

# COLONIAL NEWFOUNDLAND CLUB, INC.

## BY-LAWS

### ARTICLE I: MEMBERSHIP

#### SECTION 1. ELIGIBILITY AND QUALIFICATIONS:

Membership shall be open to all persons who subscribe to the purposes of the Club, and who are in good standing with the Newfoundland Club of America and the American Kennel Club.

The classifications of membership shall be as follows:

- (a) **Individual** membership is open to all persons eighteen (18) years of age and older. These members will have full voting privileges if such member is in "good standing" (i.e., if current dues and charges are paid).
- (b) **Family** membership shall be open to two adults and any children under 18 years of age living in the same household. Each adult shall enjoy all the rights and privileges of Associate or Individual membership as defined in parts (a) and (d). Minor members shall have all the rights and privileges of Associate membership only. Adult members will have full voting privileges if current dues and charges are paid.
- (c) **Junior** membership shall be open to all persons 10 through 17 years of age. Junior members may attend club meetings, debate club issues, and participate in all club functions, with the following exceptions: they shall not vote on official club business, hold elective office, or hold appointed leadership positions. The club's newsletter is available by subscription only to Junior members. They may convert to regular membership upon reaching their 18<sup>th</sup> birthday.
- (d) **Associate** membership shall be open to persons whose principal residence is outside of the Club's service area (as hereafter defined). Associate members may attend Club meetings, debate Club issues, and participate in all Club functions, social and/or otherwise, with the following exceptions: they shall not vote on official Club business, hold elective office, or hold appointed leadership positions.
- (e) **Honorary-Life** membership shall be for any member who has made an outstanding contribution to the Newfoundland Breed or this Club. They shall have privileges of Individual membership, including the right to vote and hold office. Any member of the Club may recommend a person for Honorary Life Membership. Honorary Life Members shall be exempt from dues. Honorary Life members shall have all the rights and privileges of Individual membership including the right to vote, and the right to hold office while residing within the Club's service area.
- (f) **Life** membership may be made available by the Board with the consent of the general membership. Life membership shall be the equivalent of Individual membership. The Board may define various categories of Life membership.
- (g) **Charter** membership applies only to those individual members who formed the Colonial Newfoundland Club in April 1986 and is a special designation they will always carry in tandem with the type of membership they have.
- (h) Members must live within the Club's service area boundaries to remain active and able to hold office or vote if qualified. Any member whose principle residence is outside the service area shall be carried as an Associate or Associate-Honorary Life or Associate-Life member of

the Club. The Club's service area shall be comprised of the Commonwealth of Virginia, the State of Maryland, the District of Columbia, and that portion of West Virginia south of the Marshall-Wetzel County line.

## **SECTION 2. DUES:**

- (a) **Individual** membership dues shall be established annually by the Board. In any year when the Board has not acted to change the amount of the dues by August first, the amount shall remain unchanged. During the month of August, the Membership Chairman shall send to each member a statement of all dues for the ensuing fiscal year beginning on October 1st. All dues are payable on or before October 1st each year.
- (b) **Family** membership dues shall be one-and-one-half (1½) times the dues for Individual membership, payable on or before October 1st of each year.
- (c) **Associate** membership dues shall be the same as the dues for **Individual** membership, payable on or before October 1st of each year.
- (d) **Junior** membership dues shall be one-third (1/3) times the dues for Individual membership, payable on or before October 1st of each year.
- (e) **Honorary-Life** membership shall be exempt from dues.
- (f) **Charter** membership required payment of an initial fee in lieu of first year annual dues.

## **SECTION 3. ELECTION TO MEMBERSHIP:**

- (a) **Election to regular membership:** Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Club, and be in good standing with the Newfoundland Club of America and the American Kennel Club. The application shall carry the written endorsement of one member of the Colonial Newfoundland Club, and the applicant shall submit application fee and dues payment for the current year to the Membership Chairman. Applications received by the Membership Chairman after May 1st will have dues payment credited to the following fiscal year.
- (b) Names of new applicants to the Club will be published in the newsletter following preliminary Board approval. Members opposing any applicant(s) have 30 days to object in writing to the membership chairman. If there is no objection, the applicant(s) automatically become members. If an objection is received, the applicant(s) must receive a favorable vote of two-thirds (2/3) of the Board members at a Board meeting where a quorum is present. The Board may deny membership for any reason and is not required to give reasons for denial of membership.
- (c) Applications which have received unfavorable action at a Board meeting may be presented by the applicant's endorser at the next meeting of the Club, and the applicant may be elected by a favorable vote of seventy-five (75) percent of the voting members in attendance at a meeting of the Club. Otherwise, no applicant who has been rejected at any meeting may be again considered at any meeting held within twelve (12) months after the date of the last rejection.
- (d) **Election to Honorary-Life membership:** Honorary-Life members may be proposed by a Board member or Club member(s) through the Corresponding Secretary. Election will be by a

three quarters ( $\frac{3}{4}$ ) favorable vote of the Board, voting by written secret ballot at a Board meeting where a quorum is present.

(e) **Conversion to Life membership:** Any person qualifying for Individual membership may convert to Life membership by submitting a written request and a fee equal to ten (10) times the Individual dues for the year in which Life membership is requested.

#### **SECTION 4. TERMINATION OF MEMBERSHIP:**

(a) **Associate membership may be terminated by:**

(1) **Resignation** in the form of a written notice to the Recording Secretary; however, no member may resign when in debt to the Club or in possession of Club property. Resignation shall not effect or cancel any obligation for dues or any other debt to the Club.

(2) **Conversion** of Associate membership to Individual membership by the member's written notice to the Recording Secretary and payment of any incremental dues, when residing in the Club's service area.

(3) **Lapsing:** A membership shall be considered lapsed and automatically terminated if such member's dues are not paid by October 1<sup>st</sup>.

(4) **Expulsion:** A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

(b) **Individual membership may be terminated by:**

(1) **Resignation** in the form of a written notice to the Recording Secretary; however, no member may resign when in debt to the Club or in possession of Club property. Resignation shall not effect or cancel any obligation for dues or any other debt to the Club.

(2) **Conversion** of membership to Associate membership by the member's written notice to the Recording Secretary and payment of any incremental dues.

(3) **Lapsing:** A membership shall be considered lapsed and automatically terminated if such member's dues are not paid by October 1<sup>st</sup>.

(4) **Expulsion:** A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

(c) In case of death, resignation, or expulsion of any member, all interest in the Club, real or personal, shall be forfeited.

### **ARTICLE II: MEETINGS, FUNCTIONS, AND VOTING**

#### **SECTION 1. CLUB MEETINGS:**

The annual Club meeting of members shall be held during the period specified in Article IV, Section 2, and such additional meetings as the membership deems desirable. The quorum for any fully-constituted meeting shall be the presence in person or by proxy of 10 percent of the members who are eligible to vote and in good standing. Except when a different time is required by law, the Corresponding Secretary shall mail written notice of any meeting to all members at least 14 days prior thereto except the annual

meeting for which written notice of at least 30 days will be provided. Locations of the meetings shall be rotated among the areas serviced by the Club to encourage participation and shall be specified in the notice of the meeting.

## **SECTION 2. SPECIAL CLUB MEETINGS:**

Special Club meetings may be called by the President or by a majority vote of the members of the Board at any regular or special meeting of the Board where a quorum is present, or by the Recording Secretary upon receipt of a petition signed by 10 percent of the voting members of the Club who are in good standing. Such special Club meetings shall be held at such time and place as may be designated by the President. Written notice of such meetings shall be mailed by the Recording Secretary at least 30 days and not more than 60 days prior to the date of the meeting; and said notice shall state the purpose of the meeting; and no other Club business may be transacted. The quorum for such a meeting shall be the presence in person or by proxy of 1/10 of the members eligible to vote.

## **SECTION 3. VOTING OF MEMBERS:**

Members with voting rights shall vote together as one class. Each voting member in good standing, whose dues are paid for the current fiscal year, shall be entitled to one vote on each matter presented to the members at any meeting of the Club at which he is present. Voting by mail will be permitted only for elections to the Board, as provided by Article IV, Section 3d. The majority of the votes entitled to be cast in person or by proxy at a meeting in which a quorum is present shall be necessary and sufficient for the adoption of any matter voted on by the members, unless a greater proportion is required by law, these by-laws, or the Club Articles of Incorporation.

## **SECTION 4. REGULAR BOARD MEETINGS:**

The Board shall hold regular meetings on such days and hours as shall be fixed by the Board. There shall be a Board meeting during the month of January, and such additional meetings as the Board deems desirable. The quorum for a Board meeting shall be a majority of the Board. The Corresponding Secretary shall provide written notice of any Board meeting to all Club members at least 14 days prior thereto.

## **SECTION 5. SPECIAL BOARD MEETINGS:**

Special Board meetings may be called by the President or by a majority vote of the Board. Such special Board Meetings, whether face-to-face, or by whatever format, shall be held at such a time and place as may be designated by the President. Notice of such meetings shall be provided to Board members by the Recording Secretary at least 14 days and not more than 60 days prior to the meeting, unless such time limit is waived by the President for cause. The quorum for such meetings shall be a majority of the Board.

## **SECTION 6. TELEPHONIC MEETINGS:**

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

The minutes of all Board meetings will be published in the Club's newsletter or otherwise circulated, in order to notify all members.

## **SECTION 7. VOTING OF DIRECTORS:**

If a quorum is present when a vote is taken by the Board, the affirmative vote of a majority of directors present shall be the act of the Board of Directors.

## **SECTION 8. ACTION WITHOUT MEETING:**

Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section becomes effective when the last Director signs the consent unless the consent specifies a different effective date in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director.

## **ARTICLE III: OFFICERS AND DIRECTORS**

### **SECTION 1. BOARD OF DIRECTORS:**

The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and three Members at Large. The members of the thus-comprised Board shall all be members eligible to vote who are in good standing. All Board members shall be elected for one-year terms. General management of the Club's affairs shall be entrusted to the Board.

### **SECTION 2. OFFICERS:**

The Club's officers, consisting of President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board at its meetings.

(a) The **President** shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President, in addition to those particularly specified in these By-Laws. The office of the President shall be bonded in such amount as the Board shall determine. The President shall be an *ex officio* member of all committees. Outgoing Presidents are automatically *ex officio* non-voting members of incoming Boards for a period of one year.

(b) The **Vice President** shall have the duties and exercise the powers of the President in case of the President's absence or incapacity or death. The Vice President shall be familiar with Robert's Rules of Order and these By-Laws and act as Parliamentarian.

The Vice-President shall chair the Finance Committee and be responsible for the preparation of the Annual Budget for approval by the Board at their first meeting and the annual review of the Treasurer's books.

(c) The **Recording Secretary** shall keep a record of all meetings of the Club and of the Board and all matters of which a record shall be ordered by the Club. The Recording Secretary shall notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, present the names of proposed new members to the Board as received from the Membership Chairman, and carry out such other duties as prescribed in these By-Laws.

(d) The **Corresponding Secretary** shall have charge of answering all inquiries to the Club and such other correspondence as may be delegated to him. The Corresponding Secretary shall

notify members of meetings, and functions, keep a roll of the members of the club with their addresses and telephone numbers, and carry out such other duties as are prescribed in these by-laws. The Corresponding Secretary shall maintain contact with the Newfoundland Club of America, and all Regional Clubs, as directed by the Board.

(e) The **Treasurer** shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank acceptable to the Board, in the name of the Club. The books shall at all times be open to the inspection of the Board, and he shall report to them at every Board meeting the condition of the Club's finances, and every item of receipt or payment not before reported. The Board will be required to give approval by majority vote to any disbursements of one hundred dollars (\$100.00) or more. At the annual meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The office of the Treasurer shall be bonded in such amount as the Board shall determine. The books will be reviewed by the incoming Vice President, the past Treasurer, incoming Treasurer, and two (2) non-Board members appointed by the incoming Board between January 1 and February 28<sup>th</sup>. The written report of the review of the Treasurer's books shall be submitted to the Board by February 28<sup>th</sup>. The Club's books shall be available for inspection by any member upon reasonable notice.

(f) Each retiring officer shall turn over to his successor in office all records and properties related to that office, within 30 days after the election of his successor. Any retiring officer who fails to turn over such records and properties by the first Board meeting may be suspended from all privileges of the Club until the transfer is effected.

### **SECTION 3. VACANCIES:**

Any vacancy occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board at a meeting where a quorum is present. A vacancy shall be filled at the first regular Board meeting following the creation of such a vacancy, or at a special Board meeting called for the purpose of filling the vacancy, except that a vacancy in the office of the President, shall be filled automatically by the Vice President.

### **SECTION 4. REMOVAL:**

The Board may recommend by a two-thirds ( $\frac{2}{3}$ ) vote of the Board at a duly constituted Board meeting that any officer be removed from office for cause. This recommendation is subject to approval by a two-thirds ( $\frac{2}{3}$ ) vote of those members eligible to vote at a duly constituted Club meeting. The duly constituted meeting may be specially called. The general membership must be notified at least 10 days prior to any vote on removal. If a Board member fails to attend three Board meetings during the Board member's term, the Board may declare the position vacant.

## **ARTICLE IV: THE CLUB YEAR, ANNUAL MEETING, ELECTIONS**

### **SECTION 1. CLUB YEAR:**

The Club's fiscal year shall begin on October 1<sup>st</sup> and end on September 30<sup>th</sup>. The Club's official year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

### **SECTION 2. ANNUAL MEETING:**

The annual meeting of members shall be held between October 30<sup>th</sup> and December 15<sup>th</sup>.

### **SECTION 3. NOMINATION**

No person may be a candidate to be a member of the Board of Directors in a Club election who has not been nominated. The Board shall select a nominating committee consisting of three members, together with two alternates, none of whom may be a member of the Board, by June 15<sup>th</sup> each year. The Recording Secretary shall immediately notify the committee members and alternates of their selection. Each such member nominated shall attest in writing to the chairman of the nominating committee willingness to be a candidate and to serve if elected, by July 15<sup>th</sup>. Candidates shall be limited to nomination for one office in any given year.

(a) The nominating committee may conduct its business in person, by telephone, or by any means of communication by which all committee members participating may simultaneously hear each other during the meeting. The committee shall present all nominated candidates, to include at least one candidate for each office, and three candidates for the three at-large positions on the Board, and after securing the written acceptance of each person so nominated, immediately shall report their nominations to the Recording Secretary in writing by July 30<sup>th</sup>.

(b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall, before August 31<sup>st</sup>, notify each Club member in writing of the candidates so nominated, and canvass the general membership for additional nominations to all positions.

(c) Additional nominations of eligible members may be made by written petition, addressed to the Recording Secretary and received at the regular address of the Recording Secretary on or before September 20<sup>th</sup>, and accompanied by the written acceptance of each such additional nominee signifying willingness to be a candidate.

(d) The Recording Secretary shall mail to each voting member a ballot 25 days in advance of the annual meeting. The ballot will list all the nominees in alphabetical order, together with a blank envelope, and a return envelope addressed to the Recording Secretary and the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking the ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary. Ballots to be considered must be received by the Recording Secretary no less than two days in advance of the annual meeting. Prior to the opening of the outer envelopes and the removal of the blank envelopes, the Membership Chairman shall certify the eligibility of the voter against the membership list. The votes shall be counted by three members not on the slate at the annual meeting. The results shall be announced to the membership before December 31<sup>st</sup> and shall be determined in accordance with Article IV, Section 4.

(e) Nominations cannot be made in any manner other than as provided in Article IV, Section 3.

### **SECTION 4. ELECTIONS:**

The nominated candidate receiving a plurality of the votes cast by the members entitled to vote for each office shall be declared elected at the annual meeting. The three nominated candidates for at-large positions on the Board who receive the plurality of votes for such positions shall be declared elected. Election shall be by secret ballot. In the event that a tie vote occurs, a runoff will be held.

## **ARTICLE V: COMMITTEES**

### **SECTION 1. APPOINTMENT OF STANDING & AD HOC COMMITTEES:**

Each year, the Board will appoint members of the Club to serve on standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. *Ad hoc*

committees also may be appointed by the Board to aid it on particular projects. Subject to the Board of Director's approval, the President shall appoint Chairmen who will select members to such standing and *ad hoc* committees as may advance the work of the Club. The Board, at its discretion, determines the size and composition of any committee. The chairman of each committee shall submit an annual report two (2) weeks prior to the designated date of the annual meeting. Any member of the Club in good standing may serve on any committee.

## **SECTION 2. TERMINATION OF COMMITTEE APPOINTMENTS:**

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 persons whose service has been terminated. Each retiring or terminated committee chairman or members shall turn over all records and properties relating to the committee to this successor, or, if the committee has been dissolved, to the Recording Secretary, within 30 days after he has been notified of the termination of the office. Any person who fails to do so within 30 days may be suspended from all privileges of the Club until the transfer is effected.

## **SECTION 3. COMMITTEE RESPONSIBILITIES:**

Each committee shall communicate promptly to the President a brief summary of the business transacted at each meeting. Minutes may be used to satisfy this requirement. Committees shall make recommendations to the Board and shall implement such actions as the Board may direct. Committees always shall be subject to the final authority of the Board.

## **SECTION 4. COMMITTEE MEMBERS — TERMS OF OFFICE:**

The normal term of membership on a standing committee shall correspond with the Club year. However, the members of such committee shall continue to serve until the newly-elected President shall announce the new members of the committee.

## **SECTION 5. AD HOC COMMITTEES — TERMS OF MEMBERSHIP:**

Membership of an *ad hoc* committee normally shall continue to serve until the task of the committee is completed and a final accounting has been made to the Board, subject to reconfirmation by a newly-elected Board at its first meeting.

## **SECTION 6. COMMITTEE MEETINGS:**

Committee meetings shall be open to all Club members. Exceptions to the rule shall be made on a meeting-to-meeting basis, for cause, by the President, and may be overruled by the Board. Chairmen shall make a reasonable effort to inform interested Club members of meeting time and place.

## **SECTION 7. COMMITTEES — ORDER OF BUSINESS:**

The first order of business for each *ad hoc* committee and for each standing committee for the first meeting of the Club year shall be the establishment of general rules, procedures, policies, and timetables. These shall be reported to the Club's newsletter at the earliest time practicable. Any policy change proposed by a committee must be referred to the Board for consideration. Resulting policy changes must appear in an official communication of the Club to the general membership at least sixty (60) days before the effective date of the change.

## **ARTICLE VI: DISCIPLINE**

### **SECTION 1. AMERICAN KENNEL CLUB AND NEWFOUNDLAND CLUB OF AMERICA SUSPENSION:**

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

### **SECTION 2. CHARGES:**

Any member may press 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, By-Laws, or Ethics Guide of this Club. Written charges with specifications must be filed with the Recording Secretary, together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Recording Secretary will also send copies of the charges to the defendant who shall have the opportunity to submit written responses 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 of the Breed, or falls under the jurisdiction. If the Board decides to entertain jurisdiction, the Recording Secretary shall so inform the parties to the complaint and shall send one copy of the charges by certified mail to each party along with a copy of the procedures the board has adopted for the hearing. The hearing shall be held at the next regularly scheduled face to face meeting of the Board, unless the date of that meeting would be less than 30 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 postponed until the following face to face meeting.

### **SECTION 3. BOARD HEARING:**

Should either party to the proceeding choose to be represented by council, he shall so inform the Recording Secretary no later than 30 days prior to the date of the hearing. The Recording Secretary shall promptly inform the other party. At the hearing, both parties may provide evidence and witnesses as needed. 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 not more than six months from the date of the hearing. And, if it deems that punishment insufficient, the Board 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 fellow members at the ensuing Club 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 Recording Secretary. The Recording 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 an Annual Meeting, or Special Meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and eligible to vote at a meeting where a quorum is present shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

**ARTICLE VII: AMENDMENTS**

**SECTION 1. PROPOSED AMENDMENTS TO THE CONSTITUTION, BY-LAWS, AND ETHICS GUIDE:**

Amendments to the Constitution, By-Laws, and Ethics Guide may be proposed by the Board or by written petition addressed to the Recording Secretary signed by twenty (20) percent of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the membership, inviting comment from the members. No less than 30 days, and no later than 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 OF THE CONSTITUTION, BY-LAWS, AND ETHICS GUIDE:**

The Constitution, By-Laws, and Ethics Guide may be amended by the members at a meeting where a quorum is present. The favorable vote of ¾ of the members present who are in good standing and eligible to vote shall be required to affect any such amendment of the Constitution. The favorable vote of 2/3 of the members present who are in good standing and eligible to vote shall be required to affect any such amendment to the By-Laws or the Ethics Guide.

**SECTION 3 NEWFOUNDLAND CLUB OF AMERICA CONCURRENCE**

No amendment to the Constitution and By-Laws that is adopted by the Club shall become effective until it has been approved by the Newfoundland Club of America.

**ARTICLE VIII: DISSOLUTION**

The Club may be dissolved at any time by the vote of more than two-thirds (2/3) of the votes cast at a meeting of members at which a quorum is present. In the event of dissolution of the Club, whether voluntary or involuntary or by 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 distributed to a charitable organization for the benefit of dogs selected by the Board in accordance with a plan of dissolution that is presented to the members by the Board and approved by a vote of the members.

**ARTICLE IX: ORDER OF BUSINESS**

**SECTION 1. CLUB MEETINGS:**

At the meetings of the Club, the order of business, in so far as the character and the nature of the meeting may permit, shall be as follows:

- Roll call
- Minutes of the last meeting
- Minutes of the Board
- Report of the President
- Report of the Corresponding Secretary
- Report of the Recording Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers and Board (at Annual meeting)

Introduction of new members  
Unfinished business  
New business  
Adjournment

**SECTION 2. BOARD OF DIRECTORS;**

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

Reading of the minutes of the last meeting  
Report of the Corresponding Secretary  
Report of the Recording Secretary  
Report of the Treasurer  
Reports of the Committees  
Unfinished business  
New business  
Adjournment

**SECTION 3. CONDUCT OF MEETINGS:**

All meetings shall be conducted in accordance with a current copy of Robert's Rules of Order except as stated in the By-Laws.