Newfoundland Club of America, Inc.
Regular Board of Directors Teleconference Meeting
Thursday, March 16, 2017 - 8 p.m. (EDT)
(Please note change to daylight savings time)

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:
- Robin Seaman Grenier – Specialty Show Committee Chair – 9 p.m.

Agenda

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

2. Approval of Minutes:
   2.1. Thursday, February 16, 2017 Board of Directors Teleconference Meeting – separate cover;

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. Breeder’s List Renewals

6. Recording Secretary’s Report (Steve Britton):
   6.1. Prepared bulletin board from February 16, 2017 board of directors meeting;
   6.2. Compiled agenda and meeting packet for this evening’s meeting;
   6.3. Next regular meeting is 2017 National Specialty Face to; agenda deadline is Thursday, March 20, 2017.
   6.4. Ethics Guide Amendment Ballots return deadline to NCA voting members was March 15, 2017.
   6.5. Mail meeting notice post cards on Wednesday, March 9 and Thursday, March 10, 2017.
6.6. Need to set annual meeting record date at February 20, 2017.
6.7. Distributed special meeting notice for March 10, 2017 meeting.

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

7.1.

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

8.1. Refer to AKC Delegate - question re: owner’s name - "M. N. Found Land"; p. 5

9. **Standing/Special Committee Reports:**

9.1. Specialty Show Coordinating Committee, Robin Seaman, Chair – 9 p.m.
9.4. Membership Committee, Mary Lou Cuddy, Chair.

10. **Executive Session; pp. 17 - 22:**

10.1 Sensitive Correspondence; pp. 18 - 22
10.2 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. Pins, Patches and Purchasing Agent Position;
11.4. Redefine EPPC Job Description;
11.7. 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.);
11.8. **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);

11.9. **Collaborative Digital Newf Tide Production Survey** (Authorized, August 18, 2016);  
11.10. **Appoint Advertising and Promotions Committee** (Adopted, August 18, 2016);  
11.11. **Transfer of RPC media to TRAC** (by December 1, 2016);  
11.13. 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. **Motion:** I move to set February 20, 2017 as the record date for the 2017 NCA Annual Meeting. (Steve Britton)  
12.2. **Motion:** I move to set April 20, 2017 as the deadline for receiving a written response from a club member regarding a pending disciplinary matter. If the respondent, in writing, requests – in writing - additional time to prepare his or her response, the recording secretary is authorized to grant an additional 10 days (April 30, 2017) without the board taking further action. (Steve Britton).

13. **Adjourn.**
2016 – 2017 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: 810/247-3456
Email: stevebrifton.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: 508/832-4585
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: ptrboard2011@comcast.net

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

Revised: 03/12/2017
## INCOME

### Dues - Applicants
- **2/6/2017**
  - EFT Stripe
  - S. Smith
  - 125.00
- **2/8/2017**
  - EFT Stripe
  - R. Gallacher
  - 156.00
- **2/16/2017**
  - 7805 Stripe
  - N. Dowling
  - 120.00

### Dues - Renewals
- **2/8/2017**
  - EFT Stripe
  - D. Sylvester
  - 80.00
- **2/16/2017**
  - 7805 Stripe
  - Massa; Rutt
  - 338.00
- **2/27/2017**
  - EFT Stripe
  - A. Fraser
  - 174.00

### Newf Tide ads
- **2/26/2017**
  - DEP Vari
  - 842.50

### Newf Tide subscriptions
- **2/26/2017**
  - DEP Vari
  - 655.00
- **2/27/2017**
  - EFT Vari
  - cr. c.
  - 240.00

### WD-Draft - Inc.
- **2/17/2017**
  - DEP Heart of America NC
  - test penalty fee
  - 50.00

## EXPENSES

### Judges Educ
- **2/12/2017**
  - 7803 P. Helming
  - reimb. Fed. Ex - Wt
  - -99.06

### Membership
- **2/6/2017**
  - EFT Stripe
  - s.c.
  - -3.93
- **2/8/2017**
  - EFT Stripe
  - s.c.
  - -4.82
  - s.c.
  - -2.62

- **2/10/2017**
  - EFT S.c. - Credit Cards
  - -64.42
- **2/16/2017**
  - 7805 Stripe
  - s.c.
  - -14.18
- **2/27/2017**
  - EFT Stripe
  - s.c.
  - -5.35

### Newf Tide:subscription expense
- **2/26/2017**
  - 7806 S Mendleson
  - postage
  - -63.85

### Recognition
- **2/26/2017**
  - DEP C. Mayweather
  - medallion
  - 15.00

### Regl Spec. Coord
- **2/12/2017**
  - 7800 R. Seaman
  - AKC fees reimb.
  - -90.00
- **2/12/2017**
  - 7801 U P S
  - PNC
  - -75.48
- **2/26/2017**
  - 7807 U P S
  - No. Cal; Colonial
  - -50.65

### Technical Resources
- **2/12/2017**
  - 7802 Elan
  - Google ads
  - -100.00
  - Facebook ads
  - -10.00
- **2/26/2017**
  - 7808 M L Zimmerman
  - website
  - -693.34
- **2/12/2017**
  - 7802 Elan
  - Wild Apricot
  - -132.60

## OVERALL TOTAL
- 1,385.20
### Newfoundland Club of America, Inc.
#### Balance Sheet
as of March 3, 2017

<table>
<thead>
<tr>
<th>NCA, Inc. 501(c)4</th>
<th>BMO Harris</th>
<th>Old National Bank</th>
<th>Maturity Date</th>
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<tr>
<td><strong>NCA Operations CDs</strong></td>
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<td>CD 23 months</td>
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<td>4/26/18</td>
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<td>13,306.30</td>
<td></td>
<td>4/26/18</td>
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<td>CD 23 months</td>
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<tr>
<td>NCA National Specialty stipend CD</td>
<td>12,167.27</td>
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<td>7/23/19</td>
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<tr>
<td><strong>Total - CDs</strong></td>
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<td>110,256.02</td>
</tr>
</tbody>
</table>

| **Checking** | 35,409.27 | | |
| **Savings** | 10,713.36 | 24,123.26 | |
| **Operations - Total** | 46,122.63 | 134,379.28 | 180,501.91 |

| **Juniors Fund** | 8,370.61 | | 8,370.61 |
| **Uniform Trophy Fund** | 8,316.97 | | 8,316.97 |

| **NCA, Inc.** | 62,810.21 | 134,379.28 | 197,189.49 |
ELECTIONS

1. Original copies of petitions and acceptance letters must be received by the Recording Secretary no later than November 1st. Petitions and acceptance letters faxed to the Recording Secretary are not acceptable.

2. It is the responsibility of the candidate to ensure that he/she submits an appropriate number of names on the petition to allow for exclusion of duplicate signatures and/or signatures of non-NCA members. The Recording Secretary will not open any petition envelopes until after November 1st and will, therefore, not notify any prospective candidates running by petition of invalid or duplicate names or failure to file an acceptance letter until after the deadline is passed.

3. Candidates may use any professional or academic titles in their biographies, if they wish. However, the name that appears on the ballot itself will be the candidate's name as the candidate has presented it in the biography, minus titles.

The dates of the terms that a candidate has served on the Board will be listed beside each candidate’s name in the election packet.

All candidates seeking election to the NCA Board of Directors will be directed to write a personal profile and also an election statement on any matter(s) pertaining to the NCA, the Newfoundland breed, or purebred dogs. This will be limited to 800 words or less. It is strongly suggested that candidates use at least 200 words in their profile.

The Board revised the statement regarding Board candidates to become a procedures and that the word “biggest” be removed from the statement regarding problems facing the NCA and/or the breed.

The motion “It will be permanent policy to request that all candidates for the Board of Directors provide a 300-word or less personal profile and answer the following question in 500 words or less: “What do you think are two problems facing the NCA and/or facing the Newfoundland breed, and how would you solve them?”

4. If the biography and/or statement submitted by a candidate are over the allowed word count, the Recording Secretary will immediately notify that candidate by phone or email, make sure the communication was received by the candidate, and allow the candidate 72 hours to modify the statement to remove the appropriate number of words. If the candidate does not remedy the situation in that period of time, the Recording Secretary will truncate the appropriate number of words at the end of the statement.

5. A ballot received from any NCA member who has died after the vote was cast and prior to the deadline for submitting ballots (February 1) will be counted.

6. Any ballots received that do not use the official documents (ballot, inside envelope, outside envelope) in the manner specified in the By-Laws and the election package
mailing (official ballot in the official inside envelope in the official outside envelope with 
label) will not be counted.

The above statement will be placed prominently in the election materials along with the 
following notice: “Please examine your election materials carefully upon receipt. If you 
are missing any of the correct materials (one ballot for each voting member, an inside 
envelope, and an outside envelope pre-addressed to the NCA Recording Secretary with 
your name label affixed), please contact the Recording Secretary immediately at [address] or by phone [phone number] or email [email address] to get the appropriate 
materials. DO NOT use these envelopes for any purpose other than to submit your final 
vote.”

Election materials will be available for viewing at the National Specialty only with prior 
notice. Notice must be given to the Recording Secretary at least seven days prior to the 
date of the Annual Membership Meeting. If no notice is received, the Recording 
Secretary is not obligated to transport the election materials to the National Specialty. 
Please contact the Recording Secretary to make the necessary arrangements. Also, 
barring any complaints or alleged irregularities, the Recording Secretary will destroy the 
election materials two weeks after the Annual Membership Meeting.

Approve the proposed ballot counting procedure as follows.
1. The sealed containers holding the ballots will have been verified by the ballot 
counters to be intact, unopened and with the seals intact.
2. The ballot envelopes will be recorded on the membership list provided by the 
Membership Chair. This list will be considered to be a public record and made available 
for inspection and or copying by any member upon request to the Recording Secretary 
before, at and after the Annual Membership Meeting. The list of all people who voted in 
the NCA election shall be available for inspection and copying by any member upon 
reasonable notice. The list shall be brought to the annual meeting and will be available 
to all members at the annual meeting and for several days before.
3. The outer envelopes will be opened and the unmarked envelopes containing the 
ballots removed. The outer envelopes will be retained and made available at the 
annual meeting.
4. The ballots are to be inspected for the voter’s intent. As long as the intent is obvious to 
the ballot counters, the vote will be counted. A mismatch is defined as any mark on the 
ballot other than a “check” or “x” in the box next to the candidate’s name. If a ballot has 
a mismatch it will not be totally discarded but the individual votes will be analyzed. 
Individual votes for candidates will be counted if, taking into account any patterns on the 
entire ballot, it is clear what the voter intended, the vote will be counted. If it is not clear 
or is questionable, then the individual vote will not be counted. Any vote which is not 
clear in intent will be set aside and all ballot counters will sign it stating they agree or 
disagree the intent is not clear. The majority will decide if the vote is to be counted. The 
ballots will be available to all members at the annual meeting and for several days before 
may be examined by anyone.
5. Said list, envelopes and ballots may be destroyed after the Annual Membership 
Meeting upon approval of the Board.
6. At the conclusion of the ballot counting, the ballot counters will sign a statement certifying:
   A. That the sealed containers were intact, unopened and with the seals in place.
   B. That the ballot counters attest, that, to the best of their knowledge the results of the election are fair and in accordance with policy set by the NCA Board.

**History**

10-11-19: For the 2011 elections the Recording Secretary will prepare the upcoming election materials using her home address for return mailing and the counting of the 2011 ballots will be conducted by Board-appointed counters and the Recording Secretary rather that an outside firm.

7/16/09: Election materials will be available for viewing at the National Specialty only with prior notice. Notice must be given to the Recording Secretary at least seven days prior to the date of the Annual Membership Meeting. If no notice is received, the Recording Secretary is not obligated to transport the election materials to the National Specialty. Please contact the Recording Secretary to make the necessary arrangements. Also, barring any complaints or alleged irregularities, the Recording Secretary will destroy the election materials two weeks after the Annual Membership Meeting.

11/3-5/06: All candidates seeking election to the NCA Board of Directors will be directed to write a personal profile and also an election statement on any matter(s) pertaining to the NCA, the Newfoundland breed, or purebred dogs. This will be limited to 800 words or less. This policy will begin with the 2008 election. It is strongly suggested that candidates use at least 200 words in their profile.

7/20/06: The Board revised the statement regarding Board candidates to become a procedures and that the word “biggest” be removed from the statement regarding problems facing the NCA and/or the breed.

   The motion “It will be permanent policy to request that all candidates for the Board of Directors provide a 300-word or less personal profile and answer the following question in 500 words or less: “What do you think are two problems facing the NCA and/or facing the Newfoundland breed, and how would you solve them?”

7/25/05: The dates of the terms that a candidate has served on the Board will be listed beside each candidate’s name in the election packet.

7/25/05: When the Recording Secretary is or may be a candidate in the next election, the Board will designate another Board member who is not running for re-election that year to receive the candidates’ statements and to prepare the election pamphlet.

V36.2 1/27/05: Approve the proposed ballot counting procedure as follows.

   1. The sealed containers holding the ballots will have been verified by the ballot counters to be intact, unopened and with the seals intact.
   2. The ballot envelopes will be recorded on the membership list provided by the Membership Chair. This list will be considered to be a public record and made available for inspection and or copying by any member upon request to the
Recording Secretary before, at and after the Annual Membership Meeting. The list of all people who voted in the NCA election shall be available for inspection and copying by any member upon reasonable notice. The list shall be brought to the annual meeting and will be available to all members at the annual meeting and for several days before.

3. The outer envelopes will be opened and the unmarked envelopes containing the ballots removed. The outer envelopes will be retained and made available at the annual meeting.

4. The ballots are to be inspected for the voter’s intent. As long as the intent is obvious to the ballot counters, the vote will be counted. A mismark is defined as any mark on the ballot other than a “check” or “x” in the box next to the candidate’s name. If a ballot has a mismark it will not be totally discarded but the individual votes will be analyzed. Individual votes for candidates will be counted if, taking into account any patterns on the entire ballot, it is clear what the voter intended, the vote will be counted. If it is not clear or is questionable, then the individual vote will not be counted. Any vote which is not clear in intent will be set aside and all ballot counters will sign it stating they agree or disagree the intent is not clear. The majority will decide if the vote is to be counted. The ballots will be available to all members at the annual meeting and for several days before may be examined by anyone.

5. Said list, envelopes and ballots may be destroyed after the Annual Membership Meeting upon approval of the Board.

6. At the conclusion of the ballot counting, the ballot counters will sign a statement certifying:
   C. That the sealed containers were intact, unopened and with the seals in place.
   D. That the ballot counters attest, that, to the best of their knowledge the results of the election are fair and in accordance with policy set by the NCA Board.

V36.1 10/4/04

1. Original copies of petitions and acceptance letters must be received by the Recording Secretary no later than November 1st. Petitions and acceptance letters faxed to the Recording Secretary are not acceptable.

2. It is the responsibility of the candidate to ensure that he/she submits an appropriate number of names on the petition to allow for exclusion of duplicate signatures and/or signatures of non-NCA members. The Recording Secretary will not open any petition envelopes until after November 1st and will, therefore, not notify any prospective candidates running by petition of invalid or duplicate names or failure to file an acceptance letter until after the deadline is passed.

3. Candidates may use any professional or academic titles in their biographies, if they wish. However, the name that appears on the ballot itself will be the candidate's name as the candidate has presented it in the biography, minus titles.

4. If the biography and/or statement submitted by a candidate are over the allowed word count, the Recording Secretary will immediately notify that candidate by phone or email, make sure the communication was received by the candidate, and allow the candidate 72 hours to modify the statement to remove the appropriate number of words. If the
candidate does not remedy the situation in that period of time, the Recording Secretary will truncate the appropriate number of words at the end of the statement.

5. A ballot received from any NCA member who has died after the vote was cast and prior to the deadline for submitting ballots (February 1) will be counted.

6. Any ballots received that do not use the official documents (ballot, inside envelope, outside envelope) in the manner specified in the By-Laws and the election package mailing (official ballot in the official inside envelope in the official outside envelope with label) will not be counted.

The above statement will be placed prominently in the election materials along with the following notice: "Please examine your election materials carefully upon receipt. If you are missing any of the correct materials (one ballot for each voting member, an inside envelope, and an outside envelope pre-addressed to the NCA Recording Secretary with your name label affixed), please contact the Recording Secretary immediately at [address] or by phone [phone number] or email [email address] to get the appropriate materials. DO NOT use these envelopes for any purpose other than to submit your final vote."

V35.4 8/11/04 Accept the proposed sample election forms and post them on the NCA web site and they will also be available from the Recording Secretary

V35.4 7/28/05

Accepted the ballot collection procedures as modified for a trial period of one year. Proposal #1 was a recommended procedure for handling the retrieval of the ballots from the post office in order to ensure that no one has access to a list of who has/has not voted prior to the counting of the ballots. Because this procedure is not specified in our by-laws, this procedure would be implemented at the option of the Recording Secretary.

The procedure is as follows: The ballots will continue to be addressed to the Recording Secretary and received at a post office box. This box will be large enough to hold a significant portion of the anticipated number of returned ballots. The Board will appoint four people to act as monitors of the retrieval of the ballots from the post office box. The Recording Secretary will only go to the post office to retrieve ballots in the company of at least one and preferably two of the monitors. Together, they will remove the ballots from the post office box and place them in a sealed envelope or container with the monitors and the Recording Secretary writing their names and the date on the envelope/container. All of the envelopes and/or containers will remain sealed until the day that the ballots are counted, and they will be opened only in the presence of the Recording Secretary and the official ballot counters.

Proposal #2 was to provide standardized forms that candidates can use for both collecting signatures when running by petition and for the required acceptance letter. It will not be required that candidates use these exact forms; however, use of the forms will ensure that they are acceptable and correct. The forms will be made available to members both from the Recording Secretary and on the NCA web site.

Proposal #3 was to request that candidates running this year answer the same questions
that were posed to candidates last year. The following statement should be placed in the notice: “The Board of Directors at the July 28, 2004 teleconference, requested that all candidates provide a 300-word or less personal profile and answer the following question in 500 words or less: ‘What do you think are the two biggest problems facing the NCA and/or facing the Newfoundland breed, and how would you solve them?’”

There was discussion about the sealed envelopes or containers and the fact that they cannot be opened easily. In years past, there have been questions about petition forms and acceptance letter wording and by standardizing these forms some concerns would be eliminated. There were questions as to whether the monitors should also be the ballot counters. A previous letter received from Mike Liosis, AKC Club Relations, indicated that election monitors should also be the ballot counters. The appointment of the monitors/counters can be done at a later meeting.

It was the consensus of the Board to have the same people as the monitors and ballot counters. It was the consensus of the Board that these procedures were for a trial period of one year.

Patti McDowell moved and Jacqueline Brellochs seconded to accept the ballot collection procedure as modified by the consensus of the Board for a trial period of one year.

V25.2 11/5/93
Request for increase of $125 ($25 for PO Box, $100 for secretarial services) to election costs approved.

V23.1 12/16/91 to 01/08/92 (Mail Meeting)
The Board approved the practice of having NCA volunteers count the ballots for the 1992 Board election.
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