

HIGH COUNTRY NEWFOUNDLAND CLUB, INC. CONSTITUTION

SECTION I

The name of the Club shall be *High Country Newfoundland Club, Inc. a/k/a HCNC*, hereinafter referred to as the “club” or “HCNC”.

SECTION II

The objectives of the club shall be as follows:

1. To encourage and promote the pure-bred Newfoundland dog within the region as defined by the By-Laws.
2. To provide education and information to members, breeders, and the general public for the ultimate benefit of the Newfoundland Breed.
3. To encourage participation by the membership in all phases of the Newfoundland as a working dog, including but not limited to breed competition, obedience trials, draft tests, water tests and therapy dog work.
4. To encourage and promote prudent breeding of pure-bred Newfoundland dogs in accordance with the standard of the breed as approved by the American Kennel Club.
5. To advance the interests of the Newfoundland by encouraging cooperation and sportsmanlike conduct at dog shows, obedience trials and working trials.
6. To assist through a rescue and placement network to provide a safe and healthy environment for Newfoundland dogs within the region as defined by the By-Laws.

7. To conduct sanctioned and licensed specialty shows, obedience trials, working trials and matches under the rules of the American Kennel Club and the Newfoundland Club of America, Inc.

8. To coordinate and cooperate with the Newfoundland Club of America, Inc. and other regional clubs for the ultimate benefit of the Newfoundland Breed.

SECTION III

This club is organized as a not for profit organization under the laws of the State of Colorado. 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 members or individual.

HIGH COUNTRY NEWFOUNDLAND CLUB, INC.

BY-LAWS

ARTICLE I - MEMBERSHIP AND CLUB YEAR

SECTION I - CLUB YEAR

The fiscal year shall begin on the first day of May and end on the 30th day of April. The club's official year will begin immediately at the conclusion of the Annual Meeting and shall continue through the conclusion of the following Annual Meeting.

SECTION II - MEMBERSHIP DEFINITIONS

There shall be four (4) classes of membership within HCNC - General, Affiliate, Honorary, and Junior. They are open to all persons in good standing with the American Kennel Club and the Newfoundland Club of America, Inc. General membership is restricted to persons eighteen (18) years of age or older and who reside in the States of Colorado, New Mexico, and Wyoming. Members who move outside the region will be automatically converted to Affiliate Membership.

1. General Membership - Members shall have all privileges and duties as members of the club, may attend club meetings, participate in all club functions, and vote on official club business with each individual having one vote in all club matters. They shall receive all issues of the HCNC Newf News, the official club newsletter and the annual membership directory. They are eligible to receive awards given by the club. All members shall pay annual dues.

2. Affiliate Membership - (Out of Region) - Members may attend all club meetings and participate in all club functions. They shall receive all issues of the club newsletter and the annual membership report. They may

not vote on official club business, hold any elective office, chair committees, and are not eligible to receive awards.

3. Honorary Membership - Any honorary membership may be granted by a 2/3 vote of the Board of Directors. This type of membership is not limited to residence; is subject to acceptance by the individual; and has no voting privileges.

4. Junior Membership - Junior Members shall be between the ages of eight (8) and eighteen (18). Members may attend club meetings and participate in all club functions. If their family is not a member of the club, they shall receive all issues of the club newsletter and the annual membership report. They may not vote on official club business, hold elective offices or hold appointed leadership positions.

SECTION III - MEMBERSHIP DUES

1. The Board of Directors shall set the amount of annual membership dues for the ensuing fiscal year. Any changes in dues shall be made no later than January and the membership shall be notified of any such changes.

2. Dues will be payable May 1 of each year; notice of dues will be in the March and April issues of the club newsletter.

3. Dues will be considered as delinquent on June 1 of each year.

4. Dues are considered an obligation to the club and are non-refundable.

SECTION IV - APPLICATION FOR MEMBERSHIP

All applicants for membership shall submit a completed HCNC Membership Application together with the dues and fees as set forth on the application in accordance with the type of membership for which they are

applying. An application for general membership shall have the endorsement of two members in good standing of the club. The name of applicants will be published in the next edition of the club newsletter. If no written objections are received by the Board of Directors within sixty (60) days of said publication, active membership status is automatic. If an objection is received, the objection will be discussed by the board and the application reviewed and voted on at the next general membership meeting.

SECTION V - TERMINATION OF MEMBERSHIP

1. Resignation - Any member in good standing may resign from the club by written notice to the Secretary.
2. Lapsing - A membership shall be considered lapsed and automatically terminated if member's dues remain unpaid thirty (30) days after May 1 of each year. Any lapsed membership may be reinstated only by approval of the Board. In no event shall a member be entitled to vote at a membership meeting if dues are unpaid at the time of the meeting.
3. By expulsion as set forth in Section VI.

SECTION VI - EXPULSION OR SUSPENSION

1. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges must be filed with the Secretary. The Secretary shall promptly send a copy of said charges to each member of the Board. The Board shall make a decision as to whether the charges merit further investigation. If further investigation is deemed proper, the Board shall send a copy of the charges to the accused member by registered mail and shall request a response in writing from the individual within fourteen (14) days. If no written reply is filed with the Secretary the member shall be suspended from active membership status. If a written response is filed, the Board shall either dismiss the action or schedule a hearing on the matter. The member filing the complaint and the accused member may present testimony and evidence at the hearing. A written record shall be made of

the hearing. Within thirty (30) days from the date of the hearing the Board shall prepare a written recommendation for either dismissal of all charges, suspension, or expulsion. If suspension or expulsion is recommended, a vote shall be held at the next membership meeting, with notice to the members and an opportunity to question the parties. The vote shall be held by secret ballot either ratifying or overturning the Board's decision. No mail or proxy votes will be accepted in these matters.

2. Any HCNC member who is suspended from the privileges of the American Kennel Club or the Newfoundland Club of America, Inc., shall automatically be suspended from the club for the same period.

ARTICLE II - MEETINGS AND VOTING

1. Annual Membership Meetings - The club shall annually hold a meeting in the month of May. At least three (3) other membership meetings shall be held annually, totaling approximately one meeting per quarter. All meetings will be held at a place and time specified by the Board. All meetings are to be held within the State of Colorado. Written notice of said meetings will be given at least ten (10) days prior to the date of each meeting, either via the club newsletter or by the Secretary. The quorum for such meetings shall be twelve (12) members in good standing.
2. Special Meetings may be called by the President or by a majority vote of the Board, or by written petition signed by twelve members in good standing. Written notice shall be as stated above. An agenda is to be published stating the purpose of the meeting, and no other club business shall be transacted. The quorum for such a meeting is as stated in paragraph one (1) above.
3. Board Meetings may be held in conjunction with club meetings, or called by the President or a majority vote of the Board. Notice shall be sent to members as set forth in paragraph one (1) above. These meetings shall be conducted a minimum of four (4) times per year. A quorum is the majority of the Board.

4. Special Board Meetings may be called by the President or by written request of the majority of the Board. Written notice shall be given at least five (5) days prior to the date of the meeting and shall state the purpose. No other business shall be transacted. A quorum is the majority of the Board.

5. Each member entitled to one vote as set forth in Article I, and whose dues are paid, shall be entitled to vote at any club meeting at which he is present. In addition, voting on certain matters may be by written ballot without a meeting of the club. When the majority of the Board determines that such voting is necessary to further the purposes of the club, ballots shall be mailed to all members entitled to vote. The members shall have fifteen (15) days from the certified date of mailing of the ballots to vote on such issues. Any ballots postmarked after the fifteen (15) days shall not be counted.

ARTICLE III - DIRECTORS AND OFFICERS

1. Members of the Board - The Board of Directors shall be comprised of the following Officers: President, Vice President, Secretary, Treasurer, and four other elected members of the Board.

2. The club's Officers and Directors shall be elected for two (2) year terms: President, Treasurer, and two Board positions in even numbered years; and Vice President, Secretary and two Board positions in odd numbered years

a. The President shall preside at all meetings of the club and the Board of Directors and shall have all the duties and powers normally assigned to the office of the President.

b. The Vice President shall have the duties and exercise the powers of the President in the absence or incapacity of the President and perform other duties as delegated by the Board or the President.

c. The Secretary shall keep a record of all meetings, perform the duties as set forth in the Constitution and By-Laws and perform other duties as delegated by the Board or the President.

d. The Treasurer shall collect and receive all moneys due or belonging to the club, and deposit moneys in a bank designated by the Board. His or her books shall at all times be open to inspection by the Board, and he or she shall report the condition of the club's finances at every club meeting. The Treasurer shall perform other duties as delegated by the Board or the President.

3. Any vacancies occurring on the Board or among the Officers shall be filled for the unexpired term of the office at the first regular meeting following the creation of the vacancy or at a Special Board Meeting called for that purpose.

4. Election of Officers and Board of Directors - Elections shall be held annually and conducted by mail ballot for the positions as stated in item (2) of this section. Official ballots will be mailed by the Secretary at least fifteen (15) days prior to the date of the annual meeting to each member in good standing. If the nominated slate is unopposed, no mailing of ballots is required; and the nominees are duly elected. Ballots must be returned by mail and received before the annual meeting in order to be considered valid. Ballots shall be counted at the annual meeting by three members appointed by the Board. Newly elected officers and directors will take office immediately following the conclusion of the Annual Meeting.

5. Nominations - No person who is not a member in good standing may be nominated for office. During the month of October the Board will appoint a nominating committee consisting of three members in good standing and two alternates. The chairperson shall be a Board member not up for re-election and this person will have the responsibility of notifying the Secretary of the committee's nominations no later than January 1 of the following year. The committee will nominate at least one and no more than three (3) candidates for each office. Each nominee must consent to run for office. Additionally, any general member in good standing may submit a

written petition to be included on the ballot for a position. This petition must be signed by a minimum of three members in good standing and must be submitted to the Nominating Committee Chair by February 15. No person may be a candidate for more than one position.

ARTICLE IV - COMMITTEES

The Board of Directors may appoint standing committees to advance the work of the club. The Board may also appoint special committees to aide in particular projects. The Newsletter Editor shall be an appointed position by the Board of Directors.

ARTICLE V - AMENDMENTS

Amendments to the Constitution and By-Laws may be proposed by the Board or written petition signed by thirty (30) percent of the voting membership of the club.

The Constitution and By-Laws may be amended by a seventy-five (75) percent vote of the members of the club present at a regular meeting of the club or a special meeting called for the purpose of Amendment.

ARTICLE VI - DISSOLUTION

The club may be dissolved at any time by written consent of not less than seventy-five (75) percent of the members of the club. In the event of dissolution all debts of the club shall be paid. The remainder of the assets, if any, shall be donated to a charitable organization for the benefit of Newfoundland dogs, selected by the Board of Directors.

SECTION VII - POLICIES AND PROCEDURES

The club shall compile and maintain an "Operating Policies and Procedures Manual" which shall be used to operate the club's business in a smooth and efficient manner.

Voted on and approved and accepted by General Membership on May 19, 1996; amended January 10, 2002.