

South Central Newfoundland Club



Constitution & By-Laws

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CONSTITUTION OF THE SOUTH CENTRAL NEWFOUNDLAND CLUB

SECTION I:

The name of the club shall be the South Central Newfoundland Club, Inc.

SECTION II:

The objectives of the club shall be:

- To encourage and promote the quality of pure-bred Newfoundland dogs and to do all possible to bring their natural qualities to perfection
- To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club and the Newfoundland Club of America as the only standard of excellence by which the Newfoundland dogs shall be judged
- To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike participation at dog shows, obedience trials, and other club sponsored activities and club functions
- To conduct sanctioned matches, specialty shows, obedience trials, and other events under the rules of the American Kennel Club
- To urge members to abide by the Newfoundland Club of America Ethics Guide as a guideline for responsible Newfoundland ownership
- To promote the special qualities of the breed by sponsoring working dog activities under the rules of the Newfoundland Club of America
- To bring fanciers of the breed together in friendly counsel

SECTION III:

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.

SECTION IV:

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.

SECTION V:

Amendments to the Constitution shall be made in accordance with the Club's bylaws.

SOUTH CENTRAL NEWFOUNDLAND CLUB, INC. BY-LAWS

ARTICLE I. MEMBERSHIP

SECTION 1. ELIGIBILITY

There shall be four types of membership:

Regular Membership is open to all persons 18 years or older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Newfoundland Club of America. These members reside in the service area boundary of the South Central Newfoundland Club and shall have full voting privileges, may serve on the Board of Directors, and chair committees, if current dues are paid. Regular membership may be individual or joint. A joint membership is two individuals living at the same address and each shall be entitled to one (1) vote.

Associate Membership is open to all person 18 years or older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Newfoundland Club of America and the South Central Newfoundland Club. These members reside outside the service area boundary of the South Central Newfoundland Club and shall have all rights and privileges of regular membership except voting, the ability to hold office, or serve as committee chair, as long as current dues are paid. Associate membership may be individual or joint.

Junior Membership is open to persons 10 through 17 years of age. Juniors cannot vote, hold office, or hold appointed leadership positions. They may convert to regular membership upon reaching their 18th birthday.

Honorary-Life Membership is for persons who have made an outstanding contribution to the Newfoundland Breed or the South Central Newfoundland Club. These members will enjoy all privileges of membership including the right to vote and to hold office while residing within the Club's boundary.

All current voting members that reside outside the boundary of the South Central Newfoundland Club at the time these by-laws are adopted shall be grandfathered into Regular membership.

The South Central Newfoundland Club service area shall be comprised of the area within a 200-mile radius of Columbus, Indiana.

SECTION 2. DUES

Membership dues shall be assessed annually for all Regular, Associate, and Junior members, and shall be payable on or before the first day of November of each year:

The amount of the dues of each membership category shall be determined by a majority decision of the full membership of the Board of Directors prior to August 1 of each year in order to take effect the following November 1. In any year where the Board has not acted by August 1st to change the amount, the dues for the current year shall continue in effect for the ensuing year.

Honorary-Life members are exempt from all dues. No member may vote whose dues are not paid for the current year. During the month of September each member shall be sent a statement of dues for the ensuing year.

SECTION 3. ELECTION TO MEMBERSHIP.

Election to Regular, Associate, and Junior 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 carry the endorsement of two members in good standing and the applicant shall submit dues payment for the current year to the membership chairman.

The applicant's name shall be published in a club publication following initial Board approval and any comments received by the Membership Chairman within 30 days of publication shall be forwarded to the Secretary to be included in the material distributed to Board members prior to the final consideration by the Board. During final consideration, an applicant must receive a favorable vote of 2/3 of the Board members. The Board may deny membership for any reason and is not required to give reasons for denial of membership.

Applications which have received unfavorable action at a Board Meeting may be presented by the applicant's endorsers at the next meeting of the Club and may be elected by a favorable vote of 75% of the members in attendance at a meeting of the Club. Otherwise, no applicant who has been rejected at any meeting may be again considered at any meeting held within twelve months after the date of the last such rejection.

Election to Honorary-Life Membership:

Honorary-Life members may be proposed by a Board Member or Club member through the Secretary. Election will be by 2/3 favorable vote of the Board of Directors, voting by secret ballot.

SECTION 4. TERMINATION OF MEMBERSHIP

Resignation: Any member in good standing may resign from the Club upon written notice to the membership chairman but resignation shall not affect or cancel any obligation for dues or any other debt to the Club which has accrued prior to resignation.

Lapsing: A membership may be considered lapsed and automatically terminated if such member's dues remain unpaid on December 1st. In no case may a person be entitled to vote at any Club meeting whose dues or financial obligations to the Club or Club-sponsored functions are unpaid as of the date of that meeting.

Expulsion: A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II. MEETINGS

SECTION 1. ANNUAL MEETING

The Annual Meeting of the Club shall be held in January, February, or March of each year at such time and place as may be designated by the President.

Written notice of such meeting shall be mailed by the Secretary at least 21 days prior to the date of the meeting. The quorum for such a meeting shall be 20% of the voting membership.

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 at any regular or mail meeting of the Board, or by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Special Club meetings shall be held at such time and place as may be designated by the President. Written notice of such meeting shall be mailed by the Secretary at least 30 days and not more than 60 days prior to the date of the meeting; and said notice shall state the purpose of the meeting; and no other club business may be transacted. The quorum for such a meeting shall be 20% of the voting members in good standing.

SECTION 3. ANNUAL MEETING OF THE BOARD OF DIRECTORS

The Annual Meeting of the Board of Directors shall be held in January, February, or March of each year, on the same day as the Annual Meeting of the Club, as provided in Section 1 of this Article. The quorum shall be five directors present and voting.

SECTION 4. SPECIAL BOARD MEETINGS

Special Board Meetings may be called by the President or by a majority vote of the Board. Such special Board meetings, whether face-to-face or by conference call, shall be held at such a time and place as may be designated by the President. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more than 30 days prior to the date of the meeting, unless such time limit is waived by the President for cause. The quorum for such meetings shall be 5 directors.

SECTION 5. REGULAR BOARD MEETINGS BY MAIL

Such meetings shall be called by the President whenever it becomes necessary to transact the business of the Club. The Secretary shall act as a clearinghouse for such meetings. Five written replies from the Directors acceptable under the conditions set forth in Section 6 of this article will constitute a quorum.

SECTION 6. CONDUCT OF MAIL MEETINGS

Upon notice from the President that the Mail Meeting is to be held, the Secretary shall circulate to the Board an initial letter stating the business to be transacted. Replies will be made to the Secretary. A Board Member must mail a reply to each circular of the Secretary by the deadline established by the deadline established by the Secretary to be counted as “attending” the meeting. Directors may vote on the issue as received or may write discussion to be considered if there are insufficient votes to settle the matter. If the issues are not settled on the first exchange of letters and sufficient discussion is presented to warrant further correspondence, the Secretary may then circularize the Board in the same manner until the deciding vote is cast. At the close of the meeting, the Secretary shall advise the Board members of all decisions reached; this advice will constitute the minutes.

SECTION 7. LOCATION OF MEETINGS

Except for extraordinary events, all meetings are to be held within the Club’s region. Meetings of the Club shall be decided by the Board of Directors.

ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The board of directors shall be comprised of five to eight members, all of whom shall be voting members in good standing of the Club. General management of the Club’s affairs shall be entrusted to the Board of Directors.

SECTION 2. OFFICERS

The officers of this Club shall consist of a President, Vice President, Secretary, and Treasurer. The officers shall serve in their respective capacities at all meetings of the Club and, so far as may be appropriate, at all meetings of the Board of Directors.

The immediate past President is entitled to become a non-voting member of the Board of Directors for a period of one year.

President. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers appurtenant to the office of the president, in addition to those particularly specified in these by-laws.

Vice-President. The Vice-President shall have those powers and exercise the duties of the President in case of death, absence, or incapacity.

Secretary. The secretary shall keep a record of all meetings of the Club and the Board, and of all matters of which the Club shall order a record. He shall notify the members of meetings, notify

Board members of their election to office, keep the official roll of the members of the Club with their addresses, present the names of the proposed new members of the Club as received by the membership chairman, have charge of answering all inquiries directed to the Club, and such other correspondence as may be delegated to him.

SECTION 3. Any Board member who fails to attend two(2) consecutive Board or general Club meetings, without cause, in a Club year may be removed by a 2/3 vote of the Board.

SECTION 4. 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 except that a vacancy in the office of President shall be filled automatically by the Vice-President. The Board shall fill the resulting vacancy of the Vice-President.

ARTICLE IV. THE CLUB YEAR, ANNUAL MEETING, NOMINATIONS AND ELECTIONS

SECTION 1. Club Year.

The Club's fiscal year shall begin on November 1 and end on October 31. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting. The Club's award year shall be the calendar year.

SECTION 2. Annual Meeting.

Annual Meeting of the Members. The Annual Meeting of the Members of the Club shall be held in accordance with Article II, Section 3. At this meeting, all committees and Director reports the ending Club year shall be received. Each retiring officer shall turn over to his successor in office 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. Elections.

No person may be a candidate in the Club election who has not been nominated in accordance with these by-laws. No later than September 1, the Board of Directors shall select a nominating committee consisting of no less than 3 or more than 5 members, no more than one who shall be a member of the Board. The Board of Directors shall name a chairperson of the Committee. The Nominating Committee may conduct its business by mail.

The Nominating Committee shall nominate from among the eligible members of the Club five to eight Directors for the specific positions of Board Officers and Directors. The Nominating Committee shall obtain the acceptance of each such nominee so chosen in writing. The committee shall then submit its slate of candidates to the Secretary on or before November 1. The Secretary shall mail or have mailed the list of nominations to each member of the Club on or before November 15 so members may make additional nominations if they so desire.

Additional nominations of eligible members may be made by written petition, addressed to the Secretary and received at his regular address on or before December 10, signed by 10 members in good standing and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.

If no valid additional nominations are received by the Secretary on or before December 10th, the Nominating Committee's Slate shall be declared elected; to take office at the conclusion of the Annual Meeting of the Club and no balloting shall be required. The Secretary shall inform the membership on or before January 1 if no balloting is required.

If one or more valid additional nominations are received by the Secretary on or before December 10, he shall on or before December 25th, mail to each voting member in good standing a ballot listing all of the nominations in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary and marked "Ballot" and the name of the member to who it was sent. So that all ballots remain secret, each voter, after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. Ballots to be considered valid must be received by the Secretary in the mail no later than the day before the Annual Meeting of the Club. If a member is attending the Annual Meeting, he may submit the sealed ballot to the Secretary before the meeting begins. The ballots shall be opened and counted by three inspectors, none of who are candidates. The candidates receiving the largest number of votes shall be elected to the Board. If any director-elect is unable to serve for any reason the vacancy so created shall be filled by the new Board of Directors, in the manner provided by Article III, Section 3, of these by-laws.

Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V. COMMITTEES.

SECTION 1. The board of directors will each year appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. The Board may at its discretion determine the size and composition of any committee. Special committees may also be appointed by the Board to aid it on particular projects. The chairperson of each committee shall submit a written annual report to the Secretary of the Board no later than a week before the Annual Meeting of the Board of Directors.

SECTION 2. The chairperson of each SCNC committee shall be appointed annually for a term of one year. The Board may choose to recommend additional members for each committee appointed.

SECTION 3. 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. Each retiring committee chairperson or members shall turn over all records and properties relating to the committee to his successor, or if the committee has been dissolved, the Secretary, within 30 days after he has been notified of the termination of his office. Any person who fails to do so within 30 days may be suspended from all privileges of the Club until the transfer is effected.

SECTION 4. Any policy change proposed by a committee must be referred to the Board for consideration. Resulting policy changes must appear in an official communication of the SCNC to the general membership.

ARTICLE VI. DISCIPLINE

SECTION 1. American Kennel Club Suspension and Newfoundland Club of America Suspension

Any member who is suspended from the privileges of the American Kennel Club and/or the Newfoundland Club of America shall automatically 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, or failure to abide by the Constitution or by-laws of this club. Written charges with specifications must be filed with the Secretary, together with a deposit of \$50.00 which shall be forfeit 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 shall 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 prejudicial to the best interest of the Club or the Breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or of the Breed, or falls under the jurisdiction of the American Kennel Club and/or the Newfoundland Club of America, it may refuse to entertain jurisdiction. If the Board decides to entertain jurisdiction, the Secretary shall so inform the parties to the complaint and shall send one copy of the charges by certified mail together with notice of a 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 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 proceedings choose to be represented by counsel, he shall so inform the Secretary no later than 30 days before the date of the hearing. The 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 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. In addition, if it deems that punishment insufficient, the Board may 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 that considers the Board's recommendation. Immediately after the Board has reached a decision, its 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 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 privileges 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 on 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. Amendments to the Constitution and by-laws may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the voting members in good standing. The Board of Directors shall promptly consider amendments proposed by such petition. All amendments shall be submitted to the membership, inviting comment from the members. No less than 60 days and no later than 4 months after submission to the membership, the Board shall report on such proposal(s) to the Club and present the same for action.

SECTION 2. 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 on the date of the mailing, accompanied by a ballot in which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to ensure secrecy of the vote. Notice with such ballots shall specify a date not less than 20 days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

SECTION 3. No amendment to the Constitution and by-laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the Newfoundland Club of America.

ARTICLE VIII. DISSOLUTION

SECTION 1. 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 purposes reorganization, whether voluntary or involuntary or by the operation of law, none of the property of the Club or 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 charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX. ORDER OF BUSINESS

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

Roll Call
Minutes
Report of the President
Report of the Board
Report of the Secretary
Report of the Treasurer
Report of Committees
Election of new members
Unfinished Business
New Business
Election of Board of Directors (at Annual Meeting)
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:

Reading of the minutes of the last meeting
Report of the President
Report of the Secretary
Report of the Treasurer
Report of Committees
Election of Members
Unfinished Business
New Business
Adjournment

SECTION 3. The current edition of Robert's Rules of Order shall govern all matters pertaining to order not specifically set forth in the Constitution and by-laws.