



# SOUTHEASTERN NEWFOUNDLAND CLUB CONSTITUTION AND BYLAWS

Approved 2/15/20

## CONSTITUTION

### SECTION 1.

The name of the Club shall be The Southeastern Newfoundland Club, Inc., a 501(c)(3), and shall be referred to hereafter as the Club or SENC.

### SECTION 2.

The objectives of the Club shall be:

- a.) To encourage and promote the quality of purebred Newfoundland dogs by doing all possible to bring their natural qualities to perfection and by planning activities designed to promote the quality and well-being of the Breed;
- b.) To urge members and breeders to accept the standard of the breed as approved by the Newfoundland Club of America and the American Kennel Club as the only standard of excellence by which Newfoundland dogs shall be judged;
- c.) To protect and advance the interests of the breed by encouraging the participation of the membership in all activities related to the Newfoundland dog, and to encourage fellowship and sportsmanlike behavior of the breed's admirers at all Newfoundland related events;
- d.) To showcase the special qualities and versatility of the Newfoundland breed by promoting and conducting a variety of events and activities related to the Newfoundland dog as a working, conformation, and companion animal, including, but not limited to, breed competition, specialty shows, obedience trials, working events (tracking tests, water tests, draft tests), therapy work, and community involvement, all in accordance with the rules and regulations of the American Kennel Club and/or of the Newfoundland Club of America;
- e.) To provide education and information to the members, to the breeders, and to the general public for the ultimate benefit of the Newfoundland breed;
- f.) To encourage all members to abide by the Newfoundland Club of America Ethics Guide as a guideline for responsible Newfoundland ownership;

- g.) To support rescue activities and placement services of SENC, the 501(C)(3) rescue organization formed by members of SENC in 2009, as well as to support other selected charitable organizations that benefit the rescue, health, and/or well-being of the Newfoundland breed.

### **SECTION 3.**

The Club, being a 501(c)(3), shall not be conducted or operated for profit, and no part of any Club profits or funds shall inure to the benefit of any member or individual.

### **SECTION 4.**

The Members of the Club shall adopt and may from time to time revise such Constitution, and may from time to time revise such Bylaws as may be required to carry out these objectives.

# **SOUTHEASTERN NEWFOUNDLAND CLUB BYLAWS**

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### BYLAWS

#### ARTICLE I. MEMBERSHIP

##### SECTION 1. Eligibility

The SENC's service area shall be comprised of North Carolina, South Carolina, Georgia, Alabama, and Tennessee.

There shall be five (5) classes of memberships within SENC: Associate, General, Lifetime, Junior, and Honorary. Associate and General Membership shall be restricted to persons eighteen years of age or older. General Memberships shall be open to residents of the states of North Carolina, South Carolina, Georgia, Alabama, and Tennessee and to residents of a state that is not serviced by a sanctioned regional club at the time membership is granted.

Members of any class will be considered in good standing if their dues are current and they are not otherwise indebted to the Club. Members placed on suspension under the provisions of Article VI, Sections 1. and 3. will not be considered to be in good standing.

##### Membership Definitions:

a.) ASSOCIATE MEMBERSHIPS shall receive electronic copies of the newsletter of the Southeastern Newfoundland Club and may attend Club meetings, make motions, debate Club issues and participate in all Club functions, social or otherwise, with the following exceptions: They shall not vote on official Club business nor hold elected office. All new memberships into SENC shall automatically begin as Associate Memberships. Any person who has been an Associate Member for at least 6 months may apply for election to General Membership, providing they have attended at least one Club Meeting or function within the preceding 6 month period.

b.) GENERAL MEMBERSHIPS shall hold all the rights and privileges and responsibilities of Associate Members and shall in addition have the right to vote on official Club business and hold elected office.

c.) LIFETIME MEMBERSHIPS may be made available at the Board of Directors' discretion. Lifetime Memberships shall be the equivalent of General Memberships, except that Lifetime Members shall be exempt from paying annual dues.

d.) JUNIOR MEMBERSHIPS shall be open to all persons under 18 years of age. Junior Membership shall enjoy all rights and privileges of Associate Membership, except they may, by act of the Board of Directors, pay reduced membership dues.

e.) HONORARY MEMBERSHIPS FOR NON-SENC MEMBERS may be conferred upon a person or persons who have made outstanding contributions to the welfare of the Newfoundland Dog. Honorary memberships shall have all the rights and privileges of Associate Membership and shall be exempt from paying dues.

## **SECTION 2. Dues**

Dues are set by the Board of Directors no later than September 1<sup>st</sup> of each year.

During the month of September each member shall be sent a statement of dues for the ensuing year.

Dues are payable prior to November 1 of each year. Any new membership applications will be subject to a full year's dues. If membership is approved after October 1, the dues will apply to the following calendar year's dues.

## **SECTION 3. Application and Election to Membership**

a.) Election to Associate: An applicant for membership shall submit a completed application form to the Membership Chairperson, together with the appropriate dues which are established by the Board of Directors. The application form shall be approved by the Board of Directors, and may be modified from time to time by the Board of Directors, and which shall provide that the applicant agrees to abide by the Constitution and Bylaws of this Club. The application shall carry the endorsement of two members in good standing.

The applicant's name shall be published in a Club publication following initial Board approval and any comments received by the Membership Chairperson within 30 days of publication shall be forwarded to the Secretary to be included in the material distributed to Board members prior to the final consideration by the Board. During final consideration, an applicant must receive a favorable vote of 2/3 of the Board members in attendance. The Board may deny membership for any reason and will communicate the reasons for denial of membership to the sponsors and applicant.

Applications which have received unfavorable action at a Board Meeting may be presented by the applicant's endorsers at the next meeting of the Club. The presence of both endorsers is required. Such applicants may be elected by a favorable vote of 3/4 of the members in attendance at a meeting of the Club. Any applicant who has been rejected may not be reconsidered for 12 months.

b.) Any person who has been an Associate Member for at least 6 months may apply for election to General Membership, providing they have attended at least one Club Meeting or function within the preceding 6 month period. A Junior Member, or Minor Family Member, upon passing their 18<sup>th</sup> birthday, may apply for election to General Membership, providing they have attended at least one Club Meeting or function within the 6 month period preceding their 18<sup>th</sup> birthday. Application shall be in the form of a written statement of intent to become a General

Member and shall be submitted to the Membership Chair on or before the day of the next Club meeting. At that time their conversion from Associate to General Membership is to be part of the agenda for that meeting. The statement shall specify the time and places of attendance as an Associate Member at the required meeting or function. An affirmative vote of at least  $\frac{3}{4}$  of the General Membership in attendance at the Club meeting at which it is presented is required to approve the conversion from Associate to General Membership.

c.) Election to Honorary or Lifetime Membership: Honorary or Lifetime members may be proposed by a Board Member or Club Member through the Secretary. Election will be by  $\frac{2}{3}$  favorable vote of the Board of Directors, voting by secret ballot.

#### **SECTION 4. Termination of Membership**

Memberships may be terminated:

a.) By resignation. Any member may resign from the Club upon written notice to the Secretary; but resignation shall not affect or cancel any obligations for debt to the Club which accrued prior to resignation.

b.) By lapsing. Any membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid on November 1<sup>st</sup>. To rejoin the Club, lapsed members must reapply for Election to Associate Membership as described in Article I., Section 3 a.).

c.) By expulsion. Any membership may be terminated by expulsion as provided in Article VI of these Bylaws.

### **ARTICLE II. MEETINGS AND VOTING**

#### **SECTION 1. Conduct of Meetings**

a.) Conduct of Meetings. All categories of meetings of this Club shall be conducted in accordance with the current edition of Robert's Rules of Order except where superseded by these Bylaws.

#### **SECTION 2. Club Meetings**

a.) Regular Club Meetings. There will be a minimum of two Regular Club meetings per Club Year as defined in Article IV, Section 1. One of these meetings shall be the Annual Meeting. Regular Club Meetings will be at such time and place as designated by the President or Board of Directors.

b.) The Annual Meeting of the Club shall be held in the first quarter of the year at such time and place designated by the President or Board of Directors.

c.) Special Club Meetings. Special Club meetings may be called by the President, by a majority vote of the members of the Board, or by the Secretary upon receipt of a petition signed

by 25% of the members of the Club who are in good standing. Special Club meetings shall be held at such time and place as may be designated by the President. Notice of meetings shall be made by the Secretary at least 15 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.

d.) Notice of all Club meetings shall be made by the Secretary at least 15 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the General and Lifetime Members in good standing in attendance.

### **SECTION 3. Board Meetings**

a.) Regular Board Meetings. Regular Board Meetings will be held in conjunction with the Club meetings referred to in the above Section 1. Notice of each meeting shall be made by the Secretary at least 15 days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

b.) 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. Written notice of such meetings shall be made by the Secretary at least 5 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 meeting shall be a majority of the Board.

c.) The Board meetings may be held in person, by conference call, or by other collaborative technology.

d.) All votes of the Board of Directors shall be considered roll call votes and recorded in the minutes. The minority voter(s) shall be identified and may insert a short statement of reason in the minutes.

### **SECTION 4. Voting**

Each General or Lifetime Member who is a member in good standing is considered to be a voting member and may vote at each meeting of the Club at which they are present. When a member's dues are not received by the deadline, membership immediately lapses and all membership privileges, including voting, are immediately lost. Further, in no case may a person with outstanding financial obligations to the Club on the day of any Club meeting be entitled to vote at that Club meeting.

The Club Secretary shall be responsible for ascertaining voting eligibility based upon current membership records.

Each member who meets the above requirements shall be entitled to one vote at any meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election. \*Cumulative voting is not allowed.

## **ARTICLE III. DIRECTORS AND OFFICERS**

### **SECTION 1. Board of Directors**

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, immediate Past-President, and four other persons who shall be called Directors, all of whom shall be General or Lifetime Members in good standing. Two Directors shall be elected, as described in Article IV., for two year terms so that two Directors will always hold over from one year to another. They shall take office at the conclusion of the Club's Annual Meeting and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

The Board of Directors and Officers shall also serve as the Board of Directors and Officers of the 501(c)(3). Acceptance of nomination to run for a position constitutes acceptance to serve on the Board of the 501(c)(3).

### **SECTION 2. Officers**

The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer, all of whom shall be elected as described in Article IV. for two year terms, shall take office at the conclusion of the Club's Annual Meeting, and shall serve in their respective capacities until their successors take office, 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 duties and powers normally appurtenant to the Office of the President, in addition to those particularly specified in these Bylaws.

b.) The Vice-President shall have those powers and exercise the duties 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 the Club shall order a record. They shall have charge of roll call at meetings, keep the official roll of the members of the Club with their addresses, present the names of proposed new members of the Club as received by the Membership chairperson, determine the quorum for conducting votes, notify members of meetings, notify officers and directors of their election to office, have charge of answering all inquiries to the Club and such other correspondence as may be delegated to them; and carry out such other duties as are prescribed in these Bylaws.

The Secretary may issue Club communications and notices via email, the Newsletter (Newfangled News), regular mail, or other collaborative technology.

d.) The Treasurer shall collect and receive all monies due or belonging to the Club from the Membership Chairperson, Committee Chairs, or other parties from whom funds are due. They shall deposit all monies in a bank or other financial institution either designated or approved

by the Club's Board of Directors. The books shall at all times be open to inspection by 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 monies received and expended during the previous fiscal year. The Treasurer shall be bonded by the Club in such a manner and amount as the Board of Directors shall determine.

### **SECTION 3. Removal**

Any Board Member who fails to attend 50% of the meetings or fails to dispatch the duties of the office in a Club year will be asked to resign following a 2/3 vote of the Board. If resignation is not tendered, the Board will request from the Membership removal of said Board member.

### **SECTION 4. Vacancies**

Any vacancy occurring on the Board during the year shall be filled for the unexpired term of the office by a majority vote of the members of the Board at its first meeting following such vacancy.

## **ARTICLE IV. THE CLUB YEAR, ELECTIONS, AND NOMINATIONS**

### **SECTION 1. Club Year**

The Club's fiscal year shall begin on the 1<sup>st</sup> day of January, and end on December 31<sup>st</sup>. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting. The Club's award year shall be the calendar year.

Incoming officers and Directors will assume their positions at the conclusion of the Annual Meeting. Each retiring/outgoing board member or committee chairperson shall turn over to their successor in office all records and properties related to that office within 30 days of the Annual Meeting. Any retiring/outgoing board member or committee chairperson who fails to turn over such records and properties within 30 days may be suspended from all privileges of the Club until the transfer is affected or for a period not to exceed 375 days from the date of suspension. If additional disciplinary action is deemed appropriate, the Board of Directors may refer this matter to the membership for possible expulsion.

### **SECTION 2. Elections**

a.) Election of officers and directors will be held prior to the Annual Meeting. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. No later than September 1<sup>st</sup>, the Board of Directors shall select a nominating committee consisting of 3 members total, only one of whom may be a member of the Board. The Board of Directors shall name a chairperson of the Committee. The President shall name an alternate in the event a member of the Committee is unable to fulfill their duties. The Nominating Committee may conduct its business by mail, email, phone, or other collaborative technology.

### **SECTION 3. Nominations**

The Nominating Committee shall solicit and nominate candidates for President, Vice-President, Secretary, Treasurer, and two Board Members, to be elected in odd numbered years. In even numbered years the Nominating Committee shall solicit and nominate candidates for the positions of two Board Members. The Nominating Committee shall then submit its recommendations of candidates to the Secretary on or before November 1<sup>st</sup>. The Secretary shall distribute the list of nominees to each member of the Club on or before November 15 so members may make additional nominations if they so desire.

Additional nominations of eligible members may be made by written petition, addressed to the Secretary and received at their regular address on or before December 10th, signed by 4 members in good standing and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a candidate.

If no valid additional nominations are received by the Secretary on or before December 10th, the Nominating Committee's recommended candidates shall be declared elected; to take office at the conclusion of the Annual Meeting of the Club and no balloting shall be required. The Secretary shall inform the membership on or before January 1<sup>st</sup> if no balloting is required.

If one or more valid additional nominations are received by the Secretary on or before December 10th, they shall on or before December 20<sup>th</sup> mail to each voting member in good standing a ballot listing all of the nominations in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary and marked "Ballot" and with the name of the member to whom it was sent. So that all ballots remain secret, each voter, after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. To be considered valid, ballots must be received by the Secretary by the due date determined by the Secretary and indicated on the ballot. In no case shall the due date be less than 10 days before the Annual Meeting of the Club. The ballots shall be opened and counted by three Club members consisting of the Chair of the Nominating Committee and two Members of the Board who are not nominated for office and who are selected by the President. The candidates receiving the largest number of votes shall be elected to the Board. If any director-elect is unable to serve for any reason, the vacancy so created shall be filled by the new Board of Directors, in the manner provided by Article III, Section 40f.) of these Bylaws.

Nominations cannot be made at the annual meeting or in any manner other than as provided above.

## **ARTICLE V. COMMITTEES**

### **SECTION 1. Appointment**

The Board each year at its Annual Board Meeting shall appoint Standing Committees to advance the work of the Club in such matters as specialty shows, obedience trials, working trials, trophies, awards, membership, education, rescue, and other matters 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. Committee Chairperson**

The Chairperson of each committee shall be appointed annually by the Board for a term of one year.

The Chairperson of each committee shall submit a written report to the Secretary of the Board no later than a week before the Annual meeting of the Board.

## **SECTION 3. Directors**

Each Director shall serve on a Standing Committee. The Board may choose to recommend additional members for each committee appointed.

## **SECTION 4. Committee Termination**

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 services that have been terminated. Each retiring Committee Chairperson or Member shall turn over all records and properties relating to the committee to their successor, or, if the committee has been dissolved, to the Secretary, within 30 days after they have been notified of the termination of their office. Any person who fails to do so within 30 days may be suspended from all privileges of the Club until the transfer is affected or for a period not to exceed more than 375 days from the date of suspension. If additional disciplinary action is deemed appropriate, the Board of Directors may refer this matter to the membership for possible expulsion.

# **ARTICLE VI. DISCIPLINE**

## **SECTION 1. Official Suspension**

Any member who is suspended from the privileges of the American Kennel Club or Newfoundland Club of America shall be automatically suspended from the privileges of this Club for a like period.

## **SECTION 2. Charges**

Any member may prefer charges against another member for alleged action prejudicial to the best interests of the Club or the Breed and/or failure to abide by the Constitution, Bylaws, or the Newfoundland Club of America's Ethics Guide adopted by this Club. Written charges with specifications must be filed with the Secretary, together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting.

The Secretary will also send copies of the charges to the defendant who shall have the opportunity to submit written documents to the Board. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute action 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 of the Breed, or determines that the charges fall under the jurisdiction of the American Kennel Club, it may refuse to entertain jurisdiction. If the Board decides to entertain jurisdiction, the Secretary shall so inform the parties to the complaint and shall send one copy of the charges by certified mail together with a notice of the hearing. The hearing shall be held at the next regularly scheduled Board meeting, unless the date of that meeting would be less than 20 days from the date of the hearing notice. In that event or should the Board decide that such scheduling does not allow adequate preparation time to the Board, or to either or both parties, the hearing date shall be put over until the next Board meeting. If the Board decides that meritorious charges exist, the Board shall set a date for the hearing and shall return the \$100.00 deposit to the complaining party. The charged party shall be personally notified of the hearing by the Secretary. If the Board decides that there is no merit to the charges, the accused will be exonerated, and the \$100.00 will be deposited in the Club's general fund. If the Board decides the charges are outside its jurisdiction, the \$100.00 shall be returned to the complaining party.

### **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 either party to the proceeding choose to be represented by counsel, they shall so inform the Secretary no less than 30 days prior to the date of the hearing. The Secretary shall promptly inform the other party. In no case shall the accused be denied the right to confront and examine their accuser, or be denied the right to fully explain the allegations. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for a period of not less than 12 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 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 their 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 their own behalf if they wish. The eligible members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote

of those General Members present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

## **ARTICLE VII. AMENDMENTS**

### **SECTION 1. Amendments**

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 30 percent of the voting members in good standing. The Board of Directors shall promptly consider amendments proposed by such petition. All amendments shall be submitted to the membership, inviting comment from the members. Within four months after submission to the membership, the Board shall report on such proposal(s) to the Club and present the same for action.

### **SECTION 2. Amendment Vote**

The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular meeting 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 15 days prior to the date of the meeting.

No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the Newfoundland Club of America.

## **ARTICLE VIII. DISSOLUTION**

The Club may be dissolved at any time by written consent of not less than 3/4 of the eligible voting members. In the event of the dissolution of the Club, whether voluntary or by operation of law, none of the property of the Club, or any proceeds thereof, nor any assets of the Club, shall be distributed to any members of the Club. However, after payment of the debts of the Club, its property and assets shall be divided among other regional Newfoundland clubs as determined by the SENC Board of Directors. Monies in the rescue account shall be transferred to another regional Newfoundland club chosen by the SENC Board of Directors that is a 501 (c) (3) Club, and has an active rescue program.

## **ARTICLE IX. ORDER OF BUSINESS**

### **SECTION 1. Club Meetings**

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:

1. Meeting called to Order
2. Roll Call
3. Minutes of the last Meeting
4. Report of the President
5. Report of the Secretary
6. Report of the Treasurer
7. Report of the Committees
8. Election of New Members
9. Unfinished Business
10. New Business
11. Election of Officers and Directors (as needed at Annual Meeting)
12. Adjournment

## **SECTION 2. Board Meetings**

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

1. Meeting called to order
2. Roll Call
3. Minutes of last Meeting
4. President's report
5. Secretary' s report
6. Treasurer' s report
7. Report of Committees
8. Election of New Members
9. Unfinished Business
10. New Business
11. Adjournment

## **ARTICLE X. PARLIMENTARY AUTHORITY**

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 Bylaws and any special rules of order the Club may adopt. Any deviation from *Robert's Rules of Order Newly Revised* shall be notated with an asterisk (\*) preceding the deviation.

## Constitution and Bylaws Certification

The preceding Constitution and Bylaws for the Southeastern Newfoundland Club contain the amendments approved by the SENC Board on 12/31/2019, was approved by the SENC membership on 2/15/20, and was pre-approved by the Newfoundland Club of America at their 9/19/19 Board meeting.

The 2018/2019 Constitution and Bylaws Committee consisted of: Benita Edds, Beverly Cusac, Dana Phillips, Gregg Lomas, Margaret Rancourt, and Susan Egan.

I certify that requirements of Article VII and Sections I and II have been met.

Dana Phillips

SENC Constitution and Bylaws Committee Chair