

GREAT LAKES NEWFOUNDLAND CLUB

CONSTITUTION AND BY-LAWS

Article I - Name and Objects

Section 1. The name of the Club shall be the GREAT LAKES NEWFOUNDLAND CLUB.

Section 2. The objects of the Club shall be:

- (a) to encourage and promote the breeding of pure-bred Newfoundlands and to do all 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 Newfoundland dogs shall be judged.
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trails and field trials.
- (d) to conduct sanctioned and licensed specialty shows, obedience trails and field trials under the rules of the American Kennel Club.
- (e) to cooperate and encourage the objects and sanctions of the Newfoundland Club of America, Inc., and do such other things as may be deemed expedient and for the best interest 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 of any member or individual.

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

Section 5. Geographic boundaries for the GREAT LAKES NEWFOUNDLAND CLUB shall be the state of Michigan.

BY-LAWS

Article I - Membership

Section 1. Eligibility: 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 Newfoundland Club of America.

- (a) Individual membership open to all persons 18 years of age or older.
- (b) Family membership open to two individual members residing at the same address and all children in the household under 18. Children will not be eligible to vote or hold office.
- (c) Honorary Membership for persons who have made an outstanding contribution to the Newfoundland breed of dog.

Section 2. Dues: There shall be, on the first day of each Club fiscal year, dues which automatically come due and owing. The dues shall be paid for individual and family memberships and amounts shall be determined by the Board of Directors.

- (a) An Individual membership may be converted to a family membership if an additional individual member residing at the same address makes application for Club membership according to Section 3 and pays the additional money due.
- (b) Honorary memberships are exempt from any and all dues and levies, but are allowed all privileges of regular members.
- (c) All new members elected into the Club within four months of the end of the fiscal year (May 1) shall have their dues applied to both the current and the following year.

Section 3. Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and by-laws, shall state the name and address of the applicant, and it shall carry the endorsement of one member. Accompanying the application, the prospective members shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the general membership following its receipt. At the next general membership meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant. Upon receipt of applicant's application, the secretary will immediately place the name on the GLNC mailing list and advise said applicant of all GLNC activities.

Applications for membership that have been rejected by the Club may not re-apply within six months after such rejection.

Section 4. 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; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

Article II - Meeting and Voting

Section 1. Club Meetings: Meetings of the Club shall be held within the counties of Macomb, Wayne, Washtenaw, Oakland, Monroe or Livingston Counties on the fourth Friday during the months of January, March, May, July, September and November, unless otherwise ordered by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days prior to the date of the meeting. The quorum for such meeting shall be 10 members in good standing.

Section 2. Special Club Meetings: Special Club meetings may be called by the President, or by a majority vote 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 special meetings shall be held within the counties of Macomb, Wayne, Washtenaw, Oakland, Monroe or Livingston Counties at such place, date, and hours as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 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 such a meeting shall be 10 members in good standing.

Section 3. Board Meetings: Meetings of the Board of Directors shall be held within one of the six counties as previously specified in Article II, Section 1, on the fourth Friday bi-monthly beginning in June of each year, unless otherwise ordered by the Board of Directors, at such hour and place as may be designated by the Board.

Section 4. Special Board Meetings: Special meetings of the Board may be called by the President, or 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 within Macomb, Wayne, Washtenaw, Oakland, Monroe or Livingston Counties, at such place, date, and hour as may be designated by the person authorized to call such meeting.

Written or oral notice of such meetings shall be made by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be the majority of the Board.

Section 5. Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

Article III - Directors and Officers

Section 1. Board of Directors: The Board shall be comprised of the President, Vice-President, Secretary, Corresponding Secretary, Treasurer, and three other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers: The Club's officers, consisting of the President, Vice-President, Secretary, Corresponding 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.
- (b) The Vice-President shall have the duties and exercise the powers of the President 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. He shall 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, maintain a list of Club property and its location, and carry out such other duties as are prescribed in these by-laws.

- (d) The Corresponding Secretary shall have charge of answering all inquiries to the Club and such other correspondence as shall be delegated to him.
- (e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. All requests for funds are subject to Board approval; and payment will be made only upon presentation of an itemized receipt from the place of purchase. Three officers are authorized to sign the checks (Treasurer, President, Recording Secretary); and two signatures are required on all checks.

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 the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board meeting called for the purpose. Any office shall be deemed vacant by majority vote of the members present at a General Membership Meeting, when the officer has not been in attendance at 3 consecutive Board and or membership meetings, unless excused.

Article IV - The Club Year, Annual Meeting, Elections

Section 1. Club Year: The Club's fiscal year shall begin on the 1st 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 throughout the election at the next annual meeting.

Section 2. Annual Meeting: The annual meeting shall be held in the month of May at which the 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 and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Elections: The nominated candidate receiving the majority of votes for each office shall be declared elected. The three nominated candidates for the non-officer positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations: No person may be a candidate in a Club election who has not been nominated. During the month of February, the Board shall elect a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of the selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a Committee meeting which shall be held on or before March 10th.

- (a) The committee shall nominate one candidate for each office, and three candidates for the three other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall before March 20th, notify each member in writing of the candidates so nominated.
- (c) Additional nominations shall be made at the March 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. No person may be a candidate for more than one position.

- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Article V - Committees

- Section 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field trials., trophies, annual prizes, membership and other fields which may well be served by committees. 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 particular 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.
- Section 3.** All committees shall report at each meeting and committee plans shall be approved by the Board prior to implementation.
- Section 4.** Committee Chairmen are responsible to submit a written report to the Board, including an itemized financial statement, within 30 days following the conclusion of an event or project.

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 interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. 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 interests of the Club or the breed. If the Board considers that the charges do not allege conduct which 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 nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
- Section 3. Board Hearing:** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six 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 findings 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 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.

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 twenty percent of the membership in good standing.

Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the general membership with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and by-laws may be amended by a 2/3 vote of the general membership at any regular or special meeting called for the 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 2/3 of the members. In the event of the dissolution of the Club whether voluntary or involuntary or by operation of law, none of the property of the Club 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 and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

Article IX - Order of Business

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Club may adopt.

Section 2. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll call
Minutes of the 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)
Election of new members

Unfinished Business
New Business
Adjournment

Section 3. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading the minutes of last meeting
Report of the Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of the Committees
Unfinished Business
New Business
Adjournment