

NCA BOARD OF DIRECTORS MINUTES  
SPECIAL TELECONFERENCE MEETING MINUTES, March 1, 2005 (Approved  
4/25/05)

Roger Frey, President, called the special Board meeting to order at 8:04 p.m. Eastern time. The 14-day notice requirement had been waived so as to address the following subjects in a timely manner: Proxy voting, Annual Membership Meeting notice and the Certificate of Incorporation.

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) and Debra Wigal (DW). Mary W. Price (MWP), AKC delegate, *ex-officio* and Tom Broderick (TB) *ex-officio* were present. Also present were Board-elect members Kevin Gallagher and Kathy McIver.

### **Proxy Voting and the Certificate of Incorporation**

Tom Broderick reported on the letter that the Board, at the February 22, 2005 teleconference, had directed him to write to the attorney about the proxy voting issue. He had emailed the attorney to let her know that she would be receiving a request from the Board to change the Certificate of Incorporation. He received a response by email from the attorney that she did not feel comfortable in changing the Certificate of Incorporation without specific membership approval.

The Board discussed different options to address the issues of the proxy voting, the wording of the Annual Membership Meeting notice and the changes to the Certificate of Incorporation.

Some Board members believed that the Certificate of Incorporation should be changed immediately to reflect the wishes of the membership as voted in 1997, to correct the oversight of not including those wishes in the current By-Laws and to bring us into compliance with AKC standards.

Other Board members believed that the membership knew that proxies were not allowed and that the Board did not need to approve this immediately but, instead, wait to make the change at the Annual Membership Meeting.

There was discussion concerning what to do if a member or members were to appear with proxies. The attorney had advised making proxies available if needed. One Board member felt that the attorney had looked at the issue only from the AKC point of view, but if you looked at this matter as merely correcting an oversight, then the Board could correct the oversight at this meeting and the discussion about the proxies is moot.

Another Board member reminded the Board that Connecticut state law supersedes AKC directives and that Connecticut state law gives the membership the right to a proxy vote unless it is stated in the Certificate of Incorporation that proxy voting is not allowed.

A Board member said that the 1997, 1998, and 1999 Annual Membership Meeting Notices stated that proxy voting was not allowed and that was accepted as fact. There was discussion as to whether proxies were ever used in an actual vote. No one could remember a time in recent history when the proxies were used in a vote but it was felt that proxies had been used to establish a quorum in the early 1990's. A Board member reminded the Board that proxy voting was dropped because of pressure by the AKC and not as a result of a groundswell movement of the membership.

Some Board members felt that it was good policy to ask the membership at the Annual Membership Meeting to approve the Certificate of Incorporation changes. A Board member asked what would happen if there was no quorum again this year. Another Board member suggested that the Board make the change and have the membership ratify the change in November when they vote in the Board elections. The membership would need to understand that if the change was not ratified, the NCA would then be in danger of losing AKC recognition. A Board member stated that according to the February 1, 2005 letter from AKC's Michael Liosis, Director of Club Relations, to Roger Frey, proxy voting is not allowed. The letter states, "You are correct in your conclusion that the AKC does not approve proxy voting for any of the clubs - approximately 4,600 - which hold events under AKC Rules and Regulations. Since the AKC is the NCA's parent organization, we would suggest that the State of Connecticut be contacted and apprised of AKC's requirements."

A Board member suggested waiting until the Constitution and By-Laws Review Committee had completed its work and include the change in the By-Laws. The membership then has to approve the changes in the Constitution and By-Laws.

There was discussion about whether the Board could do the Certificate of Incorporation themselves or if legal help was needed. A Board member stated that the Board could affect the changes themselves as the application procedure was very simple. It was asked who would sign the application for the change. It was felt that all the officers should sign the application.

Deb Wigal moved and Robin Seaman seconded that the officers of the NCA are authorized to sign an amended Non-Stock Certificate of Incorporation stating that proxy voting is not permitted and to check Box 2A and Box 4C on the amendment form. The purpose of this amendment is to correct a technical error of omission when the By-Laws were amended in 1997 and to bring the NCA into compliance with AKC directives. This amendment is to be done within the next ten days.

There was some discussion on the proper option to choose on the amendment form. It was agreed that the options listed in the motion were the correct ones.

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

It was asked if the Board officers who voted against the motion would sign the amendment application. Those Board officers responded that they would support the decision of the Board and would sign the application.

### **Annual Meeting Notice**

There was discussion over the wording for the Annual Membership Meeting notice and the due date for discussion topics to appear on the agenda for the Annual Membership Meeting.

There was also discussion regarding how to inform the membership of the actions taken at this meeting and if the letter from the AKC needed to be included verbatim or paraphrased. There was a suggestion to include a letter on the reverse side of the Annual Membership Meeting notice.

At 9:14 p.m., Kevin Gallagher left the meeting.

By the consensus of the Board, it was decided to place a letter to the membership concerning the amendment of the Certificate of Incorporation on the reverse side of the Annual Membership Meeting notice. The pertinent paragraph from the AKC letter will be included.

Mary W. Price, AKC Delegate, informed the Board, as an FYI item, that she had received responses only four out of ten AKC Board candidates to the NCA's letter concerning each candidate's stance on the AKC's Online Breeders Classified Ads. She reported to the Board that she had included these responses in a mailing which also contained the candidate's resumes and campaign letters and the information on two proposed AKC amendments and some other information on those amendments. She requests any NCA Board input on how she is to vote on the candidates and the two amendments at the March 8, 2005 AKC meeting.

### **Adjournment**

At 9:30 p.m., Aura Dean moved and Robin Seaman seconded to adjourn the meeting.

The motion passed unanimously.

Respectfully submitted,

Mary Lou Cuddy  
NCA Recording Secretary