

June Matarazzo
P. O. Box 332
West Redding CT 08551

Rose Mary Conner
28 Rocktown Road
Ringoes NJ 08551

May 5, 2001

American Kennel Club
260 Madison Avenue
New York, New York 10016

To Whom It May Concern:

As a member and an officer of the Board of the Greyhound Club of America, we have a procedural question for the AKC, our governing body. Specifically, we need an actionable definition of the scope of responsibility of the Board in making decisions on behalf of the Club on strategic or controversial issues.

Lacking such guidelines, the Board appears not to have not been consistent in the exercise of Board prerogatives and has probably ceded too many decisions to the general membership. Because we anticipate that bedrock breed initiatives may arise in the near future, we want to proceed absolutely correctly, within the charier of the GCA Board, and in the long-term best interests of the breed and the Club.

To do this, we need guidelines and process clarity. Using as examples such issues as the Stud Book, membership requirements, National Specialty designation/allocation, can the board debate, vote, and decide independently, or must the issue be put to a membership vote, either with or without a recommendation from the Board?

Along the same lines, under what conditions may a motion be made at a general membership meeting, voted upon, and enacted at that meeting? When should a motion be put to the general membership? When should such a motion be referred to the Board for resolution?

It is our understanding that in many clubs, most of them larger than the GCA, full membership polling is restricted to the selection of Specialty judges, and the election of Club officers. Is this common parent breed club policy?

Input and/or guidelines on these concerns and procedural advice from the AKC would be very much appreciated. We look forward to hearing from you at your earliest convenience, as there is some urgency to this request

Sincerely,

June Matarazzo
GCA Board Member

Rose Mary Conner
GCA Recording Secretary



THE AMERICAN KENNEL CLUB

Michael A. Liosis

212.696-8237

Director of Club Relations

June 5, 2001

Rose Mary Conner, Recording Secretary
Greyhound Club of America
28 Rocktown Road
Ringoos, NJ 08551

Dear Ms. Conner,

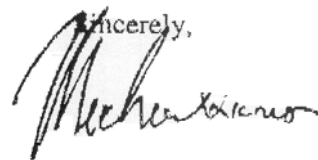
This will acknowledge your May 5, 2001 letter concerning the Greyhound Club of America.

Unless responsibilities are specifically mandated by law, the powers of members are specifically granted by the bylaws. For a parent club, the members are limited to voting on applicants who have not been elected by the board; petitioning for special club meetings; nominating individuals for officer and board positions; voting for club officers and board members; participating on committees; voting to expel a member from the club; voting on breed standard revisions, bylaw amendments and dissolution of the club. All other matters fall under the authority of the board

of directors, under its general management power. Motions made by the members which conflict with the Board of Directors general management power, are out of order and if adopted, are null and void,

Issues such as the Stud Book, and National Specialty designation/allocation can either be decided by the board independently, or as a result of acting on a committee recommendation, which the board can accept or decline.

We trust the foregoing is of assistance to you. If you have any questions, please feel free to contact this office.

Sincerely,


Michael A. Liosis
Director of Club Relations

MAL: mf



GREYHOUND CLUB OF AMERICA, INC.

June 27, 2001

Rose Mary Conner
Amwell Ridge Farm
28 Rocktown Road
Ringoos, NJ 08551

Michael A. Liosis
Director of Club Relations
The American Kennel Club
260 Madison Avenue
New York NY 10016

Dear Mr. Liosis,

I apologize for not getting this letter to you earlier. but it needed to be passed by several people first

Thank you again for your letter of June 5, 2001 (in response to June Matarazzo's and my letter of May 5, 2001). which so clearly delineates the scope of responsibility of the GCA Board of Directors, and that of the GCA general membership with respect to voting on various club issues. It provides precisely the information we have been seeking, information we must try to apply wisely. It is a roadmap for how we should conduct the business of the Greyhound Club of America in the future.

To that end, at the suggestion of Sue LeMieux, GCA's President, we had a follow-up telephone conversation last Friday about (1) the proper procedures for implementing this roadmap from this point on, and (2) how to address and "bring to standard" prior GCA motions which were resolved in a manner in conflict with the general management power of the GCA Board of Directors. Once again, I very much appreciated your straightforward answers to my questions. Most valuable of all was your offer to work with us on a one-to-one basis to review our past history; and suggest appropriate ways for GCA to arrive retroactively at a position which reflects the last valid vote or status on given issues

To set the foundation for the beginning of this collaboration, j would like to review some of the questions and answers from Our Friday conversation. Please correct me if I get some of this wrong:

- RMC Question With regard to the sentence in your letter of May 5, which reads "Motions made by the members which conflict with the Board of Directors general management power, are out of order and if adopted, are null and void," How do you make something "null and void?" By vote of the Board? By declaration that it is? By its' just *being* null and void?
- MAL Response: It *is* null and void if it is in conflict with the Board general management powers A general membership vote is out of scope and, therefore, in conflict, if it addresses any issue other than those specifically listed in the MAL June 5, 2001 letter, (To reiterate from that letter: "For 9 parent club, the members are limited to voting on applicants who have not been elected by the board; petitioning for special club meetings; nominating individuals for officer and board positions; voting for club officers 811d board members: participating on committees; voting to expel a member from the club: voting on breed standard revisions: bylaw amendments and dissolution of the club,") To that list should be added "voting for Specialty Judges,'. RMC N,B.. Voting processes specifically named in the GCA Constitution or Bylaws (we have no Bylaws -see below) supersede the above. Correct?
- RMC Question: Can if prior vote in conflict as above be made null and void retro8ctively7
- MAL Response: Yes, with certain caveats, For example, an issue cannot be rescinded if, pursuant to the non-valid voting, actions have been taken which cannot be undone, or if contractual agreements have been made, they must be honored. In GCA's case, each issue would have to be reviewed prior to making a decision on its null and void status.
- RMC Question: How far back can/should we go to examine prior non-valid voting history?
- MAL Response; As tar as you want to or can provide documentation for
- RMC Question: What will be the Current status of an issue after all non-valid votes on that issue have been nullified and voided?
- MAL Response: The current status of an issue will revert to that which was in effect when last voted on by the Board, (RMC follow-up question' If the last time the Board voted on an issue cannot be determined because it was so long ago, would the current status as above be that in effect prior to the first identified non- valid vote?)
- RMC Question: When the Board votes on a motion, what are the pass/tail requirements?
- MAL Response: Unless specific requirements are itemized in the GCA Constitution or its Bylaws. the AKC standard is a simple majority of the entire Board if the vote is conducted by mail, or a simple majority of the quorum present if the vote is conducted during a meeting.

We discussed the process for moving forward. Per your request I will send you a history of all motions going back as far as we can, with copies of the GCA Constitution, Bylaws,

Standing Rules, Ethical Standards, and any other salient documents. As it happens, again upon Sue LeMieux's initiative, I have already

compiled a history of such motions, issues, and important decisions made by the Club over approximately the past five years. This should provide a clear "motion" trail at a fairly high level. In the format of a Word table, it summarizes each issue/motion, the original reference document, the Issue or motion wording or summary, and the status or outcome, including the date of the Board meeting at which it was discussed, how the vote was conducted, and the result. I will enclose that as a first step in your review, together with the above named documents. If you need to drill down further on any given Issue and its "motion trail," we will supply further documentation or Information. If you would like an electronic version of this document, I will be glad to provide it.

I have mentioned above that our GCA Constitution (as amended December 1 , 1996) has no Bylaws. According to Mary Trubek, this document was originally the GCA Constitution AND Bylaws. Somewhere along the line, they must have been merged, because this designation is no longer in effect, and what may have once been Bylaws are now indistinguishable from the Constitution itself

You said that you would prefer to look at all these documents in an overall context, and establish the patterns and motion trails of operations that require votes. I and June Matarazzo and possibly others as needed will work closely with you to untangle this mess, allowing us to null and void non-valid votes In the proper manner, and to partner with the AKC in the process to ensure that we are making positive changes and decisions that are not open to process/protocol challenge.

We discussed the presentation of this undertaking and its implications at the next Board meeting on July 25, 2001 at Lompoc. Your suggestion, which I respect as appropriate, was that we present these letters at the Board meeting, discuss the implications, and say that we will be working closely with the AKC going over a whole lot of things to come up with a joint GCA/AKC solution. All motions in question will be addressed and considered in the total context of their entirety. However, until this process is completed, you strongly suggested that major initiatives not be brought to a vote, for fear of possible challenges, given the current murky status of so many issues and prior voting patterns.

You specifically applied this caution to the current initiative to close the GCA Stud Book to dogs of NGA registry , an initiative that was discussed for presentation to the Board at Lompoc. (In this case, per our subsequent conversation of June 18, you indicated that the question as to the rescinding or revisiting of an issue previously voted on five years ago, albeit via a non-valid vote, needs to be researched in Robert's Rules before an opinion could be made as to its current status). However, you felt that the status of this and other potential issues should be defined by the time of the October Eastern (National) Board meeting.

Therefore, our goal is to have this project completed before the Eastern (National) Specialty Board meeting (on October 3rd, 4th, or 5th. 2001). June and I will be happy to meet with you at the AKC at any time if it will expedite the process or clarify questions. We are all, of course, at your service and wi/1 help you in any way appropriate.

I cannot thank you enough for your generous offer to help guide us through this transition. We look forward to working with you on this project, and I have a feeling

that once the parameters of legitimacy are defined, this won't be all that difficult. And what a relief it will be to all to have clear guidelines within which to conduct our business instead of just wondering what we're doing wrong now. How much energy, talent, and productivity is wasted on quarreling over process that we can refocus on breed guardianship and community.

Following the most recent US Presidential election, I watched an interview with Dick Cheney, in which he was asked, "What are your primary objectives in your new role as Vice President?" His reply: "To remain patient and to affect process. That's the most anyone can aspire to." I hope we can achieve the same lofty goals.

If I omitted anything we covered in our conversation, which you would like to have itemized, I will correct this letter. The same holds true if I have misstated your position or response on any issue discussed and you would like to have it reworded.

Thank you again. I look forward to our journey to GCA "good citizen" status

Sincerely,

Rose Mary Conner
Greyhound Club of America
Recording Secretary

Enclosures:
GCA Constitution
GCA Standing Rules
GCA Ethical Standards
GCA Board Issues and Important Decisions document

cc.
Sue LeMieux, GCA President
June Matarazzo, Board Member

Rose Mary Conner
Telephone: 9087824708
E-mail: rconner@amanet.org