

**CONSTITUTION
of the
RIVER KING NEWFOUNDLAND CLUB**

I. NAME

- A. The name of this Club shall be the River King Newfoundland Club.

II. OBJECTIVES AND PURPOSES

- A. The objectives and purposes of this club shall be as follows:
1. To encourage and promote the breeding, understanding and appreciation of the purebred Newfoundland breed of dog, and to perform and encourage such activities as will bring its natural qualities to perfection.
 2. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Newfoundland dog shall be judged.
 3. To do all in its power to protect and advance the interests of the Breed by encouraging sportsmanlike competition at Dog Shows, Obedience Trials and Field Trials.
 4. To conduct sanctioned and licensed Specialty Shows, Obedience Trials and Field Trials under the rules and procedures of the American Kennel Club.
 5. To encourage the Objects and Sanctions of the Newfoundland Club of America, Inc., and to do such other things as may be deemed expedient and in the best interests of the Breed and the Club.

III. STATEMENT OF ETHICS

- A. The members shall draft and may from time to time amend a Statement of Ethics, which shall be binding on all members of the River King Newfoundland Club.

IV. NOT FOR PROFIT STATEMENT

1. This Club shall under no circumstances be conducted or operated for profit, and no part or share of any income, profits or remainder or residue of any dues or donations to the Club shall inure to the benefit of any member or other person.
2. Anything Herein to the contrary notwithstanding, if any distribution is to be made pursuant to dissolution or any other distribution of monies held by the club for purposes other than those relating to the business of the Club, and such distribution is to an organization which is not, at the time of such distribution, an organization described in each of Section 170 (b) (1) (A), Section 170 (c), Section 2055 (a), and Section 2522 (a) and (b), of the Internal Revenue Code of 1954 (As the same has been and might hereafter from time to time be amended), such distribution shall not be made to such organization but shall instead be made to such other organization(s) as are then organizations described in said Sections ("qualified organizations") as shall be selected by the Board of Directors.

V. MANAGEMENT

- A. The affairs of this Club shall be managed by and through The Board of Directors.
- B. The Bylaws of this Club shall state the number of directors and the composition of the Board, as well as the title and functions of the officers of this Club. The Bylaws shall also state the procedure for all elections, meetings, sanctions and for the Club dissolution, as well as any other bylaws which are necessary and appropriate to meeting the objectives and purposes of this Club.

VI. AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- A. The members of this club shall adopt and may from time to time amend and revise such bylaws as may be deemed necessary and appropriate to meeting the objectives and purposes of this Club. The method of amendment and revision shall be stated in said bylaws.
- B. The voting members of this Club may, from time to time amend and revise this constitution upon recommendation of the Board of Directors and approval of three quarters (3/4) of all voting members, after proper notice and meeting.

BYLAWS OF THE RIVER KING NEWFOUNDLAND CLUB

ARTICLE I. NAME, REGION AND OFFICE

- A. The name of this Club shall be the River King Newfoundland Club (hereinafter referred to as "Club").
- B. The region represented by the Club shall be all counties of Missouri east of and including the counties of Scotland, Knox, Shelby, Monroe, Audrain, Boone, Cole, Miller, Pulaski, Texas and Howell, and all the Illinois counties south of and including the counties of Mercer, Knox, Peoria, Woodford, Livingston, Ford and Iroquois.
- C. The Club shall have as its principal office the residence of the President of the Club.

ARTICLE II. MEMBERSHIP

- A. There shall be four (4) classes of membership in the Club: General Membership (Individual or Family Membership), Associate Membership, Junior Membership and Honorary Membership.
- B. General Members (Individual and Family) shall hold all rights, duties and privileges of membership as detailed in Section H of this Article.
- C. Associate Members shall hold all the rights, duties and privileges of membership as detailed in Section H of the Article, except that they shall be ineligible to vote or hold office. This class of Membership is available to anyone who resides outside of the geographical area of the Club.
- D. Junior Members shall not have attained their eighteenth birthday. They shall hold all the rights, duties and privileges of membership as detailed in Section H of this Article, except that they need not satisfy the minimum attendance requirements set forth in Article II, G.2 of these By Laws and shall not be eligible to vote or hold office.
- E. Honorary Membership shall be conferred by the Board of Directors upon a majority vote of the Board. The Board shall consider the following in its determination of Honorary Membership status: distinguished long-term service to the Newfoundland Dog or the fancy; a single extraordinary act; public status and activity that conduce to the welfare of dogs. Honorary Members shall hold all the rights, duties and privileges of membership as detailed in Section H of this Article. They shall be ineligible to hold office or vote and shall be exempted from payment of dues. However, if they have fulfilled the requirements of general membership, they may retain the right to vote and hold office if they live within the region and pay their dues.
- F. Persons may be approved for membership if they meet the following qualifications:
 1. They are individuals who have applied for membership, or are family members of a family group applying for Family Membership, and have been approved by the Board of Directors.
 2. They are bona fide residents of the region of the Club as defined in Article I, Section B.
 3. Those who do not reside in the counties described in Article I, Section B shall nevertheless be eligible for Associate Membership and Honorary Membership, but no other kind of membership.
- G. Each new applicant for membership shall follow this procedure:
 1. Each new applicant shall apply on a form approved and prescribed by the Board of Directors. The form shall request and the applicant shall provide name(s), address and any other information required by the Board of Directors. The completed form shall be submitted to the Corresponding Secretary, along with payment of dues for the current fiscal year of the Club.
 2. In addition to the application, the prospective Individual Member shall attend not less than one meeting of the Club prior to submitting the application.
 3. Upon receipt of the application, the Corresponding Secretary shall transmit the application to the Board of Directors. The application shall be read at the next meeting of the Board following receipt. After the applicant has fulfilled the prerequisites of membership, the applicant shall appear before the Board. The Board shall make a recommendation to the membership concerning the application, and the membership shall vote on the application at

the next general meeting of members. The applicant shall appear at said meeting, and the application must be approved by a vote of not less than two thirds (2/3) of the members present. The vote may be by secret, written ballot.

4. In addition to the above stated requirements, any person who operates a professional kennel or is engaged in the breeding of dogs and the sale of puppies, shall, upon request of the Board, submit to an inspection of the kennel or other premises by the Board or its designated representative.
 5. Anything herein to the contrary notwithstanding, the Board may waive those provisions of the Article as it deems justified in individual circumstances.
- H. Rights, duties and privileges of membership are as follows:
1. The right to stand for election to and, being elected, to hold the position of Director or other Club office, so long as such member is a general member in good standing.
 2. The right to vote at all meetings of the members of the Club, so long as said member is a general member in good standing.
 3. The duty to pay dues and other lawful assessments in a timely manner.
 4. The duty to adhere to the Statement of Ethics.
 5. The duty to refrain from actions deleterious to the welfare of the Newfoundland Dog and the Club.
 6. The privilege of participating in all activities of the Club and to receive the newsletter.
- I. Membership may be terminated by:
1. Resignation by a member in good standing by a writing directed to the Corresponding Secretary of the Club.
 2. Lapse of membership, which occurs upon nonpayment of dues pursuant to Section J of this article.
 3. Expulsion of a member in accordance with Article VIII of these By Laws.
- J. Each member shall pay dues each year to maintain good standing in the Club.
1. There shall be, on the first day of each Club fiscal year, dues which automatically come due and owing. The dues shall be in different classes and shall be determined by the Board of Directors. There shall be no dues for Honorary Memberships.
 2. Each member must pay dues to the Treasurer within sixty (60) days of the start of the fiscal year. The Board of Directors may grant an additional thirty (30) days to pay dues in extraordinary cases. No person may vote at any Club meeting while dues remain unpaid as of the date of such meeting or after the sixty (60) day period.
 3. All members shall be considered in good standing so long as their dues have been paid as specified in Section J.2 of this Article, and so long as they have not been the subject of disciplinary action specified in Article VIII.

ARTICLE III. MEETINGS AND VOTING

- A. All meetings shall be conducted in accordance with Robert's Rules of Order unless exception is made in due order.
- B. All meetings of the Club shall be held within the Club Region at a place and time to be determined by the Board of Directors. There shall be a minimum of one General Membership Meeting per calendar quarter. Written notice of each meeting held shall be mailed by the Corresponding Secretary or published in the club newsletter not later than ten (10) days before nor more than fifty (50) days prior to said meeting.
- C. A special meeting of the membership may be called at any time by the President, or by a majority of the Board of Directors, or by the Corresponding Secretary upon receipt of a petition signed by five (5) or more members of the Club. Notice shall comply with Section B of the Article.
- D. Meetings of the Board shall be held at a time and place within the Club Region to be determined by the Board. There shall be a minimum of one meeting per calendar quarter. Written notice of the meeting shall be mailed by the Corresponding Secretary or published in the Club newsletter not more than fifty (50) days nor less than ten (10) days prior to the meeting.

- E. A special meeting of the Board may be called by the President, or by the Corresponding Secretary upon receipt of a request for such meeting by three (3) or more members of the Board.
- F. An emergency meeting of the Board of Directors may be called at any time by the President or by a majority of the Board. Only matters pertaining directly to the emergency and not deferrable to a later time shall be considered at this meeting.
- G. A quorum shall be necessary for all meetings where votes are to be taken. A quorum for membership meetings shall consist of a minimum of eight (8) members or 50% of the general membership, whichever number is smaller. A quorum at board meetings shall consist of five (5) members unless vacancies exist.
- H. Each General Member (Individual or adult Family Member) in good standing is considered a voting member and may vote at each meeting at which he or she may be present. Proxy voting shall not be allowed. Absentee voting shall be allowed only for the annual election of Officers and Directors, and for amendments to the Constitution and By Laws, as set forth in the Constitution and Article VI of these By Laws.

ARTICLE IV. DIRECTORS AND OFFICERS

- A. The Board of Directors shall consist of seven (7) persons, all of whom are general members in good standing and elected at the Club's Annual Meeting. They shall serve terms of one (1) year from the date of their election and shall serve until their successors are elected and take office.
- B. Management of the affairs of the Club shall be entrusted to the Board of Directors, who may delegate authority for specific acts and assign certain duties as they deem fit. Such delegation is normally made to committees, as specified in Article IX.
- C. The Board of Directors shall consist of the following individuals:
 - 1. The President, Vice President, Corresponding Secretary, Treasurer and Recording Secretary.
 - 2. Two (2) additional persons who shall be elected at large by the membership at its Annual Meeting, in accordance with Article V, Section C.

ARTICLE V. CLUB YEAR, ANNUAL MEETING AND ELECTIONS

- A. The fiscal year of the Club shall begin on the first day of October and end on the thirtieth day of September of each year. The official year of the Club shall run during the same period.
- B. The Annual Meeting of the Club shall be held during the first quarter of each Club year. Officers and Directors shall be elected at the Annual Meeting by secret written ballot from among those nominated in accordance with this Article. They shall take office immediately following the Annual Meeting.
- C. Nominations and elections for office or Board membership shall follow this procedure:
 - 1. No person may be a candidate unless nominated for a particular position, and shall not be nominated without his consent. The Board of Directors shall, during the fourth quarter of the Club year, select a Nominating Committee of three (3) members. Not more than one of these three members may be a Board Member. The Nominating Committee shall nominate at least one person for each position, and at least two (2) persons as at-large candidates for election to the Board of Directors. The Committee shall report their selections in sufficient time for the slate to be published in the Club newsletter preceding the Annual Meeting, in accordance with Article III, Section B. No person on the Nominating Committee shall be prohibited from running for any elective office.
 - 2. Additional Nominations may be made by members at a general membership meeting and need not be in writing, or by petition signed by three (3) general members and submitted to the Corresponding Secretary by a designated date.
 - 3. The vote shall be taken by office. The nominee receiving the greatest number of votes for a particular position shall be elected to the position. Election may be by plurality and a majority is not necessary. The two (2) at-large Board of Directors positions shall be voted upon jointly, with the two individual nominees receiving the largest number of votes being

- elected to the Board.
4. The Corresponding Secretary and one other member designated by the Board shall prepare and send out ballots to members along with notice as required in Article III, Section B. The ballots are to be returned to the Corresponding Secretary prior to, or at, the Annual Meeting, and the Committee composed of the Corresponding Secretary and one other member shall open and tabulate the votes at the Annual Meeting and report the results to the membership.
- D. The Officers of the Club shall be as follows:
1. The President, who shall preside at all meetings of Club Membership, and who shall have the duties and powers normally appurtenant to such office with the exception that he shall not preside at meetings of the Board. He is entitled to vote when the vote is by ballot and in all other cases where his vote could change the outcome.
 2. The Vice President, who shall have the duties and powers of the President in the event of the President's death, absence or incapacity, and who shall preside at all meetings of the Board.
 3. The Corresponding Secretary, who shall have charge of all correspondence, shall notify members of meetings, shall notify new members of action taken on their membership applications, shall notify Officers and Directors of meetings and of their election to Office or Directorship, shall keep a current roll of membership, with the names and addresses of all current and past members, and shall have charge of answering inquiries and such other correspondence as directed by the Board or the President.
 4. The Treasurer, who shall collect and receive all monies of the Club, and shall hold same in the name of the Club. The Treasurer shall deposit same in a financial institution designated by the Board, and along with the President and Vice President, shall be authorized to sign checks on the Club's behalf. The books shall be open to all members of the Club upon reasonable notice to the Treasurer. The Treasurer shall report to the Board and the members at each meeting. At the Annual Meeting of the membership, the Treasurer shall render an account of all monies received or expended during the previous year. The Treasurer shall also prepare a proposed budget of the Club for consideration of the Board at the Board's request. The Treasurer shall also submit to an annual accounting to be done by the Board or a delegate of the Board.
 5. The Recording Secretary, who shall keep the minutes of the meeting of the members in one or more books provided for that purpose, and shall be custodian of the Club's records and all other matters which the Board may direct.
- E. Any vacancy which occurs on the Board or among the Officers during their term in office shall be filled by a majority vote of the members of the Board following such vacancy. Any Board Member who fails to attend three (3) consecutive Board Meetings may, at the discretion of the majority of the Board, have the position declared vacant and a replacement shall be selected.

ARTICLE IV. AMENDMENTS

- A. Amendments to the Constitution may be recommended by the Board or proposed by the members in a petition which contains the signatures of 20% of the membership. Any such petition shall be forwarded to the Corresponding Secretary. Any such proposed revision or amendment to the Constitution shall not pass, except upon a vote of three-quarters (3/4) of all general members in good standing in favor of such a change as stated in Article VI, Section B of the Constitution.
- B. The By Laws maybe amended from time to time by recommendation of the Board or upon petition of 20% of the membership. Any such petition shall be forwarded to the Corresponding Secretary. The petition or Board recommendation shall be submitted to the membership by mail ballot after discussion at the next general membership meeting. Such proposal shall not pass unless it receives a favorable vote from two-thirds (2/3) of the general members returning their ballots by the date designated for their return.

ARTICLE VII. DISSOLUTION

- A. The Club may be dissolved at any time by written consent of not less than three-quarters (3/4) of the members of the Club. In the event of Dissolution, whether voluntary or involuntary, or by operation of law, none of the property of the Club, after payment of all legal and justifiable debts, expenses and obligations, shall inure to the benefit of any individual, but rather shall be paid over to the Newfoundland Club of America, Inc., as a donation. The Article is further governed by Article IV of the Constitution.

ARTICLE VIII. DISCIPLINE

- A. Any member of this Club who is suspended from the American Kennel Club or the Newfoundland Club of America, Inc., shall be immediately suspended from this Club for a like period of time.
- B. Any member may prefer charges against any other member for alleged misconduct or malfeasance for acts which harm this Club or its objectives or purposes. Written charges which specify the allegation accompanied by a deposit of \$50.00 shall be filed with the Corresponding Secretary who shall promptly forward a copy of said charges to each member of the Board. If the accuser or the accused is a member of the Board of Directors, he shall relinquish his rights and duties as a member of the Board until the matter is settled. The Board shall decide in its sole discretion whether the charges might have any merit. If the Board decides that meritorious charges exist, the Board shall set a date for hearing not less than three (3) weeks nor more than six (6) weeks from the date of their determination, and shall return the \$50.00 deposit at that time to the complaining party. If the Board decides that there is no merit to the charges, the accused will be exonerated and the \$50.00 will be deposited in the Club's general fund. The charged party shall be personally notified of the hearing by one of the members of the Board.
- C. The Board shall sit at the Disciplinary Hearing and shall have complete authority to hear or exclude evidence, and to determine the procedure for such hearing. In no case shall the accused be denied the right to confront and examine his accuser, nor be denied the right to fully explain the allegations. After the hearing, the Board may suspend the party for a period not to exceed six (6) months in the event the party is found guilty of the charges. In addition, the Board may recommend to the membership that the party be expelled from the Club.
- D. Expulsion from the Club may be accomplished by a vote of two-thirds (2/3) of the general members. The expulsion may be accomplished at the next regular Membership Meeting following the hearing pursuant to this Article. The accused may address the membership with regard to mitigation and with regard to the appropriateness of expulsion, but evidence shall not be presented at this meeting.

ARTICLE IX. COMMITTEES

- A. The Board may each year appoint standing committees to assist and advance the work of the Club. The Board shall annually decide which standing committees shall exist for the Club year.
- B. In addition, Ad Hoc committees may be formed by the Board from time to time to carry out specific duties such as shows, matches, tests and trials.
- C. The term of a committee appointment shall be at the pleasure of the Board, and shall normally run with the term of the Board. The life of an Ad Hoc committee shall end with the accomplishment of the committee's task or with the term of the Board, whichever comes first.
- D. Any committee appointment may be terminated, upon proper notice and hearing to the committeeman, by a majority vote of the Board.