written
331 form and filed with the Secretary. The Secretary, in turn, shall notify each of the
332 parties of the Board's decision and penalty, if any.
333

334 **Section 4.** Expulsion.

335 Expulsion of a member from the Club may be accomplished only at a meeting of the
336 Club following a Board hearing and upon the Board's recommendation as provided in
337 Section 3 of this Article. Such proceeding may occur at a regular or special meeting of
338 the Club to be held within sixty (60) days but not earlier than thirty (30) days after the
339 date of the Board's recommendation of expulsion. The defendant shall have the
340 privilege of appearing in his own behalf, though no evidence shall be taken at this
341 meeting. The President shall read the charges and the Board's finding and
342 recommendation, and shall invite the defendant, if present, to speak in his own behalf
343 if he wishes. The members shall then vote by secret ballot on the proposed expulsion.
344 A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary
345 for expulsion. If expulsion is not so voted, the Board's suspension shall stand.
346

347 **Article VII. Amendments**

348 **Section 1.** Proposed Bylaw and or Constitution Amendments.

349 Amendments to the Club's bylaws and or Constitution may be proposed by the Board
350 of Directors or by written petition addressed to the Secretary and signed by fifteen
351 percent (15%) of the voting membership in good standing. Amendments proposed by
352 such petitions shall be promptly considered by the Board and must be submitted to the
353 club members with recommendations of the Board by the Secretary for a vote within
354 three (3) months of the date of receipt of the petition by the Secretary.
355

356 **Section 2.** Bylaw and or Constitution Amendments

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

362 The Bylaws and Constitution shall be reviewed every five (5) years
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Article VIII. Order of Business

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

- 379
380 Roll call
381 Minutes of last meeting
382 Report of President
383 Report of Secretary
384 Report of Treasurer
385 Reports of committees
386 Election of Officers and Board (at Annual Meeting)
387 Unfinished business
388 New business
389 Adjournment
390

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

- 393 Roll Call
394 Review of minutes of last meeting
395 Report of Secretary
396 Report of Treasurer
397 Report of Committees
398 Unfinished business
399 New business
400 Election of new members
401 Adjournment
402

403

Article IX. Dissolution

404 **Section 1.** The Club may be dissolved at any time by written consent of not less than
405 two-third (2/3) of the voting members.

- 406 (a) In the event of dissolution of the Club, whether voluntary or by operation of law, none
407 of the property of the Club, or any proceeds thereof, or any assets of the Club, shall
408 be distributed to any member of the Club.
409 (b) After payment of the debts of the Club, its property and assets shall be given to a
410 charitable organization selected by the Board for the benefit of Newfoundland dogs.

411

Article X. Parliamentary Procedure

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