

## CONSTITUTION

### **Article I - Name and Objectives**

**Section 1.** The name of the club shall be the New Guinea Singing Dog Club of America (NGSDCA)

**Section 2.** The objectives of the club shall be:

1. The NGSDCA shall be operated exclusively for/to promoting interest in ownership of new guinea singing dogs (hereafter NGSD[s])
2. Advancing public and owner education of NGSD[s]
3. Support the rescue of NGSD[s] in need of fostering and placement in new homes.
4. Advancing health research initiatives
5. Encouraging the scientific study of the human-animal bond, ecology, health, and behavior of NGSD in North America and in Papua New Guinea
6. Genetic diversity, and ethical sound breeding.
7. To do all in its power to protect and advance the interests of the breed by encouraging sportsman-like competition at dog shows, companion and performance events and to promote compliance with the UKC/AKC Code of Sportsmanship.
8. To conduct sanctioned matches, specialty shows, obedience and agility trials and any other event for which the club is eligible under the Rules and Regulations of the UKC/AKC.

### **Section 3.**

1. The club shall not be conducted or operated for profit, and no part of any profit or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

### **Section 4.**

1. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

## **By Laws**

### **Article I – Membership**

### **Section 1. Eligibility:**

1. There shall be four (4) classes of membership open to all persons who subscribe to the purposes of this club and its code of ethics. A member in good standing shall be any duly elected member who has met his/her financial obligations to the club, including dues. A member will be advised via verifiable means of any outstanding debt and given the opportunity to address the matter before a decision is made concerning their "good standing".
2. There shall be four (4) types of memberships open to all persons eighteen years of age and older who subscribe to the purposes of this club, and submit an application

### **Membership:**

1. Supporting: \$15.00, No sponsors needed. All club privileges except right to vote or hold office. Yearly fee
2. Full: \$30.00 All club privileges including the right to vote and hold office. Two sponsors needed and BOD agreement on membership. Yearly fee
3. Family: (2 or more people of any age residing in same household): \$45.00 All club privileges with up to 2 adult votes per membership. Two sponsors needed and BOD agreement on membership. Yearly fee
4. Lifetime: open to any person who has been an member for thirty combined or consecutive years. A lifetime member has the full privileges of an individual member but does not need to pay dues.

### **Section 2. Dues:**

1. Membership dues shall be set by the board and will vary by membership class.
2. The dues shall be payable after receipt of acceptance to club.
3. Renewal fees shall be paid before or on date of first acceptance. A reminder shall be given by the club secretary.

**Section 3.** Election to membership:

1. Each applicant for membership shall apply on a form as approved by the board of directors which shall provide that the applicant agrees to abide by these constitution and bylaws, the rules of the New Guinea Singing Dog Club of America and those of the United Kennel Club.
2. For classes of membership the application shall state the name, address, special interest of the applicant and such additional information as the board of directors requests. The application for membership shall carry the endorsement of two individual members in good standing from different households. After membership approval the prospective member shall submit dues payment.
3. All applications are to be filed with the club (Secretary) if there is no Membership Chair. The name of the applicant, along with information required by the board, shall undergo the first (1<sup>st</sup>) reading with name and state of applicant in the next NGSDCA publication, as determined by the board of directors, following receipt of the application.
4. Any individual member in good standing may submit to the Secretary any information that may affect the eligibility or worthiness of the applicant, and such information shall be presented within 30 days after first reading. The board shall then consider any information submitted and may decide to postpone the voting on the application pending further investigation, or may vote upon the application at the next meeting, which is more than 30 days after publication.
5. Affirmative votes of 2/3 of the directors present at a meeting of the board, shall be required to elect an applicant. Applicants for membership who have been rejected by the club may not re-apply within 12 months after such rejection.

**Section 4.** Termination of Membership: Membership may be terminated by:

1. Resignation: Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they become incurred on the date of acceptance of membership and paid dues.
2. Lapsing: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day membership acceptance. However, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
3. Expulsion: A membership may be terminated by expulsion as provided in Article VI of these bylaws.

## **Article II -- Meetings**

### **Section 1. Club Meetings:**

1. The Annual Meeting of the club shall be held in conjunction with its inception date, in the month of April. The Secretary shall email written notice of the Annual Meeting to each member at least 30 days prior to the date of the meeting. Minutes of the meeting shall be published for the members' review. A quorum for the Annual Meeting shall be 10 percent of the members in good standing.

### **Section 2. Special Club Meetings:**

1. Special club meetings may be called by the President, or by a majority vote of the members of the board who are present at a meeting, or shall be called by the Secretary upon receipt of a petition stating the reason for such a meeting and signed by 10% of the individual members of the club eligible for voting. Written notice of such a meeting shall be published in the newsletter or emailed by the Secretary at least 14 days prior to, and not more than 30 days before the date of the meeting. The notice shall state the purpose of the meeting, and no other club business may be transacted. The meeting shall be held at a time designated by the board. A quorum for such a meeting shall be no less than 10 percent of the individual members in good standing.

### **Section 3. Board Meetings:**

1. The first meeting of the board shall be held shortly after the new board takes office on January 1st via telephone conference call, video conference or other available technology which allows the participants to communicate simultaneously or sequentially. Other meetings of the board of directors shall be held at such times as are designated by the President or a majority vote of the entire board. Subsequent meetings of the board of directors shall be held in the same manner. Written notice of such meetings shall be sent by the Secretary to each member of the board at least 7 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board members.

#### **Section 4. Board Business:**

1. The board of directors may also conduct business outside of meetings by telephone conference call, email, video conference calls, and discord chat channels provided it does not conflict with any other provision of these bylaws. Items voted upon outside of meetings these means must be confirmed by all the directors in writing to the Secretary within seven days in the manner presented in Section 5. All results of board voting must be sent to each president.

#### **Section 5. Definitions and Explanations:**

For the purposes of this document, the definition of “Meetings” and “Business” will be as follows:

1. Meetings: are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by videoconference, teleconference or other available technology which allows the participants to communicate simultaneously or sequentially.
2. Business (voting): can be conducted at meetings or if outside of meetings through mail, and electronic mail. In order for business to be conducted by electronic mail, the following must be in place:
  - a. Every board member must be provided with a means to participate.

- b. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;
  - c. A mechanism must be in place to verify that the eligible board members are "listening";
  - d. All board members must agree in writing to participate in this manner.
- 3. NGSDCA may send members notification of club meetings (also included would be ballots, dues notices; minutes and newsletters) and board members notification of board meetings via electronic, provided that:
  - a. The member or board member has signed an authorization agreeing to this method of communication.
  - b. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control.
- 4. Any time the terms "mail", "send", or "written notice" is used, unless specifically stated otherwise, shall be considered to be either electronic or postal mail according to the authorization form signed by each member.

#### **Section 6. Meeting attendance:**

- 1. All general meetings are open to anyone wishing to attend. Only board members may attend board meetings, except by approval of the majority of the board members present at the meeting

### **Article III -- Directors and Officers**

#### **Section 1. Board of Directors:**

- 1. The board shall be comprised of the four (4) officers and minimum of three (3) other persons serving as the board of directors, all of whom shall be individual members in good standing. They shall be elected for three (3) year terms as provided in Article IV, and shall serve until their successors are elected or their positions are vacated. General management of the club's affairs shall be entrusted to the board of directors.

2. The President, Treasurer and two (2) at large Director seats shall not be open until 2026. All positions can not rotate in the same year.
3. Only one (1) person from a household shall serve at any one time on the board of directors.

**Section 2. Officers:**

The club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

1. The President: shall preside at all meetings of the club and the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified by these bylaws. The President shall also be active in all aspects of new memberships and notify new members of their election to membership
2. The Vice President: shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
3. The Secretary: shall have charge of the correspondence, notify the board and club members of their meetings, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws. The Secretary shall also keep a record of all meetings of the club and of the board and all votes taken by mail, electronic mail, or telephone and video conference calls and of all matters of which a record shall be ordered by the club, maintain a book of motions, and carry out such other duties as are prescribed in these bylaws.
4. The Treasurer: shall collect and receive all moneys due to and belonging to the club. Moneys shall be deposited in a bank designated by the board in the name of the club. At all times, the books shall be open to inspection by the board, and a report shall be

given at every meeting regarding the condition of the club's finances and every item of receipt or payment not before reported. At the Annual Meetings, an accounting shall be rendered of all moneys received or expended during the previous fiscal year. The Treasurer shall be bonded in such an amount as the Board shall determine.

5. With all matters of finances, the Treasurer and President shall have dual access, due to possible death, absence or incapacity of either board member, and transparency. All passwords to banking information shall be changed with the changing of the person in the Treasurer or President position.
6. If applicable the club shall designate a UKC/AKC delegate and shall, among other duties, report to the club all actions and matters discussed at the American Kennel Club's and United Kennel Club's Quarterly Meetings. The Delegate shall be a membership elected position, but shall not be a voting position on the board of directors. The Delegate shall be elected for a two-year term and will remain in that position until a successor has been approved by the UKC/AKC.

### **Section 3. Vacancies:**

1. Any vacancies occurring on the board or among the officers during the year shall be filled until the next annual election by a majority vote of all members of the board at its first regular meeting following the creation of such a vacancy, or at a special board meeting called for that purpose except that a vacancy in the office of the President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall then be filled by the board.

## **Article IV -- The Club Year, Voting, Nominations, and Elections**

### **Section 1. Club Year:**

1. The club's fiscal year shall begin on the first day of January and end the last day of December.

2. The club's official year shall coincide with the club's fiscal year. The newly elected officers and board of directors shall take office on January 1st and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days of that date.

### **Section 2. Voting:**

1. At the annual meeting or at a special meeting of the club, voting shall be limited to those members who are present at the meeting. Voting by proxy shall only be permissible to board members.
2. The board of directors may opt to conduct balloting using this method for members who have authorized electronic communication. Members not providing written authorization will continue to receive all materials via electronic mail.
3. The annual election of officers, delegate, and directors; code of ethics, amendments to the constitution and bylaws and the standard for the breed shall be decided by secret written ballot. The board of directors may decide to submit other specific questions for decision of the members by written ballot.

### **Section 3. Elections:**

1. The election of officers, board of directors, and possible/future Delegate to the American Kennel Club and United Kennel Club shall be conducted by secret ballot.
2. The board shall designate an independent professional firm to receive, count, and report the results of the balloting. The results of the balloting are to be reported to the Secretary, who shall notify all candidates and the membership of the results. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.
3. The other nominated candidates for other positions of the board who receive the greatest number of votes for such positions shall be declared elected. If any nominee, at the time of the election is unable to serve for any reason, such nominee shall not be elected and the vacancy so created

shall be filled by the new board of directors in the manner provided by Article III, Section 3.

4. Requests for recounts, determinations on the legality of individual votes, and other protests regarding elections, will be adjudicated by the Board of Directors. Any protests or inquiries regarding the balloting, counting, etc. for the election must be filed with the Secretary as soon as practicable after the results are announced, but no later than December 31 of that year.

#### **Section 4. Nominations:**

1. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. By July 15, the board shall appoint a Nominating Committee consisting of three individual members from different areas of the United States and two alternates, all individual members in good standing, no more than one (1) of whom may be a member of the current board of directors. The board shall name a chairman for the Committee. The committee shall meet or conduct business in person, via teleconference or email before August 15.
2. The Committee shall nominate one candidate for each open office and for each open position on the board including the Delegate to the American Kennel Club/United Kennel Club, who shall be nominated every other year, and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary, who shall email the list, including the full name of each candidate, as well as a bio and personal statement, to each member of the club on or before September 15, so that additional nominations may be made by the members if they so desire.
3. Additional nominations of eligible members may be made by email petition, signed by five members, addressed to the Secretary and received on or before October 15, and accompanied by the written acceptance of each additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position. If no valid additional nominations are postmarked on or before October 15, the Nominating Committee's slate shall be declared elected and no balloting is required. If one or more valid additional nominations are

postmarked on or before October 15, the Secretary shall, by November 1, email to each voting member in good standing, a ballot listing all of the nominees for each position in alphabetical order.

4. The Secretary shall certify the eligibility of the voters as well as the results of the voting. All ballots received by December 1 will be counted, by December 15. The results of the election shall be announced to the membership via email, as soon as possible, by the Secretary.

## **Article V -- Committees**

### **Section 1.**

1. The board may each year appoint Standing Committees to advance the work of the club in such matters as Shows, Obedience and Agility Trials, Trophies, Annual Awards, Membership, and other such fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

### **Section 2.**

1. 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 services have been terminated.

## **Article VI -- Discipline**

### **Section 1. Suspension:**

1. Any member who is suspended from any privileges of the United Kennel Club/American Kennel Club automatically shall be suspended from privileges of this club for a like period.

### **Section 2. Charges:**

1. Any member may prefer charges against a member for alleged conduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$75.00, which shall be forfeited if such charges are not

sustained by the board or a board committee following a hearing, or if the board refuses to entertain jurisdiction. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, within 3 weeks of the filing of the charges, The board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or the breed. If the board considers that the actions alleged in the charges, if proven, do not constitute conduct which would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date of a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail and electronic mail together with a notice of the hearing and an assurance that the defendant may personally appear via videoconference in his own defense and bring witnesses if they so wish.

### **Section 3. Board Hearing:**

1. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. The hearing to be conducted, via telephone conference call, or video conference at the discretion of the board.
2. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the board or Board Committee may, by majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than 6 months from the date of the hearing or until the next annual meeting if that will occur after six months. (A written reprimand, directed exclusively to the member may be somewhat detailed but an official, published, reprimand should only indicate that subsequent to a Board hearing "...member X was officially reprimanded as a result of charges filed by member Y.")
3. If it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant's right to appear before their fellow members at the ensuing Club meeting which considers the

recommendation of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary and in turn, shall notify each of the parties of the Board's decision and penalty, if any. All the above proceedings shall be done and remain in executive session.

#### **Section 4. Expulsion:**

1. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon recommendation by the board or board committee 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 their own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

### **Article VII – Amendments**

#### **Section 1.**

1. Amendments to the constitution and bylaws, to the standard for the breed, and to the code of ethics may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20% of the voting membership in good standing. Amendments proposed by such a petition shall be promptly considered by the board of directors. Amendments to the constitution and bylaws and the standard for the breed shall possible be sent for review to the United Kennel Club/American Kennel Club, with recommendations of the board, by the Secretary prior to submission to the membership for a vote.

#### **Section 2.**

1. The constitution and bylaws, the standard for the breed, or the code of ethics may be amended at any time provided a copy of the proposed amendment has been emailed by the Secretary to every voting member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated.

## **Article VIII -- Dissolution**

1. Section 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the club, other than for purposes of reorganization, 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 given to a charitable organization for the benefit of dogs selected by the board of directors.

## **Article IX -- Order of Business**

### **Section 1.**

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

1. Roll Call
2. Minutes of the last meeting
3. Report of the President
4. Report Secretary
5. Report of the Treasurer
6. Reports of the Committees
7. Announcement of Election (at annual meeting)
8. Unfinished business
9. New Business
10. Adjournment

### **Section 2.**

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

1. Minutes of the last meeting
2. Report Secretary
3. Report of the Treasurer

4. Reports of Committees
5. Unfinished Business
6. New Business
7. Adjournment

## **Article X- Parliamentary Authority**

### **Section 1.**

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 any other special rules of order the club may adopt.