Newfoundland Club of America, Inc.

All times Eastern Daylight Savings Time

Regular Board of Directors Teleconference
Thursday, April 19, 2018; 8 p.m. EDT

Face-To-Face Meetings
Bavarian Inn Lodge, Frankenmuth, Michigan 48734
Sunday, April 29, 2018, 1 p.m.
Monday, April 30, 2018, & Tuesday, May 1, 2018 (at the call of the president).

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 – Chair of the Specialty Show Committee – Thursday, April 19, 2018, 9 p.m.
Sue Raney, Chair of the Working Dog Committee, TBA.
Aura Dean, Chair of Newf Tide Policy Committee, Monday, April 30, 2018, 10:30 a.m.
John O’Neill, Chair of the Steering Committee – Monday, April 30, 2018, 11 a.m.
Carla Gengler, Chair of the Mediation Committee, April, 30, 2018, 1 p.m.

Agenda

1. Roll Call
2. Motion to Adopt Agenda
3. AKC Delegate’s Report (David Helming)
   3.1.
4. Approval of Minutes:
   4.1. Thursday, March 15, 2018 Teleconference Meeting – pp. 6 – 8;
5. President’s Report (Pam Saunders)
   5.1. What is the NCA’s liability in our current situation - with our Breeder’s List?
   5.2. I agree we need to make sure we are all aware of our insurance coverage information?
   5.3. What action can we take against a breeder if we confirm they are breeding temperament issues?
   5.4. When a dog bite is covered on a Regional levels liability, is there still liability to the NCA?
6. First Vice President’s Report (John Cornell):
   6.1. Under Separate Cover.
7. **Second Vice President’s Report (Lynne Anderson Powell):**

   7.1. See Committee Reports.

   7.2. AKC Educational Summit: June 10, 2018 – Newark, NJ. Lynne Anderson-Powell/ David Helming

8. **Recording Secretary’s Report (Steve Britton):**

   8.1. Prepared Bulletin Board and drafted minutes of the:

   Regular Teleconference Board of Directors meeting – March 15, 2018;

   8.2. Compiled agenda and meeting packet for April 19, 2018 Meeting.

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

   9.1. Correspondence from AKC – re: Annual Registration Reports from Mark Dunn, Executive Vice- president. – separate cover.

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

    10.1. Periodic Receipts & Disbursements Report – February 5, 2018 – March 6, 2108, pp. 9 – 10;

    10.2. Periodic Bank Balances Report – March 6, 2018, p. 11;

    10.3. Updated Uniform Trophy Fund, p. 12;

    10.4. Maturing Certificates of Deposits:

   6 CDs maturing April 26 and May 1, 2018, total = $98,088.75 - at Old National Bank (formerly Anchor Bank). New rates are not available at this time from Old National Bank. Current rate at Old National Bank = 1.15% for 30 mo. CD. The renewal grace period extends 7 days to May 3 and May 8, 2018. BMO Harris is currently offering a 30 month CD at 2.225%. “Per phone to BMO Harris investment banker - rates are expected to hold or go up soon. Treasury bills are currently at 2.28% for 24 months + fees. FDIC insures up to $250,00.00 per owner. President, Corresponding Secretary and Treasurer sign to open accounts including CDs.

   Motion - Open 1 new CD at BMO Harris Bank - 30 months - $100,000.00 @ 2.225% or current similar rate, with proceeds from maturing CDs + $ from checking.

10.5. NCA, Inc. tax return preparation - motion to approve Kerber, Eck and Braeckel, LLC, Springfield, IL to prepare NCA, Inc. annual tax return - IRS form 990; annual fee = $1,500.00.

   Background: NCA, Inc. is a 501(c)4 not-for-profit organization. IRS Form 990 is due annually by May 15. Atty. Edmund Sledzik prepared and filed NCA, Inc.’s Form 990 until his death. NCA member Sandy Gabel, owner of a tax preparation business, prepared and filed NCA, Inc.’s and NCA Trust's Form 990 until 2017. Due to the growth of her business, Sandy can no longer provide this service for NCA, Inc. or NCA Trust.

   NCA Trust contacted four tax preparers for cost estimates for this work. NCA member Atty. Jeff Gibson was contact twice and offered to provide referrals but no referrals were received. NCA Trust’s financial advisor at Morgan Stanley provided a referral but the firm does not provide services for not-for-profits. NCA, Inc.'s former CPA firm was contacted and the firm might provide tax preparation at a fee of $1500.00 but is not interested in new clients at this time. CTMB Chair Clyde Dunphy contacted the CPA firm that provides accounting services for his clinics - Kerber, Eck and Braeckel, LLC, Springfield, IL. This firm reviewed NCA Trust’s Form 990s filed for the past three years and suggested changes in future filings. This firm agreed to provide tax preparation services for the NCA Trust for a fee of $1500.00 per year. The CTMB approved services offered by this firm.

   A quote for tax preparation services was requested from Kerber, Eck and Braeckel, LLC, Springfield, IL and this firm agreed to prepare NCA, Inc.'s Form 990 at an annual fee of $1500.00.
11. **Standing Committee Reports:**
   11.1. 2018 National Specialty Show Report, Steve Britton, chair;
   11.2. NCA Specialty Show Committee – Robin Seaman Grenier, chair;
   11.3. Regional Club Liaison - pending bylaw amendments PONC – Sue Marino, pp. 13 – 24;
   11.4. PONC Comparison Sheet – under separate cover.
   11.5. Mary Lou Cuddy, Membership Chair – Use of Survey Monkey for voting on Membership Applications
   11.6. Health & Longevity and Breeder’s Education Committees; Diversity Study; Pat Randall presenting for the committees.

12. **Special Committees:**
   12.1. Policy Manual updates; Pam Saunders, committee chair; under separate cover.

13. **Executive Session – pp. 25 – 37.**
   13.2 Bite Incident at recent draft test, pp. 27 – 37.
   13.3 Bite Incident pictures under separate cover.
   13.4 Cancellation of and follow-up to Appeal Hearing of Mediation Committee Recommendation
   13.5 Pending Committee Appointments
   13.6 Sue Marino – Regional Club Liaison
   13.7 Insurance Information – under separate cover.

14. **Unfinished Business and General Orders:**
   14.1. Breeders Education/CTMB Survey –
   14.2. Redefine EPPC Job Description;
   14.3. 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);
   14.4. Collaborative Digital Newf Tide Production Survey (Authorized, August 18, 2016) – referred to Steering Committee;
   14.5. Appoint Advertising and Promotions Committee (Adopted, August 18, 2016);
   14.7. Ongoing progress reports about the Working Dog Committee / Technical Resources Advisory Committee collaboration about the on-line working events entry system. Referred to Technical Resources Advisory Committee / Working Dog Committee (January 19, 2017);
   14.8. Recommendation for Distribution of Breeders List Agreement Waiver;
   14.9. Referral to Steering Committee – Comprehensive Strategic Plan (referred 4.10.2017);
   14.10. Referral of Database updating and reporting process concerns to Technical Resource Advisory Committee (referred 4.10.2017);
   14.11. Referral to TRAC – Cyber Security Insurance item-for review and recommendation.
14.12. Referral to Breeders Education Committee: A request to prepare a *Newf Tide* article about the *AKC Stud Book*, and the percentage of Newfoundland litters bred by NCA members.


14.14. Referred the following amendment to the NCA Ethics Guide to the NCA Governing Documents Committee; the committee is expected to report to the board of directors at the April 19, 2018 NCA Board of Director’s meeting.

After the title heading *Ethics Guide*, insert the parenthetically encased words, “*(Code of Ethics)*”.

Rational: This amendment will help clarify that the terms *Ethics Guide* and *Code of Ethics* in the document are synonymous terms-without needing to further amend the text within the body of the document. By referring this amendment to the governing documents committee, it allows the preparation of notices, reports and ballots to corresponding with the 2019 NCA Board of Directors election cycle.

14.15. The following are my questions/concerns regarding the Aggressive Dog policy:

- How do we communicate that the dog is not allowed to participate in nor attend to Regional Clubs, AKC show chairs, Superintendents?
- Does the WDC and Specialty Show committee have a way to do this when an application for an event is received?
- Do we keep a list somewhere that can only be accessed by those committees or an event chair so they can check the list against the entries received?
- How is this done for a Regional Specialty or Supported Entry since these as far as AKC is concerned is a Parent Club event and an AKC event? And for these, the entries go to a show superintendent.
- How do we enforce this if the person shows up with a dog and it has or has not been entered?

15. New Business:
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: pamelarr@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: beardscamp@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: pkrboard2011@comcast.net

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

Revised: 03/12/2017
Newfoundland Club of America, Inc.
Operations
Receipts and Disbursements
March 7 - April 6, 2018

### INCOME

#### Dues - Applicants

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#### Dues - Renewals - Next Year

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#### Interest

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#### Newf Tide ads

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<td>3/18/2018</td>
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#### Newf Tide subscriptions: Newf Tide back issues

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### EXPENSES

#### Breeders Referral

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#### Gen. Ed. - Packets, Ads

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Newfoundland Club of America, Inc.
Operations
Receipts and Disbursements
March 7 - April 6, 2018

### Miscellaneous
- **3/20/2018**  
  EFT  
  Stripe N/R donation - Zobrist  
  **-20.00**

### Newf Tide Operations

#### Receipts

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<td>NCA Rescue</td>
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#### Disbursements

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<td>3/20/2018</td>
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### Newf Tide:back issues expense

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<td>J Siefert postage</td>
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### Newf Tide:editor

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<td>Annalyn Paz 1Q18</td>
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### Newf Tide:Issues

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<td>Sutherland Printers 1Q18</td>
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### Newf Tide:subscription expense

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### Recognition

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<td>Hans Reinisch engrave medallions</td>
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### Regl Spec. Coord

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<tr>
<td>3/18/2018</td>
<td>7963</td>
<td>K Hamilton shipping medallions to Regl Spec</td>
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<td>DEP Bear Mtn NC, SENC AKC fees reimb.</td>
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### Specialty committee

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<td>Elan teleconf. 2/5</td>
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### Specialty subsidy:2018 NCA National Specialty

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<td>DEP NCA Specialty Acct. - Huntington Bank</td>
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### Technical Resources:Electronic Publications

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<td>M L Zimmerman webmaster</td>
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### Technical Resources:Technical Resource Advisory

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### Treasurer

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<td><strong>-27.44</strong></td>
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### WD-chair

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### OVERALL TOTAL

809.28
Newfoundland Club of America, Inc.
Balance Sheet
as of April 6, 2018

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<th>BMO Huntington National</th>
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<td>NCA, Inc. 501(c)4</td>
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**NCA Operations CDs**
- CD 23 months 26,579.32 1.00 4/26/18
- CD 23 months 14,801.88 1.00 4/26/18
- CD 23 months 13,306.30 1.00 4/26/18
- CD 23 months 13,306.30 1.00 4/26/18
- CD 23 months 13,306.30 1.00 4/26/18
- CD 23 months 16,788.65 1.00 5/1/18

**NCA National Specialty stipend CD**
- 12,167.27 0.75 7/23/19

**Total - CDs**
- 110,256.02

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<td>Operations - Total 21,505.46</td>
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| Juniors Fund | 8,380.61 |
| Uniform Trophy Fund | 7,967.73 |

NCA, Inc. 37,853.80 103,713.71 134,415.48 275,982.99

prepared by
Mary L. Price
Treasurer
Fund Balance as of April 14, 2018

5/17/16

Interest Income, less service charges

Net Cost

Inventory, molds cost

Auction - artwork proceeds

Sales - Regional NC, breeders, co-owners

Medallions - Note 3

Total Income

Cost of Limited Edition Plates

Net Margin

Net Cost

Cost of Trophies

Net Margin

Cost of Limited Edition Plates

Sales to Co-own & Breeders

Remb. by or for Host Club - Note 2

Donations

Uniform Trophies

Ledger:

- Frankenmuth
- Lancaster
- Warwick
- Waremich
- Gleneden
- Beach

Frankenmuth: 5'1'20'8110'5524'72'6
Lancaster: 4'1'772'885'1065
Warwick: 6'13'974'9065
Waremich: 2'29'225'52110'00
Gleneden: 0'002'29'22
Beach: 0'000'005'1'20'81

1989 - To Date

Uniform Trophy Fund

Newfoundland Club of America, Inc.

Note 1

Limited Edition Plates

Note 2

Cost of Trophies

Note 3

Medallions

Page 12 of 37

Note 4
Constitution
and
By-Laws
(Proposed)

The Penn–Ohio Newfoundland Club, Inc.

Regional Club of the Newfoundland Club of America, Inc.
CONSTITUTION OF THE PENN-OHIO NEWFOUNDLAND CLUB, INC.

ARTICLE I
Name and Objects

Section 1. The Name of the club shall be:
   The Penn-Ohio Newfoundland Club, Inc.

Section 2. The Objects of the club shall be:
   A. to encourage and promote the breeding of the purebred Newfoundland with the
      purpose of doing all that is possible to bring their natural qualities to perfection;
   B. to urge members and breeders to accept the standard of the breed as approved by the
      American Kennel Club as the only standard of excellence by which the
      Newfoundland dog shall be judged;
   C. to do all in its power to protect and advance the interest of the breed by encouraging
      sportsmanlike competition at dog shows, performance events and at all times to
      promote cooperation and good sportsmanship among its members in the training and
      exhibition of dogs;
   D. to conduct sanctioned and licensed specialty shows and performance events under
      the rules of the American Kennel Club, and the Newfoundland Club of America;
   E. to encourage social interaction among Newfoundland owners and persons interested
      in the breed to facilitate sharing of ideas and expertise;
   F. to co-operate and encourage the objects and sanctions of the Newfoundland Club of
      America, Inc., and to do such others things as may be deemed expedient and for the
      best interests of the club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or
   remainder or residue from dues or donations to the Club shall inure to the benefit or any
   member of individual.

Section 4. The members of the Club shall adopt and may from time to time revise such by-laws as
   may be required to carry out these objectives.
BY-LAWS

ARTICLE I

Membership

Section 1. Eligibility and Rights of Membership:
(A) Membership shall be open to all persons who subscribe to the purposes of the Club, and who are in good standing with the American Kennel Club and the Newfoundland Club of America.
(B) Individual membership is open to all persons 18 years of age or older. Individual memberships have the right to vote in all matters and to hold office.
(C) A household membership shall be comprised of two or more members living at the same address. Each adult in a household membership will have all rights of an individual membership.
(D) Junior membership is open to all persons under 18 years of age, but such members shall have no voting rights and cannot hold any office in this Club.
(E) Associate membership is a non-voting, non office holding membership entitling the person to all club notifications, attendance at meetings, and participation in club activities. It is intended for people who live outside the club's area, and for those people living locally who are no longer active.
(F) Honorary membership is a non-voting, non office holding membership for persons who have made an outstanding contribution to the Newfoundland breed of dog.
(G) Lifetime membership is for members with at least ten years of membership who are identified by petition to the board for their long term contributions and support of the club. Lifetime memberships will be approved by a two thirds majority of the board or by a two thirds majority of the membership at the annual meeting. They will retain all privileges of an individual membership.
(H) The Penn-Ohio Newfoundland Club region shall consist of the following counties:
   3. West Virginia: Brooke, Hancock, Marshall, and Ohio.
(I) It is not necessary for Club members to reside within the Club region.
(J) Each applicant for membership shall
   1. apply on a form approved by the Board of Directors whereby the applicant agrees to abide by the Constitution and Bylaws of the Penn-Ohio Newfoundland Club.
   2. Names of new applicants to the club will be published in the newsletter. Members opposing an applicant have 30 days to communicate their objection to the Secretary. If there is no objection, the applicant automatically becomes a member with a Provisional status; if there is an objection the applicant shall be notified that their application is not accepted.
   3. Provisional status will apply to all membership categories which require an application.
4. Provisional status will remain in effect for one year during which time the member will not have voting rights.

5. At the conclusion of a year, the membership chair will present a request to the board of directors to remove the Provisional status for the member(s) or to revoke their Provisional membership.

Section 2. Dues
The amount of dues per year shall be set by the membership at the annual meeting for all classes of membership with exception of the following classes:
(A) Honorary memberships are exempt from any and all dues and levies, but are allowed all privileges of regular members, except voting rights and the right to hold office.
(B) Life memberships are exempt from any and all dues and levies and are allowed all privileges of regular members.

Section 3. Termination of Membership
Memberships may be terminated:
(A) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. There will be no refund of dues paid.
(B) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after May 1st. In no case may a person be entitled to vote at any meeting who has an outstanding debt to the club as of the date of that meeting. Dues obligations are considered a debt to the Club and they become incurred on the first day of May.
(C) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II
Meetings, Communications and Voting

Section 1. Club Meetings:
The Club shall have one mandatory meeting per year held in May at such place as may be designated by the Board of Directors, which must be within the club region. Notification of each such meeting shall be distributed by the Secretary at least 10 days prior to the date of the meeting.

Section 2. Special Club Meetings:
Special Club meetings may be called by the President, or by a majority of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notification of such a meeting shall be distributed by the Secretary to all members in good standing at least five days and not more than fifteen days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be one third of the members in good standing, or 15 members; whichever is the lesser number.
Section 3. Board Meetings:
Meetings of the Board of Directors shall be held a minimum of four times a year at such hour and place as may be designated by the Board. Notification of each meeting shall be distributed by the Secretary at least ten days prior to the date of the meeting. Meetings will allow directors to participate by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director so participating is deemed present at the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings:
Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notification of such meeting shall be distributed by the Secretary at least five days and not more than ten days prior to the date of the meeting. Meetings will allow directors to participate by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director so participating is deemed present at the meeting. Any such notice will state the purposes of the meeting and no other such business shall be transacted thereat. A quorum of such a meeting shall be the majority of the Board.

Section 5. Communications:
The club and its designated representatives may use any modes of communication to conduct club business provided a record of the communication is kept and submitted to the Secretary.
Members, Officers and Directors will be provided with the opportunity to select the modes of communications they are willing to use for receiving club information on their annual membership form.
Members will be able to identify if they want any of the modes they have selected to be maintained in private and not published.
Changes to their selections must be communicated to the Secretary and will be listed in the next issue of the club newsletter unless prohibited by the member.
Members opting to receive club communications via postal service will be sent all notifications within the time frames specified.
Members opting to receive club communications via electronic means will be sent all notifications within the same time frames specified for postal communications.
Where Special Meetings may be requested by petition, the signatures of the requestors may be submitted via electronic means from the electronic address on record with the club.
Where meetings are held via electronic mail, the participants may act by written consent, it being provided that absent specification of the different date, the action is effective when the last participant signs the consent. It is further provided that action by written consent has the effect of a meeting vote. While the written consent must be signed by each participant, pursuant to the new definition of “sign” which includes an electronic signature, unanimous consent may be executed by email.
ARTICLE III
Directors and Officers

Section 1. Board of Directors:
The board shall be comprised of the officers, and 5 members all of whom shall be members in good standing. The officers shall be elected for one year terms at the club's annual meeting. Three directors shall be elected each year at the annual meeting, two for two year terms and the third for a one year term.
The candidates for the position of director with a one year term should be a new non-provisional member within the last twelve months. In the event a candidate for the one year Board vacancy cannot be found, a member in good standing may be elected for a one year term. All other candidates must have been for members in good standing for at least 12 months. At no time shall there be more than one member of a household on the board.
General management of the club's affairs shall be entrusted to the board of directors.

In the initial year after approval, two of the four directors will be elected for one year terms and two will be elected for two year terms. In the second year, the two one year term positions will be filled by directors elected for two years. Thereafter, the four director positions will each be elected for two year terms.

Section 2. Officers:
The Club's officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.
(A) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President, in addition to those particularly specified in these By-Laws, and shall serve as a member ex-officio on all committees.
(B) The Vice President shall have the duties and exercise the powers of the resident in case of the President's death, absence, or incapacity.
(C) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws.
(D) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank or in an account satisfactory to the Board, in the name of the Club. The Treasurer's books shall at all times be open to the inspection of the Board, and the Treasurer shall report to them at every meeting the condition of the Club's finances and at the annual meeting shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.

Section 3. Vacancies:
Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all of the members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose.

ARTICLE IV
The Club Year, Annual Meeting, Elections

Section 1. Club Year
The Club's fiscal year shall begin on the first day of May and end on the 30th day of April. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting
The annual meeting shall be held in the month of May at which officers, and directors for the ensuing year shall be elected by ballot from among those nominated in accordance with, Section 4 of this Article. They shall take office immediately upon the conclusion of the election; each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after election.

Section 3. Elections
The nominated candidates receiving the majority of votes for each office shall be declared elected. The nominated candidates for other positions of the Board who receive the greatest number of votes for such position shall be declared elected.

Section 4. Nominations
No person may be a candidate in a Club election who has not been nominated. The Board shall select a Nominating Committee consisting of three members and two alternates by February 15th of each calendar year. Not more than one of the members or alternates shall be a member of the board or relative of a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a committee Chairman and it shall be their duty to call a committee meeting, which shall be held on or before April 10th.

(A) The committee shall nominate at least one candidate for each office, and at least enough candidates to fill the other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the President and Secretary in writing.

(B) Upon receipt of the Nominating Committee's report, the Secretary shall before April 20th notify each member in writing of the candidates so nominated.

(C) Additional nominations may be made at the annual May meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and, provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate.

(D) Any person nominated by the nominating committee or any person who wishes to run for a position as either an officer or board member shall submit to the Secretary
a short resume of not more than 250 words, explaining his or her involvement and experience with the Newfoundland breed, as well as the talents and areas of expertise which he or she feels would benefit the Club. The Secretary shall publish and distribute said resumes to the membership at least ten days prior to the date of the annual meeting. Furthermore, any person nominated from the floor shall have a written resume or be prepared to give an oral resume at the time of his or her nomination.

**ARTICLE V**

**Committees**

Section 1. The Board may each year appoint standing committees to advance the work of the Club as they deem necessary and such ad hoc committees as the Board shall deem desirable. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on projects.

Section 2 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

**ARTICLE VI**

**Discipline**

Section 1. American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges:
Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed with the Secretary together with a deposit of $50.00, which shall be forfeited if the Board following a hearing does not sustain such charges. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses and counsel if he wishes.

Section 3. Board Hearing:
Both complainant and defendant shall be treated uniformly. Should the charges be sustained, after the hearing of all evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present reprimand or suspend
the defendant from all privileges of the Club, for not more than 6 months from the date of the hearing. And if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board’s decision and penalty, if any.

Section 4. Expulsion:
Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Section 5. Recall:
To accomplish a recall, one-third or twenty members, whichever is the lesser number, of the members in good standing, by petition or letter, may notify the Secretary that they want a recall of a particular office. The Secretary shall notify the Board within thirty (30) days of receipt of such petition or letter and the Board shall by majority, either by phone, letter or electronic communication, set a date for a special Board meeting. At the special Board meeting, the Board shall consider the merits of the recall request and, if appropriate, declare the office vacant. The Board shall then appoint a member to fulfill that office until the next general election.

ARTICLE VII
Amendments

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by five members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date, which the Secretary received the petition.

Section 2. The Constitution and By-Laws may be amended by a two thirds (2/3) vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.
ARTICLE VIII
Dissolution

Section 1. Dissolution:
The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members. In the event of the dissolution of the Club, whether voluntary or involuntary by operation of law, none of the Club property nor any precedes thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club, its property may be liquidated, the money put into the treasury and the assets given to a charitable organization for the benefit of dogs selected by the membership.

ARTICLE IX
Order of Business

Section 1. At meetings of the Club, the order of business at club meetings, unless otherwise directed by a majority vote of those present, shall be as follows:
Roll Call
Minutes of last meeting
Report of the Board
Report of the President
Report of the Secretary
Report of the Treasurer
Reports of the Committees
Election of Officers and Board (at annual meeting)
Introduction of new members
Unfinished Business
New Business
Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by a majority of those present, shall be as follows:
Reading of the minutes of last meeting
Report of the Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment
AMENDMENT I
Limitation of Directors' Liability and Indemnification of Directors, Officers and Other Persons.

Section 1. Limitation of Directors Liability:
No director of the Club shall be personally liable for monetary damages as such for action taken, or any failure to take any action, unless he or she has both (1) breached the standards or failed to perform the duties of his office as set forth in controlling state law relating to standard of care and justifiable reliance; (2) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, State or Federal Law.

Section 2. Indemnification and Insurance:
(A) Indemnification of Directors and Officers
I. Each indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by law against all expense, liability and loss (including without limitation; attorneys' fees, judgments, fines taxes, penalties and amount paid or to be paid in settlement) reasonable incurred or suffered by the indemnitee in connections with any Proceeding as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct.

II. The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition the Proceedings to the fullest extent permitted by law; provided that, if state law continues so to require, the payment of such expense incurred by the indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that Indemnitee is not entitled to be indemnified under this Section or otherwise.

III. Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

IV. For purposes of this Amendment,
1. "Indemnitee" shall mean each Director or officer of the club who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of the club or is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, officer employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any
partnership, joint venture, trust, employee, benefit plan or other enterprise
and
2. Proceeding shall mean any threatened pending or completed action, suit or
proceeding (including without limitation or action, suit or preceding by or in
the right of the corporation), whether civil, criminal, administrative or
investigative.

(B) Indemnification of Employees and other Persons. The Corporation may, by action
of its Board of Directors and to the extent provided in such action, indemnify
employees and other persons as through they were Indemnities. To the extent that an
employee or agent of the Corporation has been successful on the merits or otherwise
in defense of any Proceeding or in defense of any claim, issue or mater therein, the
Corporation shall indemnify such person against expenses (including attorney's fees)
actually and reasonably incurred by such person in connection therewith.

(C) Non Exclusivity of Rights. The rights to indemnification and to the advancement of
expenses provided in this Article shall not be exclusive of any other rights that any
person may have or hereafter acquire under any statute, provision of the
Corporation's Articles of Incorporation or By-Laws, agreement, vote of members or
Directors, or otherwise.

(D) Insurance. The Corporation may purchase and maintain insurance, at its own
expense, for the benefit of any person on behalf of who insurance is permitted to be
purchased by Pennsylvania law against any expense, liability or loss, whether or not
the Corporation would have the power to indemnify such person under Pennsylvania
or other law. The Corporation may also purchase and maintain insurance to insure it
indemnification obligations whether arising hereunder or otherwise.

(E) Fund for Payment of Expenses. The Corporation may create a fund of any nature or
otherwise may secure in any manner its indemnification obligations, whether arising
hereunder, under the Articles of Incorporation, by agreement, vote of members, or
Directors, or otherwise.

Section 3. Amendment

The provisions of this Amendment relating to the limitations of Directors' liability, to
indemnification and to the advancement of expenses shall constitute a contract between
the Corporation and each of its Directors and officers which may be modified as to any
Director or officer only with that person's consent or as specifically provided in this
Section. Notwithstanding any other provision of these By-Laws relating to their
attachment generally, any repeal or amendment of this Amendment which is adverse to
any Director or officer shall apply to such Director or officer only on a prospective
basis, and shall not reduce any limitation on the personal liability of a Director of the
Corporation, or limit the rights of an Indemnitee to indemnification or to the
advancement of expense with respect to any action or failure to act occurring prior to the
time of such repeal or amendment. Notwithstanding any other provision of these By-
Laws, no repeal or amendment of these By-Laws shall affect any or all of this
Amendment so as either to reduce the limitations or Directors' liability or limit
indemnification of the advancement or expenses in any manner unless adopted by (a)
the unanimous vote of the Directors of the Corporation then serving, or (b) the
affirmative vote of members entitled to cast a majority of the votes that all members are
entitled to cast in the election of Directors; provided that no such amendment shall have
retroactive effect inconsistent with the preceding sentence.