



SOUTHEASTERN NEWFOUNDLAND CLUB CONSTITUTION AND BY-LAWS

Approved February 16, 2008

CONSTITUTION

SECTION 1:

The name of the Club shall be The Southeastern Newfoundland Club. It shall be referred to hereafter as the Club or SENC.

SECTION 2:

The objectives of the Club shall be:

- a.) To encourage and promote the quality of purebred Newfoundland dogs and to do all possible to bring their natural qualities to perfection;
- b.) To urge members and breeders to accept the standard of the breed as approved by the Newfoundland Club of America and the American Kennel Club as the only standard of excellence by which the Newfoundland Dogs shall be judged;
- c.) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike behavior at all Newfoundland related events;
- d.) To conduct events such as: specialty shows, obedience trials, fun matches, tracking tests, water tests, and draft tests and other Newfoundland related activities in accordance with the rules and regulations of the American Kennel Club and/or the Newfoundland Club of America;
- e.) To promote the special qualities of the breed by sponsoring working dog activities under the rules of the Newfoundland Club of America;
- f.) To provide education and information to the members, to the breeders, and to the general public for the ultimate benefit of the Newfoundland breed;
- g.) To encourage participation by the membership in all activities related to the Newfoundland as a working and companion animal including, but not limited to, breed competition, obedience trials, working events, therapy work and community involvement;
- h.) To urge all members to abide by the Newfoundland Club of America Ethics Guide as a guideline for responsible Newfoundland ownership;

- i.) To plan activities designed to promote the well being of the Newfoundland breed and to encourage fellowship of the breed's admirers;
- j.) To maintain a rescue and placement network for the benefit of the Newfoundland breed.

SECTION 3:

The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donation to the Club shall inure to the benefit of any member or individual.

SECTION 4:

The Members of the Club shall adopt and may from time to time revise such Constitution, and may from time to time revise such By-laws as may be required to carry out these objectives.

SOUTHEASTERN NEWFOUNDLAND CLUB BY-LAWS

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BY-LAWS

ARTICLE I. MEMBERSHIP

SECTION 1: Eligibility

SECTION 1: Membership Definitions

There shall be six (6) classes of memberships within SENC: Associate, General, Family, Life, Junior and Honorary. Associate and General Membership shall be restricted to persons eighteen years of age or older. The SENC's service area shall be comprised of North Carolina, South Carolina, Georgia and Alabama.

General Memberships shall be limited to residents of the states of North Carolina, South Carolina, Georgia, and Alabama, or residents of a state that is not serviced by a sanctioned regional club at the time membership is granted. General Members who move their residences outside the designated territory will automatically be converted to Associate Members until re-establishing residence within the area. All current voting members that reside outside the boundary of the Club at the time these By-laws are adopted [February 16, 2008] shall be grandfathered into General membership. Members of any class will be considered in good standing if their dues are current and they are not otherwise indebted to the club. Members placed on suspension under the provisions of Article VI, Sections 1 and 3, will not be considered to be in good standing.

a.) ASSOCIATE MEMBERSHIPS shall receive copies of the newsletter of the Southeastern Newfoundland Club and may attend club meetings, debate club issues and participate in all club functions, social or otherwise, with the following exceptions: They shall not vote on official club business, hold elected office or hold appointed leadership positions. All new memberships into SENC shall automatically begin as Associate Memberships. Any person who has been as Associate Member for at least 6 months may apply for election to General Membership, providing they have attended at least one Club Meetings within the preceding 6 month period.

b.) GENERAL MEMBERSHIPS shall hold all the rights and privileges and responsibilities of Associate Members and shall in addition have the right to vote on official club business and hold elected office and/or hold appointed leadership positions within the Club.

c.) FAMILY MEMBERSHIPS shall be open to two (2) adults and any children under 18 years of age living in the same household. Each adult shall enjoy all rights and privileges of Associate or General Membership, as defined in Parts a and b above. Minor members shall have all the rights and privileges of Associate Membership only.

d.) LIFE MEMBERSHIPS may be made available at the Board of Directors' discretion. Life Memberships shall be the equivalent of General Memberships, except that Life Members shall be exempt from paying annual dues. The Board of Directors may define various categories of Life Memberships.

e.) JUNIOR MEMBERSHIPS shall be open to all persons under 18 years of age who are not already a part of a Family Membership. Junior Membership shall enjoy all rights and privileges of Associate Membership, except they may, by act of the Board of Directors, pay reduced membership dues.

f.) HONORARY MEMBERSHIPS FOR NON-SENC MEMBERS may be conferred upon a person or persons who have made outstanding contributions to the welfare of the Newfoundland Dog. Honorary memberships shall have all the rights and privileges of Associate Membership and shall be exempt from paying dues.

SECTION 2: Dues

Dues are payable by November 1 of each year. Any new membership applications will be subject to a full year's dues. If membership is approved after October 1, the dues will apply to the following calendar year's dues.

Dues are set by the Board of Directors no later than September 1st of each year.

No member may vote whose dues are not paid for the current year. During the month of September each member shall be sent a statement of dues for the ensuing year.

SECTION 3: Application and Election to Membership

a.) Election to Associate: An applicant for membership shall submit a completed application form to the Membership Chairperson, together with the appropriate dues which are established by the Board of Directors. The application form shall be approved by the Board of Directors, and may be modified from time to time by the Board of Directors, and which shall provide that the applicant agrees to abide by the Constitution and By-laws of this Club. The application shall carry the endorsement of two members in good standing.

The applicant's name shall be published in a Club publication following initial Board approval and any comments received by the Membership Chairperson within 30 days of publication shall be forwarded to the Secretary to be included in the material distributed to Board members prior to the final consideration by the Board. During final consideration, an applicant must receive a favorable vote of 2/3 of the Board members in attendance. The Board may deny membership for any reason and will communicate the reasons for denial of membership to the sponsors and applicant.

Applications which have received unfavorable action at a Board Meeting may be presented by the applicant's endorsers at the next meeting of the Club and may be elected by a favorable vote of 3/4 of the members in attendance at a meeting of the Club. Any applicant that has been rejected may not be reconsidered for 12 months.

b.) Any person who has been an Associate Member for at least 6 months may apply for election to General Membership, providing they have attended at least one Club Meetings within the preceding 6 month period. A Junior Member, passing their 18th birthday, or a minor Family Member, passing their 18th birthday, may apply for election to General Membership,

providing they have attended at least one Club Meeting within the 6 month period preceding their 18th birthday. Application shall be in the form of a written statement of intent to become a General Member to the appropriate Club Officer on or before the day of the next Club meeting. At that time their conversion from Associate to General Membership is to be part of the agenda for that meeting. The statement shall specify the time and places of attendance as an Associate Member at the required meetings. An affirmative vote of at least $\frac{3}{4}$ of the General Membership in attendance at the Club meeting at which it is presented is required to approve the conversion from Associate to General Membership.

c.) Election to Honorary or Life Membership: Honorary or Life members may be proposed by a Board Member or Club Member through the Secretary. Election will be by $\frac{2}{3}$ favorable vote of the Board of Directors, voting by secret ballot.

SECTION 4: Termination of Membership – Memberships may be terminated:

a.) By resignation. Any member may resign from the Club upon written notice to the Secretary; but resignation shall not affect or cancel any obligations for dues or any other debt to the Club which has accrued prior to resignation. Dues obligations are considered a debt to the Club, and they become incurred on November 1st of each fiscal year.

b.) By lapsing. Any membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid on December 1st. In no case may a person be entitled to vote at any Club meeting whose dues or other financial obligations to the Club or Club sponsored functions are unpaid prior to the day of any Club meeting.

b.) By expulsion. Any membership may be terminated by expulsion as provided in Article VI of these By-laws.

ARTICLE II. MEETINGS AND VOTING

SECTION 1: Conduct of Meetings

a.) Conduct of Meetings. All categories of meetings of this Club shall be conducted in accordance with the current edition of Robert's Rules of Order except where superseded by these By-laws.

SECTION 2: Club Meetings

a.) Regular Club Meetings. There will be a minimum of two Regular Club meetings per Club Year as defined in Article IV, Section 1. One of these meetings shall be the Annual Meeting. Regular Club Meetings will be at such time and place as designated by the President or Board of Directors.

b.) The Annual Meeting of the Club shall be held in February, or March, usually in conjunction with the supported entry or at such time and place designated by the President or Board of Directors.

c.) Special Club Meetings. Special Club meetings may be called by the President, by a majority vote of the members of the Board, or by the Secretary upon receipt of a petition signed by 25% of the members of the Club who are in good standing. Special Club meetings shall be held at such time and place as may be designated by the President. Notice of meetings shall be made by the Secretary at least 15 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat.

d.) Notice of all Club meetings shall be made by the Secretary at least 15 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the General Members in good standing in attendance.

SECTION 3: Board Meetings.

a.) Regular Board Meetings. Regular Board Meetings will be held in conjunction with the Club meetings referred to in the above Section 1. Notice of each meeting shall be made by the Secretary at least 15 days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

b.) Special Board Meetings. Special meetings of the Board may be called by the President, or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Written notice of such meetings shall be made by the Secretary at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such meeting shall be a majority of the Board.

c.) The Board meetings may be held in person, conference call, Web-Ex or other collaborative technology.

d.) All votes of the Board of Directors shall be considered roll call votes and recorded in the minutes. The minority voter(s) shall be identified and may insert a short statement of reason in the minutes.

SECTION 4: Voting

Each Voting Member who is a member in good standing is considered to be a voting member and may vote at each meeting of the Club at which he is present.

The Club Secretary shall be responsible for ascertaining voting eligibility based upon current membership records.

Each member who meets the above requirements shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election. *Cumulative voting is not allowed.

* Cumulative Voting (which is not allowed) is a voting system that gives members more power, by allowing them to cast all of their board of director votes for a single candidate, as opposed to regular or statutory voting, in which members must vote for a different candidate for each available seat.

ARTICLE III. DIRECTORS AND OFFICERS

SECTION 1: Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, immediate Past-President, and four other persons who shall be called Directors, all of whom shall be General or Life Members in good standing. Two Directors shall be elected at the Club's Annual Meeting for two year terms so that two Directors will always hold over from one year to another as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

The Board of Directors and Officers shall also serve as the Board of Directors and Officers of the 501 (c) (3). Acceptance of nomination to run for a position constitutes acceptance to serve on the Board of the 501(c) (3).

SECTION 2: Officers.

The Club's officers consisting of the President, Vice-President, Secretary, and Treasurer, all of whom shall be elected for two year terms at the Club's Annual Meeting, shall serve in their respective capacities until their successors are elected, both with regard to the Club and its meetings and the Board and its meetings:

a.) The President shall preside at all meetings of the Club and of the Board, and shall have duties and powers normally appurtenant to the Office of the President, in addition to those particularly specified in these By-laws.

b.) The Vice-President shall have those powers and exercise the duties of the President in case of the President's death, absence or incapacity.

c.) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which the Club shall order a record. He/She shall have charge of roll call at meetings, keep the official roll of the members of the Club with their addresses, present the names of proposed new members of the Club as received by the Membership chairperson, determine the quorum for conducting votes, notify members of meetings, notify officers and directors of their election to office, have charge of answering all inquiries to the Club, and such other correspondence as may be delegated to him/her; and carry out such other duties as are prescribed in these By-laws.

The Secretary may issue Club communications and notices via email, the Newsletter (Newfangled News), or regular mail or other collaborative technology.

d.) The Treasurer shall collect and receive all monies due or belonging to the Club from the Membership Chairperson, Committee Chairs, or other parties from whom funds are due. He/She shall deposit all monies in a bank or other financial institution either designated or approved by the Club's Board of Directors. The books shall at all times be open to inspection by the Board, and the Treasurer shall report to them at every meeting the condition of the Club's finances; and at the Annual Meeting shall render an account of all monies received and expended

during the previous fiscal year. The Treasurer shall be bonded by the Club in such a manner and amount as the Board of Directors shall determine.

SECTION 3: Removal.

Any Board Member who fails to attend 50% of the meetings or fails to dispatch the duties of the office, in a Club year will be asked to resign following a 2/3 vote of the Board. If resignation is not tendered, the Board will request from the Membership removal of said Board member.

SECTION 4: Vacancies.

Any vacancy occurring on the Board during the year shall be filled for the unexpired term of the office by a majority vote of the members of the Board at its first meeting following such vacancy.

ARTICLE IV. THE CLUB YEAR, ELECTIONS, and NOMINATIONS

SECTION 1: Club Year.

The Club's fiscal year shall begin on the 1st day of January, and end on December 31st. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting. The Club's award year shall be the calendar year.

At the Annual Meeting, all committees and Director reports for the ending Club year shall be received. Each retiring/outgoing board member or committee chairperson shall turn over to his/her successor in office all records and properties related to that office, within 30 days after the election of his/her successor. Any retiring/outgoing board member or committee chairperson who fails to turn over such records and properties within 30 days may be suspended from all privileges of the Club until the transfer is affected or for a period not to exceed more than 375 days from the date of suspension. If additional disciplinary action is deemed appropriate, the Board of Directors may refer this matter to the membership for possible expulsion.

SECTION 2: Elections.

a.) Election of officers and directors will be held at the Annual Meeting. No person may be a candidate in a Club election who has not been nominated in accordance with these By-laws. No later than September 1st, the Board of Directors shall select a nominating committee consisting of 4 members and one alternate and no more than one who shall be a member of the Board. The Board of Directors shall name a chairperson of the Committee. The Nominating Committee may conduct its business by mail, email, phone, Web-Ex or other collaborative technology.

SECTION 3: Nominations.

The Nominating Committee shall nominate from among the eligible members of the Club, nominees for President, Vice-President, Secretary, Treasurer, and two Board Members, to be elected in even numbered years. In odd numbered years the Nominating Committee shall

nominate from among the eligible members of the Club, nominees for the positions of two Board Members. The Nominating Committee shall obtain the acceptance of each such nominee so chosen in writing. The Nominating Committee shall then submit its slate of candidates to the Secretary on or before November 1st. The Secretary shall mail or have mailed the list of nominees to each member of the Club on or before November 15th so members may make additional nominations if they so desire.

Additional nominations of eligible members may be made by written petition, addressed to the Secretary and received at his regular address on or before December 10th, signed by 10 members in good standing and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.

If no valid additional nominations are received by the Secretary on or before December 10th, the Nominating Committee's Slate shall be declared elected; to take office at the conclusion of the Annual Meeting of the Club and no balloting shall be required. The Secretary shall inform the membership on or before January 1st if no balloting is required.

If one or more valid additional nominations are received by the Secretary on or before December 10th, he/she shall on or before December 25th, mail to each voting member in good standing a ballot listing all of the nominations in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary and marked "Ballot" and the name of the member to show it was sent. So that all ballots remain secret, each voter, after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. Ballots to be considered valid must be received by the Secretary by the due date indicated on the ballot which will be determined by the Secretary. In no case shall the due date be less than 10 days before the Annual Meeting of the Club. The ballots shall be opened and counted by three members of the Nominating Committee, none of whom are candidates. The candidates receiving the largest number of votes shall be elected to the Board. If any director-elect is unable to serve for any reason the vacancy so created shall be filled by the new Board of Directors, in the manner provided by Article III, Section 4 of these By-laws.

Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V. COMMITTEES

SECTION 1: Appointment.

The Board each year at its Annual Board Meeting shall appoint Standing Committees to advance the work of the Club in such matters as specialty shows, obedience trials, working trials, trophies, awards, membership, rescue, and other matters 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: Committee Chairperson.

The Chairperson of each committee shall be appointed annually by the Board for a term of one year.

The Chairperson of each committee shall submit a written report to the Secretary of the Board no later than a week before the Annual meeting of the Board.

SECTION 3: Directors

Each Director shall serve on a Standing Committee. The Board may choose to recommend additional members for each committee appointed.

SECTION 4: Committee Termination.

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 services that have been terminated. Each retiring Committee Chairperson or Member shall turn over all records and properties relating to the committee to his successor, or, if the committee has been dissolved, to the Secretary, within 30 days after he/she has been notified of the termination of his office. Any person who fails to do so within 30 days may be suspended from all privileges of the Club until the transfer is affected or for a period not to exceed more than 375 days from the date of suspension. If additional disciplinary action is deemed appropriate, the Board of Directors may refer this matter to the membership for possible expulsion.

ARTICLE VI. DISCIPLINE

SECTION 1: Official Suspension.

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

SECTION 2: Charges.

Any member may prefer 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 the Newfoundland Club of America's Ethics Guide adopted by this Club. Written charges with specifications must be filed with the Secretary, together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting.

The Secretary will also send copies of the charges to the defendant who shall have the opportunity to submit written documents 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 the Breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or of the Breed, or falls under the jurisdiction of the American Kennel Club, it may refuse to entertain jurisdiction. If the Board decides to entertain jurisdiction, the Secretary shall so inform the parties to the complaint and shall send one copy of the charges by certified mail together with a notice of 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 20 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 put over until the following face-to-face meeting. If the Board decides that meritorious charges exist, the Board shall set a date for the hearing and shall return the \$50.00 deposit 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 the Secretary.

SECTION 3: Board Hearing.

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. Should either party to the proceeding choose to be represented by counsel, he shall so inform the Secretary no less than 30 days prior to the date of the hearing. The Secretary shall promptly inform the other party. In no case shall the accused be denied the right to confront and examine his /her accuser, or be denied the right to fully explain the allegations. 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 6 months from the date of the hearing. And if it deems that punishment insufficient, it 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 his fellow members at the ensuing 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 Secretary. The 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 a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion.

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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The eligible members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those General Members present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE VII. AMENDMENTS

SECTION 1. Amendments

Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by

written petition addressed to the Secretary signed by 30 percent of the voting members in good standing. The Board of Directors shall promptly consider amendments proposed by such petition. All amendments shall be submitted to the membership, inviting comment from the members. No less than 60 days and no later than 4 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 Vote.

The Constitution and By-laws may be amended by a 2/3 vote of the members present and voting at any regular meeting or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least 15 days prior to the date of the meeting.

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

ARTICLE VIII. DISSOLUTION

The Club may be dissolved at any time by written consent of not less than 3/4 of the eligible voting members. In the event of the dissolution of the Club, whether voluntary or by operation of law, none of the property of the Club, or any proceeds thereof, not any assets of the Club, shall be distributed to any members of the Club. However, after payment of the debts of the Club, its property and assets shall be divided among other regional Newfoundland clubs as determined by the SENC Board of Directors. Monies in the rescue account shall be transferred to another regional Newfoundland club chosen by the SENC Board of Directors that is a 501 (c) (3) Club, and has an active rescue program.

ARTICLE IX. ORDER OF BUSINESS

SECTION 1: Club Meetings.

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. Meeting called to Order
2. Roll Call
3. Minutes of the last Meeting
4. Report of the President
5. Report of the Secretary
6. Report of the Treasurer
7. Report of the Committees
8. Election of New Members
9. Unfinished Business
10. New Business
11. Election of Officers and Directors (as needed at Annual Meeting)
12. Adjournment

SECTION 2: Board Meetings.

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

1. Meeting called to order
2. Roll Call
3. Minutes of last Meeting
4. President's report
5. Secretary's report
6. Treasurer's report
7. Report of Committees
8. Election of New Members
9. Unfinished Business
10. New Business
11. Adjournment

ARTICLE X. PARLIMENTARY AUTHORITY

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

Constitution and By-laws Certification

The preceding Constitution and By-laws for the Southeastern Newfoundland Club contain the amendments approved by the SENC Board on January 26, 2008, was approved by the SENC membership on February 16, 2008 and was pre-approved by the Newfoundland Club of America at their January 24, 2008 Board meeting.

The 2006/2007 Constitution and By-laws committee consisted of: Benita Edds, Chuck Fisher, Darlene Fisher, Margaret Rancourt, and Scott Wigginton.

I certify that requirements of Article VII and Sections I and II have been met.

Chuck Fisher
SENC Constitution and By-laws Committee Chair