

HEART OF AMERICA NEWFOUNDLAND CLUB
CONSTITUTION

ARTICLE 1: NAME AND OBJECTIVES

Section 1: The name of the club will be Heart of America Newfoundland Club.

Section 2: The objectives of the club will be a) To encourage and promote quality breeding of purebred Newfoundland dogs and to do all possible to bring their natural qualities to perfection; b) To adhere to and support the standard of the breed, as approved by the American Kennel Club, as the only standard of excellence by which the Newfoundland shall be judged; c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, matches, specialty shows, and working or water trials; d) To conduct sanctioned matches, specialty shows, and obedience trials under the rules of the American Kennel Club; e) To conduct water and working trials under the rules of the Newfoundland Club of America; f) To cooperate with and encourage the objectives of the Newfoundland Club of America and to do such things as may be deemed necessary for the best interests of the breed.

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

Section 4: The members of the club will adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE 1: MEMBERSHIP

Section 1: Eligibility. The Club exists principally to serve the Newfoundland dog and Newfoundland fanciers in Kansas, Western Missouri, Northeastern Oklahoma, Southwestern Iowa, and Southeastern Nebraska. This region is defined as follows: Kansas - all counties, Western Missouri - Schuyler, Adair, Macon, Randolph, Howard, Cooper, Moniteau, Morgan, Camden, Laclede, Wright, Douglas, Ozark counties and all counties west to state lines; Southeastern Nebraska - Cass, Coming, Dodge, Douglas, Franklin, Gage, Johnson, Lancaster, Nemaha, Otoe, Pawnee, Richardson, Sarpy, Saunders, and Washington counties; Southwestern Iowa - Adair, Adams, Appanoose, Boone, Cass, Clarke, Decatur, Fremont, Jasper, Lucas, Madison, Marion, Mills, Monroe,

Montgomery, Page, Polk, Pottawattamie, Ringgold, Taylor, Union, Warren, and Wayne counties; Northeastern Oklahoma - Adair, Cherokee, Craig, Creek, Delaware, Kay, Mayes, Muskogee, Noble, Nowata, Okmulgee, Osage, Ottawa, Pawnee, Rayne, Rogers, Sequoyah, Tulsa, Wagoner, and Washington counties. Membership will be open to all persons who subscribe to the objectives of the club and who haven't been disbarred or disciplinary action hasn't been taken against them by the American Kennel Club or the Newfoundland Club of America.

No geographic residence requirement exists for general membership; a) General membership will be open to all persons 18 years of age or older, General members will be referred to hereafter as members or membership; b) Junior membership will be open to all persons under 18 years of age, but such members will have no voting rights; c) The Board of Directors may by a 2/3 vote of the entire board, grant an honorary membership to an outstanding contributor to the Newfoundland breed. An honorary membership has no voting privileges and is subject to acceptance by the individual so designated; d) An Associate Member shall have all the privileges of a general member except voting rights and will not be considered in the determination of a quorum for a general meeting.

Section 2 Dues. Membership dues are payable on the first day of December of each year. No member may vote or become a candidate for office whose dues are not paid for the current year. During the month of October, the membership chair will send to each member s statement of dues owed for the ensuing year. Membership dues will be determined and set for the following year by the Board of Directors with the approval of the membership at the 3rd quarter meeting. All new members joining after September 1st will not be required to pay dues for the following annual year. (i.e. a member paying \$25 for dues in November 1991 would not be required to pay another \$25 for the 1992 year.)

Section 3. Election to Membership. Each applicant for general membership will apply on a form as approved by the Board of Directors and which will 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 will state the name, address, and occupation of the applicant, and it will carry the endorsement of two members, who will not be of the same household. (i.e. husband and wife, etc.) The prospective member will submit dues payment for the current year with the application. The board will consider the slate of applicants and those approved will be published in the next edition of the club newsletter. There will follow a 30 day comment period during which any member may present in writing any concerns regarding the applicant's qualifications for membership. Following the comment period the applicant will be approved barring any negative comments received. If negative comments are received the application will not be presented to the membership for voting until the comments have been addressed by the board. All applications

are to be filed with the Membership Chair. The prospective member must work at least one Club function before his/her application may be voted upon by the general membership. Prospective associate members need not attend a Club function, but at least one of the associate member's sponsor must attend the general meeting at which the election to membership will take place. A prospective member's application must be voted upon after all requirements for application consideration have been met; a) no later than at the second general meeting, or b) within six months, whichever is greater. Applications not voted upon within these time constraints shall be returned to the applicant along with the annual dues payment. An affirmative vote of 3/4 of the members present and voting at the meeting will be required to elect the applicant. Applications which have been disapproved may be presented by the applicant's sponsors at the next meeting of the club for reconsideration.

Section 4. Termination of Membership. Membership may be terminated by a) resignation. A member in good standing may resign from the club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the club or who is in possession of club property. Dues obligations are considered a debt to the club and become incurred on the first day of the fiscal year; b) Lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid after the first day of the fiscal year. At the board's discretion, the interval for dues lapsed beyond the end of the fiscal year may be extended up to 30 days. In no case may a person be entitled to vote at any club function whose dues are unpaid as of the date of the meeting. C) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

Section 5. Renewal of Membership. A general member must attend at least two Club functions within a Club year to retain renewal status as a general (i.e voting) member. At the discretion of the board, committee work may be substituted in lieu of the requirement to attend two club functions during the year.

ARTICLE II: MEETINGS AND VOTING

Section 1. Club Meeting. Meetings will be held in the Greater Kansas City area, a minimum of once per quarter at such time and place as may be designated by the Board of Directors. Notice of such meetings will be given at least 10 days prior to the meeting. A quorum for such meetings shall be 20% of the members in good standing.

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, who are present and voting at any regular or special meeting of the Board, or shall be called by the Corresponding Secretary upon receipt of a petition signed by five members of the club who are in good

standing. Such special meetings will be held in the Greater Kansas City area at such place, date, and hour as may be designated by the President. The Corresponding Secretary will mail notice of such meeting at least 5 days, and not more than 15 days, prior to the meeting and no other club business may be transacted thereat. The quorum for such a meeting will be 20% of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held within the Greater Kansas City area, or such a place as agreed upon by a majority of the Board members, a minimum of once per quarter. Quarterly board meetings as well as special board meetings to resolve a specific issue, may also be conducted by telephone, postal mail, or electronic mail, including both internet mail and facsimile. Such meetings will be called by the President and will be held at such an hour and place as may be designated by the President. Notice of quarterly meetings of the Board will be given at least 5 days prior to the meeting. Notice of special meetings of the Board will be given at least 24 hours prior to the meeting. The quorum for such meetings will be a majority of the Board.

Section 4. Voting. Each member in good standing whose dues are paid for the current year will be entitled to one vote at any meeting of the club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III: DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board will be comprised of the following, all of whom shall be members in good standing; a) Officers, who shall be the President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer; b) Two directors. At the club's first annual meeting after adoption of these by-laws, the President, Corresponding Secretary, Treasurer, and one director will be elected for terms of two years, and the Vice-President, Recording Secretary, and one director will be elected for terms of one year each. At each following annual meeting, The President, Corresponding Secretary, Treasurer, and one director will be elected for terms of two years each in even-numbered years. The Vice-President, Recording Secretary and one director will be elected for terms of two years each in odd-numbered years. All terms of office will be two years and they will serve until their successors are elected. The outgoing President will remain a non-voting member of the Board for a term of two years. The annual meeting and elections will be as provided in Article IV of these by-laws. General management of the club's affairs will be entrusted to the Board of Directors.

Section 2. Officers. The club's officers, consisting of the President, Vice-President Corresponding Secretary, Recording Secretary, and Treasurer will serve in their respective capacities both with regard to the club and its meetings and the Board and

its meetings. The President shall appoint and the Board approve from the members of the Board or from the membership at large a delegate to the Newfoundland Club of America to serve for a term of not less than two years. If the delegate appointed is not a Board member, the delegate shall have the privilege of attending Board meetings to report on NCA activities, express opinion on matters under discussion, but shall have no vote. a) The President will preside at all meetings of the club, and will have the duties and powers normally appurtenant to the office of President. In addition to those particularly specified in these by-laws. The President is a non-voting member of the Board except in the case of a tie. The President will, with the approval of the Board of Directors, appoint and discharge all regular and special committees. The President is an ex-officio member of all committees, except the Nominating committee; b) The Vice-President will have the powers and exercise the duties of the President in the case of the President's absence, incapacity or death. The Vice-President will also act as Program Chair of the club and the Parliamentarian. The President will delegate these duties to another club committee if deemed necessary; c) the Recording Secretary will keep a record of all meetings of the club and the Board, including attendance and of all matters of which a record will be ordered by the club. The Secretary will notify new members of their election to membership, notify officers and directors of their election to office and keep a roll of the members of the club and their addresses; d) The Corresponding Secretary will notify members and the Board of meetings, or delegate this duty to an appropriate committee. The Corresponding Secretary shall have charge of all club correspondence; e) The Treasurer will collect and receive all monies due or belonging to the club. The Treasurer will deposit the same in a bank designated by the club. The Treasurer's books will at all times be open to inspection by the Board and by any member or members, on reasonable notice. The Treasurer will report to the Board at every meeting the condition of the club's finances and every item of receipt or payment not before reported; and the Treasurer will render an account of all monies received and expended during the previous fiscal year at the first Board meeting of the year and this account will be available to the membership at the 1st Quarter General meeting and/or on the membership link on the HANC website no later than the date of the 1st general meeting of the year. The Treasurer must be bondable, and at the Board's discretion, may be required to be bonded for such amount as the Board deems necessary.

Section 3. Vacancies. Any vacancy occurring on the Board during the year shall be filled for the remaining term of office by a majority vote of all the remaining members of the Board present at its first regular meeting following the creation of such a vacancy, or at a special Board meeting called for that purpose. The Vice-President will fill a vacancy in the office of President automatically and the resulting vacancy in the office of Vice-President will be filled herein.

Section 4. Absence. Any officer or any member of the board who is absent from any two consecutive board meetings without legitimate excuse can be removed from the office at the discretion of the Board. A majority vote of the entire board is required for removal.

ARTICLE IV: THE CLUB YEAR, ANNUAL MEETING, AND ELECTIONS

Section 1. Club Year. The club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The club's official year shall begin immediately after the conclusion of the annual meeting and continue through to the conclusion of the next annual meeting.

Section 2. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three members in good standing, not more than one of whom may be a member of the Board, and two alternates. The Secretary will immediately notify the committee members and alternates of their selection. The Board will name a chair for the committee and it will be his or her duty to present the list of nominations to the Recording Secretary at least 90 days prior to the annual meeting; a) The committee will nominate one candidate for each open position and after securing the consent of each person so nominated will immediately report their nominations to the Recording Secretary in writing; b) Upon receipt of the Nominations Committee's report, the Recording Secretary will, at least 60 days prior to the annual meeting notify each member in writing of the candidates so nominated, or delegate this responsibly to the appropriate committee; c) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at least thirty days prior to the annual meeting signed by three members and accompanied by a written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person will be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the Nominating Committee; d) Should there be no additional nominations received by the due date, the Nominating Committee's slate shall be declared elected at the time of the annual meeting and no further balloting will be required; e) Opposed candidates must be voted on by written ballot at the annual meeting. Unopposed candidates shall be declared elected at the time of the annual meeting; f) Nominations cannot be made at the annual meeting or in any other manner than as provided in this section.

Section 3. Annual Meeting. The annual meeting shall be held in the month of December at which time Officers and Directors for the ensuing year shall be elected by written ballot by the eligible voting members present at the annual meeting from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the annual meeting and each retiring officer shall turn over to their successor in office all properties and records relating to that office by January first of the new year.

Section 4. Elections. The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

ARTICLE V: COMMITTEES

Section 1. Appointment. The President may each year appoint chairpersons and members to such standing committees and ad hoc committees as may advance the work of the club. Such committees will be subject to the final authority of the Board. Chairpersons of standing committees shall serve for a period of one club year and shall be replaced or reconfirmed at the first Board meeting following the annual meeting. Among standing committees shall be the following: Match and Show, Publicity, Working Dog, Education, Newsletter, Membership.

Section 2. Termination. Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee, and the Board may appoint successors to these persons whose services have been terminated.

ARTICLE VI: DISCIPLINE

Section 1. American Kennel Club 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, automatically shall be suspended from the privileges of this club for a like period.

Section 2. 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 Secretary together with a deposit of \$50 which will be forfeited if the Board following a hearing does not sustain such charges. The Secretary will promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Board will 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 breed or club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it will fix a date of a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary will promptly send one copy of the charges to the accused member by certified 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 desired.

Section 3. Board Hearing. The complainant and defendant will be entitled to counsel of their choice at such hearing and each will bear their own fees for representation by counsel. After hearing all the evidence and testimony presented by the complainant and defendant, the Board may, at a meeting, by a majority vote of all those Board members present shall, suspend the defendant from all privileges 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 cases the suspension will not restrict the defendant's right to appear before his/her fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding will be put in written form and filed with the Secretary. The Secretary, in turn, will notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion and Appeal from Suspension. Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days, but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant will have the privilege of appearing in his/her own behalf, although no evidence will be taken at this meeting. The President will read the charges and the Board's findings and recommendations, and will invite the defendant, if present, to speak in his/her own behalf. The members will then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting will be necessary for expulsion. If expulsion is not so voted, the Board's suspension will stand unless the defendant appeals the suspension to the general membership. In that event, the Board's suspension will stand only upon a confirming vote by 2/3 of those members present and voting.

ARTICLE VII: AMENDMENTS

Section 1. Proposal. 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 20% of the membership in good standing. Amendments proposed by such petition will be promptly considered by the Board, and must be submitted to the members with recommendations of the Board by the Secretary for a vote within 3 months of the date the petition was received by the Secretary.

Section 2. Amendments. The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at any regular meeting provided the proposed amendments have been included in the notice of the meeting as described in Article II, Section 1.

ARTICLE VIII: DISSOLUTION

Section 1. Dissolution. The club may be dissolved at any time by written consent of not less than 2/3 of the voting members. In the event of the dissolution of the club whether voluntary or involuntary or by operation of the law, none of the property of the club nor any proceeds thereof nor any assets of the club will be distributed to any members of the club, but after payments of the debts of the club, its property and assets will be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLE IX: ORDER OF BUSINESS

Section 1. Club Meetings. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows: Roll Call, Minutes of Last Meeting, Report of President, Report of Secretary, Report of Treasurer, Report of NCA Delegate, Report of Committees, election of New Members, Unfinished Business, Election of Officers and Board (at Annual Meeting), New Business, Adjournment.

Section 2. Board Meetings. At meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present, will be as follows: Roll Call, Minutes of the Last Meeting, Report of the Secretary, Report of the Treasurer, Report of the NCA Delegate, Report of Committees, Unfinished Business, New Business, Adjournment.

Section 3. Robert's Rules of Order. Current edition, is adopted to supplement the club's by-laws and standing rules.

BY-LAWS APPROVED AS AMENDED

January 2010