

NEW PEN DEL NEWFOUNDLAND CLUB, INC.

CONSTITUTION AND BY-LAWS

Constitution

Article I

Name and Objectives

Section I The name of the club shall be New-Pen-Del Newfoundland Club, Inc.

Section II The objectives and aims of the Club shall be to preserve, protect and improve the Newfoundland Breed and to do all possible to bring their natural qualities to perfection; to encourage and promote cooperation, camaraderie, and sportsmanship among the membership and do all things necessary sensible and consistent with achieving these goals; including but not limited to the following:

- (a) Urge all members to accept the standard of the breed as approved by the American Kennel Club, as the only standard of excellence by which Newfoundland dogs will be judged:
- (b) Promote among members, high quality care, training and exhibiting of their dogs:
- (c) Pursue the broad aims by planning, conducting and sponsoring of events and activities such as, but not limited to, sanctioned and licensed specialty shows, obedience trials and water tests as well as matches, draft tests, educational programs and community interest activities:
- (d) Protect those displaced Newfoundlands in jeopardy of life or health, through an active Rescue program in accordance with the Charter and Operating Procedures for the New-Pen-Del Newfoundland Club, Inc. Newf Rescue Service:
- (e) Support the objectives and sanctions of the Newfoundland Club of America, Inc. in accordance with the best interest of the New-Pen-Del Newfoundland Club, Inc.

Section III The Club shall not be conducted or operated for profit and no Club asset or remainder or residue from dues, fund raising activities or donations to the Club shall inure to the benefit of any member or individual.

## By-Laws

### Article I

#### Membership

- Section I     Eligibility – Membership shall be open to all persons who subscribe to the purposes of the Club, and who are in good standing with the American Kennel Club, Inc. and the Newfoundland Club of America, Inc.
- (a) Family Membership shall be open to families who qualify under Article I, Section I. Such membership shall have only two adults with voting privileges.
  - (b) Single Membership shall be open to individuals who qualify under Article I, Section I.
  - (c) Junior Membership shall be open to anyone 17 years of age or under. The Junior member will be entitled to all Club publications and mailings, but will be considered a non-voting member.
  - (d) Honorary Life Membership shall be for any member who has made an outstanding contribution to the Breed or the Club, referred to hereafter as Honorary Members. They shall have all privileges of regular single membership, including the right to vote and hold office. Any member of the Club may recommend a person for Honorary Life Membership. Election shall be by a 2/3rds majority vote of the entire Board by secret ballot. Honorary members shall be exempt from dues.
- Section II     Dues
- (a) Dues for members shall be determined and set for the following fiscal year by a majority vote of the full Board of Directors. In any year in which the Board has not acted by June 1<sup>st</sup> to change the amount, dues for the ensuing year shall be at the current level.
  - (b) No member may vote whose dues are not paid for the current year 10 days before the annual meeting. During the month of July, the membership Chairman shall send to each member a statement of all dues for the ensuing fiscal year beginning on September 1<sup>st</sup>.
- Section III     Election to Membership – Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of this Club and the rules of the American Kennel Club. The application shall state the name, address and interests of the applicant and shall carry the endorsement of one member. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications received after March 1<sup>st</sup> shall have their dues applied to the next fiscal year. Affirmative votes of 2/3 of the Directors present at a Board meeting, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant. Election to membership is provisional for a 30 day period from the publication deadline of the next club newsletter. Mailings to prospective members may start upon the receipt of the application by the membership chairman. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the Club may elect such an applicant by a favorable vote of 75% of the members present and qualified to vote.

Section IV 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, 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) Lapsing- A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year, however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case will a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) Expulsion – A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

Section V Area of Service shall be Delaware, New Jersey and Eastern Pennsylvania.

## Article II

### Meeting and Voting

Section I Annual Meeting – The Annual Meeting of the Club shall be held in the months of September, October, or November at a location within our Area of Service, at a date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing.

Section II Special Club Meetings – may be called by the President or a majority vote of the members of the Board who are present at a meeting of the Board, or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such Special meetings shall be held at a place within our Area of Service at a date and hour as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary at least 14 days, and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

Section III 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 they are present. Honorary 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, upon proposed Amendments to the Constitution and By Laws, and upon specific questions as may be determined by the Board of Directors.

Section IV Board Meeting – The first meeting of the Board of Directors shall be held immediately following the Annual Meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person or by mail.

Section V Mail/Telephone Meeting – The Board of Directors may conduct it’s business by mail through the Secretary or by telephone by the President.

### Article III

#### Directors and Officers

Section I Board of Directors – The Board of Directors shall be comprised of the President, Vice-President, Secretary, Working Dog Secretary, Treasurer, and five (5) other persons, all of whom shall be duly elected members in good standing with the Club, who are residents of the United States. They shall be elected for a two (2) year term at the Club’s Annual Meeting as provided in Article IV, and shall serve until their successors are elected. No member may serve as an Officer or Director on the Board for more than four (4) consecutive full terms. General management of the Club’s affairs shall be entrusted to the Board of Directors.

Section II Officers – The Club’s officers, consisting of the President, Vice-President, Secretary, Working Dog Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and it’s meetings and the Board of Directors and it’s meetings.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President’s death, absence or incapacity. The Vice-President shall act as Parliamentarian and be familiar with Robert’s Rules of Order and these By-Laws. The Vice-President shall chair the Finance Committee and be responsible for the preparation of the Annual Budget for approval by the Board at their first meeting.
- (c) The Secretary shall keep a record of all meetings of the Club and the Board, and of all matters of which a record shall be ordered by the Club. In addition it being the foundation of any club to keep records and minutes available for reference, it will be the Secretary’s responsibility to have minutes of all meetings to the Board members no later than 30 days after each meeting. The Secretary shall have charge of all correspondence, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws.
- (d) The Working Dog Secretary shall be in charge of all obedience, water, tracking, draft and carting activities of the Club, and shall further and promote these working activities at events held by the Club.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board, and the Treasurer shall report to them on every item of receipt or payment not before reported, and at the Annual Meeting the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in an amount determined by the Board.
- (f) The Treasurer’s books shall be audited annually, just prior to the Annual Meeting by the Finance Committee, and anytime there is a change in the Treasurer. All checks will require the signatures of the Treasurer and one other Club officer.

Section III Vacancies – Any vacancy occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the members of the Board of Directors with the following exceptions:

- (a) A vacancy in the Office of President shall be automatically filled by the Vice-President and the resulting vacancy in the Office of Vice-President shall be filled by the Board.

- (b) In the case of the absence or incapacity of the Treasurer, the Board shall select one of its members, other than the President or Treasurer, to carry out the duties of the Treasurer.

## Article IV

### The Club Year, Annual Meeting, Elections and Voting

Section I     Club Year – The Club’s fiscal year shall begin on the 1<sup>st</sup> day of September and end on the 31<sup>st</sup> day of August.

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. The elected Officers and Directors shall take office immediately upon the conclusion of the election (or the Annual Meeting), and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section II     Voting – At the Annual Meeting, or at a Special Meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except the annual election of Officers and Directors and amendments to the Constitution and By-Laws, which may be decided by written ballot cast by mail as provided in Section III and IV of this Article and Article VII respectively. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section III    Nominations & Ballots – No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. Within 90 days after the Annual Meeting, the President shall recommend, and the Board shall appoint a Nominating Committee consisting of three (3) members and two (2) alternates, including at least one (1) past or retiring member of the Board.

- (a) The Nominating Committee shall meet at least 120 days prior to the next Annual Meeting and nominate one candidate for each Office and one candidate for each Directorship that will become vacant from among the eligible members of the Club, who are 18 years or older and have been a member in good standing for at least two (2) previous years. The Committee shall procure in writing the acceptance of each such nominee so chosen. The Committee shall not nominate two members of the same family, or a member of a person in his/her immediate family is already an Officer or Director whose term is not expiring.
- (b) The Nominating Committee shall submit in writing the slate of candidates at least 90 days prior to the date of the Annual Meeting. The Secretary shall provide written notification of the Committee’s slate of candidates to each member of the Club at least 60 days prior to the Annual Meeting. This notification shall also advise members of the procedure for making additional nominations.
- (c) Additional nominations of eligible members as specified in Section III (a) above may be made by written petition addressed to the Secretary and received at his/her regular address at least 45 days prior to the Annual Meeting, signed by ten (10) members eligible for voting, and accompanied by the written acceptance of each such additional nominee. Additional nominations which are provided for herein may be made only from among members who have not accepted a nomination of the Nominating Committee, and who do not hold an Office or Directorship that is not up for re-election that year (unless such member has resigned from the Board at least 45 days prior to the Annual Meeting). No person may be nominated for more than one position.

- (d) If no valid additional nominations are received by the Secretary at least 40 days prior to the Annual Meeting, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.
- (e) If one or more valid additional nominations are received by the Secretary at least 35 days prior to the Annual Meeting, he/she shall, at least 25 days prior to the Annual Meeting, mail to each member in good standing a ballot listing in alphabetical order all of the nominees for each position to be filled, together with a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to the opening outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting.
- (f) Nominations cannot be made at the Annual Meeting or in any other manner than as provided above.

Section IV Annual Election – At the annual meeting for the election of Officers and Directors, the vote shall be conducted by ballot. Ballots to be valid must be received by the Secretary before the opening of the Annual Meeting. Ballots shall be counted at the meeting by three (3) inspectors of election who are members in good standing and who are neither members of the current Board nor candidates on the ballot, and who shall be chosen by the members present at the meeting. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the Annual Meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article II.

Section V The President, the Vice President, the Working Dog Secretary and two (2) Directors shall be elected on odd numbered years, and the Treasurer, the Secretary and three (3) Directors shall be elected on even numbered years, to serve for a two (2) year term.

( THE BALANCE OF THIS ARTICLE SHALL OUTLINE THE TERMS OF OFFICE FOR THE ANUUAL MEETING OF 1996, AND SHALL BE REMOVED FROM THE BY-LAWS NINEY (90) DAYS AFTER THE ANNUAL MEETING OF 1997)

The transition for the election of Officers and Directors at the Annual Meeting in 1996 shall be to elect the Treasurer, the Secretary, and three (3) Directors for a two (2) year term to serve until the Annual Meeting in 1998, and to elect the President, the Vice President, the Working Dog Secretary, and two (2) Directors for a one (1) year term to serve until the Annual Meeting of 1997. At the Annual Meeting in 1997 the President, the Vice President, the Working Dog Secretary, and two (2) Directors shall be elected for a two year term as specified in Article III, Section I.

## Article V

### Committees

Section I The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, draft tests, water tests, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid in on particular projects.

Section II Any 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.

## Article VI

### Discipline

Section I 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 II Charges – Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 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 and present them at the next 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 or the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the Breed, 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 no less than 3 weeks nor more than 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/her own defense and bring witnesses if he/she wishes.

Section III Board Hearing – Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may reserve the right to suspend the defendant 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 it's findings 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 IV Expulsion – Expulsion of a member from the Club may be accomplished only at an annual or special meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section III of this Article. The defendant 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 findings and recommendations, and shall invite the defendant, if present to speak in his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual or special meeting shall be necessary for expulsion. If the expulsion is not so voted the suspension shall stand.

## **Article VII**

### **Amendments**

- Section I Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty per cent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.
- Section II The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

## **Article VIII**

### **Dissolution**

- Section I 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, whether voluntary or involuntary, or by operation of law, none of the property of the Club nor any proceeds thereof nor asset 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 selected by the Board of Directors.

## **Article IX**

### **Order of Business**

- Section I 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 Working Dog Secretary  
Report of Treasurer  
Reports of Committees  
Election of Officers and Board (at Annual Meeting)  
Introduction of New Members  
Unfinished Business  
New Business  
Adjournment

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

Reading of Minutes at Last Meeting  
Report of Secretary  
Report of Working Dog Secretary  
Report of Treasurer  
Reports of Committees  
Election of New Members  
Unfinished Business  
New Business  
Adjournment

Section III At all meetings or matters where not otherwise stated, Roberts Rules of Order will be followed.

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Revised by the Constitution and By-Laws Committee July, 1994

Dwight Summers, Chairman  
Jim Gillpatrick  
Beth Ostrander  
Jack Witt