Newfoundland Club of America, Inc.
Regular Board of Directors Teleconference Meeting
Thursday, February 16, 2017 - 8 p.m. (EST)

US toll number: (530) 881-1212
US toll-free number: (855) 212-0212
Meeting ID: 860-250-452#
Meeting wall & Meeting PIN: 1859
https://www.startmeeting.com/wall/860-250-452

Using the (530) 881-1212 telephone number saves the NCA on teleconference expense; please verify your unlimited long distance status.

Committee chairperson call in and times:
• Sue Raney, Chair – Working Dog Committee; 9 p.m.
• Aura Dean, Chair – Newf Tide Policy Committee; TBA.

Agenda

1. AKC Delegate’s Report (David Helming):
   1.1. AKC Board Election Candidates

2. Approval of Minutes:
   2.1. Thursday, January 19, 2017 Board of Directors Teleconference Meeting – pp. 6 - 8;

3. President’s Report (Pam Saunders):
   3.1.

4. First Vice President’s Report (John Cornell):
   4.1. (CTMB Report forward under separate cover.)

5. Second Vice President’s Report (Lynne Anderson Powell):
   5.1. See committee reports.
   5.2. Having software conflict issues

6. Recording Secretary’s Report (Steve Britton):
   6.1. Prepared bulletin board and drafted meeting minutes from January 19, 2017 board of directors meeting;
   6.2. Compiled agenda and meeting packet for this evening’s meeting;
   6.3. Next regular meeting is Thursday, February 16, 2017; deadline is Thursday, March 2, 2017.
   6.5. Board of Directors Election ballots counted by committee on Monday, February 6, 2017. Forwarded results to all candidates and board.
6.6. Drafted and forwarded NCA Annual Meeting Notice to Newf Tide and eNotes editors for distribution.

6.7. Verified last compliant mailing date for annual meeting notice with Newf Tide Editor and chair of Newf Tide Policy Committee. Last date is March 21, 2017.


7. Corresponding Secretary’s Report (Pam Rubio):

8. Treasurer’s Report (Mary L. Price):

9. Standing/Special Committee Reports:
   9.2. Membership Committee, Mary Lou Cuddy, Chair
       - Direction on storing hard copies of the Constitution and Bylaws.
       - Update on applications coming in on the membership portal.
   9.3. TRAC, Bill Matlock, Chair - Lynne Anderson-Powell
       - Update on Membership Portal and 2017 Renewal processing and request to add option for receiving Roster electronically to Renewal and Membership applications
       - Update on TRAC priority schedule
       - Update on Working Test Online Entry system
       - Request for time on Board FTF meeting agenda to give detailed update
       - Request for time at Annual meeting to present update membership on Membership Portal and other tools.
   9.4. Working Dog Committee, Sue Raney, Chair (will call in at 9:00 p.m.)
       - Water Tests in the Northeast and the 300 mile recommendation in the test regulations—update.
       - Other updates.
   9.5. Newf Tide Policy Committee, Aura Dean, Chair (Aura to call in?)
       - Status on 1st Quarter Newf Tide mailing.
   9.6. Breeders Education Committee, Lynne Anderson-Powell, chair
       - Update on Breeding Trends survey
       - Request approval to submit application for educational grant from CTMB for 2017 Educational Program.
   9.7. Newf Ambassador, Joan Fenwick, Chair
       - (see jpg) - Request approval to purchase Newf Ambassador pins; pp. 15 – 16.
   9.8. Governing Documents Committee, Steve Britton, Chair
       - Power Point for regional club governance; pp. 18 – 27.
9.9. **Online Activity Report – Marylou Zimmerman**

https://drive.google.com/file/d/0B6Saoi4D0YN9WGdIRF9iQmVUQWs/view?usp=sharing

10. **Executive Session; pp. 31 – 35:**

   10.1 **2nd Vice-president** – appointment of Health & Longevity Committee Chair

   10.2 **Sensitive Correspondence** – pp. 32 – 35;

   10.3 **Pending Membership Application(s)** - Mary Lou Cuddy – separate cover.

11. **Unfinished Business and General Orders:**

   11.1. **Curry and Drury Memorial Award Medallions**;

   11.2. **Breeder’s Education/CTMB Survey**;

   11.3. **Discussion Item**: As a prerequisite for continued affiliation with the NCA, should regional clubs be required to mail copies of newsletters and/or meeting notices when a member of the regional club has specifically requested it? In instances where the club is in conflict with its own bylaws and applicable state laws, should the NCA withhold the particular regional club’s abilities to host NCA sanctioned (NCA Working Dog and AKC) events be withheld? (Referred to Governing Document Committee May 2, 2016);

   11.4. **Pins, Patches and Purchasing Agent Position**;

   11.5. **Redefine EPPC Job Description**;


   11.8. **Top Dog Bitch Awards**: Referral of communication from member to Awards Committee. Recommendation needed by fall face-to-face meeting for changes to Top Dog/Bitch awards. (Referred to Awards committee June 16, 2016.);

   11.9. **Referral of motion to Technical Resources Advisory Committee**:

   “That the Technical Resources Advisory Committee research, make recommendations and provide technical guidance to the *Newf Tide* Policy Committee relative to existing software available to produce *Newf Tide* as an on-line (digital) magazine. Said investigation and recommendations to include: initial cost investment required; projected live and compatibility with existing programs utilized for the production of the print version, estimate of time involved in moving from one platform to the other. Based upon the Technical Resources Advisory Committee’s on-going commitments, receipt of the report would be targeted for mid-Fall 2016 (Mid October to late November);

   11.11. **Collaborative Digital Newf Tide Production Survey** (Authorized, August 18, 2016);

   11.12. **Appoint Advertising and Promotions Committee** (Adopted, August 18, 2016);

   11.13. **Transfer of RPC media to TRAC** (by December 1, 2016);

11.15. Ongoing progress reports about the Working Dog Committee / Technological Resources Advisory Committee collaboration about the on-line working events entry system. Referred to Technical Resources Advisory Committee / Working Dog Committee (January 19, 2017).


12. New Business:

12.1. Meet The Breeds NYC, Beth Grispin

2015 – 2016 NCA Board Member Directory

**President:**
Pam Saunders
26825 NW West Union Rd
Hillsboro, OR 97124-8182
Home: 503/647-2472
Cell: 503/705-7181
Email: pssaunders@live.com

**First Vice President:**
John Cornell
964 Williams Hill Rd
Richmond, VT 05477-9623
Home: 802/434-6393
Cell: 802/363-9333
Email: longship@gmavt.net

**Second Vice President:**
Lynne Anderson-Powell
358 Swart Hill Rd
Amsterdam, NY 12010-7081
Home: 518/843-9892
Cell: 518/598-3746
Email: ncabod2ndvp@live.com

**Recording Secretary:**
Steve Britton
P.O. Box 554
Montrose, MI 48457-0554
Home: 810/639-6898
Cell: 810/247-3458
Email: stevebritton.ncaboard55@yahoo.com

**Corresponding Secretary:**
Pam Rubio
8955 Burchell Rd
Gilroy, CA 95020-9404
Home: 408/847-1641
Cell: 408/218-3577
Fax: 408/847-2661
Email: pamelar@garlic.com

**Treasurer:**
Mary L. Price
1004 STH 78
Mount Horeb, WI 53572-3044
Home: 608/437-4553
Cell: 608/520-6929
Fax: 608/437-4553
Email: mlprice@mhtc.net

**AKC Delegate:**
David Helming
150 Old Clinton Rd
Flemington, NJ 08822-5536
Home: 908/788-4053
Email: davidhelming@aol.com

**Director:**
Mary Lou Cuddy
1660 Burch Rd
Granville, NY 12832
Home: 518/496-7377
Cell: 518/496-7377
Email: bearscamp@gmail.com

**Director:**
Roger Frey
11120 Broadway St.
Alden, NY 14004-9515
Home: 716/683-1578
Business: 716/685-2685
Fax: 716/685-2685
Cell: 716/481-8095
Email: jollyroger.jollyroger1@verizon.net

**Director:**
Sue Marino
5 Idlewood Dr
Auburn, MA 01501-2133
Home: 508/352-2444
Email: Vnnewf97@charter.net

**Director:**
Steve McAdams
PO Box 370
Green Valley, IL 61534-0370
Home: 309/352-2244
Email: shadrack@grics.net

**Director:**
Pat Randall
7238 Hwy 162
Hollywood, SC 29449-5606
Home: 843/889-5444
Cell: 843/697-1113
Email: pkrboard2011@comcast.net

**Director:**
Donna Thibault
PO Box 102
Ashford, CT 06278-0102
Cell: 860/465-7743
Email: donnatbo@live.com

Revised: 10/21/2016

NCA Board of Directors
Teleconference Agenda
February 16, 2017

For distribution
Page 5 of 27
Hi Everybody,

Just a FYI of an interesting email I received. Looks to me like a European possibly puppymill is looking for a broker here in the US. I have no idea how they got my email address but I'm guessing I'm not the only one who got this.

Hope all is well with everyone,

Susan

Sent from my iPhone

Begin forwarded message:

From: info@newfoundland.rs
Date: January 24, 2017 at 6:20:15 AM EST
To: ivoryudx@yahoo.com
Subject: Hello Susan - Little Black Giants Kennel

<image001.jpg><http://www.newfoundland.rs/en/puppies-for-sale.html>

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Pam and Henry Rubio
Capriccio Farm Newfoundlands
www.capricciofarmnewfs.com
Dear Parent Club President,

The Kennel Club, England, has designated the AKC National Championship, sponsored by AKC and Royal Canin, as well as one designated AKC Parent Club National Specialty in each eligible breed, as the United States qualifying shows for Crufts. Recipients of Best of Breed, Best of Opposite Sex, Selects and Awards of Merit, and if offered at these events, Best Bred-by-Exhibitor, are eligible for entry in Crufts as a U.S. International qualifier.

Each Parent Club may choose to designate one of their National Specialties as their Crufts qualifying show. Recipients of BOB, BOS, BBE, Awards of Merit, and Selects, may each be given an eligibility certificate to enter Crufts. Under UK law, dogs with cropped ears are not eligible to be shown. Also, dogs that were docked on or after April 6, 2007, are not eligible to be shown. Because of requests from some clubs made in previous years, I am also sending this letter to Parent Clubs for breeds that are cropped and docked, in the event that an imported or American dog shown in its natural state qualifies. It is entirely up to your club whether or not you choose to participate. Precluded are any breeds the Kennel Club does not register. If your Parent Club represents a breed that is cropped and docked, and you do not want to be contacted next year, just send me a letter from your board to that effect.

Please contact me, and indicate: your breed, estimated number of dogs to receive Qualifying Certificates, and the date of your 2017 qualifying National Specialty. I will pass the information on to The Kennel Club. You can email me at nxs@akc.org, or by fax (212-696-8252.)

Please print the Crufts Qualifying Certificate and give one to each of your qualifiers. Each certificate is good for Crufts entry in either 2018 or 2019, and must be submitted along with each entry for Crufts to verify qualification.

Complete information on Crufts, including entry details, are available on the Kennel Club’s website at www.thekennelclub.org.uk or from the Kennel Club at Clarges Street, London, W1J 8AB, UK.
Sincerely,

Neil Singer

CC: Parent Club Secretaries  
Parent Club Delegates
Newfoundland Club of America, Inc.
Receipts and Disbursements
January 8 - February 2, 2017

INCOME
Dues - Applicants
1/9/2017 DEP Doman 125.00
1/14/2017 EFT S.T. Wallin 125.00
1/17/2017 EFT S.Stripe Belle-Isle 166.00
1/18/2017 EFT S.Stripe Putnam 125.00
1/19/2017 EFT S.Stripe Hockey 125.00
1/23/2017 EFT S.Stripe Feltenstein 120.00
1/23/2017 DEP Paytrace - Credit Cards Sturtz 125.00
1/23/2017 DEP Roderick 55.00
Dues - Renewals
1/9/2017 DEP Heggerty 105.00
1/18/2017 EFT S.Stripe Richter 75.00
Newf Tide subscriptions
1/14/2017 DEP Vari 180.00
Titlist
1/9/2017 DEP 'Vari 2015 135.00
2016 135.00
1,596.00

EXPENSES
Breeders Referral
1/14/2017 7790 N Young Meyer -102.82
Gen. Ed. - Packets, Ads,
1/22/2017 7798 B Grispin Meet the Breeds - Westminster -698.00
Grants
1/22/2017 7797 AKC Canine Legislative Support Fund -500.00
Liability Ins
1/12/2017 7788 Equisure, Inc. -600.00
Membership
1/10/2017 EFT S.S. C. - Credit Cards -144.62
1/14/2017 EFT S.T. Wallin s.c. -3.62
1/17/2017 EFT S.Stripe s.c. Stripe -5.11
1/18/2017 EFT S.Stripe s.c. Stripe -6.41
1/19/2017 EFT S.Stripe s.c. Stripe -4.51
1/22/2017 7795 M L Cuddy -194.48
1/23/2017 EFT S.Stripe s.c. Stripe -4.00

prepared by Mary L. Price, Treasurer
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<tr>
<th>Date</th>
<th>Transaction ID</th>
<th>Category</th>
<th>Description</th>
<th>Amount</th>
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<tr>
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<td>7792</td>
<td>Miscellaneous</td>
<td>NCA Health Challenge Roosa donation via Stripe</td>
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<td>1/14/2017</td>
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<td>Miscellaneous</td>
<td>S.T. Wallin N/R Wallin donation</td>
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<tr>
<td>1/14/2017</td>
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<td>1/22/2017</td>
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<td>Miscellaneous</td>
<td>NCA Rescue flow-thru Stripe</td>
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<td>1/23/2017</td>
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<td>Miscellaneous</td>
<td>S.Stripe N/R donation</td>
<td>100.00</td>
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<td>1/22/2017</td>
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<td>Newf Tide:administrative</td>
<td>Federal Express return old NTs from I. Kurth</td>
<td>-84.13</td>
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<td>1/10/2017</td>
<td>EFT</td>
<td>Newf Tide:subscription expense</td>
<td>S.S. C. - Credit Cards</td>
<td>-9.23</td>
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<tr>
<td>1/14/2017</td>
<td>7789</td>
<td>Rec Sec</td>
<td>S Mendleson postage</td>
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<tr>
<td>1/17/2017</td>
<td>7794</td>
<td>Rec Sec</td>
<td>DB Designs &amp; Print Ethics Guide amendments</td>
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<td>1/14/2017</td>
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<td>Rescue - Management Expenses</td>
<td>S.T. Wallin s.c.</td>
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<td>1/23/2017</td>
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<td>Elan Bluehost, Facebook ads</td>
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<td>Technical Resources:Technical Resource Advisory</td>
<td>Elan Wild Apricot</td>
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<td></td>
<td></td>
<td>OVERALL TOTAL</td>
<td></td>
<td>-3,157.69</td>
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</table>

Prepared by Mary L. Price, Treasurer
Newfoundland Club of America, Inc.  
Balance Sheet  
as of February 2, 2017

<table>
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<th>Fund</th>
<th>BMO Harris</th>
<th>Old National Bank</th>
<th>Maturity Date</th>
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<td>NCA, Inc. 501(c)4</td>
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<td></td>
</tr>
<tr>
<td>NCA Operations CDs</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CD 23 months</td>
<td>26,579.32</td>
<td></td>
<td>4/26/18</td>
</tr>
<tr>
<td>CD 23 months</td>
<td>14,801.88</td>
<td></td>
<td>4/26/18</td>
</tr>
<tr>
<td>CD 23 months</td>
<td>13,306.30</td>
<td></td>
<td>4/26/18</td>
</tr>
<tr>
<td>CD 23 months</td>
<td>13,306.30</td>
<td></td>
<td>4/26/18</td>
</tr>
<tr>
<td>CD 23 months</td>
<td>13,306.30</td>
<td></td>
<td>4/26/18</td>
</tr>
<tr>
<td>CD 23 months</td>
<td>16,788.65</td>
<td></td>
<td>5/1/18</td>
</tr>
<tr>
<td>NCA National Specialty stipend CD</td>
<td>12,167.27</td>
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<td>1/23/17</td>
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<td>Total - CDs</td>
<td>110,256.02</td>
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<tr>
<td>Checking</td>
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<tr>
<td>Savings</td>
<td>10,712.91</td>
<td>24,123.26</td>
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<tr>
<td>Operations - Total</td>
<td>44,553.10</td>
<td>134,379.28</td>
<td>178,932.38</td>
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<tr>
<td>Juniors Fund</td>
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<td>8,370.61</td>
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<td>Uniform Trophy Fund</td>
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<td>8,646.30</td>
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<tr>
<td>NCA, Inc.</td>
<td>61,570.01</td>
<td>134,379.28</td>
<td>195,949.29</td>
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Newf Ambassador Committee Report – Joan Fenwick

At the Newf Ambassador Committee meeting on Wednesday night, the committee was unanimous in its decision to move forward to the NCA Board a request to provide all Newf Ambassadors with a "badge" identifying them as an official Newf Ambassador at any dog events they may be attending. It opens the door for questions about our breed and also about the NCA and benefits of being members of the organization. We are asking permission to purchase 200 of these badges at a cost of $0.82 each and distributing them to our ambassadors. It may also serve as a recruitment tool to have other NCA members join the Newf Ambassador program. Through the Newf Ambassador program, we have had some new NCA applicants. One is in the pipeline and the other family is already a member so the program is encouraging individuals contacting Newf Ambassadors for help to join the NCA. We would appreciate it if you would add this to the next NCA Board meeting agenda. As you can see, the budget submitted last year included $200. for pins. Also we have used almost none of the dollars budged for other items, including teleconference calls as most of us use our unlimited calling instead of the toll-free number.
Request for Beth Grispen – Meet the Breeds for WKC

Budget Approval

Below is a statement of ACTUAL AND ANTICIPATED FEES FOR THE ABOVE EVENT.

<table>
<thead>
<tr>
<th>Service</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>ELECTRICITY FOR BOOTH</td>
<td>$110.00</td>
</tr>
<tr>
<td>PRE PAID PARKING FOR 2 CARS</td>
<td>$120.00</td>
</tr>
<tr>
<td>PRE PAID PARKING FOR 2 CARS</td>
<td>(All ready Paid by Beth)</td>
</tr>
<tr>
<td>SHIRTS FROM NENC</td>
<td>$180.00</td>
</tr>
<tr>
<td>SHIRTS FROM NENC</td>
<td>(With NCA Logo, at cost)</td>
</tr>
<tr>
<td>HOSPITALITY FOR VOLUNTEERS</td>
<td>$65.00</td>
</tr>
<tr>
<td>STAYING AY MY HOUSE</td>
<td>$200.00</td>
</tr>
<tr>
<td>PARKING FOR VANS</td>
<td>$200.00</td>
</tr>
<tr>
<td>LIFESAVERS</td>
<td>$23.00</td>
</tr>
<tr>
<td>TOTAL</td>
<td>$698.00</td>
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</tbody>
</table>

Note: Due to the fact that this was received too late for the last agenda, Mary L and I discussed and Mary L. sent Beth a check for expenses Beth had prepaid. This was based on the fact that we had included costs for the event in the current NCA Budget and the expenses were expected. It was late because NCA was late in receiving the MTB, NYC info and, therefore, Beth was late in getting the costs from AKC.
INTRODUCTION TO
Some Principles of Club Governance

NCA REGIONAL CLUBS
The Newfoundland Club of America expects that its regionally affiliated Newfoundland Clubs conduct business in a fair manner for all its members. This power point presentation is intended to assist regional clubs to understand its responsibilities while performing their vital function to the Newfoundland fancy and breed.

Further, the intent of this power point presentation is to avoid any misunderstandings between a regional club with the Newfoundland Club of America.
Generally, when regional clubs apply for affiliation with the Newfoundland Club of America (NCA), an initial constitution and bylaws is submitted to the NCA Board for final approval. Bylaws are generally considered a contract on how the club is to operate and conduct its business. Also, any subsequent amendments are to be forwarded to the NCA Board of Directors - through the Regional Club Liaison - for approval. Furthermore, the regional clubs apply for affiliation with the NCA.
Generally, in a membership organization unless expressly otherwise limited in the club’s constitution and bylaws, a member has a fundamental right to attend and participate at club membership meetings. Otherwise, a member has a fundamental right to make nominations or give previous notice of a motion—except through disciplinary proceedings. No member can be individually deprived of these basic rights of membership—or any other basic right related to them, such as the right to make motions, to speak in discussion of debatable motions, or any right to vote. A member at a meeting includes the right to make motions at a membership meeting. Other fundamental rights of a club and activities, such as the right to attend and participate at club membership meetings, are included in the club’s constitution unless otherwise limited in the club’s constitution.
Some states require meeting notices to include information regarding whether the club will be voting on proposed actions at a meeting beforehand. Often non-profit corporate statutes have an earliest and no later than meeting notice mailing dates. Regional clubs need to familiarize and stay current regarding its states applicable laws concerning meeting notice requirements.
Although not technically a fundamental right, a meeting notice is nonetheless a basic right related to meeting attendance. If your club’s bylaws specify the mailing of meeting notices, the notice must be mailed (not emailed) – unless the individual member has formally authorized (consented) that the club transmit his or her meeting notice electronically. If your club is incorporated, review the applicable state laws regarding non-profit corporations for providing meeting notices to members.
Over the years, the NCA Board of Directors has approved bylaw language that permits regional clubs to hold its elections using a variety of voting methods. The method of election must adhere to what is specified in the local club’s bylaws.

If the bylaws provide for a secret ballot election, with no stated exception for voting for candidates who are unopposed, nonetheless, a secret ballot must be utilized. Members always have a right to cast write-in votes for members who are otherwise in good standing, unless the bylaws specifically disqualify write-in votes.
From time to time, regional clubs go through leadership changes. Clubs are expected to send any leadership changes to the NCA Regional Club Liaison annually.
The NCA's long-time policy encourages regional clubs to publish periodic membership newsletters.

The NCA expects regional clubs to provide copies of newsletters.
From time to time, regional clubs need assistance with bylaw interpretation. For assistance, contact the NCA Regional Club Liaison, or the chair of the NCA Governing Documents Committee.
NEWFOUNDLAND CLUB OF AMERICA CHARITABLE TRUST

AMENDED AND RESTATED TRUST AGREEMENT
Effective as of July 1, 2016

THIS AGREEMENT shall serve the purpose of amending and restating the terms and provisions of the Trust Agreement governing the operations of the Newfoundland Club of America Charitable Trust originally created on or about November 22, 1997 (the “Trust”). The Trust is a charitable organization exempt from taxation by virtue of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The trustee of the Trust is the Newfoundland Club of America, Inc., a Connecticut corporation (the “Trustee”).

Article I
Name

The name of the Trust is the Newfoundland Club of America Charitable Trust.

Article II
Purpose

The Trust is created exclusively to fund, in whole or in part the following:

Scientific Research Activities - To participate in the forwarding of scientific research by Universities, Veterinary Schools, Research Veterinarians, and other reputable research-based sources to do research on canine diseases, conditions, and health related subjects affecting the Newfoundland breed, either by solely funding such activities or in cooperation with the Canine Health Foundation, the Morris Animal Foundation or other similar organizations with the same goals.

Prevention of Cruelty - To aid and assist in promoting the prevention of cruelty to animals by supporting the adoption of unwanted, abandoned or mistreated Newfoundlands through providing veterinary care, housing and transportation and those things reasonably necessary to the successful care and placement of such Newfoundlands in new homes.

Scholarships - To grant annual scholarships in accordance with the policy as approved by the Trustee.

Education – To provide general education involving the care, raising, health, nutrition, training, disease, research, breeding, judging and exhibiting the Newfoundland breed.

Article III
Prohibitions

The following provisions shall govern all Trust activities:

1. No part of the net earnings of the Trust shall ever inure to the benefit of or be distributable to the any of its individual members, directors, or officers or any other person having a personal or private interest in the activities of the Trust.

2. No substantial part of the activities of the Trust shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation and the Trust shall not participate in or intervene in (including publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

3. The Trust shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Trust set forth herein.

4. No officer, director, member or employee shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Trust except for reasonable compensation for services actually rendered to or on behalf of the Trust and approved by the Trustee.

5. Upon dissolution or other cessation of the business activities of the Trust, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

Article IV
Donations

The Trustee may receive and accept property, whether real or personal, or mixed, by way of gift, bequest, or devise from any person, firm, trust, or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of the Trust. However, no gift, bequest or devise of any such property shall be received or accepted if it is conditioned upon or limited in such manner as to (a) require the disposition of the income or its principal to any person or organization or for a purpose that is not authorized in Article III of this Agreement, or (b) would, in the opinion or the Trustee, jeopardize the federal tax exemption of this Trust.

Article V
Trustee’s Powers

The Trustee shall have the power without leave or order of any courts in its discretion to:

1. Conduct its day to day activities, including the activities of the Trustee’s Rescue and Placement Service, the Newfoundland Health Challenge, and/or the Newfoundland Club of America, Inc. Scholarship and Education initiatives through its designated agent(s).

2. Retain all contributions in the original form in which they have been received.
3. Buy, sell, exchange or otherwise deal in stocks, bonds, real estate, and other forms of property, at either public or private sale without advertisement or notice.

4. Invest-and reinvest any funds belonging to the Trust at any time in such securities and property, real and personal, as the Trustee sees fit, irrespective of whether such investments may not be legal investments for trust funds under the laws of the state of Virginia.

5. Employ accountants, attorneys, real estate brokers and other agents, as required, and to compensate them for their professional services.

6. Compromise any claim or demand for or against the Trust.

7. Borrow money and secure the same by pledging any of the property of the Trust.

8. Make and enter into contracts and to execute and deliver deeds, mortgages, promissory notes, releases and other instruments which are necessary to forward any of the Trust purposes set forth above.

9. Lease any property for any term notwithstanding the period of the Trust.

10. Vote in person or by proxy any stock or any other security, and, to take any action in regard to any reorganization, merger or bankruptcy or other proceeding affecting any stock or other property belonging to the Trust.

It shall not be required that the Trustee, or its designated agent, obtain the order or permission of any court or other authority in the exercise of any of the foregoing powers.

Article VI
Board of Directors

The Trustee is managed by a Board of Directors containing twelve (12) duly elected members from the membership of the Trustee pursuant to the Trustee’s Constitution and Bylaws, as the same are amended from time to time (the “Directors”). Actions taken by the Directors are to be made pursuant to the same rules as govern actions taken by the Directors when executing other duties for the Trustee. Individual members of the Directors serve without additional compensation, but the Trustee may authorize the reimbursement of expenses incurred while a member of the Directors or other designee is duly authorized to forward one or more of the trust purposes, as set forth above.

Article VII
Trust Operations

1. Any individual member of the Directors may resign his or her office. The number of members of the Directors shall at all times be no fewer than the number of members that the Directors are required to maintain in order to lawfully perform their other functions on behalf of the Trustee.

2. Upon a change in the membership of the Directors, the continuing Directors, or the next successor Director, as the case may be, shall have all of the powers, authorities, rights, discretions, immunities, estates, duties and obligations of the original Directors, without the necessity of any conveyance or the taking of any action whatsoever.

3. No member of the Directors shall be required to furnish any bond or surety. No member of the Directors shall be personally liable for the acts or omissions of any other Director or of any predecessor or of a custodian, agent, depository or counsel selected with reasonable care.

4. The Trust shall continue in perpetuity unless the Trustee elects to terminate and dissolve, provided, however that if and to the extent that state law prohibits perpetual duration, this Trust shall not extend beyond the maximum period permitted by applicable state law. In the event this Trust shall be terminated and dissolved, the entire corpus remaining after winding up its affairs shall be distributed in compliance with the prohibitions stated above in Section III.

5. This Trust may be amended or changed from time to time should such change be deemed warranted by the Trustee by and through the Directors. However, any such change shall (i) be made in accord with applicable state law; and (ii) not jeopardize the Trust’s tax exemption.

Article VIII
Annual Reports

The Directors shall prepare a written report which shall contain a description of all of the assets belonging to the Trust and the income and disbursements made therefrom during the designated reporting period, which report shall be presented to the Trustee at its annual membership meeting.

Article IX
Reliance

Any person may rely on a copy of the executed original of this Trust Agreement and any of the notations on it and writings attached to it, as fully as he or she might rely on the original documents themselves. Any person may fully rely on any statement of fact certified by any member of the Directors. No one dealing with the Trustee (or any individual member of the Directors) need inquire concerning the validity of anything the Trustee or such individual purports to do.
Article X
State Law

The Trust was created under the laws of the State of Virginia and its validity, effect and construction shall be determined in accordance with the laws of such state.

Article XI
Trust Irrevocable

All donors acknowledge they have been fully advised, understand that the Trust is and shall be irrevocable. The Trust shall have no right, title or interest in or power, privilege, or incident of ownership in regard to any of the property and/or money donated to it and shall not alter, amend, revoke or terminate the Trust or any provision hereof except as permitted hereunder.

Article XII
Conflict of Interest Policy

It is of utmost importance to the Trust that when contemplating entering a transaction or arrangement that might benefit the private interest of a director, officer or other Interested Person that no conflict of interest exist. Therefore, in addition to any applicable state or federal law governing conflicts of interest, the following rules shall govern:

1. In connection with any actual or possible conflict of interest, an Interested Person shall disclose all material facts to the Trustee. If deemed necessary, the Trustee shall convene a meeting to provide the Interested Person an opportunity to present the information. After receipt of all material facts, the Trustee shall make a determination whether a conflict of interest exists. The explanation and ultimate decision of the Trustee shall be reduced to writing and maintained as part of the official records. If the Interested Person is a member of the Directors, that individual shall be excused from and not be present for the discussions or decision of the Trustee. The Trustee shall have the option to appoint a disinterested person to investigate the facts and circumstances surrounding any potential conflict of interest.

2. If the Trustee has reasonable cause to believe an Interested Person failed to disclose a possible conflict of interest, it shall inform such Interested Person of the basis for such belief and afford the opportunity to explain the failure to disclose. The Trustee (absent the affected Interested Person if he or she is a member of the Directors) shall investigate the matter and make a decision on whether disciplinary and corrective action is required. The explanation and ultimate decision of the Trustee shall be reduced to writing and maintained as part of the official records.

For purposes of the above, the following definitions shall apply:

“Interested Person” shall mean any trustee, director, principal officer or member of a committee with governing board powers who has a Financial Interest.

“Financial Interest” shall mean any direct or indirect (through business or family) (i) ownership or investment in any entity with which the Trust has a contractual transaction or arrangement; (ii) compensation arrangement with the Trust; (iii) potential ownership or investment in or compensation arrangement with any entity with which the Trust is negotiating a contractual transaction or arrangement. For purposes hereof, compensation shall include direct and indirect remuneration as well as gifts and favors which are not insubstantial.

Each and every officer and member of the Directors shall, on an annual basis, sign a statement which affirms such person (i) has received a copy of the Trust’s conflict of interest policy; (ii) has read and understands said policy; (iii) agrees to comply with said policy and (iv) understands the Trust is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

To ensure the Trust operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, period reviews shall be conducted. Such reviews shall, at a minimum, include (i) whether compensation and contractual arrangements are reasonable based upon competent survey information and the result of arms-length bargaining and (ii) whether partnerships, joint ventures and arrangements with management organizations conform to the Trust’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. The Trust may, but is not required to, engage outside advisors to conduct such periodic reviews.

IN WITNESS WHEREOF, the undersigned have executed this Trust Agreement on the day and year set forth below and written in duplicate.

Trustee: Newfoundland Club of America, Inc.

Date Signed: __________________  _________________________________________

By: __________________  _________________________________________

Its: __________________  _________________________________________

Directors: Newfoundland Club of America, Inc.

Board of Directors

Date Signed: __________________  _________________________________________

By: __________________  _________________________________________

Its: Duly Authorized Member