



**Newfoundland Club of America, Inc.
Board of Directors Teleconference Meeting
August 17, 2006 - August 21, 2006**

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The meeting was called to order at 8:05 p.m. Eastern Daylight Time (EDT) by President Roger Frey. Present were Jan Boggio, Jacqueline Brellochs, Aura Dean, Roger Frey, Sandee Lovett, Mary L Price, Kathy McIver, Meredith Reggie, Pam Rubio, Mary Lou Roberts, and Cathy L. Sands. Also present was Mary W. Price, *ex-officio*. Kevin Gallagher was absent.

President Roger Frey called for a moment of silence in memory of Hannah Hayman.

Approval of Minutes

The minutes of the July 20, 2006 Board of Directors teleconference were approved as amended.

President's Report (Roger Frey)

No report.

1st Vice President (Sandee Lovett)

Sandee reported on the meeting of the Charitable Trust Management Board (CTMB) meeting. Clyde Dunphy has asked to be present at the Board of Directors meeting in September.

There was discussion about the need to educate the membership about the CTMB.

Mary Lou Roberts moved and Kathy McIver seconded that the CTMB be directed to submit agendas and minutes in a timely fashion to the Board of Directors, the NCA website, and minutes to *Newf Tide* for publication. The motion passed unanimously.

Aura Dean moved and Jacqueline Brellochs seconded that CTMB prepare an article to introduce CTMB's Board members, give a historical background, the mission statement, and CTMB's purpose for the 4th quarter *Newf Tide* (October 1 deadline). The motion passed 10 yes (Jacqueline Brellochs, Aura Dean, Roger Frey, Sandee Lovett, Mary L. Price, Kathy McIver, Meredith Reggie, Pam Rubio, Mary Lou Roberts, Cathy L. Sands), 1 absent (Kevin Gallagher) and 1 abstain (Jan Boggio).

Mary Lou Roberts moved and Kathy McIver seconded that the CTMB be directed to submit to *Newf Tide* an article and/or reports updating the activities of the Committee no less frequently than twice a year. The motion passed 10 yes (Jacqueline Brellochs, Aura Dean, Roger Frey, Sandee Lovett, Mary L. Price, Kathy McIver, Meredith Reggie, Pam Rubio, Mary Lou Roberts, Cathy L. Sands), 1 absent (Kevin Gallagher) and 1 abstain (Jan Boggio).

2nd Vice President (Mary Lou Roberts)

Committee reports will be given separately.

Corresponding Secretary (Jacqueline Brellochs)

Jacqueline reported on correspondence regarding AKC, the Eukanuba medallions and the Meet the Breed booth at the Invitational show this year in California.

Recording Secretary (Cathy L. Sands)

Cathy reported that she has received 3 biographies from nominated candidates. She will contact all nominees about submitting statements regarding two problems facing the breed and the club and remind them about deadlines and word counts.

Treasurer (Mary L Price)

Membership Renewals: Mary reported that we are now at 80% renewed. Two-hundred-twenty-nine 2nd notices will be sent next week, compared to 297 second notices sent in 2005.

The Treasurer’s Report accepted as presented.

NCA Operations

Checking Account	12,490.43	
Savings Account	43,774.05	
CDs	<u>253,972.00</u>	
	310,236.48	310,236.48

Reserve for "Distinguished Member" expenses 4,728.79

Uniform Trophy Fund		
Money Market Account		<u>15,174.45</u>
		325,410.93

AKC Delegate (Mary W. Price)

Mary will attend the AKC Delegate Meeting on September 12 in Newark, NJ. She reported on a proposed change to the AKC’s By-Laws regarding eligibility of delegates (Article 6, Section 5 of the By-Laws of the American Kennel Club Delegates).

Kathy McIver moved and Meredith Reggie seconded that Mary W. Price vote in favor of the amendment of Article 6, Section 5 of the By-Laws of the American Kennel Club Delegates changing the delegate eligibility requirements. The motion passed 9 yes (Jan Boggio, Aura Dean, Roger Frey, Sandee Lovett, Mary L. Price, Kathy McIver, Meredith Reggie, Pam Rubio, Cathy Sands), 1 absent (Kevin Gallagher) and 2 no (Jacqueline Brellochs and Mary Lou Roberts).

Kevin Gallagher joined the meeting at 9:20 p.m. EDT

Committee Reports (Mary Lou Roberts)

1) Newf Tide (Aura Dean) The *Annual of Titlists* will not be sent with the 3rd quarter *Newf Tide* due to a computer crash suffered by Dawn Fretts. The data was not all available to meet the necessary deadline. There was discussion about when it would be completed and further information will be given at the September Board meeting

Aura Dean will send the Board information regarding the three bid packets for *Newf Tide* editor, production development, and printer by August 29.

2) JEC (Kim Griffith)

Kim has asked to present the CD to the Board at the November face-to-face meeting in Chicago.

3) Policy Manual (Mary Lou Roberts)

Mary Lou Roberts is working on updating Policies and Procedures and asked the Board about the current section of the manual relating to "Dog Museum". Mary W. Price will check into the item and report back to the Board at the September meeting.

4) Technical Resources Committee

Technical Resources has submitted a proposal for the NCA to develop its own database with a budget of \$4000 to begin the project.

Pam Rubio moved and Kathy Mclver seconded that the Board of Directors accept the proposal of the Technical Resources Committee and begin the database project. The motion passed 10 yes (Jacqueline Brellocks, Roger Frey, Kevin Gallagher, Sandee Lovett, Mary L. Price, Kathy Mclver, Meredith Reggie, Pam Rubio, Mary Lou Roberts, Cathy L. Sands), and 2 abstain (Jan Boggio, Aura Dean).

At 10:10 p.m. Aura Dean moved and Kevin Gallagher seconded to go into Executive Session. At 10:25 p.m. Meredith Reggie moved and Aura Dean seconded to come out of Executive Session.

Executive Session

While in Executive Session the Board approved for publication the applicant list of August 17, 2006.

While in Executive Session the Board voted to support the following persons for the American Kennel Club's Lifetime Achievement Awards: Conformation – Damara Bolte; Companion Events – Marion Mason Hodesson; Performance – Kenneth A. Marden.

At 10:30 p.m. the Board went into a Committee of the Whole to discuss the recommendations of the Constitution and By-Laws Committee (CBL Committee).

The Board discussed the recommendation to remove the Constitution as a separate document and move all of the concepts to the Club's *Certificate of Incorporation*.

There was discussion about senior memberships. One member stated that the Newfoundland Dog Club of Canada offers a senior membership to any member who has been a member for 25 or more years. There was additional discussion regarding whether or not a discount should be offered for longevity in the Newfoundland Club of America.

At 10:35 p.m. Aura Dean temporarily left the meeting. At 11:25 p.m. Aura Dean rejoined the meeting.

There was discussion regarding the NCA offering a senior membership to members 65 years of age and older who had been members of the NCA for 20 years or more.

There was discussion about adding an associate membership category. Concerns were expressed regarding associate members using that membership status to advertise that they were NCA members. There was additional discussion regarding dues, voting privileges, and methods to change from one status to another.

The Board of Directors also discussed recommended changes in the membership approval process and delinquent or lapsed memberships.

Discussion continued regarding possibly changes in Article II: Meetings.

Mary Lou Roberts will relay the Board's questions and opinions to the CBL Committee regarding the Committee's recommendations for changes to the Constitution and Articles I and II of the By-Laws.

The Board recessed at 11:50 p.m. EDT. They will re-convene on August 24 at 8:30 p. EDT to finish the review of the CBL Committee's recommendations. All other agenda items will be added to the Agenda for the September 21 teleconference.

August 24, 2006 Teleconference

The Board reconvened on August 24, 2006 at 8:39 p.m. EDT. Present were Jacqueline Brellochs, Aura Dean, Roger Frey, Sandee Lovett, Mary L. Price, Kathy McIver, Mary Lou Roberts and Cathy Sands. Jan Boggio joined the meeting at 8:43 p.m. Pam Rubio joined the meeting at 8:45 p.m. Kevin Gallagher joined the meeting at 9:46 p.m. Meredith Reggie was absent. Mary W. Price, *ex officio*, was also absent.

The Board remained in a Committee of the Whole for further discussion of the recommended changes to the By-Laws. There was also discussion about when the potential changes would go to the membership for review.

There were discussions and questions regarding the possibility of associate memberships. Questions regarding rationale will be sent back to CBL Committee.

The Board reviewed and discussed the proposed changes to the By-Laws Articles III-IX and two additional proposed By-Laws.

There was discussion about Article III, Section 3. This Article deals with attendance requirements for Board members. This requirement was considered to be outdated by the Board. Discussion ensued regarding the purpose of the original statement. One member stated that the original statement was a way to give the Board a method to remove a non-performing member. There was additional discussion regarding what the proper procedure and wording should be. The Board will recommend that it take a 3/4 vote of the full Board to remove a Board member for non-performance of duties. The Board would like to receive more information from CBL Committee regarding this issue.

The Board recommends that we make explicit in the By-Laws that no member of the Board of Directors with a conflict of interest in the outcome of a Disciplinary Proceeding (such conflict to be determined by the Board) be permitted to be present at, discuss, or vote on any part of the jurisdiction or disciplinary process in any way that would allow him/her input, access, or voting privileges beyond that of any other member.

There was discussion about using an independent professional firm to count ballots for elections and other binding issues. One member stated that this is currently an option.

The Board agreed to ask for more information from the CBL Committee regarding the recommendations and rationale for adding two additional Articles to the By-Laws (Parliamentary Authority and Working Events Committee).

Mary Lou Roberts will take the Board's comments and questions back to the CBL Committee. The Board would like more information about the rationale behind several of the proposals.

Kathy McIver moved and Pam Rubio seconded that the Board come out of the Committee of the Whole. The motion passed. The Board returned to the regular meeting at 10:55 p.m.

One member asked about the Board's "to-do" list. Cathy L. Sands will get this list from the previous recording secretary for the next meeting. Mary Lou Roberts offered to keep a "to-do" list for committee items. The recording secretary will only need to maintain a list of Board items.

One member asked about the status of the Judges Qualification Survey for working dog judges. The Working Dog Committee is still gathering data and will do so throughout the water test season.

Adjournment

Kevin Gallagher moved and Cathy Sands seconded to adjourn the meeting. The motion passed. The meeting adjourned at 10:59 p.m. EDT.

The next Board of Directors teleconference is scheduled for Thursday, September 21, 2006 at 8 p.m. EDT.

Respectfully submitted,

Cathy L. Sands, Recording Secretary