

NCA Board of Directors Face-to-face Meeting  
Minutes of October 30-November 2, 2008  
(Approved December 18, 2008)

Roger Frey, President, called the meeting to order at 8:07 p.m. Eastern time. The following directors were present: Jacqueline Brellochs (JB), Mary Lou Cuddy (MLC), Barbara Finch (BF), Roger Frey (RF), Kevin Gallagher (KG), Kathy Mclver (KM), Mary L. Price (MLP), Pat Randall (PKR), Meredith Reggie (MR) (via teleconference), Mary Lou Roberts (MLR) and Pam Rubio (PSR). Sue Marino (SM) was absent (arrived at 9:16 p.m. October 30, 2008). Mary W. Price (MWP), AKC delegate, *ex-officio* was present. Dan Carr and Nicki Dobson via teleconference, Clyde Dunphy, Beverly Eichel (arrived Saturday at 2:00 p.m.) and Joan Gunn (arrived Saturday at 2:00 p.m.) were present as member guests. Edmund Sledzik was present as a guest via teleconference.

### **Approval of Minutes**

Pat Randall moved and Kathy Mclver seconded to approve the October 16, 2008 minutes as amended. The motion passed unanimously. 1 Absent (SM)

### **Report of the President**

Roger Frey, President, said that he did not have a report at this time. He did state that the polycom would be used for this meeting with Meredith Reggie, Board member, and some committee members calling in via teleconference.

### **Report of the 1<sup>st</sup> Vice-President**

Mary Lou Roberts, 1<sup>st</sup> Vice-President, said that she did not have a report at this time.

### **Report of the 2<sup>nd</sup> Vice-President**

Kathy Mclver, 2<sup>nd</sup> Vice-President, stated that her report would be under the committee reports.

### **Report of the Recording Secretary**

Mary Lou Cuddy, Recording Secretary, stated that she had prepared the agenda for the October 30-November 2, 2008 face-to-face meeting, the minutes for the October 16, 2008 meeting and was in the process of preparing the NCA election packet.

### **Report of the Corresponding Secretary**

Pat Randall, Corresponding Secretary, asked that his report be delayed until later in the meeting.

### **Report of the Treasurer**

Mary L. Price, Treasurer, reported the following balances: checking account: \$7,786.59; savings account: \$ 51,246.58; invested in CDs: \$283,767.36; and the NCA operations balance total of \$ 342,800.53 with \$3,963.40 in reserve for "Distinguished Member" expenses. The Uniform Trophy Fund money market account balance is \$10,915.95 for a total of \$353,716.48.

Mary reported that Atty. Edmund Sledzik, the NCA's tax preparer, will be calling in to the meeting shortly to give his opinion on the cash build-up in NCA, Inc. He has ideas to protect the cash reserve from the scrutiny of the IRS and he will also talk about the reserve and showing it more clearly in the reporting to the IRS. The reserve is very important and is necessary to support NCA's programs.

She also reported that during the recent dues renewal processing membership renewals were very close to 100 per cent. Donations to Rescue and the Health Challenge were up and those funds are building. The Rescue Education and Awareness Committee (REACT) donations held steady. There was a short discussion about the higher dues flushing out non-interested members and now the NCA has a strong core group that is staying steady.

### **Report of the Corresponding Secretary**

Pat Randall reported that he had written the letters as directed by the Board to the Constitution and Bylaws Review Committee and the Orthopedic Foundation for Animals. Pat reported on a letter he had received from an NCA member to which he had replied that the member's concerns were already on the agenda for this meeting.

In response to a letter received by Pat regarding the NCA's position on breeding cystinuria carriers, the Board discussed options for a response. There was discussion about the Health & Longevity Committee (H&L) drafting a statement. It was said that the statement needs to explain why breeding carriers, if done correctly, is an accepted breeding practice.

Mary Lou Roberts moved and Barbara Finch seconded that the Board request Pat Randall to draft a statement on breeding cystinuria carriers. This statement should include both short- and long-term goals and will be brought back to the Board for approval. 9 Yes (JB, MLC, BF, RF, KG, MLP, PKR, MLR, PSR); 1 No (MR); 2 Absent (SM, KM)

There was discussion about including a Board member's rationale during the vote tabulation. It was stated that points are to be made during discussion. *Roberts Rules of Order* states that Board members do not have the right to explain their vote. The Board agreed that points are to be made during discussion.

### **Report of the AKC Delegate**

Mary W. Price, AKC Delegate, reported on the candidates for election to the AKC Board of Directors. They are Lee Arnold, Allan Kalter, John P. Nielson and Dr. Robert D. Smith with Carl Ashbey, Fred Bock and Judith Daniels running by petition. She reported that she will be attending the next AKC Delegates meeting December 13-14, 2008 in Long Beach, California.

### **AKC Stud Book Entries**

Mary L. Price distributed a report to the Board comparing Newfoundland entries in the *AKC Stud Book* over the last three years. The report also included copies of pages from the *AKC Stud Book* from September of 2006, 1996 and 1986. The report was intended as information for discussions as the Board considers the future of the NCA and the Newfoundland breed. It was stated that there is a striking difference between the NCA members listed 20 years ago and the present. There was also concern expressed about the dramatically lower number of championships on breeding stock in 2006 as compared to 1986. Board members were reminded that the *AKC Stud Book* only lists the first the time a dog is bred, subsequent breedings are not listed. There was some discussion if the AKC Task Force Committee should be asked to consider this report.

### **NCA Finances**

At 9:03 p.m., Edmund Sledzik, the NCA's tax preparer, joined the meeting via teleconference. He discussed with the Board potential concerns about the amount of money in NCA, Inc. and tax implications with the Internal Revenue Service. Monies can be kept for specific purposes but he advised the Board to keep the amounts in NCA, Inc. under \$250,000.00. Excess funds can be given to the NCA Charitable Trust to protect those funds. The Charitable Trust is taxed differently as it is a 501(c)3. Funds in NCA, Inc. can be allotted to general functions, such as the reserve, administration, education, health, training, etc. There needs to be a reason for the funds when justifying the amounts to the IRS. Generally the threshold figure is \$250,000.00. Edmund stated that he just wanted the Board to be aware of the potential concerns.

At 9:10 p.m., Kathy McIver left the meeting.

At 9:16 p.m., Edmund Sledzik left the meeting.

At 9:16 p.m., Sue Marino joined the meeting.

The Board continued the discussion concerning the NCA finances. It was stated that the Board needs to be careful in how funds are reported to the Internal Revenue Service. There was some discussion of setting up a trust for educational purposes or could the Charitable Trust be amended to include education. Mary L. Price will ask Edmund Sledzik about this. It was stated that Rescue and the Health Challenge will need more funding. The Board was reminded that if the NCA continues to host National Specialties that funds will need to be earmarked for that purpose. In response to a question, Mary L. Price stated that Edmund Sledzik charges the NCA a flat fee to prepare the tax

returns and is available for these types of discussions at no extra charge. She reported that she and Edmund will be starting to prepare the year-end reports and that she will come back to the Board with Edmund's comments to points raised in the discussion after he left the meeting.

### **Executive Session**

At 9:25 p.m., Pam Rubio moved and Sue Marino seconded that the Board go into executive session. The motion passed unanimously. 1 Absent (KM)

At 10:18 p.m., Kevin Gallagher moved and Sue Marino seconded that the Board come out of executive session. The motion passed unanimously. 1 Absent (KM)

While in executive session, the Board approved the October 31, 2008 Applicants List, except for one application which was held for additional information.

While in executive session, the Board chose the recipients of the NCA Good Sportsmanship Award, the Heroic Newfoundland Award and the Isabel Kurth Award.

While in executive session, the Board approved naming Tom & Diane Broderick and Mike and Sandee Lovett as Honorary Members.

At 10:28 p.m., the Board agreed by unanimous consent to recess until 8:00 a.m., October 31, 2008.

### **NCA Board Reconvenes**

At 8:08 a.m., the Board reconvened. Meredith Reggie was absent.

### **Committee Reports**

#### **Breeders Education Committee**

Kathy McIver, Breeder Education Chair, reported that the Breeders Education Committee (BEC) is considering developing a regional club education grant program and the committee would like the Board's opinion if this is a program the Board would like to see developed. It was reported that the NCA would give grants to regional clubs to help encourage clubs to hold non-commercial seminars or education days. It was stated that education at the regional club level is to be encouraged. The BEC felt that these programs should be targeted for breeders and potential breeders, not necessarily to be geared for the general public. It was stated that the Newfoundland Club of New England holds a very successful biennial seminar. It was said that these seminars could be a perfect tie-in with the Breed University program that the BEC is developing.

Barbara Finch moved and Kathy McIver seconded that the Breeders Education Committee continue to develop a regional club education grant program. The committee will bring this back to the Board for approval.

There was further discussion on the motion. It was stated the regional clubs would have autonomy on these seminars but the BEC would be available with assistance. There was discussion that puppy placement procedures would be a most important topic to include. The NCA grants for breeder education could be used for printing materials, publicity and other related things. There was a suggestion that the BEC develop some criteria for the grant applications and approval.

The motion passed unanimously. 1 Absent (MR)

### ***Breeders List***

The Board discussed whether the next *Breeders List* should be printed for distribution or should it simply be posted on the *NCA Website*. Some Board members felt that the money saved could be used for other educational items. An online version would have the flexibility to be updated throughout the year.

Mary Lou Roberts moved and Kathy McIver seconded that the *Breeders List* be posted on the *NCA Website* and that the print version of the *Breeders List* will no longer be available except by request.

The Board discussed the fee paid by breeders to be listed. It costs \$1,630.00 to print the *Breeders List*, but it brought in \$4,395.00 from the breeders who are listed. There was discussion that the application could go online with a one-time fee for breeders to be listed. There was some talk of sending the money saved by not printing the *Breeders List* to rescue.

There was also discussion about hard copies being available for those who request it. Some Board members felt that the hard copy was easier to access.

Mary L. Price moved and Barbara Finch seconded to call the question. The motion passed. 9 Yes (JB, MLC, BF, SM, KM, MLP, PKR, MLR, PSR); 2 No (RF, KG); 1 Absent (MR)

The motion concerning the *Breeders List* passed. 6 Yes (BF, KG, SM, KM, MLR, PSR); 5 No (JB, MLC, RF, MLP, PKR); 1 Absent (MR)

There was a suggestion that the *Breeders List* keep its current format online so as to facilitate the printing of it in booklet form.

Kathy McIver moved and Pat Randall seconded to discontinue the annual fee for members to be listed on the *Breeders List* for consecutive years. The application fee would be retained.

Mary Lou Cuddy moved and Mary Lou Roberts seconded to donate to NCA Rescue every year the money saved by no longer printing the *Breeders List* in an amount of no less than \$2500.00.

There was discussion that the donation to rescue is making this more complicated. It was said that if the Board wished to give money to Rescue then a stand alone grant motion should be made. The Board discussed the financial implications and felt that it was a wash financially between the amount saved by not printing the hard copy of the *Breeders List* and the amount lost by discontinuing the annual fee for the breeders who are listed on the *Breeders List*. It was said that additional money could be saved by having the *Breeders List* application online instead of having a hard copy blown into *Newf Tide*. It was stated that because breeders on the *Breeders List* do a lot of educating, even when they do not have puppies available, that they should not be charged for being listed.

The motion regarding the annual fee for the *Breeders List* passed. 9 Yes (MLC, BF, RF, KG, KM, MLP, PKR, MLR, PSR); 2 No (JB, SM); 1 Absent (MR)

The motion to donate funds to NCA Rescue was withdrawn.

### **Regional Club Liaison**

Pam Rubio, Regional Club Liaison, reported that the Newfoundland Club of Seattle has requested a change in their Constitution and Bylaws to allow for the addition of two Board members. The Board requested that they see a copy of the club's Constitution and Bylaws before allowing the change. Pam will secure copies for the Board to consider later in the meeting.

### **Membership Committee**

Mary Lou Cuddy, Membership Chair, reported that the *NCA Directory* is close to being ready for submission to the printer. She thanked Pam Saunders who took over the formatting and layout of the *NCA Directory* on relatively short notice and did a great job in getting it prepared quickly. Mary Lou also thanked Bill Cuddy for his efforts in helping to maintain the NCA Membership database.

### **Steering Committee**

Mary Lou Roberts, Steering Committee Chair, reported that the committee had welcomed its new members and that the committee is hard at work on their projects and will have reports for the Board soon.

### **General Education Committee**

At 9:13 a.m., Nicki Dobson joined the meeting by teleconference.

At 9:15 a.m., Meredith Reggie joined the meeting via teleconference.

Nicki Dobson, General Education Chair, reported that the General Education Committee (GEC) had completed the requested outline of the revised *Newf and You*. The Board discussed the outline and possible improvements. The Board recommended that several items should be expanded or added to the outline.

Nicki reported that the GEC has developed a regional club survey that would help the GEC develop educational materials for use by the regional clubs. The Board discussed the proposed survey and made some recommendations. The survey would be distributed through the Regional Club Liaison.

At 9:58 a.m., Meredith Reggie left the meeting.

Kathy McIver moved and Barbara Finch seconded that the Board approve the regional club survey developed by the General Education Committee as amended. The motion passed unanimously. 1 Absent (MR)

The Board discussed the full page advertisement that is being used in *Dog Fancy* and other publications. A Board member commented on the fact that the picture used of an adult dog should be one that accurately portrays the size of an adult Newfoundland. There was also discussion about the placement of the ad in the 2007 issue of *Dogs, USA*. The NCA ad was placed next to an ad for the "World's Largest Bulldawgs" (*sic*). It was said that the NCA should speak to the editor about appropriate placement for NCA ad.

At 10:00 a.m., Mary Lou Roberts left the meeting.

Nicki presented a proposal from GEC to develop an informational postcard for NCA members to hand out when asked for Newfoundland information. This idea came out of a discussion about the Breed Steward program. The GEC would make these cards available both by mail and online to all NCA members and regional clubs. The cards would have pictures on both sides along with the *NCA website* information. The Board discussed using other sizes, such as trading card or business card. The Board asked that the GEC research the most economical way to distribute the cards, whether by being blown into *Newf Tide* or as a separate mailing.

Kathy McIver moved and Kevin Gallagher seconded that the Board approve the General Education Committee's concept as proposed for the informational postcard/trading card/business card for NCA members to hand out in response to inquiries about Newfoundlands. The motion passed unanimously. 2 Absent (MR, MLR)

The Board thanked Nicki and the GEC for their hard work and good ideas.

At 10:14 a.m., Nicki Dobson left the meeting.

## **Executive Session**

At 10:17 a.m., Kathy McIver moved and Sue Marino seconded that the Board go into executive session. The motion passed unanimously. 2 Absent (MR, MLR)

At 10:40 p.m., Mary Lou Robert returned the meeting.

At 11:15 a.m., Kathy McIver moved and Kevin Gallagher seconded that the Board come out of executive session. The motion passed unanimously. 1 Absent (MR)

While in executive session, the Board appointed the following members to the 2009 Nominating Committee. Kevin Gallagher, Chair, Steve Britton, Andrea Jung, Dejah Petsch, Mary W. Price and alternates Cathy Dunphy and Marty Swindell.

While in executive session, the Board appointed Barbara Finch as co-chair of the Technical Resources Committee.

## **Committee Review**

The Board considered the concept of reviewing committees to assess committee performance. The Board discussed such points as whether the committees have sufficient guidelines to fulfill the expectations of the Board and does the job description of each committee adequately outline the committee's responsibilities. Some of the problems facing committees are the inability to attain a quorum at committee meetings and lack of communication between the committee chair and committee members and between the committee members themselves. A Board member suggested the use of more *ad hoc* committees to address specific projects. It was suggested that some committees could be streamlined, consolidated or eliminated. Several Board members felt that committee chairs need to be informed that the Board may not be pleased with the progress of that committee. Kathy McIver, Committee Liaison, will refine the discussion points made, confer with the committees and bring back recommendations to the Board.

## **National Specialty Shows**

Barbara Finch, a member of the Specialty Show Coordinating Committee, presented a report that she had developed for National Specialty shows hosted by the NCA. The report outlined one way the NCA could set up and handle the National Specialty each year as is done by several parent clubs, notably the Great Dane Club of America. The country would be divided into six divisions and the National Specialty would rotate through each division. Each regional club would be assigned to a division and would be required to participate in some way in that division's National Specialty. There would be appointed positions that would address the national aspects of the show along with division positions and show positions.

The Board discussed points made in the report. It was said that it needs to be determined if regional clubs are still interested in hosting National Specialties since the show has gotten so large and expensive. There are no firm bids or interest in hosting the show after 2010.

In response to a question, it was stated the Specialty Show Coordinating Committee had been given copies of the report and no responses had been received from any of the committee members. There was discussion about appointing an *ad hoc* committee to consider this report and other alternatives.

It was stated the regional clubs in each division would be sharing the workload. This would lessen the risks but would also affect profits-sharing with the regional clubs. There was discussion concerning clubs that could be considering hosting a National Specialty. Board members stated that the Board needs to know as planning for the 2011 National Specialty needs to start soon.

Mary Lou Roberts moved and Pam Rubio seconded that the Board inform the regional clubs that unless there is a letter of intent to host the 2011 National Specialty submitted by January 31, 2009, the NCA will host the 2011 National Specialty. The motion passed unanimously. 1 Absent (MR)

Sue Marino moved and Mary Lou Cuddy seconded to send the proposal developed by Barbara Finch concerning future National Specialties to the Specialty Show Coordinating Committee for their recommendation to be received by the Board's December 18, 2008 teleconference. Motion passed unanimously. 1 Absent (MR)

At 12:57 p.m., the Board agreed by unanimous consent to recess until 7:30 p.m., October 31, 2008 to visit the AKC Museum of the Dog.

At 3:50 p.m., the Board reconvened.

## **Unfinished Business**

### **NCA Services for Regional Clubs**

Mary Lou Roberts presented several suggestions to help regional clubs who are having trouble getting volunteers to chair events and activities. It was stated that each club should not have to "re-invent the wheel". It was said that the clubs might appreciate handbooks which would outline the duties and responsibilities, along with checklists, needed to hold an event such as a DNA clinic, education day or draft and water tests. Regional clubs may also appreciate assistance with the technical preparation of websites and newsletter. These handbooks would contain the "best practices" gleaned from successful clubs and club events. It was said that these handbooks would be distributed to each regional club and would also be available on the *NCA Website*.

Mary Lou Roberts moved and Jacqueline Brellochs seconded to request that the Working Dog Committee to prepare handbooks with guidelines for the following jobs: Water Test and Draft Test Chair and Water Test and Draft Test Secretary. Ideally, these handbooks would be compiled in advance of the 2009 water test and draft test seasons. The motion passed unanimously. 1 Absent (MR)

Mary Lou Roberts moved and Pam Rubio seconded to request that the General Education Committee to prepare a handbook to make available to regional clubs for hosting a Fun Day. The motion passed unanimously. 1 Absent (MR)

Mary Lou Roberts moved and Mary Lou Cuddy seconded to form a small *ad hoc* Technical Preparation Committee to consider the possibility of having the NCA provide services for regional clubs, including but not limited to the technical preparation of newsletters and the technical maintenance of web sites (content to be provided by the regional club). The motion passed unanimously. 1 Absent (MR)

### **NCA Board Minutes**

The Board discussed the agenda item submitted by Meredith Reggie to start and maintain an official ledger of the NCA Board minutes. It was reported that there had been such a ledger but that a previous Recording Secretary had misplaced the binder. Some Board members stated that minutes dating from 2002 and even earlier would be easily available in electronic files.

Sue Marino moved and Kevin Gallagher seconded that effective with the August 2008 minutes, the minutes of the Newfoundland Club of America will be kept in an official ledger. Each set of minutes shall be signed and dated by the secretary when the minutes have been approved. Official documents may be attached to these minutes at the request of the Board of Directors but general supplemental information may be discarded. These minutes will be considered the property of the Newfoundland Club of America and will be passed to each subsequent Recording Secretary. The motion passed unanimously. 2 Absent (KG, MR)

### ***Newf Tide* Back Issues**

The Board discussed some early issues of *Newf Tide* which are missing from the Historian's files. Several Board members had access to the missing issues. There was some discussion about asking longtime NCA members who may have complete sets of *Newf Tide* to consider donating them to the NCA.

Jacqueline Brellochs moved and Mary Lou Roberts seconded that the NCA copy or replace the early issues of *Newf Tide* that are missing from the Historian's files. The motion passed unanimously. 1 Absent (MR)

### **Oldest Living Newf Awards**

Jacqueline Brellochs presented a proposed change in the Oldest Living Newf award. The Board discussed the history of the award. Some Board members felt that the current criteria could lend itself to the excessive prolonging of life just to win the award. The Board discussed the fact that a Newfoundland could be the oldest dog during the year but yet pass away before December 31<sup>st</sup>. There was additional discussion about recognizing Newfoundlands who have reached the age of 14 years in a calendar year. It was stated that the information for this year's award is already in *Newf Tide*.

Sue Marino moved and Mary Lou Roberts seconded that a new award, in the form of a certificate, be given at the National Specialty to any Newfoundland reaching the age of 14 years in the previous calendar year and that the criteria for the winner of the Oldest Living Newfoundland be changed to the oldest Newfoundland alive during any part of the previous calendar year. This will take effect in 2010. The motion passed unanimously. 1 Absent (MR)

### **Electronic Publications Policy Committee**

It was reported that the *Newf Tide* Policy Committee (NTPC) had discussed the idea of an Electronic Publications Policy Committee. The NTPC felt that their committee was too busy to add these additional duties and recommended that a separate committee be created. NTPC is helpful to the *Newf Tide* editor and other publications and it is anticipated that this new committee would be helpful to the *NCA Website* and *NCA e-notes*. It was stated that the committee would need a common style guide manual and that it should be coordinated with the NTPC.

Pat Randall moved and Kathy McIver seconded that the Board establish a policy committee for electronic publications. The motion passed unanimously. 1 Absent (MR)

### **Agenda Deadlines**

There was discussion about the agenda deadline as stated on the *NCA Website*. It was stated that there needs to sufficient lead time for the agenda to be prepared and mailed and for Board members to study the material. By consensus, the Board agreed to leave the agenda deadline as the first Thursday of the month. The NCA Webmaster will be asked to move the agenda deadline announcement to the first page of the Board section of the *NCA Website*.

### **NCA Pocket Guide**

Mary L Price moved and Kathy McIver seconded that the Board approve the printing, laminating and distributing of the *Pocket Guide to the Newfoundland Standard* to all NCA members, *Newf Tide* subscribers, and to hold an additional inventory for distribution to new members and new subscribers.

The Board discussed the revisions that would be necessary if this motion passed. A graphic designer or an artist would be needed to prepare the artwork for printing. The

*Pocket Guide* would have to be resized as the current size will not fit in a #10 envelope. Mary L. Price presented two quotes for 3,000 guides: the quote from Sutherland Publishing (*Newf Tide* publisher) was \$1,327.00 for printing, laminating, trimming and the insertion into *Newf Tide* and Kinko's quote was for \$4,000.00 for everything except the insertion into *Newf Tide*.

There was discussion about referring the motion to the Judges Education Committee. It was stated that the Board had never approved the *Pocket Guide* as all the phrases and artwork came from the *Illustrated Guide* and the *NCA Breed Standard*.

Barbara Finch moved and Pam Rubio seconded to refer the suggestions and recommendations on the *Pocket Guide to the Newfoundland Standard* to the Judges Education Committee with a response needed from the committee by the first Thursday in January 2009. The motion failed. 5 Yes (BF, KG, KM, PKR, PSR); 6 No (JB, MLC, RF, SM, MLP, MLR); 1 Absent (MR)

There was additional discussion by the Board about a timely response from the Judges Education Committee.

At 4:58 p.m., Meredith Reggie joined the meeting.

Kathy McIver moved and Pam Rubio seconded to refer the suggestions and recommendations on the *Pocket Guide to the Newfoundland Standard* to the Judges Education Committee with a response needed from the committee by the January 7, 2009. 6 Yes (MLC, BF, KG, KM, PKR, PSR); 5 No (JB, RF, SM, MLP, MLR); 1 Abstention (MR)

The motion to approve the printing, laminating and distributing of the *Pocket Guide to the Newfoundland Standard* was withdrawn until the report from the Judges Education Committee is received.

### **National Specialty Show Packet**

The Board discussed the merits of posting the National Specialty packet on the *NCA Website* and not including a hard copy of the packet in *Newf Tide*. It was stated that this would save a significant amount of money. It was also said that most NCA members download the specialty forms from the *NCA Website* already. It was reported that the Specialty Show Coordinating Committee was in agreement with this change.

Meredith Reggie moved and Mary Lou Roberts seconded that effective with the 2010 NCA National Specialty, the information packet for the National Specialty will be posted on the *NCA website* and will not be sent with the 4th Quarter issue of *Newf Tide*. Any NCA member may request a hard copy to be sent via mail. A page insert in the 4th Quarter issue of *Newf Tide* will announce where the information packet can be found on the website and how to obtain a hard copy.

Pat Randall moved and Kathy McIver seconded to refer the posting of the National Specialty information packet on the *NCA Website* and not including the packet in the 4<sup>th</sup> Quarter issue of *Newf Tide* to the Specialty Show Coordinating Committee with a response needed from the committee by January 7, 2009. The motion passed. 9 Yes (BF, MLC, KG, SM, KM, MLP, PKR, MR, PSR); 3 No (JB, RF, MLR)

The motion to post the National Specialty information packet on the NCA Website was withdrawn until the report from the Specialty Show Committee is received.

### **Non-regular Obedience Classes at National Specialties**

The Board discussed past practice of the non-regular obedience classes. It was reported that at last year's National Specialty two of the non-regular classes were held with the Regional Specialty Obedience Trial and the other two were held with the National Specialty Obedience Trial. The participants in the classes held during the Regional Specialty Obedience Trial were denied the opportunity to win National Specialty trophies.

Meredith Reggie moved and Mary Lou Roberts seconded that the following non-regular obedience classes must be offered at the National Specialty Obedience Trial: Graduate Novice, Veteran, Brace, and Team. These classes will continue to be optional at regional trials held in conjunction with the National.

Pam Rubio moved and Kathy McIver seconded to refer the proposal that the non-regular obedience classes (Graduate Novice, Veteran, Brace, and Team) must be offered at the National Specialty Obedience Trial to the Specialty Show Coordinating Committee with a response needed from the committee by January 7, 2009. The motion passed. 9 Yes (BF, MLC, KG, SM, KM, MLP, PKR, MR, PSR); 3 No (JB, RF, MLR)

The motion that the non-regular obedience classes (Graduate Novice, Veteran, Brace, and Team) must be offered at the National Specialty Obedience Trial was withdrawn until the report from the Specialty Show Committee is received.

At 5:19 p.m., the Board agreed by unanimous consent to recess until 7:30 p.m. October 31, 2008.

At 8:07 p.m., the Board reconvened.

### **Executive Session**

At 8:08 p.m., Pam Rubio moved and Kathy McIver seconded that the Board go into executive session. The motion passed unanimously.

At 9:21 p.m., Sue Marino moved and Pam Rubio seconded that the Board come out of executive session. The motion passed unanimously.

While in executive session, the Board directed the Specialty Show Coordinating Committee to comment on the revised *Specialty Show Guide* before January 7, 2009 as input for the Board's final review and approval.

While in executive session, the Board directed that advertisements for the Electronic Publications Policy and the *ad hoc* Technical Preparation Committees be posted on the *NCA Website*.

At 9:25 p.m., the Board agreed by unanimous consent to recess for a meeting of the Charitable Trust.

At 9:55 p.m., the Board reconvened the meeting of NCA, Inc.

At 9:59 p.m., the Board agreed by unanimous consent to recess until 8:00 a.m., November 1, 2008.

### **NCA Board Reconvenes**

At 8:10 a.m., the Board reconvened.

### **Review of the proposed *Code of Ethics***

The Board held a conceptual discussion of the role the *Code of Ethics* should hold and how it should be written to accomplish its goals. Clyde Dunphy, *Constitution and Bylaws* Review Committee member, was present for the discussion. Points of discussion brought up were: should the *Code of Ethics* be a statement of good practices or should it be a more punitive document; a punitive document would be off-putting to new breeders; aim high but don't throw the baby out with the bathwater; should the *Code of Ethics* belong in the governing documents; the *Code of Ethics* should be a positive document and not a negative one; the shorter the better so more people would be inclined to read it; the *Code of Ethics* needs to be "actionable", not subjective; sportsmanship should be emphasized, not just good breeding practices and do not micromanage breeding programs.

The Board discussed the AKC's objections to including Codes of Ethics into Constitutions and Bylaws. It was reported that at a recent Parent Club Conference, the AKC seemed to be more flexible with the inclusion of Codes of Ethics. It was suggested that the *Code of Ethics* be set up like the *NCA Breed Standard*: describe the ideal but list the disqualifications. It was noted that the Board should consider a graduated system of discipline, such as the Working Dog Committee has set up for their events. It was noted that most veterinarians have little knowledge of good breeding practices and that the *Code of Ethics* should list standards for testing and breeding practices and also include standards for NCA members buying puppies. Much of the *Code of Ethics* could be educational and could be used to educate puppy buyers.

It was stated that the Board did not give the *Constitution and Bylaws* Review Committee much direction but the committee's hard work gave the Board a starting place for debate to start to develop a good document. Clyde Dunphy will take the comments and general impressions back to the committee.

### ***Constitution and Bylaws* Review Committee**

The Board discussed advantages and disadvantages of using a Constitution versus a minimal Certificate of Incorporation. Some Board members said that putting the Constitution and the Certificate of Incorporation in together would avoid some of the questioning of the governing documents that has occurred in the past. There was discussion about the chain of authority of the documents and about *Bylaws* versus *Roberts Rules of Order*.

Pat Randall moved and Kathy McIver seconded to delay any further discussion and review of the proposed revision of the *Constitution and Bylaws* until members of the *Constitution and Bylaws* Review Committee arrive. The motion passed unanimously.

### **Regional Club Liaison**

Pam Rubio, Regional Club Liaison, suggested that the Board consider the requested changes to the Newfoundland Club of Seattle's Constitution and Bylaws at this time. The Seattle club wishes to add two more Board members to its Board of Directors. The Board was reminded that when a regional club requests a change to its Constitution and Bylaws, past practice has been that the entire document may be open to review by the Board. It was suggested that Board members review the copy provided for action later in the meeting.

### **Honorary Members**

Roger Frey reported that he had spoken with Mike & Sandee Lovett and Tom & Diane Broderick to inform them of their selection as NCA Honorary Members. The news of their selection was very much appreciated and thanks were sent to the Board for the honors.

At 11:09 a.m., the Board agreed by unanimous consent to recess until 12:30 p.m.

At 12:30 p.m., the Board reconvened.

### **Technical Resources Committee**

At 12:38 p.m., Dan Carr, Technical Resources Chair, joined the meeting via teleconference.

Dan updated the Board on the progress of the NCA Database. Dan reported that the construction of the database was finished. There had been a problem with the hosting

company but that issue is in the process of being resolved. He has received all of the NCA's data from the former Database Chair as well as the OFA information from the last quarter. Once the problem with the hosting company has been rectified, then a group of six or seven NCA members have volunteered to start entering data. Dan reported that they were working on pedigree reports last week.

In response to a question about unpaid invoices, Dan stated that he had emailed the invoices to Mary L. Price three weeks ago. They were never received. Dan will re-send those invoices immediately.

Dan reported that most of the information from the former Database Chair had been entered. The awards information will be the next to be entered and then information for the *Annual of Titlists* and the awards can be pulled out. The program to pull this information has been written. Dan stated that the code for three report programs has been written; pedigrees, Versatile Newfoundlands and the Register of Merits. They have not yet been tested, but that should be accomplished very soon.

In response to a question from a Board member, Dan stated that he has copies of the data from the former Database Chair as does Ascent, the company constructing the database. The database is being backed up on a weekly basis. The documentation is done and Dan reported that he had roughed out the user guide. Barbara Finch, Technical Resources Co-Chair, will finish the user guide once Dan sends her what he has written so far.

The Board asked for some hard dates as to when parts of the database will be useable. Barbara and Dan will have a teleconference meeting with Ascent the following Monday and then some dates should be set. There was some discussion about absolute deadline dates for publishing the *Annual of Titlists*, the Versatile Newfoundland awards and the Register of Merit awards. It was stated that the *Annual of Titlists* was already far behind schedule and may have to be sent in a special mailing.

The Board expressed its appreciation to Dan for his efforts.

At 1:06 p.m., Dan Carr left the meeting.

Barbara Finch requested that the Board give her a letter allowing her to have full access to all access codes and authorizations. It was decided that Roger Frey and Mary Lou Roberts would also attend the teleconference meeting with Ascent on the following Monday.

### **Regional Club Liaison**

The Board reviewed the Newfoundland Club of Seattle's Constitution and Bylaws. There was some discussion about parts of the document.

Kathy McIver moved and Meredith Reggie seconded that the Board refer the request from the Newfoundland Club of Seattle to change their *Constitution and Bylaws* to the Regional Club Liaison for review and revision. The motion passed. 11 Yes (JB, MLC, BF, RF, SM, KM, MLP, PKR, MR, MLR, PSR); 1 Abstention (KG)

### **NCA Charitable Trust**

The Board held a brief informal discussion on the NCA Charitable Trust. Clyde Dunphy, Charitable Trust Management Board Chair, reported that the Greater Swiss Mountain Dog Club had contacted Clyde about using the NCA Charitable Trust format to set up their Charitable Trust.

Clyde stated that he would be disappointed if in the near future, the Charitable Trust does not reach one to two million dollars with endowments whose interest income would fund research projects and other Charitable Trust projects. There was a brief discussion of wills and endowments. More information on these will be in *Newf Tide* in the future. Collections of memorabilia are nice but money coming in is what makes the Charitable Trust effective. Suggestions and information are very welcome by the Charitable Trust Management Board.

### **Review of the proposed *Constitution and Bylaws***

At 2:00 p.m., Beverly Eichel, Constitution and Bylaws Review Committee Chair, and Joan Gunn, committee member, joined the meeting.

The Board and the *Constitution and Bylaws* Review Committee (CBLRC) held an informal discussion on several issues pertaining to the *Constitution and Bylaws*. There was a discussion concerning the inclusion of the *Constitution and Bylaws* and the *Certificate of Incorporation* into one document. It was the committee's feeling that if the two documents are not included there would always be questions about when each document would govern. By including both documents, all the questions regarding the Connecticut statutes, the Certificate of Incorporation, the Constitution and Bylaws and the AKC are addressed.

The possible inclusion of *Roberts Rules of Order*, newly revised,(RRO) into the *Constitution and Bylaws* was discussed. It was stated that the NCA has had some meetings where RRO became a point of contention and interfered with the timely addressing of club business. It was stated that if RRO were included in the governing documents, a parliamentarian would be needed at every meeting. If RRO were not included in the governing documents, the NCA would still have the option of adopting them for a specific meeting.

There was discussion about the provision to remove Board members. The provision was not added to prohibit or influence a Board member from speaking their mind, but to address such issues as the theft of club funds or conduct detrimental to the club or to

the breed. It was mentioned that impeachment and censure are available avenues in legislative positions.

The provision for limiting Board members to one member per household was discussed. Some Board members felt that each member should have an equal right to serve on the Board if they wish. Others felt that it has and could cause problems and also that it could be seen as a conflict of interest.

The issue of regional club recognition was discussed. By the removal of the word "independent" from the description of the regional clubs and adding the provision that the NCA Board would set the requirements for regional club recognition, a regional club would have a choice as to whether it would follow the Board's requirements. If the regional club elects to not follow the requirements, then the Board could revoke a club's NCA recognition. It was stated that the regional club hearing policies in the current *Policy Manual* need to be reviewed and made more explicit.

Kevin Gallagher moved and Jacqueline Brellocks seconded that the Board go into a committee of the whole.

There was discussion about the Board going in to a committee of the whole and how the minutes would be recorded.

The motion failed. 5 Yes (JB, BF, RF, SM, MLP); 7 No (MLC, KG, KM, PKR, MR, MLR, PSR)

Pat Randall moved and Kathy McIver seconded that the Board suspend the speaking rules that the Board has operated under while reviewing the *Constitution and Bylaws*.

There was additional discussion on procedural rules and how best to proceed. It was stated that the Board could talk informally and then come to a consensus.

The motion passed unanimously.

The Board proceeded to review the proposed *Constitution and Bylaws* section by section.

Pat Randall moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article I, Section 2 of the proposed *Constitution* except for Article I, Section 2, Letter (g) as amended. The motion passed unanimously.

The Board considered Article I, Section 1 of the proposed *Bylaws* which addressed eligibility for membership. It was stated that since the 1980's, the AKC has told the NCA that this section must be addressed in respect to international members (AKC does not approve of international members), senior discounts (AKC does not approve of senior discounts) and other issues. The CBLRC stated there are 141 international members

and they are worth fighting the AKC to retain their memberships. The CBLRC thinks it has found a way to appease the AKC on that issue. There was an extended discussion on life memberships, honorary memberships, senior memberships, the effect on NCA finances with these possible new membership categories and how these changes might be viewed by the AKC.

Mary Lou Roberts moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article I, Section 1 of the proposed *Bylaws* as amended. The motion passed. 9 Yes (JB, BF, RF, KG, SM, PKR, MR, MLR, PSR); 3 No (MLC, KM, MLP)

The Board considered Article I, Section 2 of the proposed *Bylaws* which addressed dues and levies. There was more discussion about dues and the new life membership and the effect on NCA finances.

Kevin Gallagher moved and Mary Lou Roberts seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article I, Section 2 of the proposed *Bylaws* as amended. The motion passed unanimously.

At 4:42 p.m., the Board agreed by unanimous consent to recess until 8:00 p.m. November 1, 2008.

At 8:51 p.m., the Board reconvened.

The Board considered Article I, Section 3 of the proposed *Bylaws* which addressed Election to Membership.

Pam Rubio moved and Sue Marino seconded that the Board remove line 88-89 from Article I, Section 3 of the proposed *Bylaws*. The motion failed. 6 Yes (JB, MLC, SM, MLP, MLR, PSR); 6 No (BF, RF, KG, KM, PKR, MR)

Mary Lou Roberts moved and Kathy McIver seconded that the Board amend line 88-89 in Article I, Section 3 of the proposed *Bylaws* from 3 members to 2. The motion passed. 9 Yes (JB, MLC, KG, SM, KM, MLP, PKR, MR, MLR); 3 No (BF, RF, PSR)

Pam Rubio moved and Kevin Gallagher seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article I, Section 3 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article I, Section 4 of the proposed *Bylaws* which addressed Termination of Membership.

Mary Lou Roberts moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article I, Section 4 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article II, Section 1 of the proposed *Bylaws* which addressed the Annual Meeting. The Board discussed the concepts of “present and voting”, how to determine when a quorum is lost and the roles of the Connecticut statutes, the Constitution and Bylaws and the AKC in determining how these concepts are implemented.

Mary Lou Roberts moved and Kevin Gallagher seconded that once a quorum has been established as per Connecticut state statutes, a quorum will hold. The motion failed. 6 Yes (MLC, RF, KG, SM, KM, MLR); 6 No (JB, BF, MLP, PKR, MR, PSR)

The Board continued its discussion of the Connecticut statutes and the AKC and how these things affect this decision. There was discussion of how a group of members could use the quorum to disrupt or affect the outcome of a meeting.

Pat Randall moved and Mary Lou Cuddy seconded to reconsider the previous motion that once a quorum has been established as per Connecticut state statutes, a quorum will hold. The motion passed unanimously.

Kevin Gallagher moved and Kathy McIver seconded that once a quorum has been established as per Connecticut state statutes, a quorum will hold. The motion passed. 11 Yes (JB, MLC, BF, RF, KG, SM, KM, MLP, PKR, MLR, PSR); 1 No (MR)

Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 1 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article II, Section 2 of the proposed *Bylaws* which addressed Special Club Meetings.

Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 2 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article II, Section 3 of the proposed *Bylaws* which addressed Annual Meeting of the Board of Directors.

The Board discussed the issue of voting by secret ballots during teleconferences, the use of teleconference by Board members at a face-to-face meeting and whether a Board member participating by teleconference at a face-to-face has the right to vote. There is precedent for allowing a Board member to participate by teleconference but not being allowed to vote. The Board discussed the concept of simultaneous auditory communication. It was said that with evolving technology, these concerns may not be relevant.

Kevin Gallagher moved and Mary Lou Roberts seconded that the Board approve the concept of a Board member calling into a meeting and being allowed to vote. 11 Yes (MLC, BF, RF, KG, SM, KM, MLP, PKR, MR, MLR, PSR); 1 No (JB)

Kevin Gallagher moved and Barbara Finch seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 3 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article II, Section 4 of the proposed *Bylaws* which addressed Board Meetings.

Jacqueline Brelloch moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 4 of the proposed *Bylaws* as amended.

The Board discussed communication media, evolving technology and the importance of simultaneous auditory communication.

Kathy McIver moved and Kevin Gallagher seconded to amend Article II, Section 4 of the proposed *Bylaws* to simultaneous auditory communication. The motion passed unanimously.

The motion that the Board accepts the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 4 of the proposed *Bylaws* as amended passed unanimously.

The Board considered Article II, Section 5 of the proposed *Bylaws* which addressed Conduct of Special Board Meetings.

Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 5 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article II, Section 6 of the proposed *Bylaws* which addressed Proxy Voting.

Kevin Gallagher moved and Barbara Finch seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article II, Section 6 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article III, Section 1 of the proposed *Bylaws* which addressed the Board of Directors.

The Board discussed the clause that no two members from the same household may serve on the Board of Directors at the same time. Some Board members wanted this

clause to be deleted as they believed that each member has the right to serve if elected.  
+9Other Board members felt it was a conflict of interest.

Maredith Reggie moved and Kathy McIver seconded that the Board remove the sentence “two members from the same household serving on the Board at the same time” from Article III, Section 1 of the proposed *Bylaws*. The motion failed. 5 Yes (KG, KM, PKR, MR, PSR); 7 No (JB, MLC, BF, RF, SM, MLP, MLR)

The Board discussed the sentence that Board members will perform their duties to the best of their ability and set an example of the highest ethical conduct. Some Board members believed that there is no harm in having such a statement in the *Bylaws* and may be helpful in some situations. Some Board members felt that there was no need for such a statement.

Pat Randall moved and Kathy McIver seconded that the Board delete the last sentence in Article III, Section 1 of the proposed *Bylaws* that deals with Directors setting an example of the highest ethical conduct. The motion failed. 3 Yes (BF, PKR, MR); 9 Yes (JB, MLC, RF, KG, SM, KM, MLP, MLR, PSR)

Kevin Gallagher moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article III, Section 1 of the proposed *Bylaws* as amended and with the exception of the ethics document. The motion passed. 11 Yes (JB, MLC, BF, RF, KG, SM, KM, MLP, MR, MLR, PSR); 1 Abstention (PKR)

Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article III, Section 1 of the proposed *Bylaws* as amended with the exception of the ethics document. The motion passed unanimously.

The Board considered Article III, Section 2 of the proposed *Bylaws* which addressed Officers.

Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article III, Section 2 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article III, Section 3 of the proposed *Bylaws* which addressed Attendance.

Kevin Gallagher moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article III, Section 3 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article III, Section 4 of the proposed *Bylaws* which addressed Involuntary Removal of a Board Member.

The Board discussed allowing members to remove a Board member by a vote as they were the ones who voted that Board Member into office. Some Board members felt that charges should be filed and the hearing process followed. Other Board members believed the Board being able to remove a Board member is similar to the impeachment process in government. This could act as a deterrent to a Board member. It would also save the NCA from having to hold a hearing which would probably involve hiring legal representation.

Kevin Gallagher moved and Pam Rubio seconded Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article III, Section 4 of the proposed *Bylaws* as amended. The motion passed. 10 Yes (JB, MLC, BF, RF, KG, SM, KM, MLP, MLR, PSR); 2 No (PKR, MR)

The Board considered Article III, Section 5 of the proposed *Bylaws* which addressed Board Vacancies.

Sue Marino moved and Kevin Gallagher seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article III, Section 5 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article IV, Sections 1 and 2 of the proposed *Bylaws* which addressed the Club Year and the Annual Meetings.

Kathy McIver moved and Jacqueline Brellochs seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article IV, Sections 1 and 2 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article IV, Section 3 of the proposed *Bylaws* which addressed Elections.

Kevin Gallagher moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article IV, Section 3 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article V, Sections 1-4 of the proposed *Bylaws* which addressed Committees.

Kevin Gallagher moved and Sue Marino seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article V of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article VI, Sections 1-3 of the proposed *Bylaws* which addressed Discipline.

The Board discussed whether non-NCA members could file charges against an NCA member. It was stated that the *Bylaws* and the *Code of Ethics* must agree.

Pam Rubio moved and Mary Lou Roberts seconded that in Article VI, Section 2 of the proposed *Bylaws*, line 320, the word "member" be changed to "person". The motion passed. 6 Yes (MLC, SM, MLP, MR, MLR, PSR); 4 No (JB, BF, RF, PKR); 2 Abstentions (KG, KM)

The Board discussed the deposit and if the deposit needed to be increased. Some Board members felt that \$200.00 is still a significant amount of money and that \$100.00 is still sufficient.

Jacqueline Brellochs moved and Pam Rubio seconded that in Article VI, Section 2 of the proposed *Bylaws*, line 323, the amount of deposit be changed from \$100.00 to \$200.00. The motion failed. 6 Yes (JB, BF, RF, MLP, PKR, PSR); 6 No (MLC, KG, SM, KM, MR, MLR)

Sue Marino moved and Kathy McIver seconded that the Board accept the recommendation of the *Constitution and Bylaws Review Committee* for Article VI, Sections 1-3 of the proposed *Bylaws* as amended with the exception of the ethics document. The motion passed unanimously.

Beverly Eichel addressed the *Code of Ethics* as it pertains to the *Bylaws* and the Board's discussions on this day. She stated that it is the obligation of the NCA to protect the breed and it is up to the NCA to make a choice between having no standards for behavior versus the NCA taking a stand.

At 12:36 p.m., the Board agreed by unanimous consent to recess until 8:00 a.m. November 2, 2008.

### **NCA Board Reconvenes**

At 8:00 a.m., the Board reconvened.

### **Executive Session**

At 8:03 a.m., Kathy McIver moved and Mary L. Price seconded that the Board go into executive session. The motion passed unanimously.

At 8:57 p.m., Barbara Finch moved and Pam Rubio seconded that the Board come out of executive session. The motion passed unanimously.

While in executive session, the Board upheld the finding of the Arbitration Committee which had been appealed.

The Board discussed *ex parte* communication and agreed that at some point, the Board needs to discuss this and set some guidelines.

### **Review of the proposed *Constitution and Bylaws***

The Board considered Article VI, Section 4 of the proposed *Bylaws* which addressed Conflict of Interest.

Jacqueline Brellochs moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article VI, Section 4 of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article VI, Section 5 of the proposed *Bylaws* which addressed Expulsion.

Kevin Gallagher moved and Barbara Finch seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article VI, Section 5 of the proposed *Bylaws* as written. The motion passed unanimously.

The Board considered Article VII of the proposed *Bylaws* which addressed Conflict of Interest.

Kevin Gallagher moved and Sue Marino seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article VII of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board considered Article VIII of the proposed *Bylaws* which addressed Amendments.

Kevin Gallagher moved and Jacqueline Brellochs seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Article VIII of the proposed *Bylaws* as amended with the exception of the ethics document. The motion passed unanimously.

The Board considered Articles IX and X of the proposed *Bylaws* which addressed Dissolution and Order of Business.

The Board discussed the order of business. It was decided to change the reports of the individual officers to the report of the officers. Officers would be listed separately in the Annual Membership Meeting agenda.

Kevin Gallagher moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for Articles IX and X of the proposed *Bylaws* as amended. The motion passed unanimously.

The Board discussed the inclusion of the applicable Connecticut general statutes in the *Constitution and Bylaws*. Board members believed that it would be helpful to have all governing information contained in the document.

Kevin Gallagher moved and Pam Rubio seconded that the Board accept the recommendation of the *Constitution and Bylaws* Review Committee for the inclusion of the Connecticut general statutes in the proposed *Bylaws* as amended. The motion passed unanimously.

The Board discussed discipline and alternatives to suspension and expulsion. The proposed *Code of Ethics* has incorporated the Working Dog Committee's *Infractions at NCA Events* into that document. The Board discussed the possibility of incorporating the *Infractions at NCA Events* into the *Bylaws* as Article VI, Section 4.

Sue Marino moved and Jacqueline Brellochs seconded that the Board approve the insertion of reference to the authority of the NCA Working Dog Grievance Procedures as Section 4 in Article VI of the proposed *Bylaws* as amended. The motion passed unanimously.

Kevin Gallagher moved and Kathy McIver seconded that the Board accept this proposed *Constitution and Bylaws* document as amended with the exception of the terminology referring to the ethics document.

Some Board members requested that the Board consider several additional points before approving the document. The Board discussed a member's concern about postage levies charged to international members.

The Board discussed the role of an abstention vote. It was stated that this needs to be defined either as members present and voting or as members present. Current practice is that an abstention vote has the effect of a no vote. Some Board members felt that it should be a neutral vote.

Mary Lou Roberts moved and Pam Rubio seconded that the Board remove the word "general" from Article III, Section 1 and to re-approve Article III, Section 1 of the proposed *Bylaws*.

The Board considered the Article III, Section 1 phrase, "...general management of the Club's affairs shall be entrusted to the Board." There was discussion concerning the removal of the word "general". The effect of membership input and the possible difficulties that could arise if the word was left in was discussed. If the word was removed, it was stated that the Board still could and should consult with the membership on controversial decisions.

Jacqueline Brellochs moved and Pam Rubio seconded the call the question. The motion passed unanimously.

The motion that the Board remove the word “general” from Article III, Section 1 and to re-approve Article III, Section 1 of the proposed *Bylaws* passed. 7 Yes (JB, MLC, KG, SM, MLP, MLR, PSR); 5 No (BF, RF, KM, PKR, MR)

The Board considered a suggestion from an NCA club member that the Board consider appointing a designee to act as treasurer for National Specialties. It was stated that most financial matters are handled as a matter of policy and that the *Bylaws* might not be the appropriate place for this. This matter will be considered at a later date.

Pat Randall moved and Kathy McIver seconded that the Board insert an Article to add *Roberts Rules of Order*, newly revised (RRO), into the proposed *Bylaws*.

It was stated that if the *Constitution and Bylaws* is silent, then the Connecticut statutes are the default and RRO will take over. Since the Board is considered a small board, the rules would be very informal and would not change much from current procedures. Some Board members see no downside to having RRO in the *Constitution and Bylaws*. It would keep items out of the legal arena and keep it in the parliamentary arena. Some Board members felt that RRO could be used as intimidation or a weapon by some members who are well-versed in it. Some Board members felt that a parliamentarian may have to be hired for every meeting.

Barbara Finch moved and Pat Randall seconded to call the question. The motion failed. 5 Yes (MLC, BF, RF, SM, MLR); 7 No (JB, KG, KM, MLP, PKR, MLR, PSR)

The motion to insert an Article to add *Roberts Rules of Order*, newly revised, into the proposed *Bylaws* failed. 6 Yes (BF, KG, KM, PKR, MR, PSR); 6 No (JB, MLC, RF, SM, MLP, MLR)

The motion that the Board accept this proposed *Constitution and Bylaws* document as amended with the exception of the terminology referring to the ethics document passed. 10 Yes (JB, MLC, BF, RF, KG, SM, MLP, MR, MLR, PSR); 2 No (KM, PKR)

### **Review of the Proposed Code of Ethics**

The CBLRC stated that the committee needs guidelines in light of the Board’s earlier discussions on the proposed *Code of Ethics* document. The committee stated that it is willing to continue to work on this document but only if the Board commits to developing a standard of excellence. The committee stated that it will not continue to work on a watered-down document.

Jacqueline Brellochs and Mary Lou Roberts moved that the Board direct the *Constitution and Bylaws* Revision Committee to raise the “standard of excellence” as they develop the proposed ethics document.

It was said that the *Code of Ethics* should state the ideal standard of practice even if some things are not actionable. Some Board members felt that there should be some

teeth in the document. All of the Board members appreciated the hard work and effort that went into developing the proposed *Code of Ethics*. It was stated that this document should list best practices and should be a standard of excellence. Some Board members asked if the best practices should be a separate document.

It was stated that most Newfoundlands are bring bred outside of the NCA. A strong standard of excellence would help educate puppy buyers and could force non-NCA breeders to raise their standards.

The motion passed. 9 Yes (JB, MLC, RF, KG, SM, MLP, MR, MLR, PSR); 1 No (KM); 2 Abstentions (BF, PKR)

It was requested that the minutes reflect the Board's gratitude and appreciation for the CBLRC's efforts, hard work and time devoted.

### **Executive Session**

At 12:06 p.m., Pam Rubio moved and Kathy McIver seconded that the Board go into executive session. The motion passed unanimously.

At 12:39 p.m., Barbara Finch moved and Pam Rubio seconded that the Board come out of executive session. The motion passed unanimously.

While in executive session, the Board appointed the following members to the Health & Longevity Committee: Jennifer Zablotny, Chair, and Andre Lapeyre.

### **Health & Longevity Committee**

The Board discussed the revision of the Health & Longevity Committee's job description. Some Board members said that too many projects are assigned to this committee and that some things should be branched off. Some Board members believed that an improved job description will help to determine if a project should be assigned to the Health & Longevity Committee or to another committee.

Pam Rubio moved and Kathy McIver seconded to approve the amended job description of the Health & Longevity Committee to read as:

*The goal of this committee is to promote health and longevity in the Newfoundland dog. Specifically, this involves the collection of data from Newfoundland owners concerning health and longevity. Significant health problems identified by these studies will help the Board of Directors, through the Charitable Trust, select appropriate research projects for funding.*

*The committee will make reports on the collected data available to the owners of Newfoundlands and the Board of Directors and other committees to benefit the breed.*

*The committee will collect and maintain a library of material on health issues. Submission of articles on canine health to Newf Tide, the NCA Website and NCA e-notes is a committee responsibility.*

*The committee shall suggest and facilitate projects that promotes the health and longevity of the breed, including health clinics at the National Specialty*

*An end of year report should be submitted to the Second Vice-President for Newf Tide publication by December 15. In May, a projected annual budget should be sent to the NCA Treasurer.*

The motion to approve the amended job description for the Health & Longevity Committee passed unanimously.

At 1:23 p.m., the Board agreed by unanimous consent to adjourn the meeting.

Submitted by,

Mary Lou Cuddy  
NCA Recording Secretary