

By-Laws
Newfoundland Club of Seattle, Inc.
approved December 2022

Article 1
Membership

Section 1. Eligibility: There shall be three types of membership open to all persons who are in good standing with the American Kennel Club and the Newfoundland Club of America and who subscribe to the objectives of this club. Individual and family members are required to attend two club functions; associate members are required to attend one function. Membership shall be unrestricted as to residence.

a) Individual Members: shall be members who pay regular dues and assessments, perform duties assigned to them, and who are at least 18 years of age. They shall be eligible to hold office and to vote on any issue before the club.

b) Family Memberships: entitles all members of one family to the same rights of individual membership except that only two persons over 18 shall be eligible to vote and hold office.

c) Associate Members: entitles the individual to receive the newsletter and attend club functions. This member may not vote or hold office. He or she may be a member of committees. The individual must file the same application form but need only attend one function before applying for associate status.

Section 2. 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 these Constitution and Bylaws, the Newfoundland Club of America Constitution, Bylaws and Code of Ethics, and the American Kennel Club Rules and Regulations. The signature of the applicant on the application form indicates his agreement. The application shall state the name and address of the applicant and it shall carry the endorsement of two voting members of the club. Accompanying the application, the prospective member shall submit dues payment for the current year.

The membership application shall be submitted to the Membership Secretary or any member of the Board. The application information will be included in the next newsletter

If any current member has any objection to the application, they are to notify the Membership Secretary within fifteen days of the distribution of the newsletter. If no objections are made within the time limit, the applicant will automatically become a member. If the chairman is notified of a member's objection to the application, then an election will be held according to the following paragraph. Each applicant must attend the required number club functions prior to the application being printed in the newsletter.

If objections are made, the membership application shall be filed with the Membership Secretary. That application shall be read at the next Board meeting. Four of the five Board Members must approve the applicant. Sponsors shall be invited to be present to speak. Applications that have received unfavorable action at a Board meeting may be presented by the application'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 again be considered at any meeting held within twelve months after the date of the last such rejection.

Section 3. Dues: Membership dues shall be proposed and approved by the Board of Directors. Dues shall be payable on or before the first (1st) day of January each year. No member whose dues are not paid may vote, be elected to the Board or be appointed to chair a committee. During the month of November, the Membership Secretary shall send to each member a statement of his dues for the ensuing year.

Section 4. 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 Recording 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 lapsed and automatically if such members dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board of Directors may grant an additional grace period to such delinquent members meritorious cases. In no case may a person be entitled to vote at any club meeting when his dues are unpaid as of the date of that meeting.

c) Expulsion. A membership may be terminated by expulsion as provided in Article V-Discipline, of these Bylaw

Article II Directors

Section 1. Elected Directors. The elected directors of the Club shall be the President, Vice President, Recording Secretary, Treasurer, Membership Secretary and two (2) Board Members at Large. They shall serve in their respective capacities both with regard to the Club and its meetings, and the Board of Directors and its meetings.

Section 2. Nominations. No person may be a candidate in a Club election who has not been nominated. No person may be a candidate for more than one office at a time. No person who holds office in another regional Newfoundland Club may be eligible for office in the Newfoundland Club of Seattle.

Section 3. Election. Election of Directors shall be at the Annual Meeting in January of each year. Election shall be by secret written ballot whenever more than one candidate is nominated for each position; the Recording Secretary may cast the elective ballot. The elected Directors shall be the nominated candidates for each office receiving the greatest number of votes.

Section 4. Term of Office. The elective Directors shall take office immediately following the adjournment of the January meeting and shall continue in their office until the close of the following January meeting or until his successor can assume the functions of the office. No elected director may succeed himself more than once.

Section 5. Duties

The President shall:

- a) Preside at all meeting of the club and of the Board of Directors,
- b) Have general supervision over the affairs of the Club,
- c) Appoint all standing and special committee chairpersons,
- d) Serve as ex-officio member of all committees except the Nominating Committee,
- e) Make reports to the Board of Directors, and
- f) Perform all other duties pertaining to the office of the President.

The Vice President Shall:

- a) Be familiar with Roberts rules of order
- b) Attend general and board meetings of the Club, and
- c) Provide information to members to help in running a smooth-flowing meeting that is impartially fair to all participants
- d) Perform such other duties as prescribed in these Bylaws or as pertain to this office.
- e) Preside at meeting of the Club and the Board of Directors in the absence of the President.

The Recording Secretary Shall:

- a) Keep full and accurate minutes of all meetings of the Club and of the Board of Directors,
- b) Keep a record of all matters of importance as ordered by the Club,
- c) Notify members of meetings as prescribed in Article III of these Bylaws,
- d) Notify committee chairpersons of their appointments
- e) Notify directors of their election to office,
- f) Notify the general membership that members have been nominated for office according to Article V of these Bylaws,
- g) Perform such other duties as prescribed in these Bylaws or as pertain to this office.
- h) Have charge of answering all inquiries directed to the Club,
- i) Carry out all other correspondence as may be delegated to him,
- j) Make reports to the Board of Directors.

The Membership Secretary shall:

- a) Make reports to the Board of Directors.
- b) Notify new members of their election to membership,
- c) Keep a roll of the members of the Club, with their membership status, address, and telephone number,
- d) In November, send to each member a statement of his dues for the ensuing year.
- e) Perform such other duties as prescribed in these Bylaws or as pertain to this office.

The Treasurer shall:

- a) Keep all money, securities and valuable effects of the Club coming into his hands, in such depository as may be designated from time to time by the Board of Directors,
- b) Make payments for the Club,
- c) Be bondable in the amount determined from time to time by the Board,
- d) Report to the Board and the general membership at every meeting on the condition of the club's finances and every item of receipt or payment not before reported,
- e) At the annual meeting render a full account of all moneys received and expended during the previous fiscal year,
- f) Keep his books at all times open to inspection of the Board or general membership of the Club,
- g) Make reports to the Board of Directors regarding any other matters relative to this office,
- h) Be responsible for compiling any tax information which may be required of the Club, and
- i) Perform such other duties as prescribed in these Bylaws or as pertain to this office.
- j) Send late dues reminder to those members whose dues remain unpaid 30 days after January 1st.

The Board Members at Large shall:

- a) Be familiar with Roberts rules of order
- b) Attend general and board meetings of the Club, and
- c) Provide information to members to help in running a smooth-flowing meeting that is impartially fair to all participants.
- d) Perform such other duties as prescribed in these Bylaws or as pertain to this office.

Section 6. Termination of Office. A Director shall automatically be terminated as a director upon written notice of his resignation to the Recording Secretary, or upon suspension or expulsion by the Newfoundland Club of Seattle or the Newfoundland Club of America. A Director may be terminated for failure to fulfill their duties as outlined in Article II, Section 5. The termination procedures should follow the format outlined in Article V, Discipline Section 7. Replacement. In the event a Director resigns or is terminated, a replacement will be appointed by the remainder of the NCS Board to serve on the Board until the next regularly scheduled election.

Article III Meetings

Section 1. General Meetings. General Membership meetings shall be held within 100 miles of the city limits of Seattle or electronically (online, telephone, or other means) at least once per quarter, at such hour and place as may be designated by general concerns of the members. Written and/or electronic (online, telephone, texting or other means) notice of such meetings shall be distributed by the Recording Secretary or his representative at least 10 days prior to the date of the meeting.

Section 2. Quorums. The quorum for a general membership meeting shall be 25% of the voting membership in good standing. The quorum for any meeting of the Board of Directors shall be a majority of the elected Board.

Section 3. Special Meetings of the General Membership. Special club meetings may be called by:

- a) The President,
- b) A majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board of Directors, or
- c) By the Recording Secretary upon receipt of a petition signed by 5 (five) voting members of the Club.

Such a special meeting shall be held or within 100 miles of the city limits of Seattle or electronically (online, telephone, or other means) at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings.

Written and/or electronic (online, telephone, texting or other means) notice of such meetings shall be distributed by the Recording Secretary or his representative at least 10 days prior to the date of the meetings. Said notice shall state the purpose(s) of the meetings. A quorum for such special meetings shall be as stated in Section 2 above.

Section 4. Board of Directors Meetings. Regular meetings of the Board of Directors shall be held at least bimonthly and in accordance with existing Bylaws within 100 miles of the city limits of Seattle or electronically (online, telephone, or other means) at the direction of the President. Any member of the Club may attend regular Board meetings. A calendar of general meetings and board meetings in the newsletter shall be considered sufficient notice of regular meetings. Electronic meetings may be conducted by communication media as may be appropriate such as, but not limited to: telephone call or texting, or online teleconferences, email, video conferencing, etc.

Section 5. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or shall be called by the Recording Secretary or his representative upon receipt of a written request signed by at least three members of the elected Board. Such special meetings shall be held within 100 miles of the city limits of Seattle or electronically (online, telephone, or other means) at such date, place and hour as may be designated by the person authorized herein to call such a meeting. Written and/or electronic (online, telephone, texting or other means) notice of such meeting shall be distributed to the General Membership by the Recording Secretary or his representative at least five (5) days prior to the date of the meeting, and no other business shall be transacted at said meeting. A quorum for such meeting shall be as defined in Section 2 above.

Section 6. Annual Meeting. The Annual meeting shall be held in the month of January at which Directors for the ensuing year shall be elected from those nominate in accordance with these Bylaws. Each director and committee chair shall turn over to his successor all properties and records relating to his position within 15 days following the annual meeting.

Section 7. Fiscal Year. The Club's fiscal year shall begin on the first day of January and end on the thirty -first (31st) day of December.

Article IV
Standing Committees

Section 1. The President will each year appoint standing committee to advance the work of the Club. Such committees shall always be subject to Board approval and authority of the Board to aid it on particular projects. The chair of each committee shall submit an annual report to the Recording Secretary no later than January 15.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice of the appointee; and the President may appoint a successor to those persons whose service has been terminated.

Section 3. Definition of Committees

a) Nominating- By October 1, the chair shall be appointed by the Board. The Board selects one representative to the committee and recommends three additional members. The chair selects one from these three suggested names. The committee shall nominate at least one candidate for each Director position. After securing the consent of the individuals, the chair shall submit the slate to the Recording Secretary by November fifteenth (15th). The Recording Secretary or his representative shall by December fifteenth (15th), notify each member in writing of the candidates so nominated.

Additional nominations may be made at the annual (January) meeting by any member in attendance, provided that the person so nominated accepts the nominations in addition to the report of the nominating committee. A member may accept nomination by presenting to the Recording Secretary a written statement signifying his willingness to be a candidate

b) Bylaws- The Bylaws committee shall consist of a chair, and no less than two additional members. The committee shall study the Constitution and Bylaws of the Newfoundland Club of Seattle, and submit recommended revisions or amendments to the general membership in accordance with the provisions of Article VII of these Bylaws. After the Bylaws have been accepted by the general membership of the Club, the chair shall submit the new Bylaws to the Newfoundland Club of America for comments and suggestions.

c) Additional Work of the Club shall include, when need and interest allow, such committees as: 1) newsletter, 2) working (water test, carting, obedience and conformation), and 3) Newfoundland Rescue.

Article V
Discipline

Section 1. Suspension. Membership may be suspended for the following reasons:

a) AKC or NCA suspension. Any member who is suspended from the privileges of the American Kennel

Club or the Newfoundland Club of America shall be suspended from the privileges of the Newfoundland Club of Seattle, Inc. for a like period.

b) Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of \$20.00 which shall be forfeited if such charges are not sustained by the Board following a hearing.

The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or the breed. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks after the charges have been presented to the Board.

The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and add assurance that the defendant may personally appear in his or her own defense and bring witnesses if so desired.

c) Litigation. All NCS members agree to be bound by the findings of the NCS Board on disciplinary questions. If such findings lead to the defendant filing suit, the defendant will automatically be suspended from the NCS until such litigation is resolved. Reinstatement to the NCS shall be contingent upon a two-thirds (2/3) majority vote of those members present at a special meeting called for that purpose.

Section 2. Board Hearing. Either party may choose to be represented by legal counsel. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the club for six months from the date of the hearing. And if the Board deems that punishment insufficient, it may also recommend expulsion to the general membership 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 written form and filed with the Recording Secretary. The Recording Secretary shall notify each of the parties of the Board's decision, if any.

Section 3. Reinstatement. One month before the suspension period has elapsed, the Board of Directors at a special meeting shall review the sustained charges to determine whether or not said charges have been corrected. The Recording Secretary shall notify the defendant of the meeting date by certified mail at least two (2) weeks prior to the meeting date. Evidence may be presented by all parties at the meeting.

a) Noncompliance. If the Board determines that the infraction(s) have not been corrected, expulsion will be recommended.

b) Compliance. If the Board determines that the infraction(s) have been corrected, reinstatement to the NCS shall be automatic at the suspension expiration date.

Section 4: Expulsion. A member may be expelled from membership by the following methods:

a) Expulsion from the AKC or NCA. Any member, who is expelled from the American Kennel Club or the Newfoundland Club of America, shall automatically be expelled from the Newfoundland Club of Seattle, Inc.

b) Vote of the membership. Expulsion of a member from the Club must be accomplished at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 2 of this Article.

Such proceedings may occur at a regular or special meeting of the General Membership to be held within 60 days, but not sooner than 30 days, after the date of the Board's recommendation. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his own behalf if so desired. The meeting shall vote by secret written ballot on the proposed expulsion. If expulsion is not so voted, the Board's suspension shall stand until it lapses.

Article VI Dissolution

Section 1. Dissolution. The Newfoundland Club of Seattle, Inc. may be dissolved at any time by written consent of not less than two-thirds (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 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 selected by the Board.

Article VII Amendments

Section 1. Amendments to the constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the membership with the recommendation of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received.

Section 2. The constitution and Bylaws may be amended by a two-thirds (2/3) vote of the membership present and voting at any regular or special meeting called for the purpose, provided the proposed amendment(s) have been included in the notice of the meeting and distributed to each member at least two (2) weeks prior to the date of the meeting.

Section 3. No amendment to the constitution and Bylaws that is adopted by the NCS shall become effective until it has been approved by the Board of Directors of the Newfoundland Club of America.