

High Country Newfoundland Rescue Inc. adopted April 14, 2018

Constitution

Article I - Name and Objectives

Section 1 The name of the Corporation shall be High Country Newfoundland Rescue Inc. and shall herein after be referred to in this document as HCNR.

Section 2 HCNR consist solely of the HCNR Board of Directors who are appointed by a simple majority vote of the existing HCNR Board of Directors.

Section 3 General operations of HCNR's affairs shall be entrusted to the HCNR's Board of Directors.

Section 4 The objectives of HCNR shall be:

- To alleviate the death and suffering of homeless purebred Newfoundland dogs within the region.
- To provide quality interim care to homeless Newfoundland dogs through volunteer foster homes, spay/neuter, and veterinary care.
- To find permanent, loving homes for rescued Newfoundland dogs.
- To educate the general public on the proper care of Newfoundland dogs including training, grooming, nutrition, sterilization, and veterinary care.

Section 5 HCNR shall not be conducted or operated for profit and no such part of any profit or remainder or residue from donation to HCNR shall inure to the benefit of any member of HCNR's Board of Directors.

Section 6 The members of HCNR's Board of Directors shall adopt and may from time to time revise such By-laws as may be required to carry out these objects.

High Country Newfoundland Rescue, Inc.

By-Laws

Article I: Geographic Boundaries

Section 1 Geographic boundaries for High Country Newfoundland Rescue, Inc. shall be the states of Colorado, New Mexico, Utah and Wyoming.

Article II: Membership

Section 1. There is no general membership. HCNR consists solely of the Board of Directors.

Article III: Meetings and Voting

Section 1 Board Meetings:

A. Meetings of HCNR's Board of Directors shall be held quarterly and as needed, at such hour and place as may be designated by the Chairperson of HCNR's Board of Directors. Written notice of each such meeting shall be mailed or emailed by HCNR's Secretary at least seven days prior to the meeting. The quorum for such a meeting shall be a majority of HCNR's Board of Directors.

B. HCNR meetings may also be conducted by mail, electronic mail (email), telephone, teleconference, facsimile, web conference, or any communication method available to all the HCNR Directors. The Chairperson of the HCNR Board of Directors may designate an HCNR Director to conduct meetings.

Section 2 Special Board Meetings:

A. Special HCNR meetings may be called by the HCNR Chairperson or any Rescue Director. Such special meetings shall be held at such place, date, and hour as designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or emailed by the HCNR Secretary at least seven days prior to the meeting. The quorum for such meeting shall be a majority of HCNR's Board of Directors.

HCNR meetings may also be conducted by mail, electronic mail (email), telephone, teleconference, facsimile, web conference, or any communication method available to all the HCNR Directors. The Chairperson of the HCNR Board of Directors may designate an HCNR Director to conduct meetings.

B. When time is of the essence, an HCNR Board meeting may be called by the Chairman or any Director without prior notice. Each member of the HCNR Board of Directors must provide written or verbal consent to waive the prior written notice of meeting. The meeting may be conducted by any modern means of communication available to all members of HCNR's Board of Directors in order to conduct business. Voting may be conducted via mail, electronic mail, teleconference, or facsimile. A quorum for such a meeting shall be a majority of HCNR's Board of Directors.

Section 3 Voting:

Each member of HCNR's Board of Directors shall be entitled to one vote at any meeting of the HCNR's Board of Directors at which he/she is present. Present is described as being at the meeting location or attending via phone, etc. Proxy voting will not be permitted at any HCNR meeting.

Article IV: HCNR Board of Directors

Section 1 Appointment of Directors:

The HCNR Board of Directors will be appointed as needed for a one year term confirmed annually by the HCNR Board of Directors with a simple majority vote of the existing members. General operations of the Corporation's affairs shall be entrusted to the Board of Directors.

Section 2 Members of the Board of Directors:

The Board of Directors will consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and at least one other Director.

A. The HCNR Chairperson of the Board of Directors shall:

- 1) Assign responsibilities to HCNR's Directors to carry out the HCNR's work.
- 2) Maintain data files that contain but are not limited to adoption agreements, transfer agreements, and expense receipts. The HCNR Secretary will be the custodian of HCNR's records.
- 3) Work directly with the HCNR Treasurer to ensure expense receipts are received and paid in a timely manner.

B. The HCNR Vice Chairperson shall:

- 1) Assist the Chairperson with his or her duties as needed and/or requested.

C. The HCNR Secretary shall:

- 1) Have charge of the correspondence and notification of meetings.
- 2) Keep a record of all meetings of the HCNR Board of Directors and all matters of which a record shall be ordered by HCNR.
- 3) Carry out other duties as prescribed in these By-laws.
- 4) The HCNR Secretary will be the custodian of HCNR's records.

D. The HCNR Treasurer will establish and maintain financial records for HCNR according to Article V: HCNR Account.

E. The HCNR Board of Directors shall:

- 1) Make financial decisions regarding rescue which include but are not limited to veterinarian care, adoption fees, and expenses.
- 2) Develop the documents necessary for rescue operations.
- 3) Maintain a current file of prospective foster/adoptive families obtained through applications, inquiries, and referrals.
- 4) Conduct a phone interview with prospective foster/adoptive families.
- 5) Conduct a home visit with prospective foster/adoptive families to ensure the environment is suitable for a Newfoundland.

Section 3 Resignation:

Any board member may resign by giving written notice to the HCNR Chairperson or Vice Chairperson in the event the Chairperson wishes to resign. The resignation will be effective when the notice is given unless a later date is specified.

Section 4 Removal:

Any appointment to the HCNR Board of Directors may be terminated by a majority vote of the HCNR Board upon written notice to the appointee.

Section 5 Vacancies:

The HCNR Board of Directors shall appoint a replacement for any vacancies that occur.

Article V: HCNR Account

Section 1 The HCNR account is the sole financial resource to support rescue efforts and educational activities. Accordingly, the HCNR account will not be used for any other purpose except for rescue related expenses and educational activities.

Section 2 The HCNR Treasurer will establish and maintain records for the purpose of rescue.

Section 3 The HCNR Treasurer will prepare and file all necessary IRS and State of Colorado tax forms and will provide needed records requested by the HCNR Board of Directors.

Section 4 The HCNR Board of Directors will be responsible for managing the fund. Any HCNR Director may authorize the HCNR Treasurer to make payments from the account for routine rescue related expenses. For unusual or extraordinary expenses, a 2/3 vote of HCNR's Board of Directors shall be required.

Section 5 The HCNR Board of Directors shall be notified at least thirty days in advance of any fund raising event.

Article VI: The Fiscal Year and Annual Meeting

Section 1 Fiscal Year: The Corporation's fiscal year shall begin on the first day of January and end on the last day of December.

Section 2 Annual Meeting: The annual meeting shall be held in the month of March.

Article VII: Amendments

Section 1 Amendments to the Constitution and By-laws may be proposed by any HCNR Director. Amendments proposed by such petition must be submitted with recommendations to the HCNR Secretary and shall be promptly considered by the HCNR Board of Directors.

Section 2 The Constitution and By-laws may be amended by a 2/3 vote of the HCNR Directors casting a vote at any regular HCNR Board of Directors meeting or special meeting, including an email meeting, teleconference, etc. called for that purpose. The proposed amendments shall have been included in the notice of the meeting or posted to an accessible website which shall be identified in the meeting notice at least seven days prior to the closing of voting. HCNR Directors shall have seven days following the meeting notice to vote by email.

Section 3 The HCNR Secretary shall provide the HCNR Board of Directors a written copy of new amendments within seven days following the vote.

Article VIII: Dissolution

Section 1 Dissolution: HCNR may be dissolved at any time by the written consent of not less than 2/3 of the HCNR Board of Directors. In the event of the dissolution of HCNR whether voluntary or involuntary or by operation of law, none of the property of HCNR or any proceeds thereof nor any assets of HCNR shall be distributed to any HCNR Director. After payment of debts of HCNR, its property and assets shall be donated to the NCA Newfoundland Rescue Fund.

Article IX: Order of Business

Section 1 The rules contained in the current edition of “Robert’s Rules of Order Newly Revised 11th Edition” shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order HCNR may adopt.

Section 2 At meetings of HCNR the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll call
- Determination of quorum
- Minutes of last meeting
- Report of Chairperson
- Report of Secretary
- Report of Treasurer
- Unfinished business
- New Business
- Adjournment

Article X: Code of Ethics

Section 1 The Corporation subscribes to the tenets of the Code of Ethics as adopted by the Newfoundland Club of America.