

# Constitution and ByLaws

## Pacific Northwest Newfoundland Club

Updated 2017, NCA approved 2019

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# PNNC Constitution

## Article I Name

The name of the club shall be the Pacific Northwest Newfoundland Club.

## Article II Club Objectives

The objectives of the club shall be:

- A. To encourage and promote quality in the responsible breeding of purebred Newfoundland dogs and to do all possible to bring their natural qualities to perfection.
- B. To urge members and breeders to accept the **standard for the breed** ([http://images.akc.org/pdf/breeds/standards/Newfoundland.pdf?\\_ga=2.122227203.964838702.1506793730-1490793626.1506793730](http://images.akc.org/pdf/breeds/standards/Newfoundland.pdf?_ga=2.122227203.964838702.1506793730-1490793626.1506793730)) 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 and to encourage sportsmanlike behavior at all Newfoundland-related events.
- D. To plan activities designed to promote the well being of the Newfoundland breed and to encourage fellowship of the breed's admirers.
- E. To conduct specialty shows, obedience trials, fun matches, tracking tests, water tests, and draft tests and other Newfoundland-related activities in accordance with the rules and regulations of the American Kennel Club and/or the Newfoundland Club of America.
- F. To encourage all members to be familiar with the **Newfoundland Club of America Ethics Guide** (<http://www.ncanewfs.org/nca/pages/coe.html>) and the Pacific Northwest Newfoundland Club **Ethics Guide** which is set forth and made a part of this Constitution under **Article V**.

## Article III **Not-for-Profit** Organization

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

## Article IV Adoption of ByLaws

The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

## Article V Ethics Guide

Love and respect for the Newfoundland is inherent in membership in the Pacific Northwest Newfoundland Club. Therefore, all members of the Pacific Northwest Newfoundland Club agree to foster the goals set forth in this Code of Ethics.

- I. Responsibilities of Members
  - A. To provide for all dogs in their keeping.
    1. Physical requirements of:
      - a. Appropriate food, water, and shelter.
      - b. Protection from bodily harm.
      - c. Proper health care; including sanitation, immunization, and veterinary attention as needed.
    2. **To provide** emotional requirements of:
      1. Love, affection, and attention.
      2. Appropriate training as needed.
  - B. To abide by the American Kennel Club and/or Newfoundland Club of America rules applicable to activities in which they engage.
  - C. To refuse to sell **or transfer** Newfoundland dogs to any pet shop, or any wholesale dealer in dogs, or knowingly sell to or aid or abet the sale of any Newfoundland dogs to a person or agent who will sell the animal through a pet shop.
  - D. **To refuse to sell or transfer Newfoundland dogs to an animal broker, laboratory, or to their agents.**
- II. Responsibilities of Breeders
  - A. To be familiar with the Standard and to be aware that the purpose of breeding is to maintain or improve the quality of the Newfoundland in accordance with the Standard.
  - B. To be familiar with the American Kennel Club rules applicable to litter registration and individual registration.
  - C. To use for breeding only bitches in good health.
  - D. To represent accurately the health history and breeding records of the bitch when negotiating for stud service.
  - E. To negotiate all terms of a breeding agreement prior to a breeding. A written contract is recommended.
  - F. To produce puppies only when he/she has the time, facilities, and resources to provide attention and emotional development.

### III. Responsibilities of the Stud Dog Owner

- A. To be familiar with the Standard and to be aware that the purpose of breeding is to maintain or improve the quality of the Newfoundland in accordance with the Standard.
- B. To be familiar with the American Kennel Club rules applicable to litter registration.
- C. To accept for servicing only bitches who appear to be in good health.
- D. To represent accurately the health history and breeding records of the dog.
- E. To negotiate all terms of a breeding agreement prior to a breeding. A written contract is recommended.
- F. To complete the chain of registration by signing and returning the stud service certification promptly on satisfaction of the terms of the contract.

### IV. Responsibilities of Sellers

- A. To ascertain that the prospective buyer is aware of the needs of a Newfoundland and has the knowledge and facilities to care properly for a growing and/or grown dog.
- B. To transfer registration papers to the buyer at the time of sale or to withhold papers only in accordance with American Kennel Club rules applying to individual registration, or by written agreement with the buyer.
- C. To promptly advise a buyer, or prospective buyers, of any probable delay or difficulty in registration.
- D. To provide the buyer with a written Bill of Sale, to include a description of the dog, the whelping date, the name of sire and dam, and the litter or individual registration number, if available.
- E. To advise the buyer of any known health defects.
- F. To advise the buyer in writing of any or all health guarantees and compensations offered by the seller.

### V. Advertising

It should be kept in mind that advertising may be read by persons having little or no knowledge of dogs. Each member is responsible to see that all advertising in his/her name does not promote his/her Newfoundland dogs through misleading or exaggerated statements or distortion of fact, or through stated or implied deprecation of the Newfoundlands of others.

### VI. Contracts

Written contracts are strongly recommended for all transactions such as sales, co-ownerships, breeding rights agreements, compensation for future puppies, leasing a bitch, and stud service.

## VII. Discipline

The following are *prima facie* ground for disciplinary action:

- A. Neglect or abuse of any Newfoundland in the care of a member documented by the affidavits of three witnesses or by investigation of an authorized humane organization and/or other law enforcement officials.
- B. Suspension of privileges by the American Kennel Club and/or the Newfoundland Club of America for violation of its rules.
- C. Activities found to be in violation of the Code of Ethics.
- D. Knowingly sell or aid and abet the sale or transfer of Newfoundland dogs to or through a pet shop, animal broker, animal laboratory, or its agents.
- E. Refusal to comply with the terms of a written contract involving a Newfoundland without showing just cause.
- F. Refusal to complete the chain of American Kennel Club registration papers to a buyer without showing just cause.
- G. Refusal to transfer registration papers to a buyer without showing just cause.
- H. Refusal to honor guarantees and agreements to a buyer without showing just cause.

## VIII. Enforcement

Enforcement of the disciplinary action section of the Code of Ethics will be handled in accordance with the disciplinary procedures set forth in the bylaws. In the case of any business transaction involving Newfoundlands, the Pacific Northwest Newfoundland Club will refuse to entertain any grievance brought against a member unless a written contract or other document signed by both parties is submitted with the grievance.

# PNNC Bylaws

## Article I Membership

1. Membership is open to any person, regardless of place of residence, who supports the purposes of the Club and who is not currently suspended or terminated from the American Kennel Club, the Newfoundland Club of America, or any other club recognized by the Newfoundland Club of America. A prospective member does not have to be a member of the Newfoundland Club of America or the American Kennel Club to join.
2. Four types of membership are available:
  - A. **General membership** is open to any person (18 years or older). **General** membership lets the member vote on issues, to serve on the Board of Directors, to serve on committees and to hold committee chairmanships, to attend meetings, to receive the Club newsletter, and to participate in Club events.
  - B. **Associate membership** is open to any adult or family (two or more adults living in the same household) at least 18 years of age. Associate members shall receive the Club newsletter and may attend meetings and serve on committees, but may not vote, may not serve on the Board of Directors, and may not chair committees.
  - C. **Family membership** is a form of **General** membership open to two or more adults living in the same household. Family membership permits two (2) votes per household. Designated voters must be determined for the household each year and only those persons can vote during the official Club year.
  - D. **Junior membership** is open to anyone under 18 years of age. Junior members shall receive the Club newsletter, may attend meetings, serve on committees, and participate in Club events. Such members shall have no voting rights and cannot hold any office in this Club.

In summary, all members can attend meetings, serve on committees, participate in club events, and receive the club newsletter and club roster. Table 1 lists the differences between types of membership.

**Table 1. Differences Between Membership Types**

Membership Type	Age	Voting Rights	Leadership Rights
General or General Family	At least 18 years	Yes	Serve on Board Serve as committee chairperson
Associate or Associate Family	At least 18 years	No	Cannot hold any office
Junior	Under 18 years	No	Cannot hold any office

### 3. Applying for Membership:

- A. Each prospective member shall apply on a form approved by the Board of Directors. The application must include the Club name, Club logo, a brief description of the Club goals, a [link and web page address to](#) the Club's Constitution and ByLaws, a brief description of each type of membership, and the cost of yearly dues.

It must list the name, address, and signature of the applicant, and it must include the statement that the applicant agrees to abide by the Pacific Northwest Newfoundland Club Constitution and Bylaws and the [rules of the American Kennel Club \(http://www.akc.org/rules/\)](http://www.akc.org/rules/). The application must carry the endorsement by signature of two (2) [General](#) members. Payment of dues as shown below must accompany the application:

- If the application is dated on or before June 1, then include one (1) full year's dues.
- If the application is dated after June 1, then include one half (1/2) of full year's dues.

Any of the requirements for membership may be waived by a unanimous vote of the Board members present.

- B. The application shall be forwarded to the Secretary of the Club. The Secretary shall submit the name of each prospective applicant to [voting members](#) at least fifteen (15) days prior to the membership meeting at which their application for membership is to be considered. At [the next](#) membership meeting following receipt of application and the [15 days notice](#), the Secretary shall read the name(s) of the proposed member(s). Affirmative vote of two-thirds of the voting members present is necessary for acceptance. The Secretary will notify the applicants of their acceptance or rejection within ten (10) days of the meeting.
- C. Applicants who are rejected by the Club may not reapply for membership until one (1) year after the date of rejection.

### 4. Dues

- A. Dues for [all membership types](#) shall be established yearly by the Board of Directors and will be due [January 15<sup>th</sup>](#) of each year, for that year.
- B. During the first week in December, the Secretary shall send each member a billing for dues for the following year.
- C. To retain the privileges of the Club, a member must pay dues in full on or before February 15<sup>th</sup>. A member may not vote or hold office unless the member's dues are paid in full.
- D. [Dues for applicants is specified under the Membership section.](#)

5. Termination of Membership. Membership may be terminated in three (3) ways:

- By resignation. A member in good standing may resign by sending written notice **in printed or electronic form** to the Secretary. All outstanding debts and obligations to the Club are due and payable, and all Club property must be returned upon resignation.
- By lapsing. Membership is automatically terminated when a member's dues are unpaid by February 15. Payment of dues after February 15 will not reinstate membership. A lapsed member may reapply for membership.

**If a lapsed member was a member in good standing from the prior year, then this member may request reinstatement of membership after the due date without submitting application.**

- By expulsion. Membership is automatically terminated upon expulsion, as provided in [Article VIII](#) of these bylaws.

Regardless of the reason for termination, dues will not be refunded.

6. Communication

- A. **Communication among members to other members including to board members is encouraged and carries no restrictions.**
- B. **Official communication about club business or events to all members with material carrying the PNNC club logo (such as meeting minutes, forms, surveys, or announcements) or on behalf of PNNC (such as the newsletter, website, or social media), shall be reviewed prior to sending by at least two other members, one of which must be on the Board.**
- C. **Only exception is any member of the Board can arrange or initiate communication to all members.**
- D. **All members is defined as the full list of active members on the official club roster.**
- E. **Sharing of the club roster to nonmembers is prohibited, unless approved by the Board.**

## Article II Meetings

1. All club meetings must be held in the state of Oregon or in the Washington counties of Cowlitz, Clark, or Pacific at times and places designated by the Board of Directors and in compliance with the meeting locations approved by the NCA and/or designated by PNNC.

- A. **Face-to-face meetings can be supplemented by remote attendance using teleconference or web-based electronic methods.**
- B. **Any remote meeting planning carries the same required notification as face-to-face meetings.**
- C. **Members carry the same rights for remote meetings as face-to-face meetings, except that new topics raised remotely must be provided in printed or electronic form to the Board prior to the meeting.**
- D. **Remote meeting methods must be selected that can accommodate all members jointly participating, and shall not carry an attendance limit less than the membership count.**

## 2. Membership Meetings

- A. There shall be regularly scheduled meetings of the membership at least quarterly, or at more frequent intervals as deemed necessary by the Board.
- B. There must be a meeting between January 15 and February 15.
- C. The quorum for membership meetings is fifteen percent (15%) of the voting members.

## 3. Special Membership Meetings

- A. A special membership meeting may be called in three (3) ways:
  - By the President.
  - By a majority of the Board of Directors.
  - By a written petition signed by five (5) voting members and submitted to the Secretary.
- B. A special membership meeting shall be held at a place, date, and time set by the President within thirty (30) days of its proposal.
- C. Written notice in printed or electronic form of a special membership meeting must be sent by the Secretary to each voting member at least fifteen (15) days before the meeting. The notice must state the purpose of the meeting and no other Club business will be conducted at the meeting.
- D. The quorum for special membership meetings is fifteen percent (15%) of the voting members.

## 4. Board Meetings

- A. Meetings of the Board of Directors shall be held at a place, date, and time set by the Board.
- B. Regularly scheduled meetings of the Board of Directors shall be held every quarter, or at more frequent intervals as deemed necessary by the Board of Directors. The Secretary shall notify all members, in writing (in printed or electronic form), of the date, time, and place of each meeting of the Board of Directors.
- C. The January meeting of the newly elected Board of Directors shall be held on the same day as the January membership meeting and immediately following this meeting.
- D. Meetings of the Board of Directors are open to all members.
- E. A quorum for meetings of the Board of Directors is a majority of the Board of Directors.

## 5. Special Board meetings

- A. Special board meetings shall be called by the President, or by a majority vote of the Board of Directors. They shall be at a time, date, and place set by the President or the Board. The Secretary will notify all Club members in writing (in printed or electronic form) at least five (5) days prior to the meeting date. The notice must state the purpose of the meeting, and no other Club business will be transacted at that meeting.
- B. Special board meetings shall be called to deal with emergencies or matters requiring immediate attention. They shall be open to all members.
- C. The quorum for special board meetings is a majority of the Board of Directors.

## Article III Board of Directors

1. The Board of Directors shall consist of the President, Vice President, Recording Secretary, Correspondence Secretary, and Treasurer. It is best if the total Board member count is an odd number of people to avoid votes ending in a tie.
2. Duties of the members of the Board of Directors:
  - A. The President shall preside at all meetings of the membership and of the Board of Directors. At each membership meeting, the President shall report the matters covered at the previous Board of Directors meeting.
  - B. The Vice President shall have the duties and exercise the powers of the President in case of the President's absence or incapacity.
  - C. The Recording Secretary shall record the minutes of membership and board meetings.
  - D. The Correspondence Secretary shall conduct Club correspondence, notify members of meeting dates, notify applicants of their acceptance or rejection as members, shall send all current members a yearly billing for dues, notify Directorship applicants of their election status, keep the membership roster updated, and supply Club members with a current membership roster.
  - E. The Treasurer shall establish and maintain an account in the name of the Club. The account shall be kept in a bank designated by the Board of Directors. The Treasurer shall receive and collect all money due or belonging to the Club, and pay out all money owed by the Club. Any member may inspect the Treasurer's books at all membership meetings and/or at special meetings called for that purpose. The Treasurer shall report the condition of the Club's finances at each membership meeting. At the January membership meeting, the Treasurer shall submit a written account of all money received and/or spent the previous year.
3. Term of Office.
  - A. Each board member shall be elected to a one (1) year term at the Club's January meeting as provided in [Article VI](#). The term of the office extends from the conclusion of the January meeting to the conclusion of the following year's January meeting or until such later time as the successor is seated.
  - B. Board members may serve unlimited terms in any office.
  - C. Each retiring board member shall deliver to that board member's successor all property and records relating to that office within ten (10) days of that board member's departure from that office.
4. Vacancies: A vacancy on the Board of Directors shall be filled within forty-five (45) days by a consenting person chosen by a majority vote of the Board of Directors. A special board meeting must be called to select a replacement.
5. Termination of Board Membership. A board position is deemed vacant when that board member misses three (3) consecutive meetings, whether regular or special board meetings and/or when their membership in the Club is terminated. The vacancy that results will be filled as provided in Section 4, Vacancies (preceding paragraph).

## Article IV Order of Business

1. At membership meetings, business shall be conducted in the following order:
  1. President's call to order.
  2. Minutes of the last meeting.
  3. Report of the President.
  4. Report of the Vice President.
  5. Report of the Secretary.
  6. Report of the Treasurer.
  7. Report of the Historian (if any).
  8. Report of committee chairpersons.
  9. Election of Board of Directors (generally at the January membership meeting.)
  10. Election of new members.
  11. Unfinished business.
  12. New business.
  13. Adjournment.
2. At board meetings, business shall be conducted in the following order:
  1. President's call to order.
  2. Minutes of the last meeting of the Board of Directors.
  3. Report of the President.
  4. Report of the Vice President.
  5. Report of the Secretary.
  6. Report of the Treasurer.
  7. Report of the Historian (if any).
  8. Report of committee chairpersons.
  9. Unfinished business.
  10. New business.
  11. Adjournment.
3. Procedural matters not addressed in the constitution or Bylaws shall be carried out in accordance with the current edition of Robert's Rules of Order.

## Article V Club Year

1. The Pacific Northwest Newfoundland Club fiscal year shall be from January 1 to December 31.
2. The Pacific Northwest Newfoundland Club official year shall be from the conclusion of the January membership meeting to the conclusion of the following year's January membership meeting.

## Article VI Elections

Table 2 gives a summary of the election tasks described below.

1. Election of members of the Board of Directors shall occur at the January meeting. Directors shall be elected by ballot for the ensuing year from among those nominated according to Section 2 of this Article. Ballots shall be counted by the nominating committee (see Section 2A of this Article.)
2. Nominations
  - A. Nominating Committee
    1. In September, the Board of Directors shall select a Nominating Committee consisting of five (5) consenting **General** members. One (but only one) of the five must be a member of the Board of Directors. The Board of Directors shall name a chairperson of this committee. The Secretary shall notify each committee member of his or her selection as part of this committee.
    2. The Nominating Committee shall choose a candidate for each Board of Directors position. A person may be a candidate for only one (1) position. The chairperson will obtain written consent from each candidate of that person's willingness to serve in that office.
    3. The chairperson shall send a written slate of the nominations, along with the nominees' written consent, to the Secretary on or before November 1.
  - B. On or before November 10, the Secretary shall notify all Club members on writing of the candidates that have been put forth by the nominating committee.
  - C. Any **General** member may nominate additional candidates. A person may be a candidate for only one (1) position. Additional nominations shall be sent in writing (**in printed or electronic form**) to the Secretary between November 11 and December 1 and each must be accompanied by written consent (**in printed or electronic form**) of the nominee.
  - D. The Secretary shall send the written slate (**in printed or electronic form**) of all candidates to the entire membership. One (1) ballot shall be **allowed** for each voting member.
  - E. If all candidates for club offices are running unopposed, then it is not necessary to mail ballots.
  - F. Ballots must list each candidate's name and position for which the candidate is running. The voting member must sign the ballot and **send** it to the chairperson of the nominating committee. Completed ballots must be received by the chairperson no later than January 10. The chairperson will call a meeting of the nominating committee after January 10, but before the date of the January membership meeting. The nominating committee shall ensure that not more than one (1) ballot is submitted by each voting member, that member's dues are paid in full, and that he or she is otherwise eligible to vote.
  - G. The nominating committee shall tabulate the ballots, and declare elected the candidate receiving the greatest number of votes for each position. At the January membership meeting, the chairperson shall announce the results and deliver the ballots to the Secretary. The Secretary shall retain the ballots as Club property for six (6) months. Any member may inspect the ballots at the January membership meeting, or within six (6) months thereafter, provided this is done in the presence of two (2) nominating committee members.

**Table 2. Summary of Election Tasks**

Date	Election Task
Sept	Board names 5 General members to nominating committee. One and only 1 member must be on committee. Board selects chairperson. Secretary notifies members of their selection.
On or before Nov 1	Nominating committee selects candidates Candidates give written consent to serve to chairperson Chairperson notifies Secretary of slate of candidates
On or before Nov 10	Secretary notifies membership of candidates selected by committee
Nov 11 to Dec 1	Other candidates can give written consent to serve to Secretary
Dec 2 to Dec 15	Secretary sends ballots to membership
By Jan 10	Voting members send ballots to chairperson of nominating committee
Jan 11 to Jan membership meeting	Chairperson holds meeting to count the ballots
Jan membership meeting	Chairperson announces the winning candidates

## Article VII Committees

1. Standing Committees.

- A. Each year the Board of Directors will appoint standing committees to advance the general work of the Club. Committees serve at the pleasure of the Board, are subject to the final authority of the Board, and may be terminated by the Board of Directors at any time.
- B. At the first Board of Directors meeting held after the January membership meeting, the Board of Directors will appoint a chairperson for each standing committee. The chairperson shall serve a one (1) year term, but may serve as chairperson for an unlimited number of terms. The chairperson shall be responsible for determining the size and membership of the committee, and shall select the members from among those willing to serve. The chairperson shall set the time, date, and place of all committee meetings, and is in charge of all meetings. The chairperson shall submit a budget to the Board of Directors for its approval. The committee chairperson shall promptly communicate to the President a brief summary of the business transacted at each meeting. The committee chairperson shall report the committee’s plans and progress at each membership meeting and shall submit a written report of all committee activities at the January membership meeting.

## 2. Special Committees.

- A. Special committees may be appointed by the Board of Directors to advance the work of specific short-term events or projects. Special committees serve at the pleasure of the Board of Directors, and such committees are subject to the final authority of the Board of Directors.
- B. The Board of Directors shall appoint a chairperson for each special committee. The special committee chairperson shall serve as chairperson until the committee's project is completed. The chairperson shall be responsible for determining the size and membership of the committee, and shall select the members from among those willing to serve. The chairperson shall set the time, date, and place of all committee meetings and shall be in charge of all meetings. The chairperson shall submit a budget to the Board of Directors for its approval. The committee chairperson shall promptly communicate to the President a brief summary of the business transacted at each meeting. The committee chairperson shall report the committee's plans and progress at each membership meeting. In addition, the chairperson shall submit a written report of all committee activities at the January membership meeting.
- C. At the conclusion of the event or project, the committee shall disband.

## 3. Club-Sponsored Events

- A. Club-sponsored events are defined as an invitation from PNNC to participate in events that typically require registration or payment. These events also include club meetings, the Regional Specialty, Fun Days, and so on.
- B. Activities that do not meet the definition of item 3A fall outside of official club-sponsored event.
- C. NCA events or other events proposed by club committees can institute additional forms, consent, registration, or payment policies outside of these guidelines.
- D. Club-sponsored events must be approved by a majority of the Board prior to sending invitations or registering the club for an event.
- E. Club-sponsored events require the following steps:
  - Review the event is in the interest of furthering club goals and/or open participation among all members.
  - Understanding of proper etiquette, rules, and safety review for the event.
  - Member consent form (if appropriate) with written signature with understanding they have read the event rules and are individually accountable for their own safety and their dog's safety at the event.

## Article VIII Discipline

1. A member who is suspended or expelled from the privileges of the American Kennel Club and/or the Newfoundland Club of America is automatically suspended and/or expelled from the Club for a like period.
2. Charges.
  - A. The complaint:
    1. A member may file charges against another member:
      - For misconduct that is contrary to the best interests of the Club or the Newfoundland breed, or is in violation of the Club's [Code of Ethics](#).
      - For failure to abide by the Constitution and Bylaws of the Club.
    2. If the President is the defendant or complainant, the Vice President shall assume the President's duties throughout the disciplinary procedure.
    3. The time at which meetings are scheduled and the time limits provided in this Article may be extended only upon a showing of good cause. Good cause shall be determined by majority approval of the Board of Directors.
    4. The complainant shall send detailed written charges to the President with a deposit of \$50.00. The money shall be deposited into the Club treasury. If the charges are sustained, then the deposit shall be refunded to the complainant. If the charges are dismissed, then the deposit shall remain the property of the Club.
    5. The President shall send a copy of the charges to the accused and to each member of the Board of Directors within seven (7) days of receipt.
  - B. The investigative committee:
    1. Within the next seven (7) days, an investigative committee shall be formed. It shall consist of one appointee chosen by the President, one appointee chosen by the accused, and one appointee chosen by the complainant.

Each of the three must be a member in good standing. The complainant and the defendant cannot represent themselves on this committee. The President may appoint himself to this committee.
    2. The investigative committee has ten (10) days to solicit information pertinent to the issue at hand. It may do this in joint session, or by individual investigation. Both the complainant and defendant may present written [\(in printed or electronic form\)](#) and/or oral testimony.
    3. Upon conclusion of the investigation, the committee will confer as to whether the charges have substance. A unanimous decision that the charges are unfounded will result in the charges being dismissed, and the deposit shall become the property of the Club. The committee shall notify the President of this unanimous decision. The President shall then notify the complainant, the defendant, and the members of the Board of Directors.

## C. The special board meeting:

1. Should the committee not unanimously agree the charges are unfounded, it shall so notify the President who shall schedule a special meeting of the Board of Directors.
  - Due to the sensitive nature of grievances, this special board meeting shall be open only to members of the Board of Directors, the complainant, and defendant, and members of the investigative committee. The Secretary shall notify only those parties who are participating. The notice must state the time, date, and place of the meeting. Plus, the nature of the meeting, and only this matter will be considered.
  - This meeting must take place no more than forty-five (45) days from the filing of the original complaint.
2. At the special meeting of the Board of Directors, the investigative committee shall present its findings. The complainant must be present at this meeting. The complainant's absence without good cause results in the dismissal of charges, and the deposit becomes the property of the Club. The complainant and the defendant may present written **(in printed or electronic form)** and/or oral evidence concerning the matter at hand.
3. The President shall poll the members of the Board of Directors by secret ballot as to whether the charges are unfounded. The President shall count the ballots in the presence of the complainant and the defendant. A majority vote affirms the dismissal of charges. If the charges are dismissed, then the deposit remains the property of the Club.

## D. The special membership meeting:

1. If the charges are sustained, then the grievance shall go to the membership for final consideration. The President shall call a special membership meeting.

The Secretary shall notify all members in writing **(in printed or electronic form)** of the time, date, and place.
2. Any member may attend this meeting except the complainant and the defendant. Because their presence is disallowed, they are not counted in the membership total used to determine a quorum. If a quorum is not present, then the meeting shall be rescheduled no less than fifteen (15) and no more than thirty (30) days from this meeting. The Secretary shall notify all members in writing **(in printed or electronic form)** as to the new time, date, and place.
3. At the meeting, the President shall read the charges and explain in detail the results of the committee's investigations. Although the complainant and the defendant are barred from the meeting, each may submit a written statement **(in printed or electronic form)** in his or her behalf. The President shall read the statements aloud.
4. The **General** members present shall then determine by secret ballot whether to sustain the charges. The President shall count the ballots in the presence of the membership and announce the results. Affirmative vote by two-thirds of the **General** members present sustains the charges. If the charges are dismissed, then the deposit remains the property of the Club.

5. If the charges are sustained, then the President shall conduct a second vote by secret ballot to determine whether the complainant is to be suspended or expelled. Suspension is for six (6) months; expulsion is permanent. The President shall count the ballots in the presence of the membership and shall announce the results. Majority vote will determine the decision.
6. The Secretary shall send written notification (in printed or electronic form) of the disposition of the charges to the complainant and the defendant within three (3) days, and the results shall be announced by the President at the next membership meeting.
7. If the charge is sustained, then the Treasurer shall refund the deposit to the complainant within ten (10) days of the special membership meeting.

### Article IX Amendments

1. Amendments to the Constitution and Bylaws may be proposed by a majority of the Board of Directors, or by written petition signed (in printed or electronic form) by twenty percent (20%) of the voting membership. The petition proposing an amendment shall be sent to the Secretary.
  - A. The President will schedule a membership or special membership meeting to consider the amendment. The meeting must be scheduled at least fifteen (15) but no more than forty-five (45) days from the amendment's proposal. The Secretary will provide all Club members with a copy of the proposed amendment, and notify them in writing (in printed or electronic form) of the date, time, and place of the meeting. The Secretary must do this at least fifteen (15) days prior to the date of the meeting.
  - B. The Constitution and/or Bylaws are considered amended if two-thirds of the General members vote to affirm the proposed amendment.
  - C. Voting for proposed amendments to the Constitution and/or Bylaws. Each member shall be entitled to cast their vote in printed or electronic form, or in the manner approved by the Board of Directors. In any event, it is the individual member's responsibility to ensure that their ballot is received by the Secretary on or before the commencement of the membership meeting.

### Article X Dissolution

1. The Club may be dissolved at a regular or special membership meeting. An affirmative vote by seventy-five percent (75%) of the General membership is necessary to dissolve the Club. For proposed dissolution of the club, each member shall be entitled to cast his or her vote in printed or electronic form, or in the manner approved by the Board of Directors. In any event, it is the individual member's responsibility to ensure that their ballot is received on or before the commencement of the meeting.
2. Upon dissolution, no Club property or assets shall be distributed to any member.
3. Any debts of the Club shall be promptly paid by the Treasurer. All remaining property and assets shall be donated to a charitable organization established for the benefit of Newfoundland dogs. This organization shall be selected by the persons who constituted the final Board of Directors of the Club.