

HIGH COUNTRY NEWFOUNDLAND CLUB, INC.

CONSTITUTION

Section I

The name of the Club shall be High Country Newfoundland Club, Inc. aka 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 purebred 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 purebred 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 dog by encouraging cooperation and sportsmanlike conduct at dog shows, obedience trials and working events.
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 events and matches under the rules of the American Kennel Club, Inc. 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

The 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

Approved by General Membership on May 19, 1996

Amended January 10, 2002

Amended May 4, 2005

Amended October 18, 2007

Amended June 26, 2010

Amended February 19, 2023

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 of the following year. The Club's official year will begin immediately at the conclusion of the Annual Meeting in May and shall continue through the conclusion of the following Annual Meeting.

Section II – Membership Definitions

There shall be five (5) classes of membership within HCNC – General, Affiliate, Honorary, Junior and Senior. They are open to persons in good standing with the American Kennel Club, Inc. 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, Utah and Wyoming.

Members who move outside the region will automatically be converted to an Affiliate Membership.

1. General Membership – members shall have all the privileges and duties as members of the Club, may attend Club meetings, participate in all Club functions, hold office 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 General Members 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 HCNC Newf News, the official Club newsletter and the annual membership directory. They may not vote on official club business, hold any elective office, chair committees and are eligible to receive awards given by the Club.

3. Honorary Membership – Honorary Membership may be granted by a 2/3 vote of the Board of Directors. This membership class is not limited to residence in the Club's region. It is subject to acceptance by the individual. Honorary Members shall have all the privileges and duties of General Members of the Club, may attend Club meetings, participate in all Club functions and vote on official Club business with each Honorary Member having one vote in all Club matters. All individuals who live in HCNC's region that are granted Newfoundland Club of America, Inc. Honorary Member status will automatically be granted Honorary Membership status in HCNC. Honorary Members are not required to pay annual dues.

4. Junior Membership – Junior Membership shall be between the ages of eight (8) and eighteen (18). Junior members may attend club meetings and participate in all Club functions. All Junior Members will receive all issues of the HCNC Newf News, the official Club newsletter and the annual membership directory. Junior Members may not vote on official Club business, hold elective office or hold appointed leadership positions.

5. Senior Membership – Senior Membership shall be 70 years of age and above and have retained HCNC membership for fifteen (15) years as well as being members in good standing of the Newfoundland Club of America, Inc. Senior members shall have all the privileges and duties as General Members of the Club, may attend Club meetings, participate in all Club functions, vote on

official Club business with each Senior Member having one vote in all Club matters. Senior Members meeting the above criteria will receive a discount on their annual dues.

Section III – Membership Dues

1. The Board of Directors shall set the amount of the annual membership dues for the ensuing fiscal year. Any changes in dues shall be made not later than January 31st and the membership shall be notified of any changes.
2. Dues will be due and payable on May 1st of each year; notice of dues will be in the first and second quarter issues of the Club newsletter.
3. Dues will be considered delinquent if not received by June 1st 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 dues and fees as stated on the application form and in accordance with the type of membership for which they are applying. An application for General Membership shall require the endorsement of two (2) members in good standing of the Club. The names of the applicants will be published in the next edition of the Club's newsletter or by email from the Club Secretary. If the Board of Directors receives no written objections within thirty (30) days of said publication, active membership status is automatic. If an objection is received, the objection will be discussed by the Board of Directors, 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 Club Secretary.
2. Lapse in Membership – a membership is considered lapsed and automatically terminated if a member's dues remain unpaid thirty (30) days after May 1st of each year. A lapsed membership may only be reinstated by

approval of the Board of Directors. In no event shall a member be entitled to vote at a General Meeting if dues are unpaid at the time of the meeting.

3. By expulsion or suspension as set forth in Section VI.

Section VI –Expulsion or Suspension

Any member may present charges against another member for alleged misconduct prejudicial to the best interests of the Club or the Newfoundland breed. Written charges must be filed with the Club Secretary. The Club Secretary shall promptly send a copy of said charges to each member of the Board of Directors. The Board of Directors shall decide as to whether the charges merit further investigation. If further investigation is deemed proper, the Board of Directors shall send a copy of the charges to the accused member by registered mail, return receipt requested, and shall request a response, in writing, from the individual within fourteen (14) days. If the Club Secretary does not receive a written reply within the fourteen (14) day time period, the member shall be suspended from active membership status. If a written response is received, the Board of Directors shall either dismiss the charges 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 of Directors shall prepare a written recommendation for either dismissal of all the charges, suspension or expulsion. If suspension or expulsion is recommended, a vote shall be held at the next General 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 of Directors' decision. No mail or proxy votes will be accepted in these matters.

Article II – Meetings and Voting

1. Annual Membership Meeting – the Club shall hold an annual meeting in the month of May. At least three (3) other membership meetings shall be held each year, totaling approximately one (1) meeting per quarter. All meetings will be held at a place and time specified by the Board of Directors. 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 Club Secretary. The quorum for Club meetings shall be twelve (12) members in good standing.

2. Special Meetings may be called by the President, by a majority vote of the Board of Directors or by a written petition signed by twelve (12) members in good standing. Written notice shall be as stated in Article II Number 1. An agenda is to be published stating the purpose of the Special Meeting and no other Club business shall be transacted. The quorum for a Special Meeting shall be twelve (12) members in good standing.
3. Board of Director Meetings may be held in conjunction with Club Meetings or called by the President or a majority vote of the Board of Directors. Notice shall be sent to members as stated in Article II Number 1. Board of Director Meetings shall be conducted a minimum of four (4) times per year. A quorum is the majority of the Board of Directors.
4. Special Board of Director Meetings may be called by the President or by written request of the majority of the Board of Directors. 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 of Directors.
5. Each member in good standing is entitled to one vote as set forth in Article I, Section II and shall be entitled to vote at any Club meeting at which he/she is present. In addition, voting on certain matters may be by written ballot without a meeting of the Club. When a majority of the Board of Directors determines that such voting is necessary to further the purpose of the Club, ballots shall be mailed to all members entitled to vote. Members shall have fifteen (15) days from the certified date of mailing to vote on such issues. Any ballots postmarked after the fifteen (15) days shall not be counted.
6. Club business requiring a vote may not be conducted by email.

7. The Annual General Meeting must be held in person if Board election ballots are required to be counted. Other meetings may be held in person, by call-in videoconference or a hybrid where members may attend in person or by call-in video conferencing. All video conferencing must be hosted in the State of Colorado.

Article III – Directors and Officers

1. Members of the Board – The Board of Directors shall be comprised of the following: President, Vice President, Secretary, Treasurer and four (4) other elected members of the Board.
2. Election - each of the Club's Directors shall be elected for one two (2) year term as follows: the President, Treasurer and two (2) Board Member positions in even numbered years; the Vice President, Secretary and two (2) Board Member positions in odd numbered years.
3. Duties:
 - A. the President shall preside at all meetings of the Club and the Board of Directors. The President shall have all the duties and powers normally assigned to the Office of the President.
 - B. the Vice President shall have the same duties and powers of the President in the absence or inability of the President. The Vice President shall perform other duties as delegated by the Board of Directors 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 of Directors or the President.
 - D. the Treasurer shall collect and receive all monies due or belonging to the Club and deposit monies in bank account designated by the Board. The treasurer's books shall at all times be open to inspection by the Board of

Directors. The treasurer reports the condition of the Club's finances at every Club Meeting. The treasurer and other signers on Club financial accounts shall be bonded in an amount determined by the Board of Directors. The treasurer shall perform other duties as delegated by the Board of Directors or the President.

4. Vacancies - any vacancies occurring among the Board of Directors 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.
5. Nominations – only eligible members in good standing may be nominated for Board of Director positions. During the month of October, the Board of Directors will appoint a nominating committee consisting of three members in good standing and two (2) alternates. The chairperson shall be a member of the Board of Directors not up for re-election. The chairperson will have the responsibility of notifying the Secretary of the committee's nominations no later than January 1st of the following year. The committee will nominate at least one (1) and no more than three (3) candidates for each office. Each nominee must consent to run for office. Additionally, any eligible 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 Chairperson by February 15th. No person may be a candidate for more than one position.
6. The Election Process:
 - A. If a candidate withdraws their nomination prior to the election, the Nominating Committee shall reconvene and name a new candidate. Club members shall also have the opportunity to submit a written petition to be included on the ballot for the position vacated by the candidate's withdrawal as stated in Article III Number 5.

B. If no additional valid nominations are received by the Secretary by the due date, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting shall be required. If one or more valid additional nominations are received, the election for the contested director position(s) shall be conducted by secret ballot.

C. The Membership Chair shall provide the Club Secretary with a list of all eligible members in good standing when the ballots are prepared.

D. The duties of the Club Secretary will be performed by the Club Treasurer if the Club Secretary is a candidate on the ballot.

E. At least thirty (30) days prior to the Annual Meeting, the Secretary shall mail to each member eligible to vote a ballot listing all nominees for each contested position in alphabetical order together with a blank envelope and a return envelope addressed to the Secretary (or Treasurer) marked "Ballot Enclosed" and bearing the name(s) of the member(s) from whom it was sent. So that the ballots remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the return envelope. To be considered valid, a return ballot must be received by the Secretary (or Treasurer) at least ten (10) days prior to the Annual Meeting, and the envelope must bear the name of each member whose ballot is enclosed.

F. Valid ballots shall be opened and counted by three (3) tellers appointed by the Board. Tellers may not be relatives of any candidate. The member receiving the largest number of votes for each contested position shall be declared elected at the time of the Annual Meeting. The elected Officers and Directors shall take office upon installation at the Annual Meeting. Each retiring Officer and Director shall turn over to his/ her successor all records and properties relating to that position within thirty (30) days after the Annual Meeting. Any person who fails to do so within ninety (90) days may be suspended from all privileges of the Club until the transfer is affected.

Article IV – Committees

The Board of Directors may appoint standing committees to advance the work of the Club. The Board may also appoint ad hoc committees to aid in particular projects. The Board of Directors shall appoint the newsletter editor. All committee members must be members in good standing of HCNC.

Article V – Amendments

Amendments to HCNC's Constitution and By-laws may be proposed by the Board of Directors or by a 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 eligible members of the Club present at a regular meeting of the Club or a special meeting called for the purpose of amending the Constitution and Bylaws.

Article VI – Dissolution

The Club may be dissolved at any time by written consent of not less than seventy-five (75) percent of eligible 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 not-for-profit organization for the benefit of Newfoundland dogs. The Board of Directors shall select the organization.

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 an organized and efficient manner.

Section VIII - Parliamentary Procedures

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