

NCA BOARD OF DIRECTORS MINUTES
TELECONFERENCE MEETING MINUTES, March 15, March 22, March 29, April 5, and
April 13, 2005 (Approved June 29, 2005)

Roger Frey, President, called the meeting to order at 8:37 p.m.

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 members-elect Kevin Gallagher and Kathy McIver.

Approval of Minutes

The Board considered the minutes of the January 5, January 27 and the February 22, 2005 meeting.

Summary of discussion: There needs to be a separate report or minutes on the email meeting concerning the addition of the dues insert letter with the dues renewal form. The entire timeline of the dues renewal insert letter process needs to be included so as to not hide the facts from the membership. The timeline that was submitted did not include some pertinent facts.

Mary Lou Roberts moved and Sandee Lovett seconded that Jack Dean re-send his email as to what he wants to say in these minutes and then Mary Lou Roberts will have an opportunity to submit additional information within 48 hours for the next meeting.

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

Executive Session

At 11:52 p.m., Mary Lou Roberts moved and Jacqueline Brellochs seconded to go into executive session to discuss lines 919-939 of the minutes.

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

At 12:01 p.m., Jan Boggio moved and Patti McDowell seconded to come out of executive session.

The motion passed unanimously.

While in executive session, the Board discussed the wording of a section of the January 5, January 27 and the February 22, 2005 minutes.

Request for Constitution and By-Laws Review Committee's Emails

A Board member requested that the Constitution and By-Laws Review Committee (CBLR) forward all of the committee's emails to the 2nd Vice-President who would circulate them to the Board.

Jack Dean moved and Patti McDowell seconded to ask each committee member of the CBLR to send all their emails to Sandee Lovett and she would forward these to the Board.

Discussion for the motion: A Board member stated that these emails would expose what he believes to be a political vendetta.

Discussion against the motion: Many Board members were not comfortable with asking a committee for this kind of information. They were concerned about the propriety of asking for a committee's internal communications. The 2nd Vice-President stated that she was very uncomfortable with the idea.

Summary of discussion: It was suggested that the emails be sent to Tom Broderick and he would compile them and forward them to the Board. There was discussion about the reasons to give the committee for such a request. Patti McDowell withdrew her second.

Jack Dean moved and Jan Boggio seconded that Tom Broderick contact all original Constitution and By-Laws Review Committee members and request them to forward all committee communications, including emails, to Tom Broderick for distribution to the entire Board. These communications will be considered executive session and that Jack Dean will honor the executive session.

Discussion against the motion: Some Board members felt uncomfortable with requesting this but felt it was necessary. Other Board members felt that this action would be inappropriate and would jeopardize relations with all NCA committees.

The motion failed. 5 Yes (JSB, AD, JD, RF, PM); 5 No (JKB, MLC, SL, MLP, MLR); 2 Abstentions (RS, DW)

The Board set the next meeting for February 22, 2005 at 8 p.m. eastern time.

At 12:27 p.m., Robin Seaman moved and Mary Lou Roberts seconded to recess the meeting.

The motion passed unanimously.

Board Teleconference Reconvenes on Tuesday, March 22, 2005

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

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

Roger Frey, President, called for a moment of silence in memory of Nancy McGill.

Tape Recording Board Meetings

A Board member suggested that the Board address the issue of tape recording Board meetings as listed on this agenda. There was discussion about the mechanics of taping meetings. A Board member was prepared to tape this meeting with a small hand held tape recorder beside a speaker phone. The possibility of transcribing the minutes from a tape recording was discussed.

Mary Lou Roberts moved and Jacqueline Brellochs seconded to tape record all NCA Board meetings (except for executive session), including face-to-face meetings and teleconferences, and make these recordings available to the membership via the website and a variety of communication/media means, i.g. cassette tape, CD or written transcription (which would be distributed to members by request at cost of duplication, materials and shipping). For this meeting there will be a copied cassette and a written transcription.

Discussion for the motion: One Board member felt that taping the meetings would solve a problem of people claiming to have said things when they had not. He also felt that it would make approving the minutes a much easier and shorter process. The number of pages in ***Newf Tide*** could be reduced and money could be saved by posting a recording and a transcription on the NCA website and then printing an abbreviated version of the minutes in ***Newf Tide***.

Discussion against the motion: A face-to-face meeting would take a sophisticated audio set-up to get a good quality recording. For taping teleconferences, the Board could either find a teleconference provider that provides a recording service or use a direct recording device on the phone line. Board members would have to consistently identify themselves when they spoke so that the transcriptionist could correctly attribute statements to the correct person. There are difficulties that might occur by posting the recording on the NCA website. The recording would take up a great deal of space on the website and since it would be streaming audio there would be no way to skip ahead or to repeat sections. A suggestion was made that the file could be segmented and then members could listen only to the segments that interested them. Some Board members felt that ***Newf Tide*** should be the repository of the official minutes and that NCA members may not want minutes completely out of ***Newf Tide***.

The motion passed unanimously. 1 Absent (RS)

The tape recorder was turned on.

Time: 8:40 p.m.

Mary Lou Roberts moved and Sandee Lovett seconded to limit the official published minutes to what we currently publish as "Bullet Points" on the NCA website: the motion, who made and seconded the motion, whether it passed or not and the individual votes (without rationales).

Discussion for the motion: Newf Tide should be considered the official repository of the Club's minutes. Listing just the motions would be going to back to the way minutes were presented in ***Newf Tide*** many years ago.

Discussion against the motion: The Board should be sure of this process and the technology before the Board relies entirely on it. The recording could fail or be otherwise unusable.

The motion failed. 8 No (JSB, JKB, AD, JD, RF, PM, MLP, DW); 2 Yes (SL, MLR); 1 Abstention (MLC); 1 Absent (RS)

Time: 8:48 p.m.

Approval of Minutes

The Board considered the minutes of the January 5, January 27 and the February 22, 2005 minutes.

Time: 9:42 p.m.

Information Requested on NCA Database Development

A Board member brought up that the Board was to have a report on the new NCA Database development at the last face-to-face meeting. Sandee Lovett, the 2nd Vice-President and Committee Liaison, reported that she has contacted Bob Rogers but has had no news on the database's development.

Board Meeting Date Set

It was the consensus of the Board to meet on Tuesday, March 29, 2005 at 9:00 p.m. eastern time.

At 10:57 p.m., Jan Boggio moved and Jack Dean seconded to recess the meeting.

The motion passed unanimously. 1 Absent (RS)

Board Teleconference Reconvenes on Tuesday, March 29, 2005

Roger Frey, President, called the meeting to order at 9:06 p.m.

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 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 members-elect Kevin Gallagher and Kathy McIver. Mary L. Price (MLP) was absent.

Suggestion for Mediating the Minutes

The Board considered a suggestion to take the subject matter in the January 5, January 27 and the February 22, 2005 minutes that was causing the Board to be deadlocked to the Arbitration Committee for mediation.

Summary of discussion: The Board had spent seven hours on the minutes, still had not approved them and both sides were at an impasse. Approving the minutes should be a straightforward process and it was unimaginable to have someone mediate the process. Perhaps utilizing an outside source for guidance might be feasible. The Board will spend an hour and a half discussing this matter.

It was the consensus of the Board to set this aside and to return to work on approving the January 5th, January 27th and the February 22, 2005 minutes.

Approval of Minutes

The Board considered the minutes of the January 5th, January 27th and the February 22, 2005 minutes.

By consensus, the Board agreed to consider the minutes as a committee of the whole.

Mary Lou Roberts moved and Sandee Lovett seconded that the Recording Secretary prepare a final version of these minutes and circulate it to the Board for a vote prior to April 10, 2005.

There was discussion of a meeting date to approve these minutes. The Board agreed that the next teleconference would be Monday, April 4, 2005 at 8:00 p.m. Eastern time.

The motion passed unanimously. 1 Absent (MLP)

Tom Broderick left the meeting at 10:54 p.m.

Refreshments at the Annual Membership Meeting

Summary of discussion: There was a proposal from Joyce Taylor and the Newfoundland Club of Northern California for cake and coffee at the Annual Membership meeting to celebrate the 75th anniversary of the NCA. The hotel will allow food from the outside. There will be a decorated cake and beverages. Due to logistical reasons, there will be no ice cream.

Mary Lou Roberts moved and Mary Lou Cuddy seconded to accept the proposal from Joyce Taylor and Newfoundland Club of Northern California for cake and beverages for the Annual Membership meeting to celebrate the 75th anniversary of the NCA. Costs will not exceed \$1,000.00.

The motion passed. 10 Yes (JSB, JKB, MLC, AD, RF, SL, PM, MLR, RS, DW); 1 Abstention (JD); 1 Absent (MLP)

Certificate of Incorporation

It was reported that the application to amend the Certificate of Incorporation was mailed on March 21, 2005 and it has been received by the appropriate office in Connecticut.

Purina ProPlan Partnership Program

It was reported that the Newfoundland Club of America, Inc. had 311 Pro Club Members declared for the Purina Parent Club Partnership Program. There were 136 Pro Club members that redeemed weight circles from January through December of 2004. The Newfoundland Club of America, Inc. earned \$3,812.79 for their participation. \$1,906.39 will be given to the Canine Health Foundation for use in our donor advised fund. The remaining \$1,906.39 has been received by the NCA for use in NCA Charitable Trust.

Breeders List

A question had been brought up by several NCA members as to whether they qualified for the ***Breeders List***. The ***Breeders List*** requires that members who are listed must be NCA members for 5 consecutive years. The members who raised the question have been NCA members for the number of years needed plus some, but not consecutively.

Summary of discussion: Would accepting these members on the ***Breeders List*** set a precedent that could be detrimental in the future. A membership lapse of over two years requires that person to re-apply as an NCA member. Members within two years of lapsing can be reinstated by paying their dues. The Board discussed if the same number of years could be used as a guide for the ***Breeders List***. There should be clear guidelines on this issue.

It was the consensus of the Board that any member whose membership has lapsed for over two years and who have re-applied for membership must reapply as a new listing on the **Breeders List**.

Policy Manual

Summary of discussion: The ***Policy Manual*** should be changed to reflect that electronic mail meetings are not permissible under Connecticut statutes. Electronic mail meetings may be allowed as long as all members agreed to waive the statutes. There was a question whether it was a good idea to prohibit this. It could be necessary, in an emergency, to utilize electronic mail meetings. The issue was set aside to be considered later.

It was reported that the updated ***Policy Manual*** will be ready soon. Changes would be identified by color highlighting and both hard and soft copies will be sent to all Board members unless otherwise requested.

“Distinguished Member” Poster

Summary of discussion: Mary Lou Roberts, “Distinguished Member” Chair, reported that the poster would be printed in a few days. The text on the poster would include the title, artist and artist’s dates. The Tate Museum copyright would appear on the bottom right and the bottom left would have, “Restored by the Newfoundland Club of America” and the dates. A proof in a .pdf file will be sent to the Board. The value of the poster being a limited edition with hand written numbering was discussed. There was discussion regarding donating the first poster to the Fine Arts auction and whether the poster would be competition for the Uniform Trophy plates and artwork. The matter was tabled until the next meeting. Mary Lou Roberts will obtain prices for mailing tubes for the posters.

United Airlines Discount Coupons

Mary W. Price, AKC Delegate, reported that she had received 15 additional United Airlines discount coupons, unsolicited. It was stated that these could be used for any AKC event and the cover letter had stated that United Airlines Mileage Plus members will get 1,200 bonus miles when their pet travels with them. It was decided that the extra coupons would be publicized on the Newfoundland Club of Northern California emailings and the Internet lists.

At 11:34 p.m., Robin Seaman moved and Patti McDowell seconded to recess the meeting.

The motion passed unanimously. 1 Absent (MLP)

Board Teleconference Reconvenes on Tuesday, April 5, 2005

Roger Frey, President, called the meeting to order at 8:10 p.m.

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

Approval of Minutes

The Board considered the minutes of the January 5th, January 27th and the February 22, 2005 minutes.

Patti McDowell moved and Mary Lou Roberts seconded to that the Board go to a committee of the whole.

Discussion for the motion: By going to a committee of a whole, the Board could address and vote on issues regarding the minutes as a committee.

Discussion against the motion: By going to a committee of the whole, this would be hiding votes regarding the minutes

The motion passed. 7 Yes (JKB, MKC, RF, SL, PM, MLP, MLR); 4 No (JSB, AD, JD, DW); 1 Absent (RS)

Patti McDowell moved and Mary Lou Roberts seconded to come out of the committee as the whole.

The motion passed unanimously. 1 Absent (RS)

While as the committee of the whole, the Board considered amendments to the minutes.

Deb Wigal moved and Jan Boggio seconded to approve the minutes as amended.

The motion failed. 5 Yes (JSB, AD, JD, PM, DW); 6 No (JKB, MLC, RF, SL, MLP, MLR); 1 Absent (RS)

Summary of discussion: The Board should adjourn the meeting. The Board should consider approving the original draft of the minutes. Approving the original draft would be throwing away 9-12 hours of effort on these minutes. Each Board member should state what sections with which they disagree. The Board needs to move forward.

Deb Wigal moved and Jan Boggio seconded to approve the minutes as amended.

Discussion for the motion: There have been many hours and dollars spent already on these minutes. The minutes should be approved as the membership is asking for them. All Board members have been able to add to these minutes and there have been compromises made already.

Discussion against the motion: These minutes contain inaccuracies, items that no one has written notes for and some of the material concerning committee chairs and committee members is inflammatory. These minutes may open up the NCA to legal liability. These minutes go against the policies set by the NCA and Robert's Rules of Order.

The motion failed. 5 Yes (JSB, AD, JD, PM, DW); 6 No (JKB, MLC, RF, SL, MLP, MLR); 1 Absent (RS)

Summary of discussion: The Board could agree to approve the Bulletin Board as the minutes. The Board should look again at the sections where the difficulties are and try to find a compromise. The Bulletin Board could go in this ***Newf Tide*** and then when we can agree on these minutes, then they could be published. The sections causing the difficulties could be discussed via emails so as to not take up so much time on the teleconference. Adjectives and adverbs should be dropped as they add to the emotional aspects of the minutes.

Mary Lou Roberts moved and Mary L. Price seconded to suspend the approval of the minutes and to continue the meeting.

The motion passed. 6 Yes (JKB, MLC, RF, SL, MLP, MLR); 5 No (JSB, AD, JD, PM, DW); 1 Absent (RS)

Time: 8:57 p.m.

Report of the President

Roger Frey, President, requested approval to hire a parliamentarian for the Annual Membership meeting. He requested a budget of \$500.00-\$600.00. The parliamentarian charges \$125.00/hour and is asking for an evening meal. There will be no overnight or travel expenses.

Mary Lou Roberts moved and Sandee Lovett seconded to approve the President's request for a budget of \$500.00-\$600.00 and to hire the parliamentarian at \$125/hour and to provide him with an evening meal.

Discussion for the motion: Several names were given by referral from parliamentarian associations and were contacted. Most of them wanted additional expenses, i.e travel costs or overnight lodging. This person is a member of the National Association of Parliamentarians. He would also review pertinent documents and give counsel for about an hour at no additional charge. This will help the entire membership to have a meeting

that will run fairly and smoothly. Some past Presidents have found a parliamentarian to be helpful.

Discussion against the motion: There are other parliamentarian associations and there should be additional candidates for the Board to consider. A parliamentarian can bog things down and cause a meeting to drag.

Patti McDowell moved and Jan Boggio seconded to call the question.

The motion to call the question was passed unanimously.

The motion regarding the President's request to hire a parliamentarian was approved. 6 Yes (JKB, MLC, RF, SL, MLP, MLR); 4 No (JSB, AD, JD, PM); 1 Abstention (DW); 1 Absent (RS)

Time: 9:16 p.m.

Report of the 2nd Vice-President

Sandee Lovett, 2nd Vice-President, gave a report from the Nominating Committee. John Cornell, Nominating Committee Chair, had reported to her that Kathy Mitchell had resigned from the committee and that Suzanne Bidwell would be taking her place. John also reported that he had three people agree to be considered for the slate.

Sandee reported that Tom Broderick had resigned from the Working Dog Committee and that the committee would need a new committee member. Sandee will distribute to the Board an updated committee volunteers list as additional names have been submitted.

Sandee gave a report from the Internet Committee. John Rodley, Internet Chair, had received the fliers from the regional clubs. He had concerns about duplication of information and the timeliness of the fliers. As regional clubs change information, the information listed on the fliers would become dated.

Sandee reported that the Judges Education Committee (JEC) had invited the Board to attend the judges' seminar at the National Specialty. The Board could either attend the actual seminar or the JEC could present the slide portion to the Board at another time.

Patti McDowell moved and Mary Lou Roberts seconded that the Board attend the actual seminar rather than having the JEC make a special presentation.

The motion passed unanimously. 1 Absent (RS)

Sandee reported that the Working Dog Committee (WDC) had come back to the Board with questions about appointing an NCA representative to a committee that was investigating an AKC Draft Dog title. The WDC wanted clarification on whether the

representative was to be advisory only or if the Board had changed its mind and now supported the AKC title. After discussion, the matter was tabled until the face-to-face meeting at the National Specialty.

Sandee reported that Barbara Hearn, Obedience Committee Chair, had requested that the Board consider if Rally Obedience should be included in the Obedience awards.

Jacqueline Brellochs moved and Aura Dean seconded to direct the Obedience Chair to add Rally titles to the list of titles to be recognized.

The motion passed unanimously. 1 Absent (RS)

Sandee Lovett reported on recommendations from the General Education Committee (GenEd) concerning the Dog Fancy ads. The Board discussed and recommended using a post office box instead of a committee members' home address. The Board discussed using the separate entry pages on the NCA website to mark from where inquiries are coming. The committee should talk to the Internet Chair to arrange this.

Jack Dean moved and Jacqueline Brellochs seconded to approve the recommendations of the General Education Committee for the text for the Dog Fancy ad with the option of having a post office box instead of a home address and to discuss with the Internet Chair about using the separate entry page to the NCA website.

At 9:55 p.m., Dejah Petsch, General Education Chair, called into the meeting.

Discussion for the motion: The ad is an improvement over earlier ads. Using the separate entry page will give the NCA more information as to where the inquiries are coming from and NCA advertising dollars can be spent more efficiently.

Discussion against the motion: There was a question about mentioning the \$5.00 packet that is sent through the mail but the extra words will drive up the cost of the ad. This request from GenEd was brought to the Board's attention only this afternoon and there has not been enough time to think this through. Should the Ad Hoc Effective Advertising Committee look at this?

At 10:00 p.m., Dejah Petsch left the meeting.

The motion passed unanimously. 1 Absent (RS)

Mary L. Price left the meeting at 10:02 p.m.

The Board discussed the report from the Newf Novelties Ad Hoc Committee. The job description for the committee has not yet been approved. There was discussion that there were things that needed to be decided before the committee could move forward, such as sales tax issues. The discussion was tabled until Mary L. Price rejoins the meeting.

The Board then tabled further discussion of the regional club fliers and the Internet Chair's concerns until the face-to-face meeting at the National Specialty.

Report of the Recording Secretary

Mary Lou Cuddy, Recording Secretary, reported that the membership's Annual Membership meeting notice was submitted to **Newf Tide**. She reported that she had prepared and distributed the drafts of the January 5th, January 27th and the February 22, 2005 minutes.

She reported on the election of the Board. There were approximately 913 ballots cast out of a possible 2036 for an approximate voting turnout of 45%.

Mary Lou reported that she had contacted transcriptionists in her area regarding the transcribing of the minutes. She reported that the costs were high, running on average of several hundred dollars per teleconference, or persons who ran private transcription services were not interested in taking on this kind of meeting.

Report of the AKC Delegate

Mary W. Price, AKC Delegate, reported on the March 8, 2005 Delegates meeting and the AKC Board elections. On the first ballot Charles Garvin, Steve Gladstone and Pat Scully were elected. James Dok withdrew after the first round leaving six candidates. No candidate won a majority vote on the second ballot. Jerry Meisels withdrew leaving five candidates. On the third ballot, David Merriam was elected. The AKC Board remains unchanged as all the incumbents were re-elected for four-year terms.

Mary reported that Delegates By-Laws Committee withdrew its proposed amendment of the AKC Delegates naming the members of the Nominating Committee. This amendment will be presented at a later date as the committee wanted to refine some of the wording. She also reported that the amendment to allow for roll call voting by the Delegates was defeated.

Mary reported on the AKC President's report given by Dennis Sprung, AKC President. He reported that 2004 saw an increase in both litter and individual registrations. This is the first time both have increased in the same year since 1996.

Mary reported on a report given by Jim Stevens, AKC Chief Financial Officer. He reported that the AKC books reflected the highest surplus ever.

Mary also reported that NCA member Helen Munday accepted an AKC Community Achievement Award on behalf of the Port Chester Dog Obedience Club. This award is given for successfully promoting purebred dogs to the public.

Mary again reported that she had received 15 additional pet travel discount coupons from United Airlines. She also mentioned that United Airlines is offering their Mileage Plus customers 1,200 bonus miles when pets fly with them.

The June AKC Delegates meeting will be in Chicago, Illinois.

Time: 10:33 p.m.

“Distinguished Member” Poster

The Board considered two proposed versions of the “Distinguished Member” poster.

Summary of discussion: Board members questioned the frames that had been placed around the painting as part of the poster. The frame was added on the suggestion of the printer who specializes in high-end art reproductions. Mary Lou Roberts, “Distinguished Member” Chair, had looked at their portfolio and was pleased with the quality of their work. They also gave the NCA a discount as the NCA is a non-profit organization.

Patti McDowell moved and Jan Boggio seconded to remove the frame from around the painting.

The motion passed. 7 Yes (JSB, MLC, AD, JD, RF, PM, DW); 2 No (SL, MLR); 1 Abstention (JKB), 2 Absent (MLP, RS)

Patti McDowell moved and Jan Boggio seconded to print 500 posters for a fee of \$1,250.00.

The motion passed unanimously. 2 Absent (MLP, RS)

Jan Boggio moved and Patti McDowell seconded to charge \$15.00 for the poster and to include a mailing tube.

Discussion for the motion: At less than \$3.00 per poster and \$.64 a tube, \$15.00 is a reasonable price for the poster.

Discussion against the motion: This is the only authorized reproduction in existence. All others are not true reproductions of the actual painting. The poster could be marketed as “get a poster for a \$20.00 donation to Health Challenge/Rescue.” Selling 350 of the posters at \$20 covers the cost of shipping the painting back to England.

Mary Lou Roberts moved and Sandee Lovett seconded to change the original motion to charge \$20.00 for the poster.

The motion passed unanimously. 2 Absent (MLP, RS)

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

Patti McDowell moved and Sandee Lovett seconded to include the cost of the tubes with the poster.

The motion passed unanimously. 2 Absent (MLP, RS)

Summary of discussion: There was discussion about the number of tubes to order and the number to ship to California for the posters that will be sold there. It was the consensus of the Board to leave that decision to the committee.

Jan Boggio moved and Patti McDowell seconded to not number the posters.

Discussion for the motion: If people know that this is a limited edition, then numbering is not necessary. Numbering prints is done because the lower numbered prints are of better quality. This is not true with posters.

Discussion against the motion: The committee had arranged for a calligrapher to do the numbering at no cost. The printing of this poster is a single event. The NCA has the rights for this one-time printing. Additional printings mean that the transparency has to be purchased again from the Tate Museum. The Tate does not usually grant use of the transparencies.

The motion passed. 8 Yes (JSB, MLC, AD, JD, RF, SL, PM, DW); 2 Abstentions (JKB, MLR); 2 Absent (MLP, RS)

Patti McDowell moved and Jan Boggio seconded to frame a poster and donate the proceeds from its sale at the Fine Arts Auction to the host club for hosting the National Specialty.

Summary of discussion: There was discussion about arranging for the poster to be framed. It was the consensus of the Board to have Kathy McIver oversee the framing of the poster. The cost of the framing will come from the contingency budget.

Patti McDowell moved and Jan Boggio seconded to budget \$200.00 for the framing of the poster.

The motion passed unanimously. 2 Absent (MLP, RS)

At 11:32 p.m., Kathy McIver left the meeting.

Executive Session

At 11:35 p.m., Patti McDowell moved and Jacqueline Brelloch seconded to go into executive session.

The motion passed unanimously. 2 Absent (MLP, RS)

At 11:45 p.m., Jan Boggio moved and Patti McDowell seconded to come out of executive session.

The motion passed unanimously. 2 Absent (MLP, RS)

While in executive session, the Board approved the applicants list.

The Board set the agenda deadline for the April 25-26, 2005 face-to-face meeting at April 9, 2005. The agenda deadline for the April 28, 2005 Annual Membership Meeting was set at April 15, 2005.

Newf Novelties

The Board considered the sales tax issue again. It was decided that Mary L. Price will contact Mark Aliff to help set up the proper sales tax accounting.

Approval of Minutes

Jack Dean moved and Jacqueline Brellochs seconded to adjourn the meeting.

Summary of discussion: The Board could not adjourn as the January 5th, January 27th and the February 22, 2005 minutes must be approved. The Board cannot keep wasting time and money arguing over these minutes.

Patti McDowell moved and Jan Boggio seconded to accept the minutes as amended.

The motion failed. 5 Yes (JSB, AD, JD, PM, DW); 5 No (JKB, MLC, RF, SL, MLR); 2 Absent (MLP, RS)

Jack Dean withdrew the motion to adjourn.

Summary of discussion: The Board needs to go through the minutes page by page until the minutes can be approved. It is a disgrace that it has taken this amount of time and money to approve these minutes. Minutes which contain inaccuracies and inflammatory statements cannot be approved according to NCA policy and Robert's Rules of Order. The Board should consider resigning if they cannot do the work.

Mary Lou Cuddy moved and Jacqueline Brellochs seconded to adjourn the meeting.

The motion failed. 4 Yes (JKB, MLC, RF, SL); 6 No (JSB, AD, JD, PM, MLR, DW); 2 Absent (MLP, RS)

At 12:21 p.m., Mary L. Price joined the meeting.

Summary of discussion: The NCA may be liable for legal action as some items could be interpreted as libelous statements. The Board then addressed the minutes page by page.

Jan Boggio moved and Jack Dean seconded to approve the minutes as amended.

The motion passed unanimously. 1 Absent (RS)

The Board discussed correcting previous minutes.

Jack Dean moved and Jan Boggio seconded to approve the corrections to the October 29-31, 2004 and November 30, 2004 minutes.

Summary of discussion for the motion: The May 5-12, 2004 email meeting needs to be reported in the minutes as there was a vote and money was spent.

Summary of discussion against the motion: The vote was a straw vote as a decision needed to be made quickly for the Membership Chair's deadline and does not need to be reported.

Jack Dean moved and Jan Boggio seconded to call the question.

The motion passed unanimously. 1 Absent (RS)

The motion to approve corrections to the October 29-31, 2004 and November 30, 2004 minutes passed. 5 Yes (JSB, AD, JD, PM, DW); 4 No (MLC, RF, MLP, MLR); 2 Abstentions (JKB, SL); 1 Absent (RS)

Meeting Recessed

There was discussion of a meeting date to approve the May 5-12, 2004 email meeting minutes. The date will be determined later.

At 2:36 a.m., Jan Boggio moved and Patti McDowell seconded to recess the meeting.

The motion passed unanimously. 1 Absent (RS)

Board Teleconference Reconvenes on Wednesday, April 13, 2005

Roger Frey, President, called the meeting to order at 9:04 p.m.

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 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 members-elect Kevin Gallagher and Kathy McIver. Patti McDowell (PM) was absent.

At the request of the President, the Board observed a minute of silence for Maureen Cavanaugh.

Report of the 1st Vice-President

Aura Dean, 1st Vice-President, reported that she would defer her report to the face-to-face meeting.

Report of the Corresponding Secretary

Robin Seaman, Corresponding Secretary, reported the following. She had received a letter from the AKC asking for nominees for the AKC Lifetime Achievement Awards. It was decided that this would be an agenda item for the April face-to-face meeting.

Robin had received a letter from the AKC Delegate Parent Club Committee requesting a list of judges the NCA would like to have considered for judging Newfoundlands at the AKC/Eukanuba Championship Show. There was some discussion about whether to send the 2003-2005 judges list or wait until the 2006-2008 judges list is ready. It was decided to wait and send the 2006-2008 judges list.

Robin reported on a letter she had received from the Electric City Kennel Club in Great Falls, Montana. The Electric City Kennel Club, in honor of Robert Kaseta, made a donation to the NCA in the amount of \$3,000.00 to be used for education.

A letter was received from the AKC Canine Health Foundation stating that the Newfoundland Club of America, Inc. had 311 Pro Club Members declared for the Purina Parent Club Partnership Program. There were 136 Pro Club members that redeemed weight circles from January through December of 2004. The Newfoundland Club of America, Inc. earned \$3,812.79 for their participation. \$1,906.39 will be given to the Canine Health Foundation for use in our donor advised fund. The remaining \$1,906.39 has been received for use by the Charitable Trust.

Robin reported on an email that she had received from Joan Kasper who was a long-time friend of Maureen Cavanaugh and Christopher Plum. She had lost touch with them and was looking to find Chris Plum because she had been told by her boss at the law school where Maureen had been a professor that Maureen had passed away. She further reported that after receiving that email she immediately telephoned the president and then forwarded the said email, since she would not be present at the teleconference. She was surprised that the president had not forwarded that email to the entire board because if she had been present she would have reported it in her report. She wanted an explanation as to why it was not passed along as she had heard later that at the teleconference some board members knew, but did not mention it and much time was spent on the minutes that could have waited until it had been verified.

Summary of discussion: Robin had given this email to the President just before the April 5, 2005 teleconference but since Maureen's death could not be verified before the teleconference, the email was not brought forward to the Board at that time. The Board discussed the way the email was handled. The President apologized for not sharing the email with the Board but stated he did not want to pass along unsubstantiated information.

Report of the Treasurer

Mary L. Price, Treasurer, reported the following.

NCA Operations

Checking Account	3,075.48	
Savings Account	21,227.59	
CDs	<u>195,428.29</u>	
	219,731.36	219,731.36

"Distinguished Member"

Restoration	225.00	
CD	<u>1,179.31</u>	
	1,404.31	1,404.31

Uniform Trophy Fund

Money Market Account		<u>1,771.59</u>
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\$222,907.26

Tape-Recording the Annual Membership Meeting

The Board discussed the tape-recording of the Annual Membership meeting.

Summary of discussion: The motion where the Board voted to tape-record meetings did not include the Annual Membership meeting. It was decided to tape-record the meeting. There was discussion of the means to accomplish the taping. It was decided that further investigation was needed.

Hotel Rooms at the National Specialty

The Board discussed the possibility that the Newfoundland Club of Northern California, the host club, may not make the hotel room/night minimum. They are close to the minimum number and more cancellations may put them under the minimum. This would result in higher hotel room costs to the host club along with the host club then being responsible for covering the costs of the meetings rooms.

Certificate of Incorporation

The Board discussed the possibility of having the NCA membership ratify at the Annual Membership meeting the Board's March 1, 2005 decision to amend the Certificate of Incorporation to prohibit proxy voting.

Summary of Discussion: A suggestion was made to have the members ratify the decision by enclosing a letter and a ballot with the election packet. This would allow more members to have input on this decision. A vote at the Annual Membership meeting would make the Board's action legal in that it is the members' right to have input on this decision. In 1997, the membership voted on the By-Laws changes in toto, there was no separate vote on proxy voting. There was no groundswell of members wanting proxy voting done away with; rather, it was the AKC who would not allow its member clubs to have proxy voting.

Committee Appointments

The Board discussed whether the new Board or the old Board should appoint the committees at the face-to-face meeting.

Summary of Discussion: There should be specific policies set and included in the ***Policy Manual***. This discussion occurs every year. In years past, when the Board met on Sunday mornings, the new Board would appoint the committees. Since the Board no longer meets on Sunday mornings there is not time to appoint committees after the new Board comes on, unless it is done at the Annual Meeting of the Board on Thursday nights when the officers are elected. Policy concerning this should be made at this year's fall face-to-face as travel plans are already made for the National Specialty. There was discussion concerning the scheduling of the Annual Membership meeting to another night to better serve the needs of the membership and the Board. It was decided that the old Board would appoint the committees at their April 25-26, 2005 face-to-face meeting.

Sales Tax Issues

The Board discussed getting a legal opinion on the sales tax issues that are confronting the NCA.

Summary of Discussion: NCA member, Mark Aliff, is considered to be an expert on sales tax law and he should be consulted about the sales tax issues for merchandise sold at the National Specialty, the "Distinguished Member" poster and the Newf Novelties Ad Hoc Committee. Summer Poris, Newfoundland Club of Northern California, had spoken to Mark Aliff about sales tax and the National Specialty. The sales tax department in each state in question could be called and information gathered.

Robin Seaman moved and Mary L. Price seconded to refer the sales tax questions concerning the sale of Uniform Trophy plates at future National Specialties, the "Distinguished Member" posters and Newf Novelties to the Finance Committee. The committee is to review this issue as soon as possible after May 1, 2005.

The motion passed unanimously. 1 Absent (PM)

"Distinguished Member" Poster

Mary Lou Roberts reported that the printer of the poster would roll and place the posters in the tubes for \$125.00.

Mary Lou Cuddy moved and Mary Lou Roberts seconded to approve the request from the "Distinguished Member" Committee for \$125.00 to cover the costs of rolling the posters and inserting them into tubes.

Summary of Discussion: Shipping costs were discussed and it was agreed that it would be cheaper to ship the posters already placed in the tubes.

The motion passed. 10 Y (JSB, JKB, MLC, AD, JD, RF, SL, MLP, MLR, DW); 1 Abstention (RS); 1 Absent (PM)

Jan Boggio moved and Jack Dean seconded to send 150 of the posters to California for sale during the National Specialty.

Summary of discussion: The Board discussed the number of NCA members registered for the National. Some members will buy more than one. It is better to have too few posters on hand at the National Specialty than to have to pay to ship the posters twice. The framed poster should be on display at the Consignment shop to advertise the poster.

The motion passed unanimously. 1 Absent (PM)

Dues Insert Letter to Membership Renewal Form

The Board discussed the different drafts of the dues insert letter on the dues renewal form. It was decided that the Recording Secretary would combine the drafts as is done with the drafts of the minutes and will send this to the Board. This issue will then be placed on the agenda for the next meeting.

NCA Logo Artwork

The Board discussed the concerns about the NCA logo artwork and the different versions that are being used. Roger Frey will send Aura Dean the information that he has concerning the logo.

Adjournment

The next meeting of the Board will be April 25-26, 2005 at the National Specialty in Monterey, California.

At 10:40 p.m., Jack Dean moved and Robin Seaman seconded to adjourn the meeting.

The motion passed unanimously. 1 Absent (PM)

Respectfully submitted,

Mary Lou Cuddy
NCA Recording Secretary