

NCA BOARD OF DIRECTORS MINUTES
TELECONFERENCE MEETING MINUTES, January 5, 2005, January 27, 2005 &
February 22, 2005 (Approved 4/5/05)

Roger Frey, President, called the meeting to order at 8:08 p.m. Eastern time.

The following directors were present: Jan S. Boggio (JSB), Jacqueline K. Brellochs (JKB), Mary Lou Cuddy (MLC), Aura Dean (AD), Jack Dean (JD), Roger Frey (RF), Sandee Lovett (SL), Mary Lou Roberts (MLR), and Debra Wigal (DW). Mary W. Price (MWP), AKC delegate, *ex-officio* was present. Patti McDowell (PM), Mary L. Price (MLP), Robin Seaman (RS) and Tom Broderick (TB) *ex-officio* were absent.

Approval of Minutes

The Board considered the minutes of the November 30, 2004 meeting.

At 8:14 p.m., Patti McDowell joined the meeting.

Deb Wigal moved and Jacqueline Brellochs seconded to accept the November 30, 2004 teleconference minutes as amended.

The motion passed. 9 Yes (JSB, JKB: Ditto RF; MLC, AD, RF: I believe that Jack Dean's recollection regarding his being called to order is incorrect; SL, PM, MLR, DW); 1 No (JD: Roger Frey stated that the minutes would not reflect the matters that were the subject of his ruling about coming to order and I feel that the minutes should reflect that rather than remain secret.); 2 Absent (MLP, RS)

Time: 8:31 p.m.

Discussion on Dues Insert on the Membership Renewal Form

One member asked when the minutes of the email meeting of the week of May 5, through 12, 2004 would be completed for approval. It was pointed out that a vote had been taken, money had been spent and no report has been written to convey this action to our members. It was stated that this was the fourth request for these minutes. It was pointed out that this had been discussed at four previous meetings and it needs to be reflected in these minutes, as well as the direction that was given by the Board at that meeting. Roger Frey directed the Board to come back with any corrections to those meetings. Other board members felt that this meeting was a discussion and not a meeting as email meetings are not legal as per Connecticut statutes, therefore a report would be appropriate but not formal minutes. Another Board member stated that we did not know that email meetings weren't permitted at that time and we were acting in good faith that this was an official meeting.

Jack Dean stated the Recording Secretary collected the votes by email with a deadline of 9 p.m. The last vote came in around 8:50 pm. The Recording Secretary was the only one

who knew the voting results. She said she contacted the six who had voted for Jacqueline's version that MLC supported. At the time Roger was in Europe.

Jack Dean stated the Recording Secretary asked those six to change the insert as submitted on which the Board voted and then approve the revised version. The Recording Secretary then contacted another Board member to verify that she changed her vote. The Recording Secretary never told the entire Board what she was doing until after she then announced at 9:35 p.m. a result saying that a modified version never submitted to the entire board had been approved.

Mary Lou Roberts stated that it was she, not Mary Lou Cuddy, who had made the phone calls relating to the vote change. She explained that one Board member indicated in her written vote that she preferred the "Jacqueline Brellochs" version but had voted against it simply because of a paragraph that had been added. Mary Lou Roberts talked with others who preferred this version, all of whom were happy to delete the paragraph, and then contacted that Board member and asked if she would be willing to vote for that version if that paragraph was removed. She indicated that she would. Mary Lou Roberts said that she relayed this conversation to the Recording Secretary who then contacted the Board member to verify the change in her vote.

Some Board members had earlier raised objections to the insertion by Jacqueline Brellochs. Some Board members stated that some versions contained the fact that the dues increase was six times over what the Finance Committee had recommended, the justification given was that we had only \$2.00 to run the NCA and omitted income from other sources. The insert did not mention that the dollar figure was not even with what the treasurer had submitted and did not reflect the possibility over the fact that we were headed to a surplus in our budget instead of a deficit.

One Board member objected to what he considered to be the undemocratic manner used in the voting process.

Time: 8:36 p.m.

Report of the President

Roger Frey, President, requested that the Board address some time-sensitive items after the officers' reports. He reported that the incorporation renewal papers and fees due had been received from the state of Connecticut and the annual fee for Connecticut corporations had been paid to the Secretary of State. He also said that he had received the annual report form from Cathe Archer who receives them in the name of the NCA. Roger also reported that he had received a 13-page letter dated December 29, 2005 from Tyler, Cooper & Alcorn, the Connecticut law firm engaged by the Board and that he had made copies and had sent a copy of the letter by priority mail to all Board members. He stated that the Board will need to meet within two weeks to discuss this letter.

A member asked the President for an update on the Constitution and By-Laws Review Committee (CBLR) teleconference. The President reported that he had encouraged the CBLR committee chair to have a meeting and to move forward on their work. Two Board members raised the issue that the funding was not approved for the five questions nor had they been authorized.

Report of the 1st Vice-President

Aura Dean, 1st Vice-President, reminded the Board that the circumstances surrounding the May email meeting as requested earlier need to be addressed. She also reported on a letter she received from an NCA member that asked the Board to trust the NCA committees and not to micromanage the committees to the extent that it is. The Board should extend a more trusting attitude toward these committees and give them credit for being able to make intelligent decisions. She reported on another letter from an NCA member requesting information about using the AKC **Stud Book**. The letter was referred to Mary L. Price as she is the one who receives the **Stud Book** from the AKC.

Report of the 2nd Vice-President

Sandee Lovett, 2nd Vice-President, reported she is receiving the annual committee reports from the chairpersons.

Sandee Lovett reported that the Working Dog Committee (WDC) has started discussion on the concern voiced about the “over-familiarity of stewards with entered dogs” and the committee hopes to have a report to the Board by the next Board meeting. The WDC reported that they had very little feedback from the membership concerning the WRDX test. The committee had received some feedback from exhibitors and judges and the WDC has gone back to the exhibitors and the test committees to try to obtain additional input. The WDC is also reconsidering the possibility of making a recommendation for an NCA policy on aggressive dogs at working tests in light of the new AKC policy on aggressive dogs.

Sandee Lovett reported that Dejah Petsch, General Education Chair (GEC), asked if there was a job description beyond what was in the **Policy Manual**. She requested information on the 2005 budget for her committee and also requested that the regional clubs be allowed to give out the **Newf and You** booklet without the \$1.00 charge.

Sandee Lovett reminded the Board that vacancies needed to be filled on the Constitution and By-Laws Revision Committee, the Membership Committee and the WDC. A Board member asked if email capability was necessary for the WDC vacancies. It was stated that is not really imperative but it adds for a lot of extra work for the committee’s chair if a committee member did not have email access.

The Board discussed the **Newf and You** and the \$1.00 fee that regional clubs have been charged for the GEC packets. It was stated that the charge was meant to keep the packets from being passed out indiscriminately. Regional clubs are entitled to 75 copies

each year and can request more, if needed. The NCA had just received a sizeable reprint of the booklet. The GEC should have a good supply of the booklet plus the **Illustrated Guide** and the other GEC brochures and pamphlets.

It was the consensus of the Board to do away with the \$1.00 fee for the GEC packets and regional clubs may request copies from the GEC at no charge.

A question was asked about committee vacancies being listed in a timely fashion on the NCA website. Sandee replied she had written to John Rodley, Internet Chair, within a month after the fall face-to-face meeting about a list of items, including the listing of the committee vacancies.

There was a brief discussion concerning when Sandee Lovett wrote letters to committee chairs in regards to questions about their committees' progress or to give the committees directives from the Board. She reported that she had written the letters in a timely manner and copies would be available to the Board.

Time: 8:57 p.m.

Report of the Recording Secretary

Mary Lou Cuddy, Recording Secretary, reported that she had prepared the January 5, 2005 agenda and the November 20, 2004 minutes. She also reported that election packets had been mailed and that ballots were being received and handled in accordance with the new election policies.

At 8:59 p.m., Mary L. Price joined the meeting.

Report of the Corresponding Secretary

There was no report as Robin Seaman was absent.

Report of the Treasurer

Mary L. Price, Treasurer, reported the following.

NCA Operations

Checking Account	4,792.32	
Savings Account	38,163.54	
CDs	<u>194,205.39</u>	
	237,161.25	237,161.25
"Distinguished Member" Restoration		
CD		1,163.57

Uniform Trophy Fund

Money Market Account

9,641.99

\$247,966.81

In response to a question, Mary L. Price said that the 4th quarter Newf Tide invoice was not included in this report as she has not yet received the final bill in the mail. She reported that the **Newf Tide** bill should be \$9,505.88, the **Membership Roster** \$4842.35 and specialty packet \$1485.03. The total mailing should be \$15,570. The 3rd and 4th Quarter bills for the **Newf Tide** editor had not yet been submitted.

In response to another question, Aura Dean reported that only 12 out of 600-700 NCA members whom she personally contacted requested a corrected **Membership Roster**. Because some of the mailed **Membership Rosters** had been incorrectly collated, the Printing Center absorbed all the costs of mailing the replacements, except for a few rosters that Aura had mailed herself.

Time: 9:05 p.m.

Report of the AKC Delegate

Mary W. Price, AKC Delegate, reported that she would be attending the January 2005 AKC Delegates meeting in Florida. The meeting is being held the day after the AKC/Eukanuba National Championship show. She reminded the Board members that the group competition at this show would be televised live this year.

At the January 2005 Delegates meeting, the delegates will be asked to approve a change to the Standing Rules on Committees. This amendment will change the name of the Strategic Planning Committee to the Delegate Advocacy and Advisory Committee. It is felt that the new name is more reflective of the committee's functions.

At this time, there are nine candidates for the AKC Board of Directors. They are Carl Ashby, Judith Daniels, Dr. Anthony DiNardo, Dr. Charles Garvin, Steve Gladstone, David Keene, Dr. Gerry Meisels, Hon. David Merriam and Patricia Scully.

Mary W. Price reported that the AKC Parent Club Canine Health Conference is being planned for October 21-23, 2005 in St. Louis, Missouri. More details will be given later.

The Board discussed the 40 United Airlines discount coupons that were given to the NCA by the AKC. There was a question concerning whether the coupons were round trip or one-way. Mary W. Price reported that the coupons themselves do not say specifically. She said the cover letter that came with the coupons had a sentence stating that the coupons could be used to or from a dog event. She will check with the AKC and will

report back to the Board. She asked how the coupons would be distributed to the NCA membership. The Board will address this at its next meeting.

Time: 9:11 p.m.

Breeders List

The Board addressed the ***Breeders List*** application form. The application form needs to be approved so it may be included in the 1st Quarter ***Newf Tide***. A Board member questioned whether the form could be posted on the NCA website instead appearing in ***Newf Tide*** as most members are not listed on the ***Breeders List***. It was the consensus of the Board that the form should remain in the 1st Quarter ***Newf Tide***.

It was reported that there were some complaints concerning the ***Breeders List***. These complaints concerned the accessibility of the ***Breeders List*** on the NCA website and the fact that the NCA website was changed after breeders had signed up for the ***Breeders List***. There were also some concerns expressed over the statement of a life-long commitment to Newfoundlands that appears on the ***Breeders List*** application form. It was stated that wording had come from the NCA rescue overview sheet. The phrase meant the Newfoundlands that the person had bred. Mary L. Price read the statement that now appears on that document. That statement is, "The NCA Rescue Committee encourages breeders of Newfoundlands to make a lifelong commitment to all Newfoundlands they produce and supports this commitment when it exists." It was the consensus of the Board that the wording used on the ***Breeders List*** application form would be, "The NCA expects its members to make a life-long commitment to every Newfoundland they produce and to cooperate in the rescue of any Newfoundlands they produce."

There was discussion about whether a breeder should have to fill out the entire application each year. If a breeder continues to be listed each year, much of the information requested and given (as in litters and titled dogs) is redundant. It was the consensus of the Board that a breeder who is continually listed on the ***Breeders List*** does not have to resubmit documentation about the litters bred and dogs titled. A breeder whose listing lapses must fill out the entire application and provide the requested documentation in order to be listed again.

Patti McDowell moved and Deb Wigal seconded to reduce the ***Breeders List*** application fee from \$50.00 to \$35.00 for a renewal application and \$45.00 for new applications.

Patty McDowell moved and Deb Wigal seconded to amend the motion to \$50.00 for new ***Breeders List*** applications. The motion passed unanimously. 1 Absent (RS)

The main motion of changing the ***Breeders List*** application fee \$35.00 for a renewal application and \$50.00 for new applications was approved. 10 Yes (JSB, JKB, MLC, AD, JD, RF, SL, PM, MLP, DW); 1 No (MLR: It is wrong to increase dues as much as we did for members and then roll back charges for breeders to appear on this list. If the purpose

of the **Breeders List** is public service, then allow breeders to be listed for free and do away with the fee. \$15.00 should not make a difference to a conscientious breeder to participate in public education for the breed); 1 Absent (RS)

Working Dog Test Stories in Newf Tide

Patti McDowell moved and Deb Wigal seconded to accept the recommendations of the **Newf Tide** Policy Committee to print working dog test stories in a continuous manner. Each regional club will continue to submit an article that covers its test consistent with previous policy in that it can be no longer than one page.

The motion passed unanimously. 1 Absent (RS)

The **Newf Tide** Policy Committee was directed to prepare a letter to regional clubs outlining the submissions and giving specifics about picture requirements. This letter will be forwarded to the Working Dog Committee (WDC) for inclusion in the test-giving materials sent by the WDC to approved regional club test-giving committees.

800 Phone Number for Puppy/Breeder Referral

Mary Lou Cuddy moved and Jacqueline Brellochs seconded to table to discussion of a new committee to handle the 800 phone number puppy/breeder referral number until Mary Lou Roberts' report on the NCA's utilization of all NCA committees that deal with puppy/breeder referral and/or education which is due by March 15, 2005. 10 Yes (JSB, JKB, MLC, AD, RF, SL, PM, MLP, MLR, DW); 1 No (JD); 1 Absent (RS)

Executive Session

At 10:24 p.m., Patti McDowell moved and Jan Boggio seconded to go into executive session. The motion passed. 10 Yes (JSB, JKB, MLC, AD, RF, SL, PM, MLP, MLR, DW); 1 No (JD); 1 Absent (RS)

At 11:15 p.m., Patti McDowell moved and Jan Boggio seconded to come out of executive session. The motion passed unanimously. 1 Absent (RS)

While in executive session, the Board voted to appoint Tracy Warncke to the Rescue Prevention Committee.

While in executive session, the updating of the website was discussed. Board members thought it should be as current as possible since many members depend upon it for information. After discussion, some Board members requested Jack Dean, previous Internet Chair to update the - **Breeders List**, Committee Openings, Calendar of Events, Bulletin Boards, Agendas and Minutes. This was to be done as soon as possible and was a one-time request. The Board voted to have Jack Dean complete the update as listed. Roger Frey insisted that he be the one to call John Rodley about the Board's action.

While in executive session, the Board voted to approve the membership applicant list dated November, 13, 2004.

At 11:14 p.m., Aura Dean moved and Deb Wigal seconded to recess the teleconference. The motion passed unanimously. 1 Absent (RS)

Board Teleconference Reconvenes on Thursday, January 27, 2005

Roger Frey, President, called the meeting to order at 8:34 p.m. Eastern time.

The following directors were present: Jan S. Boggio (JSB), Jacqueline K. Brellochs (JKB), Mary Lou Cuddy (MLC), Aura Dean (AD), Jack Dean (JD), Roger Frey (RF), Sandee Lovett (SL), Patti McDowell (PM), Mary L. Price (MLP), Robin Seaman (RS) and Debra Wigal (DW). Tom Broderick (TB) *ex-officio* was present. Mary Lou Roberts (MLR) and Mary W. Price (MWP), AKC delegate, *ex-officio* were absent.

Board Rationales After A Vote

Jacqueline Brellochs moved and Mary Lou Cuddy seconded to adopt as policy the following procedures which were followed at the October 2004 face-to-face meeting. These procedures are: 1) That a Board member would be allowed to speak to each motion twice, unless the Board decided a particular motion warrants more discussion. 2) In an effort to provide the membership with more informative minutes and to assist the Recording Secretary in organizing discussion points, that whenever possible when speaking to a motion Board members will state if they are speaking in favor of or against a motion. 3) That the minutes from this meeting will not include the individual Board member's voting rationale.

The Board discussed the merits of the motion. Some Board members felt this would not save time. Other Board members thought it that it saved a great deal of time at the fall face-to-face meeting. One Board member said he felt that this created secrecy and kept the membership from knowing how Board members feel or what they said. This Board member also said that he felt that some Board members group together to decide issues before the meetings and to try to make sure that certain comments never make the published minutes. In support of that proposition, he pointed out an email of one board member that had been disclosed.

Mary Lou Roberts joined the teleconference at 8:50 p.m.

It was stated that the proposals were derived from ***Roberts Rules of Order*** and parliamentary procedures to move debate along so the Board could finish the club's business in a timely fashion. In reference to the first proposal, it was stated that if the Board felt more discussion was warranted then the discussion could be extended. The Board was reminded that several years ago the membership asked for more details in the minutes. The minutes will try to reflect all discussion points.

The motion passed. 7 Yes (JKB, MLC, RF, SL, MLP, RS, DW); 5 No (JSB, AD, JD, PM, MLR)

Letter to AKC Board Candidates

The Board discussed a proposed letter that would be sent to the candidates for the AKC Board of Directors asking them to respond with their feelings about the AKC Online Breeders Classified Ads and the suggested changes that were outlined in the letter. It was stated that the Board needs to approve the letter before it can be sent.

Some Board members felt that the letter was not an efficient way of affecting change in the way the Online Breeders Classified is currently set up. Other Board members felt that by voting for candidates who agreed with the NCA's position, change could be affected. Some Board members questioned whether we would be basing our votes for candidates on only one issue.

There was some discussion that the letter went beyond what the Board had directed by including specific changes. The original charge was merely to ascertain how the candidates felt about the program. There was agreement to take out the reference to providing a free two-generation pedigree with OFA clearances listed.

Jack Dean moved and Deb Wigal seconded to send the proposed letter to the candidates for the AKC Board of Directors. Said letter will not include the reference to a free two generation pedigree. The motion passed. 9 Yes (JSB, JKB, MLC, AD, JD, RF, SL, MLP, DW); 3 No (PM, MLR, RS)

There was a question as to how the letter would be signed. There was a consensus that the letter would be signed, "The majority of the NCA Board of Directors."

The letter reads as follows:

"Dear

The Board of Directors of the Newfoundland Club of America has received many comments from our members concerning the Online Breeder Classified Program. We would like to know ***in writing*** how you feel about this program and the changes we have put forth below. If you could respond by email, we would appreciate it because it would be easier to distribute to our Board members.

We are not asking the AKC to immediately discontinue this program without a trial to see how effective the final process will be. We would like to see the following changes to differentiate the responsible breeder from others and to know how you feel about making the following important information more easily available to the novice puppy buyer.

- **Require a direct link from the AKC website to the parent club Breeders List.** Originally, this was the proposal by the AKC and did exist on the site for a short while. It has recently been removed and we would like to see it reinstated.
- **Require the Breeder Profile be mandatory.** Currently the Breeder Profile pops up on every listing, but it is not completed unless the seller fills it in. Since it appears on every listing, it cannot be that difficult to require that it be completed by every seller. The detailed information would aid the puppy buyer.
- **Make several minor changes to the required information**
 - Go back to the former listing procedure of requiring both parent club and local club information to be listed.
 - Change the question of the number of years breeding to the number of years breeding this breed.
 - Eliminate the reference to being a member of an all breed club. Their admission standards are usually less stringent than a parent club and there is not even a requirement that the all breed club be a local one.
- **Change the individual breeder listing page to state what health clearances are recommended by the parent club for that breed.** Since the parent club website and breeder referral information occurs on every individual listing, it should not be that difficult to add a line that the parent club recommends the following health clearances. We have attached a copy of the proposed statement highlighted in yellow so you can see how easy it would be to add this information.

We would appreciate a prompt reply to this letter and thank you in advance for your anticipated cooperation in this matter.

The Majority of the NCA Board of Directors”

Agenda Items Rationales

The Board discussed the removal of rationales from agenda items. Some Board members felt that this would limit what the membership knows about why a motion or the reasons that a motion was put forward and would also limit input from the membership.

It was mentioned that rationales give only the author’s point of view without any rebuttal. A Board member stated that an agenda is to reasonably inform the membership of what is being brought up for discussion. Other Board members pointed out that there have been complaints about some rationales being inaccurate or inflammatory in nature. It was asked if the 48-hour period before the agenda is published on the website will stay in effect and it was agreed that it would.

Jacqueline Brellochs moved and Mary Lou Roberts seconded that supporting rationales for agenda items be distributed to Board members only. The motion failed. 6 Yes (JKB, MLC, RF, SL, MLP, MLR); 6 No (JSB, AD, JD, PM, RS, DW)

Procedure for Counting Election Ballots

There was discussion about establishing guidelines for the ballot counters so that the procedure is consistent from year to year. Some Board members felt that established guidelines were needed to assist the counters in determining what constituted a valid ballot or vote. There was some discussion of “mismarks” on the ballots and how to determine the intent of the voter.

There was discussion about making the list of ballots received available. Civil election procedures say that a list must be available to the public on demand. Some Board members were concerned that the list could be used in unfair ways.

Jack Dean moved and Aura Dean seconded to approve the proposed ballot counting procedure as follows.

1. The sealed containers holding the ballots will have been verified by the ballot counters to be intact, unopened and with the seals intact.
2. The ballot envelopes will be recorded on the membership list provided by the Membership Chair. This list will be considered to be a public record and made available for inspection and or copying by any member upon request to the Recording Secretary before, at and after the Annual Membership Meeting. The list of all people who voted in the NCA election shall be available for inspection and copying by any member upon reasonable notice. The list shall be brought to the annual meeting and will be available to all members at the annual meeting and for several days before.
3. The outer envelopes will be opened and the unmarked envelopes containing the ballots removed. The outer envelopes will be retained and made available at the annual meeting.
4. The ballots are to be inspected for the voter’s intent. As long as the intent is obvious to the ballot counters, the vote will be counted. A mismatch is defined as any mark on the ballot other than a “check” or “x” in the box next to the candidate’s name. If a ballot has a mismatch it will not be totally discarded but the individual votes will be analyzed. Individual votes for candidates will be counted if, taking into account any patterns on the entire ballot, it is clear what the voter intended, the vote will be counted. If it is not clear or is questionable, then the individual vote will not be counted. Any vote which is not clear in intent will be set aside and all ballot counters will sign it stating they agree or disagree the intent is not clear. The majority will decide if the vote is to be counted. The ballots will be available to all members at the annual meeting and for several days before may be examined by anyone.
5. Said list, envelopes and ballots may be destroyed after the Annual Membership Meeting upon approval of the Board.
6. At the conclusion of the ballot counting, the ballot counters will sign a statement certifying:
 - A. That the sealed containers were intact, unopened and with the seals in place.
 - B. That the ballot counters attest, that, to the best of their knowledge, the results of the election are fair and in accordance with policy set by the NCA Board.

Concern was raised about this availability and it was pointed out that this is standard election policy and procedure in all election precincts in the United States. One Board member objected to such openness and the fact was pointed out that such information is always available in all national, state and local elections. Another board member stated it was a democratic way to operate so that all members had equal access to the records rather than just a few on the NCA board.

The motion passed. 8 Yes (JSB, MLC, AD, JD, SL, PM, MLP, DW); 4 No (JKB, RF, MLR, RS)

Time: 10:00 p.m.

Proxy Voting

The Board discussed the matter of proxy voting. Roger Frey, President, had faxed a letter to Michael Liosis, Director of Club Relations for the AKC asking for additional AKC input since the NCA is a member club of the AKC. Mr. Liosis stated in his reply that the AKC does not approve of proxy voting for any of its approximately 4,600 clubs which hold events under AKC **Rules and Regulations**. His suggestion was to contact the State of Connecticut and apprise them of the AKC's requirements.

There was a proposal that stemmed from the February 9, 2005 letter from the attorney. It was suggested by a Board member that the Board could address the proxy issue one of two ways while keeping the membership's intention not to have proxy voting.

One possibility would be that the Board, on its own, could amend the By-Laws to prohibit proxy voting. This course of action was not recommended as it is precluded by virtue of specific language in the current By-Laws. The other possibility would be that the Board, on its own, could amend the Certificate of Incorporation. The NCA's By-Laws explicitly require membership approval for changes to the **Constitution and By-Laws**, the **Breed Standard** and the **Ethics Guide**, they are silent as to amendments to the Certificate of Incorporation.

The other possibility would be that the Board, on its own, could change the Certificate of Incorporation since both the By-Laws and the Certificate of Incorporation are silent and do not give the membership any rights to approve changes to the Certificate of Incorporation.

Several Board members stated that when the membership approved the new By-Laws in 1997 they were told that the By-Law provision for proxy voting was removed and that there would be no proxy voting. At the time it was not realized that merely removing the section containing proxy voting would not be sufficient but that there had to be inserted into the By-Laws a statement that proxy voting was not permitted.

Jack Dean moved and Aura Dean seconded to contact the attorney regarding whether the NCA Board, without membership approval, is allowed to change either the By-Laws or the Certificate of Incorporation.

The motion passed unanimously.

There was some discussion if the Board should see the letter before it was sent. There was a complaint that the Board did not see the letter of engagement of December 6, 2004 before it was sent.

Jack Dean moved and Robin Seaman seconded to have Tom Broderick compose a letter to the attorney concerning the Board's changing either the By-Laws or the Certificate of Incorporation to eliminate proxy voting. The letter is to be written by Sunday, January 30, 2005, circulated to the Board for comments by Monday, January 31, 2005 and sent to the attorney on Tuesday, February 1, 2005. The cost of the attorney's opinion is not to exceed \$800.00. Tom Broderick was to circulate the letter in accord with the time frame established.

There was a discussion that the Constitution and By-Laws Review Committee should do this. Some Board members felt it was the Board's responsibility and not the committee's.

There were questions raised about the letter from the attorney and the bill. One Board member asked what the total bill was and the President replied that he had not received a bill. He asked the Treasurer if she had received a bill and she replied that she had not.

The motion passed. 10 Yes (JSB, JKB, AD, JD, RF, SL, PM, MLP, RS, DW); 1 No (MLR); 1 Abstention (MLC)

Executive Session

At 10:28 p.m., Patti McDowell moved and Robin Seaman seconded to go into executive session. The motion passed unanimously.

At 11:56 p.m., Patti McDowell moved and Jan Boggio seconded to come out of executive session. The motion passed unanimously.

While in executive session, the Board voted to approve the applicants list dated January 15, 2005.

While in executive session, the Board voted to name Marget Johnson as the Membership Chair.

While in executive session, the Board voted to name Susan Aspeotes as the Newf Novelties Chair and appointed Sue Miller and Karen Clancy to the Newf Novelties Committee.

While in executive session, the Board voted to name Jack Witt as the Constitution and By-Laws Review Committee Chair and appointed Fred Bock, David Barber and David Helming to the Constitution and By-Laws Review Committee.

At 11:56 p.m., Tom Broderick left the meeting.

By consensus, the Board will meet in Monterey, California on Monday, April 25, 2005 from 7:30 p.m. to 10:00 p.m. and Tuesday, April 26, 2005 from 8:00 a.m. to 5 p.m. The Annual Meeting of the Board will be Thursday, April 28, 2005 following the Annual Membership Meeting.

At 12:13 p.m., Jan Boggio moved and Jack Dean seconded to recess the meeting until Tuesday, February 22, 2005 at 8:00 p.m. Eastern time. The motion passed unanimously.

Board Teleconference Reconvenes on Tuesday, February 22, 2005

Roger Frey, President, called the meeting to order at 8:04 p.m. Eastern time.

The following directors were present: Jan S. Boggio (JSB), Jacqueline K. Brellochs (JKB), Mary Lou Cuddy (MLC), Aura Dean (AD), Jack Dean (JD), Roger Frey (RF), Sandee Lovett (SL), Patti McDowell (PM), Mary L. Price (MLP), Mary Lou Roberts (MLR), Robin Seaman (RS). Tom Broderick (TB) *ex-officio* was present. Also present were Board members-elect Kevin Gallagher and Kathy McIver. Debra Wigal (DW) and Mary W. Price (MWP), AKC delegate, *ex-officio* were absent.

Hosting Dessert at the Annual Meeting

Roger Frey has spoken to the Hyatt Regency and has obtained a quote of \$500 for cake and coffee for 250 people. There would be two serving stations and the hotel would be able to put the club logo on the cakes. It was asked how many people attended the last Annual Meeting that was held in California and the question of whether or not the Board plan for 300. That question would have to be researched. One Board member felt that this question did not need to be decided at this meeting and that before voting on these matters we should obtain definite numbers and cost figures. To wait until the next meeting would not have any impact upon doing the project and the Board would have valid financial data upon which to make a decision.

There was a discussion about how the room would be set up to get members checked in so as to easily determine when and if a quorum is reached.

It was suggested that paper products be used to minimize distractions if dessert was served during the meeting. The cost is approximately \$2.00 per person and it was asked if it would be possible to add on ice cream.

At 8:12 p.m., Deb Wigal joined the meeting.

Mary Lou Roberts moved and Jacqueline Brellochs seconded to provide cake and coffee for the members at the Annual Membership Meeting and to look into the added costs for also providing ice cream. The number of members at the last Annual Membership Meeting in California needs to be ascertained.

The motion passed. 8 Yes (JSB, JKB, MLC, AD, RF, SL, MLP, MLR); 4 Abstentions (JD, PM, RS, DW)

Roger Frey will contact the hotel and will come back to the Board with the additional figures and information.

AKC Drafting Title

The Board discussed a request from a committee that is working to develop an AKC Draft title. The committee is made of representatives from other working breeds and the NCA has been asked to name a representative. There was discussion about the development of an AKC drafting title. It was noted that the Board had discussed this before and the NCA was not inclined to participate. One member stressed that she would continue to oppose NCA participation in any AKC draft event that required weight pulls greater than those already established in NCA draft test regulations. It was suggested that the matter be referred to the Working Dog Committee for their input and for them to appoint a representative. The Working Dog Committee should report back to the Board by March 15, 2005, if possible.

Patti McDowell moved and Jack Dean seconded to send the request for an NCA representative for a committee exploring an AKC drafting title to the Working Dog Committee for their input and to recommend a representative. The motion passed. 11 Yes (JSB, MLC, AD, JD, RF, SL, PM, MLP, MLR, RS, DW); 1 Abstention (JKB)

Time: 8:25 p.m.

Parliamentarian at the Annual Meeting

The Board discussed the President's request to hire a parliamentarian for the Annual Membership Meeting. Previous presidents have felt that having a parliamentarian has helped in running the meeting. One Board member felt that the parliamentarian caused problems in that it slowed the meeting down. He cited the example that at the last meeting it took fifteen minutes to work through whether the membership could use a microphone already in place so everyone could hear them. To ensure impartiality, it was thought by some Board members that it would be a good idea to hire an outside parliamentarian. It was suggested that Roger Frey check with local parliamentarian organizations, determine the price range of their services and report back to the Board.

Proxy Voting

There was further discussion of the proxy vote issue and how to handle the conflict between the AKC, NCA's Constitution and By-Laws and the Connecticut statutes. It was asked if this should be discussed in executive session.

Mary Lou Roberts moved and Mary L. Price seconded to discuss only the proxy vote issue in executive session.

The Board would agree to discuss only the proxy issue while in executive session and no other Constitution and By-Laws Review Committee business. If the Board does not discuss this matter in executive session, sensitive information about the availability of proxy votes that would be discussed by the Board will appear in the Board minutes.

The motion failed. 10 No (JSB, JKB, MLC, AD, JD, RF, SL, PM, RS, DW); 2 Yes (MLP, MLR)

One member felt that the membership had already spoken in 1997 when they voted to ratify the amended by-laws; therefore, changing the By-Laws or the Certificate of Incorporation would technically correct an oversight from 1997 when the decision to prohibit proxy voting was not explicitly stated in the By-Laws or the Certificate of Incorporation.

Another member pointed out that unless it is explicitly stated in the By-Laws or the Certificate of Incorporation that there is no proxy voting, then Connecticut law says proxy voting is to be allowed. Connecticut law supersedes AKC's ban on proxy voting. One Board member felt strongly that at this time, even though it is because of an oversight, members do have the legal right to vote by proxy according to Connecticut law and that the Board should not remove that right without the knowledge and input from the membership.

There was some discussion concerning the change of proxy voting affecting the quorum. It was said that proxy votes had never been used to cast a vote on an issue before the membership at the annual meeting.

At 8:45 p.m., Mary W. Price joined the meeting.

There was discussion if members could be notified in **Newf Tide** of any changes or the Certificate of Incorporation made by the Board. The Board further discussed changing the Certificate of Incorporation. The members did not approve the Certificate of Incorporation.

Robin Seaman moved and Patti McDowell seconded to amend the Non-stock Certificate of Incorporation to reflect the will of the membership as per the By-Laws approved in 1997, to be in compliance with the AKC, and to correct the technical errors made at that time that there will be no proxy voting. The attorney shall be instructed to draw up the amended certificate and the appropriate officers are authorized to sign and file it.

It was stated again that this is a catch-22 situation between AKC and Connecticut statutes. One Board member pointed out that as long as the loophole exists, the members have a right to a proxy vote. Connecticut law supersedes AKC. Another Board member referred to the Michael Liosis letter and that being a member club entitles the NCA to hold National Specialties. We could be denied our National Specialty.

The motion passed. 11 Yes (JSB, JKB, MLC, AD, JD, RF, SL, PM, MLP, RS, DW); 1 No (MLR)

The Board directed Tom Broderick to contact the attorney and ask that the amendment to the Certificate of Incorporation be done as quickly as possible. There was a question as to whether the Constitution and By-Laws Review Committee is being kept up-to-date. It was stated that all materials from the past have been sent to Jack Witt, the new chairperson. They do not yet have the February 9, 2005 letter.

Patti McDowell moved and Jack Dean seconded to discontinue the practice of having Jacqueline Brellochs serve as a liaison to the Constitution and By-Laws Review Committee and revert back to Sandee Lovett, Committee Liaison. The motion passed. 11 Yes (JSB, MLC, AD, JD, RF, SL, PM, MLP, MLR, RS, DW); 1 Abstention (JKB)

United Airlines Discount Coupons

Mary W. Price reported at the November 30, 2004 teleconference that she had received 40 coupons and the Board took no action at the meeting. At the January 5, 2005 teleconference there was an inquiry as to whether the coupons were one-way or round trip but the Board took no action on the distribution of the coupons. On January 10, 2005 she spoke with a United Airlines special reservations spokesperson. This person did not seem to be very knowledgeable but told Mary W. Price that the tickets were round trip. Mary W. Price had received a request from an NCA member for a coupon and since the Board had not acted on the distribution of the coupons, she forwarded one of the coupons to the NCA member. This NCA member interpreted the statement on the coupon to be for only one-way. Mary then sent the NCA member another coupon.

There was discussion about the other 38 coupons and the paragraph on airline discounts in the National Specialty packet. It was explained that the coupons were for large dogs to travel for the price of a small dog to and from AKC shows on United Airlines. The paragraph in the packet was information for discounted tickets for people traveling on United Airlines to and from AKC shows.

There was further discussion about how to distribute the coupons. It was stated that it needs to be done quickly as people are booking their flights for the National Specialty.

The availability of these coupons was to be posted on the NCA website by John Rodley, the Internet Chair, sent to all the regional clubs by Mary Lou Cuddy, Regional Club Liaison, and a notice placed on the Newf internet lists by Jack Dean.

Robin Seaman moved and Patti McDowell seconded that interested NCA members contact Patti McDowell to have their names put in a lottery drawing for the 38 United Airlines discount coupons for a reduced rate for dogs traveling to AKC shows. The drawing will be held March 5, 2005. The motion passed. 11 Yes (JSB, JKB, MLC, AD, RF, SL, PM, MLP, MLR, RS, DW); 1 No (JD)

Award for Newfs that win Best in Show award at Westminster

The Board discussed a proposal for an award to honor the winner of Best in Show at Westminster in 2004. Winning Best in Show at Westminster is a historical event and it should be recognized. There was discussion if this award met the criteria on establishing awards given at the National Specialty and discussion affirmed that it did comply. The funding of the award was discussed and it was stated that the Awards Committee could ask for more funding or the Board could increase the budgeted amount.

One member said that she felt this vote should be taken in executive session since it involved a particular dog/owner. She suggested Board members vote this motion down and then take the same vote in executive session.

Patti McDowell moved and Jack Dean seconded to direct the Awards Committee to establish an award for the winner of Best in Show at the 2004 Westminster show and for subsequent Newfoundlands that may win Best in Show at that show.

The motion passed. 9 Yes (JSB, MLC, AD, JD, SL, PM, MLP, RS, DW); 2 No (RF, MLR); 1 Abstention (JKB)

Patti McDowell moved and Jack Dean seconded to direct the Awards Committee to research any additional shows that the committee feels should be recognized and to come back to the Board by the April 2005 face-to-face meeting.

The motion passed unanimously.

Constitution and By-Law Review Committee

At 9:45 p.m., Gary Lavin, Constitution and By-Laws Review Committee (CBLR) member, joined the meeting.

There were discussions over letters sent to the attorney, the answers from the attorney and the billing charges received from the attorney.

The Board discussed information contained in the first letter that was sent to the attorney. Several Board members had numerous questions concerning this information and the money involved in paying the attorney. According to these Board members the costs have exceeded the estimated costs. Questions were raised as to exactly how the attorney was authorized to proceed working on an opinion letter for questions not authorized by the entire Board and what caused the time expended and costs incurred to

exceed that which was authorized. Several Board members had numerous questions concerning why questions that were not directed to be asked were answered and why the costs exceeded the estimate.

The attorney engagement letter was received by the President and then signed by the President on December 6, 2004. A few Board members inquired by email and phone about receiving a copy of the attorney's engagement letter. The President told the Board that there was a confidentiality statement on the email. The Board then received copies of the attorney's engagement letter in late December. The attorney's work was completed and an opinion letter sent on December 29th. A Board member said that he believed had the President sent the engagement letter promptly to the Board, the mix-up with the 2003 engagement letter could have been avoided. The Board had authorized \$2,650.00 for this work and the bill was \$3180.00. It was pointed out that the answering of the additional questions was not necessary and took time, for which the attorney charged.

Gary Lavin explained what he was directed to do and the committee's actions. Gary Lavin explained what he did was at other's direction in this matter and not on his own. In November, he was directed by the CBLR Chair and the CBLR Committee Liaison to obtain costs estimates from three attorneys and that is what he had done. On November 22, 2004, the attorney had emailed him and others an engagement letter. An email on November 10, 2004 to the attorney contained the original two charges that the Board had given to the committee and requested an estimate of costs to determine the answers. These charges were to determine if the membership could direct the Board and to inform the Board of any conflicts between Connecticut statutes and the ***Constitution and By-Laws***. The Board had placed a limit of \$2,650.00 on the total legal fees. The email reply from the attorney referred back to a letter written by then-President Tom Broderick in 2003 and that estimate of costs. The attorney was then asked to send a commitment letter for answering the two charges.

In November 2004, some committee members had three additional questions that had reportedly been raised by committee members, Board members and NCA members. These questions concerned the legality of husbands and wives serving together, whether a member who receives payment from the NCA for services rendered may sit on the Board and whether a Board member who is involved in a disciplinary hearing must recuse him/herself from deliberations.

Gary stated he had asked several times if these were approved by the NCA Board. The CBLR Chair reported to Gary that she had spoken with Board members and that they had approved the expenses.

Gary requested specific authorization about the five questions and the CBLR Chair said that they were approved by the NCA Board. She requested several times for him to ask the attorney.

In January 2005, Gary Lavin communicated these questions to the attorney in an email based upon the direction of the Chair who had received authority from some Board

members. A Board member asked for these emails but Gary Lavin was not comfortable in releasing the emails as there was a confidentiality clause on the emails that was inserted by the former CBLR Chair.

Some Board members expressed the strong desire to move this discussion to executive session as a committee chairperson and a committee were being discussed. There was discussion about sticking to facts. According to some, this is not an issue that should be in executive session. There was further discussion that we must get to the bottom of this and find out what happened and not try to hide things from the membership. A Board member stated that it was his opinion that several members felt that NCA funds were spent on a political vendetta against four sitting board members and this was not a proper use of NCA funds. He said that executive session should not be a shield to cover up Board members' wrong doing.

The question was asked by several Board members as to who authorized the additional three questions to be sent to the attorney.

Gary Lavin provided a timeline to the Board.

- November 22, 2004, a request for a letter of engagement was sent to the attorney;
- December 10, 2004, the CBLR Chair sent an email to the committee in which she presents the 5 "initial questions" for the first time;
- December 10, 2004, the CBLR Chair sent an email in which a) forwards an email from CBLR Committee Liaison containing the language of the Board's approval and b) confirms the time of our committee's conference call the following week;
- December 11, 2004, CBLR Chair responds by email to my statement that I planned to inform the attorney that the Board had placed a cap of \$2,650 on the project;
- December 12, 2004, the CBLR Chair sent an email canceling the committee conference call scheduled for that evening;
- December 12, 2004, the CBLR Chair responds by email to my suggestion that we inform the attorney that more questions might be forthcoming. (I understood that the attorney had started work immediately after receiving word from the President that the engagement letter was in the mail, and was concerned that the additional questions would add to the bill.)
- December 18, 2004, the CBLR Chair asks me by email to submit the "initial questions" to the attorney and states that she has the go-ahead from the President and CBLR Committee Liaison;
- December 20, 2004, the CBLR Chair responds by email to my request to clarify what she means by "initial questions" in her 12/18 email;
- January 2, 2005, the CBLR Chair sent an email after I had faxed her the legal memorandum in which the attorney answers the questions contained in her original engagement letter. The CBLR Chair asks me to go back to the attorney for answers to questions 3, 4 & 5;
- January 4, 2005, I forwarded questions 3-5 and asked the attorney where the NCA's costs were in relation to the agreed upon estimate. The attorney replied

that same day with short answers to the five questions and that the billing was at or slightly over the estimates. These answers were forwarded to the CBLR Chair.

- January 18, 2005, the President, upon a request from the committee, requested that the answers be put on the attorney's letterhead and he again inquired as to the billing.
- January 18, 2005, the CBLR Committee Liaison, emailed the committee and told them that the President had spoken to the attorney and told her to put the email on her letterhead. The billing was at \$3,180.00 minus the retainer fee of \$2,000.00 for a balance of \$1,180.00.

One Board member stated that the President made the request of the attorney on January 18, 2005 to put the email answers on the letterhead without consulting any Board members. He also stated that he did not think he needed the approval of the Board because the motion said all opinions of the attorney should be in writing.

One Board member stated that the word "written" was only contained in the formal motion of November 30, 2004 which requested an opinion on conflicts with Connecticut statutes and the rights of the membership.

It was reported that the Constitution and By-Laws committee operated in the following manner. There were six people on the committee. The committee members were instructed not to communicate directly with one another or copy the entire committee on emails.

After the engagement letter with the attorney was signed, the CBLR chair, on December 12, 2004 circulated an email to her committee members stating that the teleconference would be held on a certain date. All committee members but one could attend and that member had been invited to send in comments by email. After a Board member pointed out the supposed unfairness of such a situation, the Chair cancelled the teleconference.

When Gary Lavin was asked if there was any whole committee teleconference or discussion of the additional questions he said there was none. Tom Broderick, who is on the committee, and Gary both said there was no committee vote on the questions. Tom Broderick pointed out such a vote is required by NCA policy.

There were questions from several Board members about timing of when the committee saw the engagement letter and the list of questions and when they were sent to the attorney. It was said that the committee believed that the questions would be within budget as neither the Board, because it never received the engagement letter until the work was nearly completed nor the committee realized that the questions in Tom Broderick's letter from 2003 would be included in the answer. Gary Lavin said it was obvious that the Chair had seen the engagement letter.

At 10:35 p.m., Gary Lavin left the meeting.

There was a heated discussion concerning when the three additional questions were approved and whether the CBLR Committee Liaison or the President approved them without the Board's input. The CBLR Committee Liaison stated that she talked to the President and he approved the questions. The President stated that that is not what he approved. Neither the CBLR Committee Liaison nor the President stated that any other Board member had been consulted on the decision.

There were repeated requests for a member to come to order because he was questioning the President and the CBLR Committee Liaison on what they did and when they did it.

A Board member stated that the problem is that the committee had no meetings and with sub-committees working independently and that things were done without proper Board authorization.

It was pointed out to the Board that the committee was budgeted for \$10,000.00 over three years (\$3,300.00 per year) and that most of that was to be preliminary legal work to get the Constitution and By-Laws into compliance with the State of Connecticut and the AKC.

It was pointed out that the bill for the first letter was \$3,180.00, the bill for the email on January that Gary Lavin had answered was \$397.50 and the bill for having the attorney write an opinion letter was \$617.45. The total legal fee bill at this point was \$4,215.19 and did not include the third letter from the attorney on methods of solving the proxy voting problem.

Another Board member pointed out that there has been a problem with communication but that we need to move on and attend to the club's business instead of finding fault with each individual. There will be more information forthcoming and most of this discussion has been done without all the facts being available to all the Board members.

One Board member wanted the President to explain why he never said a word to anyone about what he had done and what he had authorized. A Board member said to the President this was when you knew the bill for the attorney was over budget because you had that bill dated January 10, 2005 and you also had the attorney's opinion letter of January 19th on the additional questions. The Board member wanted to know why the President had not said anything after the meeting was over and the next meeting was a month away. The Board member was concerned that the President had sent this information by mail to the Board without any explanation. He continued to question the President on this issue.

The President, after repeated requests to have the member come to order, then instructed that the minutes reflect that Jack Dean would not come to order.

Jack Dean said he would come to order when Roger Frey would answer the questions.

Roger Frey asked for a motion to adjourn.

At 10:55 p.m., Jack Dean moved and Jan Boggio seconded to adjourn the meeting until Roger Frey can get his act together.

The motion to adjourn passed unanimously.

Roger Frey stated that he and Mary Lou Cuddy would set the date for the next meeting in March.

Submitted by,
Mary Lou Cuddy
NCA Recording Secretary