

NEWFOUNDLAND CLUB OF FLORIDA, INC
BY-LAWS

ARTICLE I - MEMBERSHIP

SECTION I - MEMBERSHIP DEFINITIONS

There shall be five (5) classes of memberships within the Newfoundland Club of Florida, Inc. (NEWFFLA) The first two (2) are restricted to persons eighteen (18) years of age or older who reside in the State of Florida. Members who move outside of the State of Florida will be automatically converted to Affiliate Membership.

1. Individual Membership - Members shall have all privileges and duties as members of the club, may attend club meetings, vote on official club business, hold elective offices or appointed leadership positions, and participate in all club functions. They shall receive all issues of the "Paw Print" Newsletter and the Annual NEWFFLA Membership Directory and Census Report. All members shall pay annual dues.
2. Family Membership - Family Membership shall be open to two adults living in the same household. They shall hold all the rights and privileges as set forth for individual members and each individual shall have one vote in all matters.
3. Affiliate Membership (Out of State) - Members may attend all club meetings and participate in all club functions. They shall receive all issues of the "Paw Print" Newsletter and the Annual NEWFFLA Membership Directory and Census Report. They may not vote on official club business, hold elective offices or hold appointed leadership positions.
4. Family Affiliate Membership (Out of State) - Affiliate Family Membership shall be open to two adults living in the same household. Their membership privileges shall be as set forth in paragraph three (3) above.
5. 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 "Paw Print" Newsletter and the Annual NEWFFLA Membership Directory and Census Report. They may not vote on official club business, hold elective offices or hold appointed leadership positions.

SECTION II - 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 1 and the membership shall be notified of any such changes within ten (10) days.
2. Dues will be payable April 1 of each year.
3. Dues are considered an obligation to the club and are non-refundable.

SECTION III APPLICATION FOR MEMBERSHIP

All applicants for membership shall submit a completed NEWFFLA Membership Application together with dues as set forth on the application in accordance with the type of membership for which they are applying. The application 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 "Paw Print" Newsletter. If no objections are received by the Board of Directors, within thirty (30) days of said publication, active membership status is automatic. If an objection is received, the objection will be discussed and the application will be reviewed and voted on at the next general membership meeting.

SECTION IV 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 sixty (60) days after payment is due. Any lapsed membership may be reinstated upon full payment of all dues and 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 V.

SECTION V - 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 ten (10) days. If no reply is filed with the Secretary the member shall be suspended from active membership status. If a response is filed, the Board shall either dismiss the action or schedule a hearing on the matter. The 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 NEWFFLA 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 February or March. Three other membership meetings shall be held annually, totaling approximately one meeting per quarter. These three meetings will be held at a place and time specified by the Board. Written notice of said meetings shall be mailed by the Secretary at least ten (10) days prior to the

date of each meeting. The quorum for such meetings shall be ten (10) percent of the members in good standing.

2. Special Meetings may be called by the President, or by a majority of the members of the Board, or by written petition signed by fifteen (15) percent of the voting membership as set forth 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 of the Board as set forth in paragraph one (1) above.
4. Each member entitled to a 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 President, Vice President, Secretary, Treasurer, Executive Advisor, and two (2) non-officer Directors. General management of the club's affairs shall be entrusted to the Board of Directors.
2. The club's Officers and Directors shall be elected for two (2) year terms.
 - 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 monies due or belonging to the club, and deposit monies 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.
 - e. The Executive Advisor shall be the Immediate Past President of the Club. If no immediate past president is available to serve, the Executive Advisor shall be an individual elected by the membership, who has owned a Newfoundland dog for a period of not less than five (5) years. The Executive Advisor shall be a voting member of the Board and shall perform other duties as delegated by the Board or the President.

- f.* The Non-Officer Directors shall serve on the Board as representatives of the club's general membership.
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 of Officers shall be held in even numbered years, for two (2) year terms, elections of non-officer Directors shall be held in odd numbered years. Both shall be by written secret ballot at the membership meeting in February or March. Official ballots will be mailed by the Secretary, at least ten (10) days prior to the date of the annual meeting. Absentee ballots will be accepted if received by the Secretary prior to the start of said meeting. Ballots will be counted by the Secretary and Treasurer. Newly elected Officers will take office April 1 of the year in which they are elected.
 5. Nominations - Nominations written or oral must be made at the fourth quarter meeting for each office, by any member providing that the person nominated does not decline when their name is proposed. Each nomination must receive at least one second from the voting members in attendance.

ARTICLE IV – COMMITTEES

The Board may appoint standing committees to advance the work of the club. The Board may also appoint special committees to aide in particular projects.

ARTICLE V – AMENDMENTS

Amendments to the Constitution of 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 by the Treasurer. 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.