



Genesee Region Newfoundland Club

Constitution and By-Laws

Amended October 18, 2020

Accepted January 28, 2021

**GENESEE REGION NEWFOUNDLAND CLUB
CONSTITUTION**

**ARTICLE I
Name and Objectives**

Section 1a: **Name of Club.**

The name of the Club shall be the Genesee Region Newfoundland Club and shall hereinafter in this document be referred to as the Club.

Section 1b: **Club Boundaries.**

The region of the Club shall comprise the following counties of New York State: Broome, Cayuga, Chemung, Chenango, Cortland, Jefferson, Lewis, Livingston, Madison, Monroe, Oneida, Onondaga, Ontario, Oswego, Schuyler, Steuben, Tioga, Tompkins, Wayne, and Yates. While membership is to be unrestricted as to residence, the Club's primary purpose is to serve and be representative of the fanciers in the designated region

Section 2: **Objectives.**

- a. To encourage and promote the quality 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 of the breed as approved by the American Kennel Club (hereinafter referred to as AKC) 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 sportsman-like competition at dog shows and trials under the rules of the AKC and Newfoundland Club of America (hereinafter referred to as NCA).
- d. To conduct Matches, Specialty Shows, Obedience Trials, and other performance events under AKC rules and Water and Draft Tests under the rules of the NCA.

Section 3: **Non-Profit.**

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

Section 4: **By-Laws:**

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.**

There shall be four types of membership open to all persons who are in good standing with the AKC and the NCA if applicable to the NCA, and who subscribe to the purposes of the Club, and in the case of Honorary Members, have made an outstanding contribution to the breed.

- a. **General Members** shall pay dues and be entitled to vote and hold elective office as long as their dues are paid for the current year. General Members shall also include Life Members. Life Membership may be awarded to a General Member or former General Member by majority vote of the General Membership. General Members who have been an active member of the club for 12 or more years may be nominated to Life Membership by any General Member in good standing. They shall be entitled to all the privileges of General Membership but shall be exempt from payment of dues.
- b. **Honorary Members** shall be nominated to that status by a majority vote of the General Membership. Honorary Members shall not be entitled to vote or hold elective office and shall be exempt from payment of dues.
- c. **Junior Members** shall be persons who are under eighteen years of age and desire to participate in the activities of the club. Junior Members shall not be entitled to vote nor hold elective office and shall be exempt from payment of dues. A Junior Membership can be converted to a General Membership once the member reaches the age of 18.
- d. **Associate Members** shall pay annual dues and receive newsletters and notifications of all meetings and events. They may participate in such meetings and events but may not vote or hold elective office. They may be voted into General Membership once appropriate membership criteria are met.

Section 2: **Dues**

Membership dues shall be for general, family, or associate membership. Membership dues shall be payable on or before the first of April each year. No General Member may vote whose dues are not paid for the current year. Notice of dues renewal shall be sent out by the Corresponding Secretary and/or the Treasurer.

- a. New Member dues shall be pro-rated from the date they are voted into membership.
- b. Family Member – A general membership can be a “Family” membership including additional adult members of the applicant’s immediate family if so desired by the applicant and approved by the acceptance vote. In this

instance all rights of a general membership will apply to all adult members of said family.

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 and the rules of the AKC. The application shall state the name, address, and it shall carry the endorsement of one General Member. Accompanying the application, the prospective members shall submit dues payment for the current year to the Treasurer.

The applicant's name and sponsor's name shall be published in the Club's newsletter following the receipt of the completed application. Any comments received by the Treasurer within 30 days of publication shall be included in the material distributed to Board members prior to final consideration by the Board.

An applicant may be elected at any Board meeting or by written vote of the Board. Affirmative votes of 2/3 of the entire Board shall be required to elect an applicant. The Board may deny membership for any reason and it is not required to give any reasons for denial of membership. An application which has been disapproved may be presented for reconsideration by the applicant's endorser at a subsequent meeting of the Club, and the members may elect such applicant by secret ballot with a favorable vote of 75% of the members present.

Section 4: **Termination of Membership**

- a. **Resignation.** Any member in good standing may resign from the Club upon notification to the Recording Secretary.
- b. **Lapsing.** A membership will be considered as lapsed and terminated automatically if such member's dues remain unpaid by April 15th. However, the Board may grant an additional ninety-day-grace period 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. **Expulsion.** A membership may be terminated by expulsion as provided in Article VI, Discipline, of these By-Laws.

ARTICLE II

Meetings and Voting

Section 1: **Annual Meeting**

The Annual Meeting of the Club shall be held in April at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be made in the Club's newsletter sent out to each member at least thirty days prior to the date of the meeting. The quorum for the Annual Meeting shall be 20% of the General Members in good standing.

Section 2: **General Meetings**

General Meetings shall be held as scheduled by the Board at least four times each year. Additional meetings may be scheduled by the Board. If no meeting has been called for six months, a Special Club Meeting may be scheduled by any three Members in good standing. Notice of each meeting shall be sent out to all Club members at least fourteen days prior to the date of the meeting. A quorum for Club meetings shall consist of 20% of the General Membership.

Section 3: **Board Meetings**

Board Meetings shall be held as scheduled by the President at least four times per year, and additional meetings may be scheduled by the President or any other two Board members. Notice of each meeting shall be given to all Board members at least ten days prior to the date of the meeting. In the case of a meeting scheduled by two Board members, said notice shall state the agenda of the meeting. A quorum for a Board meeting shall be a simple majority of the board.

Section 4: **Voting**

Each Life Member and General 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/she is in attendance and a quorum is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III

Directors, Officers and Vacancies

Section 1: **Board of Directors**

The Board shall be composed of the following elective offices: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and two Members at Large, and the non-voting office of Past President who functions as advisor to the board. General management of the club affairs shall be entrusted to the Board of Directors.

Section 2: **Officers**

The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and two Members at Large shall serve in their respective capacities with regard to the Club and its meetings and the Board and its meetings. Specific duties and responsibilities for each of the Club officer positions may be delegated to specific committee chairpersons or members following approval of the Board.

- a. The **President** shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally applicable 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 the case of the President's death, absence, or incapacity, and shall fulfill other duties as assigned by the President.
- c. The **Recording Secretary** shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club. He/she shall also bring the attendance book to each Club meeting and obtain signatures of all present.
- d. The **Corresponding Secretary** shall have charge of all correspondence, write the Club's Newf Tide column, and edit the Club's newsletter. He/she shall notify members of meetings via the newsletter, publish the membership list, with addresses and phone numbers, in the newsletter in the spring, with the new members being listed in a section of subsequent newsletters throughout the year. The Corresponding Secretary or designated committee chairperson shall send a copy of the Constitution and By-Laws to all new members. Notice of dues payment deadline shall be published in the Newsletters of January and March.

- e. The **Treasurer** shall collect and receive all monies due and belonging to the Club. The Treasurer shall disburse Club monies according to guidelines set forth by the Board. The Treasurer shall deposit the same in a bank approved by the Board in the name of the Club. The Treasurer shall receive new membership applications, forwarding pertinent information to the Corresponding Secretary for publication in the Club newsletter. 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 itemized expenditures upon request. At the Annual Meeting, he/she shall render an account of all monies received and expended during the previous year
- f. The **Members at Large** shall be responsible for extra Club activities as assigned by the President.

Section 3: **Vacancies**

Any Vacancies occurring on the Board or among the officers during the term of office shall be filled for the unexpired term of office by a majority vote of all the then members of the Board.

Section 4: **Delegation of Authority**

Specific duties and responsibilities for each of the Club officer positions may be delegated to specific committee chairpersons or members following approval of the Board.

ARTICLE IV

The Club Year, Nominations and Elections

Proviso: From October 1, 2021 to March 31, 2022 the club will conduct business for a one-time shortened six-month period (club year). The officers and directors elected during the preceding club year will continue serving in the same capacity until the next election is held during the month of April in 2022. During this shortened club year period, members will be assessed dues at a rate that is 50% of the club's normal dues rate.

Section 1: **The Club Year**

The Club's fiscal year shall begin on the first day of April and end on the last day of March. The Club's official calendar year shall begin at the conclusion of the Election at the Annual Meeting and shall continue through the Election at the next Annual Meeting. The elected officers and directors shall take office immediately upon conclusion of the Election, and each retiring officer shall turn his/her

successor in office all properties and records relating to that office within thirty days after the Election.

Section 2: **Annual Election**

If more than one candidate for any office has been nominated, the Election of officers and directors shall be conducted by secret ballot at the Annual Meeting. Ballots, to be valid, must be received by the Corresponding Secretary before the opening of the Annual Meeting. Ballots shall be counted at the meeting by two inspectors of election, to be appointed by the President at the beginning of the meeting. If any nominee at the time of the meeting is unable to serve for any reason, such nominee shall not be elected, and the vacancy created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3. The Annual Meeting shall be held in April. If needed, ballots must be sent out at least two weeks prior to the Annual Meeting date.

Section 3: **Nominations**

No person may be a candidate in a Club election who has not been nominated. During or previous to the month of January, the Board shall select a Nominating Committee consisting of three General Members, not more than one of whom shall be a Board Member, and two alternates (alternates serve only if a vacancy occurs). The Board shall name a Chairperson for the Committee, and it shall be the Chairperson's duty to call a committee meeting.

- a. **Committee Nominations.** The committee shall nominate at least one candidate for each office. After securing the written consent of each person nominated, the Committee shall report their nominations to the Corresponding Secretary in writing no later than five weeks prior to the Annual Meeting.
- b. **Report to the Corresponding Secretary and Club.** Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall send the notification of the candidates nominated to the membership forthwith.
- c. **Additional Nominations by Petition.** Additional nominations of eligible members may be made by written notification petition addressed to and received by the Corresponding Secretary at least three weeks prior to the Annual Meeting. The petition shall be endorsed by two General Members in good standing and be accompanied by a written statement of the nominee's willingness to serve.
- d. **Multiple Candidates Voting Procedure.** If there is more than one candidate for any office, the Corresponding Secretary shall at least two weeks prior to the Annual Meeting, mail to each General Member in good standing a ballot listing the nominees for each office. The ballot shall be returned to the Corresponding Secretary, either by mail or in person, prior to the opening of the Annual Meeting. Each ballot shall be accompanied

by a blank envelope and a return envelope. The return envelope will be marked with the word "Ballot", have the name of the General Member to whom it is sent, and be addressed to the Corresponding Secretary. So that the ballot may remain a secret, each voter, after having marked the ballot, shall seal it in the blank envelope, which in turn shall be placed in the return envelope addressed to the Corresponding Secretary. Prior to the opening the outer envelopes and the removal of the blank envelopes, the Elections Inspectors shall certify the eligibility of the voter against the membership list. The results of the voting shall be announced at the Annual Meeting by the presiding officer.

- e. **Nomination Restrictions.** Nominations cannot be made at the Annual Meeting or in any manner other than as provided in Article IV, Section 3.

ARTICLE V

Committees

Section 1: Board Appointment

The Board may each year appoint standing committees to advance the work of the Club in such matters as Dog Shows, Obedience Trials, and other performance events, trophies, annual prizes, membership, and other fields which may 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: Board Termination

Any committee appointment may be terminated by a majority vote 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: AKC Suspension

Any member who is suspended from the privileges of the American Kennel Club shall automatically be suspended from the privileges of the 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. Written charges with specifications must be filed with the Recording Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained by the Board following a

hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and if the charges, if proven, might constitute conduct prejudicial to the best interests of the Club, 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 neither less than three weeks nor more than six weeks thereafter. The Recording 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/her own defense and bring witnesses if he/she wishes.

ARTICLE VII

Amendments

Section 1: **Amendment Proposal**

Amendments to the Constitution and By-Laws may be proposed by any General or Life Member of the Club in good standing, the Board of Directors, or by written petition to the Corresponding Secretary and signed by said members. 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 Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding secretary.

Section 2: **Amendment Voting**

General and Life members present and voting at any regular or special meeting called for the purpose provided the proposed amendments have been included in the Notice of the meeting and sent out to each General Member two (2) 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 a 20% quorum of the General and Life Members. In the event of dissolution of the Club, whether voluntary or involuntary, or by the 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 as indicated by the Board.

ARTICLE IX

Order of Meetings

Section 1: General Meetings

At the General Meetings of the Club, the order of business, as 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 President

Report of the Vice President

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of the Committees

Unfinished Business

Election of new members

New Business

Election of Officers and Board (at Annual Meeting)

Adjournment

Section 2: Board Meetings

At the Board Meetings, the order of the business, unless otherwise directed by a majority of those present, shall be:

Minutes from the last meeting

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of the committees

Unfinished business

New business

Adjournment