Newfoundland Club of America, Inc.
Regular Board of Directors Teleconference Meeting
Thursday, January 16, 2019, 8 p.m.
All times Eastern Standard 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

Committee chairperson call in and times:
Per arrangements with Donna Thibault, NCA
Second Vice-president:
- Robin Seaman, chair, NSSC, 8:30 p.m.
- Susan Wagner, chair, 2020 National Specialty Show, 8:30 p.m.

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

Agenda

1. Opening Ceremony
   1.1. Moment of silence in memory of Sandee Lovett and Gail Paceley.
   1.2. Motion to adopt agenda
   1.3. Roll Call

2. Special Order: AKC Delegate’s Report (David Helming)
   2.1.

3. Approval of Minutes:
   3.1. Fall F2f meeting -pending
   3.2. Special Meeting, December 9, 2019 – pending
   3.3. December 21, 2019 - pending
   3.4. December Fall F2f Charitable Trustee Meeting – pending
   3.5. Minutes of Annual Membership Meeting – pending

4. President’s Report (John Cornell):
   4.1. Report about question put forward by NCA Arbitration Committee about their liability indemnification through the club insurance carrier.
   4.2.

5. First Vice President’s Report (Mary Lou Cuddy):
   5.1.

6. Second Vice President’s Report (Donna Thibault):
   6.1. Written Report, p.8

7. Recording Secretary’s Report (Steve Britton):
   7.1. Compiled agenda and meeting packet for this meeting;
   7.2. Updated information on AKC website – some info needs further updates; pp. 9 – 10.
   7.3.

8. Corresponding Secretary’s Report (Pam Rubio)
   8.1.

14.1. Immediate Past President’s Report (Pam Saunders)

14.2. Standing Committee Reports – pp. 15 - 30
   11.1. Robin Seaman Grenier, Chair, National Specialty Show Committee – General Order, 8:30 p.m.
   11.2. Susan Wagner, Chair 2020 Specialty Chair
   11.3. Mary Lou Cuddy, Membership Chairman –
   11.4. Sue Marino, Regional Club Liaison,
      • PONC Bylaws; Email & Cover letter, pp. 15 - 29
      • Update on Regional Club Social Media Policy – postponed from July meeting;
   11.5. BEC Committee – Lynne Anderson Powell
      - Breeding Health Survey (under separate cover)???

14.3. Special Committees –
   12.1. Policy Manual Updates, Donna Thibault, chair;

14.4. Executive Session – pp. 31 - 34
   13.1 Letter from member concerning Make-up and potential structural bias of NCA Working Dog Committee p. 32.
   13.2 Announcement made to regional club’s via RCC potential bylaw breech. p. 33 – 34.
   13.3 Membership Chairman’s Report, Mary Lou Cuddy – Separate Cover;
   13.4 Follow-up to re-balloting in a regional club election – update – Sue Marino
   13.5 Election of Ballot Counters

14.5. Unfinished Business and General Orders
   14.1. Breeders Education Committee: Breeders Education/CTMB Survey – (Report back at October 17, 2019 meeting)
   14.2. 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. (due January 2, 2019 agenda deadline)
   14.3. The following two motions were referred to the Breeders Education, Breeders List Arbitration Committees (to report back November 15, 2019, F2f meeting.):

   Jack Dean moved and Roger Frey seconded that the Board determine the best recommendation to address the contract clause requiring the euthanasia or the return of a puppy to a breeder for a refund after seeking input from the Arbitration, Breeders Education and Breeders List Committees and from an NCA member survey. The motion passed unanimously.

   Jack Dean moved and Lynne Anderson-Powell seconded that a Survey Monkey survey be discussed and developed after input is received from the Arbitration, Breeders Education and Breeders List Committees. Input from these committees will be due to the Board by July 4, 2019.

   14.4. Referred to Arbitration Committee (for its input by the November 15, 2019 F2f meeting):

      Since good Board governance requires:
      • detailed knowledge of problems facing breeder members’ contractual obligations, and
      • non-member perception of unfair dealings, and since
much of that information can only be provided by the arbitration/mediation/grievance committee disclosing all the matters that come before it rather than the present status of the board only knowing about the few incidents where the breeder takes an appeal to the board, the board requires that committee to provide the following information to the NCA board every three months (in executive session) in general and in the following specifics.

For all cases that come before it adapt a numbering system which contains the year the matter began before the committee and a unique case number for ease of further reference and also keep a list of such matters.

- For completed cases which are closed by the committee, a pdf copy of the following documents
  - Initial complaint letter sent to the committee,
  - the initial complaint letter sent to the NCA breeder,
  - the Breeder’s response
  - the Decision of the committee,
  - a memo on the ultimate disposition such as dismissal of complaint and the cause (refusal of complainant to pursue the matter, acceptance by both parties of the decision, appeal to the board, etc.

The committee can provide any additional information which it feels would be helpful to the board in understanding the problem presented or suggest changes to the above procedure.

(November 11, 2018 – General Order)

14.5. Joint Breeder’s List, Breeder’s Education and Arbitration Committees to meet and form response to board on Euthanasia of Dog clause in written contract concern and to report back in time for February 20, 2020 Board of Directors meeting. Donna Thibault appointed as chair of the joint committee.

14.6. TRAC (Committee): Referral of Database updating and reporting process concerns to Technical Resource Advisory Committee (referred 4.10.2017);

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.

14.7. TRAC (Committee) – Cyber Security Insurance item-for review and recommendation. (postponed until February 6, 2020 agenda deadline.

14.8. TRAC Committee Projects List – update (2019 Fall-face-to-face meeting)

14.9. Referred to TRAC as follows and to report by March 5, 2019:

HAVING TRAC REPORT BACK ON HOW TO ENABLE MEMBERS TO RUN SQL QUERIES ON THE NCA DATABASE.

Whereas,

1. The NCA database has probably cost us about $250,000 and the user interface has not changed in several years. What is there is nice, but it only does a fraction of what the database is capable of, and
2. SAMPLE PROBLEM: Suppose a bitch owner is searching for the best stud dog. She knows at times the bitch displays an elbow weakness or has weak hips. She wants to find the best stud and is concerned about the offspring the stud throws, and
3. BACKGROUND: There has existed since the 1970s a Structured Query Language (SQL) that is designed for databases that makes finding the answer to that question possible. Microsoft Acess has a super easy graphical interface that forms complicated SQL commands. and
4. **POSSIBLE ANSWER 1:** In summary, what you can do is enter the name of the stud dog and then ask the database to produce a list of all of the dogs that list the stud as the father together with each offspring’s name, date of birth, and all health clearances. If you wish you can also restrict the list of offspring that only have health clearances for elbows, hips or both.

5. **POSSIBLE ANSWER 2:** Once you have the query set up, you just need to change the name of the stud dog to get the same information.

6. **OTHER CAPABILITIES:** The information produced is not limited to health clearances. It could also check champions, working titles, performance titles, etc. If you wanted to, you could run the same checks by using breeder names or kennel names, etc.

7. You could further find out the names and number of dogs that have champions, etc.

8. **EASY SOLUTIONS TO SOME OBJECTIONS.** The objection has been raised that you don’t want anyone to have this power because they may corrupt the database. The answer to that problem is exceptionally simple. There are various ways to create a “sandbox” on the server, a place where everything is isolated and the user cannot get out of it. You put a COPY of the database in the sandbox and automatically replicate it every so often. If someone does damage, you just reload the main file or just restore the sandbox from a previous backup.

   Wherefore, I move that TRAC is directed to report back to the board by the next meeting in December on how it can implement a GUI interface with SQL capabilities or alternatively a command line query, or preferably both.

14.10. **Steering Committee:** Collaborative Digital *Newf Tide* Production Survey (Authorized, August 18, 2016) – referred to Steering Committee – report back by November 15, 2019 F2f meeting.

14.11. **Steering Committee:** – Comprehensive Strategic Plan (referred 4.10.2017; report back by October 31, 2019 Fall F2f meeting deadline);

14.12. Appoint Advertising and Promotions Committee (Adopted, August 18, 2016; repost position per approved action at October 9, 2019 BOD meeting).

14.13. **National Specialty Show Coordinating Committee:** That the Specialty Show Committee thoroughly review the Specialty Show Guide and include all previous updates for NCA-hosted shows. In addition, a separate volume should be updated and created for the Regional Specialty Guide. Deadline: 2019 Fall F2F Meeting.

14.14. The following was referred to the National Specialty Show Committee:

   Motion: Request the National Specialty committee to consider guidelines for dedicating an NCA national to specific persons.

   Whereas,
   1. sometimes it is appropriate to dedicate a specialty to a particular person, but there are no guidelines on any criterion to be used, and
   2. It would be better to consider this problem in advance rather than on the spur of the moment,

   Therefore, I move that
   1. The problem be referred to the National Specialty committee for their input on guidelines, and they report back to the board at the February meeting with some rough guidelines on such a policy or the statement that they do not think any policy is feasible at this time.

14.15. **Financial Oversight Coordinating Committee:** Treasurer’s duties and policies – requesting review by Financial Oversight Committee.

14.16. Referred to **Financial Review Committee** to report by the February 21, 2019.

   1. It is a best fiduciary practice for the board to know what tax returns have been filed in its name and the contents thereof,
   2. until my last request, for many years, the NCA Board as a group. has not even seen each year’s federal tax return,
   3. nor as of the date of filing of this motion, has the treasurer nor the preparer furnished the board with a copy
4. Since the return is electronically filed as a pdf file, there is no good reason that the treasurer cannot send within a week of filing a pdf copy of the return to all board members. Therefore, it is moved that each year beginning with the tax year ending December 31, 2017, and for each year after that, the treasurer send out by email a pdf copy to all board members, and also to any NCA member who requests that yearly information be provided. (Referred to Financial Review Committee on January 17, 2018 – to report back on February 21, 2019).

14.17. General Order: Jack Dean move, and Lynne Anderson-Powell seconded that:

“Whereas it appears that:

1. The status of the NCA seal as a copyright or trademark item is uncertain and board members having different impressions of what the law is and how we enforce our rights.
2. The NCA seal has never been registered with federal authorities.
3. There should be some type of competitive bidding on having someone properly register the NCA Seal. Now, therefore, I move that the board should come up with a plan to find qualified people and determine what they would charge for doing this as well as other associated costs. The motion passed unanimously. (The action was amended on October 17, 2019 by assigning a reporting date of December 5, 2019 - for the December 19, 2019 meeting.)

14.18. Retired Kennel Name Prefixes. Committee appointed, reporting date – TBD.

14.19. Whereas, Board members need to understand the process of how tax returns are prepared to better fulfill their fiduciary obligation of corporate governance and to show the Board tries to be transparent in financial matters, and,

I want to make my questions as specific as possible so they can be simply answered by an email before our teleconference and not take up time at the teleconference, but in case they are not answered,

Now therefore, I move that;

1) That the treasurer explain how the income taxes for both the NCA, Inc and the NCA Charitable Trust are prepared in general and with specific reference to whether the treasurer supplies to the accountant:

A). the aggregate data as she categorizes it for various tax categories on the return, or
B). all categories contained in the accounting system or
C). the raw individual data and lets the accountant categorize the data, or
D). does supply both A and B together with the raw data associated by categories, or
E). something else and, if so, then please explain what it consists of.

2) Whether the accountant has questioned in any manner the Treasurer’s categorization and, if so, what were those communications?

3) That the treasurer provide copies of the accountant’s engagement letters for both entities.

4) for both the NCA Inc and the NCA Charitable Trust for the last three years, namely the returns labeled for the years beginning in 2015, 2016, and 2017, please tell when, if ever, the federal tax return was shown to the directors listed in the 990 schedule before January 1st, 2019 other than caused by my recent specific request. – assigned to the NCA Treasurer at the October 9, 2019 Adjourned BOD meeting).

14.20. I move that the NCA should support each Junior member with a free membership. They should still have to register as a Junior but not pay a membership fee until they are aged out as a Junior. (Pam Saunders). Postponed to the February 19, 2020 Regular NCA BOD meeting)

14.21. In order to full fulfil the requirements of openness, transparency, and accessibility, I move that the the NCA’s
15. New Business

15.1. I move that we have TRAC recommend the best formats (aka file type) and evaluate possible vendors and costs associated with the conversion of various significant and historical NCA items that are paper, dvds, cassettes, photos, etc. into the recommended digital formats. This is necessary to preserve the many items that NCA has invested in so they will remain useable and accessible in the future.

15.2. That the NCA Board establish an Ad Hoc 'Digital Preservation' committee that will work with the Club Historian, TRAC, BEC, NTPC, or other committees to identify those objects to be converted and preserved, estimate the timing, resources, cost and amount of storage needed and, after review and approval of the plan from the Board, execute on the process of preserving them.
2019 – 2020 NCA Board Member Directory

President:
John Cornell
964 Williams Hill Rd
Richmond, VT 05477-9623
Cell: 802/363-9333
Email: jecornellboard@gmavt.net

First Vice President:
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Cell: 518/496-7377
Email: bearscamp@gmail.com

Second Vice President:
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Email: donnatbo@live.com

Recording Secretary:
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Email: stevebritton.ncaboard55@yahoo.com

Corresponding Secretary:
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Cell: 408/218-3577
Fax: 408/847-2661
Email: pamelar@garlic.com

Treasurer:
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Cell: 608/520-6929
Fax: 608/437-4553
Email: mlprice@mhtc.net

Immediate Past President:
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Cell: 503/705-7181
Email: pssaunders@live.com

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Home: 908/788-4053
Email: davidhelming@aol.com

Director:
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Home: 518/843-9892
Cell: 518/598-3746
Email: andersonncaboard@gmail.com

Director:
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Home: 412-361-1541
Email: JackDeanNCABOD@gmail.com

Director:
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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:
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Auburn, MA 01501-2133
Home: 508/832-4585
Email: Vnnewf97@charter.net

Director:
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3091 Smyrna Church
Chatsworth, GA 30705
Cell: 843/697-1113
Email: pkrboard2011@comcast.net

Director:
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27927 Alabraska Lane
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Home: 303/999-7862
Email: katiesidesinger@gmail.com

Revised: 05/19/2019
Committee Items:

Committee call in: 2020 National Specialty – Susan Wagner & Robin Seaman Grenier – 8:30 pm (Eastern time)

X.1 Sunshine Committee – Terry Lewin – clarification needed, see page XX

X.2 EXECUTIVE SESSION: Email for Board referral to Working Dog Committee
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<tr>
<td>Mary Price</td>
</tr>
<tr>
<td>1004 Hwy 78</td>
</tr>
<tr>
<td>Mt Horeb, WI 53572-0000</td>
</tr>
<tr>
<td><a href="mailto:mlprice@mhtc.net">mlprice@mhtc.net</a></td>
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<tr>
<td>Katherine Griffin</td>
</tr>
<tr>
<td>12791 STATE HIGHWAY 178</td>
</tr>
<tr>
<td>CHIPPEWA FLS, WI 54729-6172</td>
</tr>
<tr>
<td><a href="mailto:seabrook@bloomer.net">seabrook@bloomer.net</a></td>
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<tr>
<td>Janice Anderson</td>
</tr>
<tr>
<td>5801 S FAIRFAX RD</td>
</tr>
<tr>
<td>BAKERSFIELD, CA 93307-8909</td>
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<tr>
<td><a href="mailto:newfun@earthlink.net">newfun@earthlink.net</a></td>
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| PUBLIC EDUCATION COORDINATOR | 8801 W 88TH ST |
## INCOME

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### EXPENSES

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

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### Newfoundland Club of America
### Receipts and Disbursements
### Operations
### December 6, 2019 - January 5, 2020

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<th>Date</th>
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<th>Description</th>
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<td>S NCA 2020 Natl. Specialty reimb. logo items on cr. c.</td>
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<tr>
<td>12/12/2019</td>
<td>8221</td>
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<td>OVERALL TOTAL</td>
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## Newfoundland Club of America, Inc.
### Balance Sheet
#### as of January 5, 2020

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<tr>
<th></th>
<th>BMO</th>
<th>Huntington Bank</th>
<th>Live Oak Bank</th>
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<tr>
<td>NCA, Inc. 501(c)4</td>
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</tr>
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### Operations

Certificates of Deposit
- **CD**: 6 months - due 2/28/20 2.85%
  - Amount: 66,178.84
- **CD**: 6 months - due 5/10/20 1.75%
  - Amount: 71,830.66

National Specialty stipend CD
- **CD**: 30 months - due 7/26/20 2.60%
  - Amount: 12,537.27

Operations Checking
- Amount: 17,266.73

2018 Natl. Specialty Checking
- Amount: 21,133.16

2019 Natl. Specialty Checking
- Amount: -638.98

2020 Natl. Specialty Checking
- Amount: -3,973.95

**Total Operations**: 184,333.73

### Juniors Fund

Checking
- Amount: 682.70

CD: 6 months - due 2/28/20 2.85%
- Amount: 6,204.06

**Uniform Trophy Fund**

Checking
- Amount: 62.21

CD: 6 months - due 2/28/20 2.85%
- Amount: 10,347.02

**NCA, Inc.**: 201,629.72

Page 14 of 34 Not For Distribution

prepared by
Mary L. Price
Treasurer
Hi Sue

Merry Christmas and a Happy Newf Year!

Dan Carr forwarded your email to the PONC Board and I've written the attached letter to the NCA Board explaining why we chose to require a "greater than 2/3 majority" of our board to overrule an objection to an applicant. Will you transmit it to the NCA Board members or should I? I hope they can review and approve this at their next meeting. We would like to resolve the issue at our end and need to submit the changes to our membership in order for the revisions to take effect. Meanwhile, we are still operating under the old rule which allows a single member to block an applicant which we, the Board, feel is patently unfair.

Let me know if you need anything further from me. If the NCA Board requires it, I can join in on their next teleconference to discuss this.

Hope all is well.
Take care,

David Hartmann

To the NCA Board.pdf

95.5kB
To the NCA Board:

Recently, PONC revised its Bylaws and, in doing so, omitted language enabling the PONC Board to overrule an objection made by a member to an application for membership. New language (see below), to be added to the Bylaws, was approved by our Board and submitted to the NCA Board for their approval. The language was approved except it was recommended that the vote needed to overrule an objection be a “2/3 majority” rather than the “greater than 2/3 majority” which is what the PONC Board unanimously approved. This letter seeks to explain our rationale for the “greater than 2/3 majority” requirement.

Briefly, the admission procedure for PONC is that after an applicant’s name is published in our newsletter, any member may, within 30 days, transmit an objection to the Board which stops the admission process. The new language submitted to the NCA Board now requires our Board to evaluate the objection and then vote to either overrule it or sustain it.

After a discussion, our Board felt if only 2 Board members agreed with the objection, the objection should be overruled and the applicant made a provisional member. However, if 3 or more Board members agreed with the objection, the application should NOT be accepted.

The PONC Board formerly had 8 members. With the adoption of the new Bylaws that was increased to 9 members. A 2/3 majority vote of a 9 member board means it would take only 6 members to overrule the objection. Therefore, despite 3 members wishing to sustain the objection, the application would be accepted. However, if the requirement was “greater than 2/3,” it would mean it would take 7 members voting to overrule, which is what our board felt was fair.

While the PONC Board welcomes anyone interested in the Newfoundland dog to its membership, it also recognizes there are some who do not share the values and/or approaches to Newfoundland dog training which are the principles of our club. Therefore, in discussing the Bylaws changes, we felt if only 2 board members objected to an application, we would offer provisional membership but if there were 3 or more members who objected, we should stop the application. This would not mean the applicant could not reapply if the grounds for the objection were eliminated.

I hope the above clarifies the PONC Board’s position. Should you need further information, please feel free to contact me at (412) 780 8355 or by email hartmann44@yahoo.com.

Sincerely,

David Hartmann

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. (a) If there is no objection, the applicant automatically becomes a member with a Provisional status; (b) if there is an objection the applicant: (1) the member(s) objecting to the applicant shall provide to the Board in writing the specific reasons for the objection. (2) Within one week of receipt of the letter by the Secretary, the applicant and the applicant’s sponsor shall be notified of the objection and provided a copy of the objection. (3) The applicant and/or sponsor shall be advised to provide their responses to the Board within two weeks. The Board shall hold a special meeting not less than two weeks nor more than four weeks after the receipt of the objection. (4) The Board shall vote to: (i) Deny the objection in which case the applicant becomes a member with Provisional status or (ii) Sustain the objection in which case the applicant may request a hearing before the Board as outlined in Article VI Sections 2 and 3. The applicant will accompany the request with a $50 fee which shall be forfeited if the objection is sustained. An applicant must receive a favorable vote of greater than 2/3 of the Board members to deny an objection.
Constitution and By-Laws
(Proposed changes, 2019)

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 adults with any number of juniors 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. (a) If there is no objection, the applicant automatically becomes a member with a Provisional status;
   (b) if there is an objection the applicant:
      (1) the member(s) objecting to the applicant shall provide to the Board in writing the specific reasons for the objection.
(2) Within one week of receipt of the letter by the Secretary, the applicant and the applicant’s sponsor shall be notified of the objection and provided a copy of the objection.

(3) They shall be advised to provide their responses to the Board within two weeks. The Board shall hold a special meeting not less than two weeks nor more than four weeks after the receipt of the objection.

(4) The Board shall vote to:
   (i) Deny the objection in which case the applicant becomes a member with Provisional status or
   (ii) Sustain the objection in which case the applicant may request a hearing before the Board as outlined in Article VI Sections 2 and 3. The applicant will accompany the request with a $50 fee which shall be forfeited if the objection is sustained. An applicant must receive a favorable vote of greater than 2/3 of the Board members to deny an objection.

(c) The Board may deny membership for any reason and is not required to give a reason for denial of membership.

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. Written 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. Written 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. Written 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. Written 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 proceeds 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 connection 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 of the Proceeding 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 Indemnityee 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.
Sunshine Committee – Question from Terry Lewin, Chair

I'm wondering if you can please advise me on a minor policy matter for Sunshine. The Newfoundland community has been mourning the loss of Wilma Lemire, who was not a current NCA member at the time of her passing, but was an NCNE member. We ran into the question of whether Sunshine should be sending cards in this situation. I made a decision on the side of compassion and have a card addressed to the Lemire family ready to go out tomorrow. This is certainly not the most pressing issue in the NCA, but I wanted to run it past you just to make sure I was covering all bases. I have no idea whether this is something to be voted on in committee and put before the board, or how I should properly handle this should a similar situation arise in the future. Take the time to enjoy the holiday season- absolutely no rush needed on a reply!

Best,

Terri Lewin
Chair, Sunshine Committee