

**CONSTITUTION AND BY-LAWS
THE NORFOLK TERRIER CLUB**

CONSTITUTION

**ARTICLE I
Name and Objectives**

Section 1. The name of the Club shall be The Norfolk Terrier Club.

Section 2. The objectives of the Club shall be:

- (a) To encourage and promote the correct type in the breeding of Norfolk Terriers in conformity with the Standard of the breed as set forth by the Club and approved by the American Kennel Club;
- (b) To encourage and promote the exhibition of Norfolk Terriers in conformation, obedience and performance events.
- (c) To do all in its power to protect and advance the interests of the breed, and to encourage sportsmanlike competition at dog shows, obedience trials and performance events;
- (d) To educate the public with regard to the breeding, proper care and maintenance of Norfolk Terriers;
- (e) To support and encourage research activities designed to improve the health and welfare of Norfolk Terriers;
- (f) To encourage the organization of affiliated Norfolk Terrier specialty clubs in limited geographical areas where there are sufficient fanciers of the breed to form a cohesive and mutually supportive organization, and to assist these clubs in their activities.
- (g) To conduct sanctioned matches, specialty shows, obedience trials, and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club.

Section 3. Intent and Purpose. It is the intent and purpose that the Club shall be organized and operated exclusively for the pursuit and attainment of the above-stated purposes and not for any pecuniary gain or profit to the members hereof; and whatever property, real, personal or mixed may be acquired by it or whatever income may accrue there from shall be held and utilized only for and in the furtherance of the objectives and purposed aforesaid.

**ARTICLE II
By-Laws**

Section 1, the rules and procedures governing membership, organization and administration of The Norfolk Terrier Club will be covered in the By-Laws portion of these Constitution and By-Laws. The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

ARTICLE III
Amendments

Section 1. The Constitution may be amended by an affirmative two-thirds vote of those members who vote by mail in accordance with Article VIII of the By-Laws.

BY-LAWS

ARTICLE I
Membership

Section 1. There shall be six types of membership:

- (a) **Single Membership.** Individuals 18 years of age or older who presently own or have owned a Norfolk Terrier, or whose immediate family members own or have owned a Norfolk Terrier and have been elected to membership in accordance with these By-Laws. They shall receive all Club mailings and newsletters.
- (b) **Dual Membership.** Any two individuals 18 years of age or older residing at the same address who presently own or have owned a Norfolk Terrier or whose immediate family own or have owned a Norfolk Terrier and have been elected to membership in accordance with these By-Laws. Dual members are entitled to individual votes on all Club matters, but shall receive only one copy of all NTC mailings and newsletters.
- (c) **Junior Membership.** Individuals from 9 to 18 years of age who presently own or have owned a Norfolk Terrier or whose immediate family members own or have owned a Norfolk Terrier, and who have been elected to membership in the Club in accordance with these By-Laws. They may attend Club meetings but may not vote or hold office. Junior members in good standing shall be admitted to single membership automatically at age 18.
- (d) **Honorary Membership.** Individuals selected by the Board with this lifetime designation for outstanding contributions to the breed. Only one honorary member may be named in any calendar year. They shall have all the rights and privileges of single membership except the right to vote and hold office, and shall be exempt from paying dues.
- (e) **Affiliated Clubs.** Clubs formed and accepted in accordance with ARTICLE VI of these By-Laws. They shall have all the rights and privileges as set forth in ARTICLE VI.
- (f) **Associate Members.** Individuals who are new Norfolk Terrier owners and are elected to membership in accordance with these By-Laws. Associate Members may receive all mailings and newsletters but may not vote or hold office. Associate Membership expires in two years. The individual or individuals may then apply for single or dual membership.

Section 2. Dues

- (a) Annual dues are payable on or before January 1 of each year in such amounts not to exceed \$100.00 as recommended by the Board. No member may vote whose dues are not paid for the current year. The Treasurer shall send each member a statement of his/her dues for the ensuing year during the month of November. A second notice of indebtedness shall be sent by January 15 and must be paid by January 31. Unpaid dues shall result in loss of membership.
- (b) Dues for those persons elected to membership during the year shall be prorated.

Section 3. Election to Membership

- (a) **Single, Dual and Junior members.** Each applicant for membership shall be provided with a copy of the Constitution and By-Laws and shall apply on a form approved by the Board. The application form shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Club, The Norfolk Terrier Club Code of Ethics and the rules of the American Kennel Club. The application shall state name, address and occupation of the applicant, information concerning his or her activities within the fancy, and any special qualifications which may relate to the business and operation of the Club. Each application shall require letters of sponsorship from two members in good standing.

Sponsors must be personally acquainted with the applicant and must represent two separate households. Applications and endorsements shall be sent to the Membership Chair pending a review by the Board. A summary of each completed application shall be sent to each member of the Board. Applications summaries will be reviewed by the Board and may be returned to the Membership Committee Chair for additional information. If passed by a two thirds majority of the Board the names of the applicants will be sent to the general membership. During the two week period following publication members may challenge the admission of a nominee by written, factual, signed comment to the Corresponding Secretary. Member's comments shall be received by the Corresponding Secretary within 14 days of publication of the names of the nominees. Those nominees not contested shall be admitted to membership the conclusion of the 14 day waiting period. Challenged applicants may be reconsidered by the Board. Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the directors by mail. Affirmative vote of 2/3 of the directors present at a meeting of the board of 2/3 of the entire board voting by mail shall be required to elect the applicant.

An application which has received a negative vote by the board may be presented by one of the applicant's endorsers at the next annual meeting of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting.

Applicants for membership who have been rejected by the club may not reapply within 24 months after such rejection.

- (b) **Honorary Members.** Any member may present in writing to the Board, a candidate for consideration as an honorary member. The Board shall have the privilege of electing one honorary member each year in recognition of some outstanding contribution or service to the breed.
- (c) **Associate Members.** Each application will be automatically approved and shall become effective upon the payment of annual dues as set by the Board. An associate membership can be renewed for a second year upon the payment of annual dues but no further renewal of this class of membership will be allowed.
- (d) Newly elected members will receive confirmation of election to the Club and notification of dues payable. On payment of dues the new member shall receive a current membership directory. If dues are not paid within 30 days, the Board has the option to void that person's membership.

Section 4. Termination of membership. Membership may be terminated:

- (a) **By resignation.** Any member in good standing may resign from the club upon written notice to the Corresponding Secretary. No member may resign when in debt to the Club. Dues obligation is considered a debt to the Club, and they become incurred in the first day of each calendar year.
- (b) **By Lapsing.** A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid by January 31st following a second notice from the Treasurer, mailed on or before January 15th. In no case may a person be entitled to vote on any Club matter whose dues are unpaid as of the date of that vote.
- (c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE II
Meetings

Section 1. Annual Meeting. The annual meeting of the Club shall be held in the month of October in conjunction with the Club's Specialty Show, if possible, at a place, date and hour designated by the Board. Written notice of the annual meeting shall be sent by the Corresponding Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10 percent of the members in good standing.

Section 2. Special Club Meetings. Special Club meetings may be called by (a) the President; (b) a majority vote of members of the Board; or (c) the Corresponding Secretary upon receipt of a petition stating the purpose of such meeting and signed by 10 percent of members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board. Written notice of such meeting shall be sent to all members by the Corresponding Secretary at least 14 days and not more than 30 days prior to the meeting. The

notice of the meeting shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such meeting shall be 10 percent of the members in good standing.

Section 3. Board Meetings. The Board shall meet following the Annual Meeting and election. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the Board. Written Notice of each other meeting shall be sent by the Corresponding Secretary to each member of the Board at least 14 days prior to the date of the meeting. A quorum for a Board meeting shall be a majority of the Board.

Section 4. The board of directors may also conduct business by telephone conference call, video conference, mail, fax and email provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, video conference, mail, fax and email must be confirmed in writing by the Secretary within seven days.

Business (voting) of the Board may be conducted at meetings or through mail, fax or e-mail. In order for business to be conducted by e-mail the following precautions must be in place:

1. every board member should provide the means to participate;
2. a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members;
3. a mechanism must be in place that the eligible Board members are “listening”;
4. all Board members must agree to participate in this manner.

All decisions by the Board will require a majority consensus unless otherwise required in these bylaws.

ARTICLE III Governors and Officers

Section 1. Board of Governors. The management of the Club shall be vested in a Board constituted of Officers (President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary) and 4 Governors, all of whom shall be members in good standing who are residents of the United States. They shall be elected for staggered three-year terms as provided in Article IV and shall serve until their successors are elected. At the first election following adoption of these bylaws, the President, Corresponding Secretary and one Governor shall be elected to a three-year term, the Vice President, Treasurer and one Governor shall be elected to a two-year term, and the Recording Secretary and two Governors shall be elected to a one-year term. Thereafter, the three open positions shall be elected to a three-year term. The Nominating Committee shall give reasonable attention to regional representation in its selection for the ballot and shall require assurance that the candidate will make every reasonable effort to attend meetings. The nominee should be informed that repeated failure to attend Board Meetings will result in resignation, either voluntary or by a decision of the Board.

All Officers and Governors are elected for three (3) year terms and may be elected for one successive term but thereafter are ineligible for re-election to the same office for one 3 year term, except the President who may serve two consecutive terms but may not serve additional terms as President until four years has elapsed.

There shall be a Delegate to the American Kennel Club who may be, but need not be, an Officer or Governor of the Club. The Delegate is elected at every other annual meeting for a term of two years.

The Delegate shall attend Board Meetings with a vote. He or she shall represent the Club at The American Kennel Club until such time as his successor is seated.

Section 2. Duties of Officers.

- (a) The President is the chief executive officer of the Club and shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office. Within the framework of these By-Laws and approval as set forth by the Board, the President shall conduct the business of the Club between Board meetings.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's absence or incapacity. In the absence or incapacity of the Vice President, these duties are assumed by the Corresponding Secretary. The Vice President may assume other duties, including committee Chairmanships, either standing or ad hoc, as requested by the President and/or Board.
- (c) The Corresponding Secretary shall have charge of all correspondence in Club matters, send out club notices and ballots, and notify new members of their election. His or her signature shall be the official signature on all documents requiring the signature of the Club Secretary, and his or her name and address shall be listed as Secretary by the American Kennel Club.
- (d) The Recording Secretary shall take the minutes of Board Meetings and general meetings and send them to the Corresponding Secretary for distribution to the Board within 30 days of Board or General Meeting.
- (e) The Treasurer shall collect and receive all monies due and keep a record thereof. He or she shall deposit the same in the name of the Club in a bank approved by the Board. The President shall be the second signature as required by the bank. The Treasurer's books shall at all times be open to the inspection of the Board, and he or she shall report at every Board meeting the condition of the Club's finances and every item of receipt or payment not previously reported. At the annual meeting he or she shall submit an account of all monies received and expended during the previous fiscal year. The Treasurer's books shall be reviewed each year between January and March by an individual qualified in financial matters, appointed by the President with the approval of the Board. The Treasurer shall be bonded for an amount equal to the financial worth of the Club, the expense to be borne by the Club.

Section 3. Vacancies. Any vacancy occurring among the Officers or Governors shall be filled for the remainder of that term of office by a majority vote of the Board: except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV
Meetings
Club Year; Voting; Elections; Nominations

Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The Club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through the next annual meeting. The elected Officers, Governors and Delegate shall take office immediately upon the conclusion of the annual meeting, and each retired Officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Voting. At the annual meeting of the Club, voting shall be limited to those members in good standing, residing in the U.S. and who are present at the meeting. The election of Officers, Governors and Delegate, amendments to the Constitution and By-Laws, and amendments to the Standard of the Breed shall be conducted by mail. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions for decision of the members by written ballot cast by mail. Ballots for vote by mail will be sent by the Secretary only to members in good standing and residing in the U.S. at the time of the mailing. Unless otherwise specified in these By-Laws, a two-thirds majority of those who vote shall be required for passage.

Section 3. Annual Elections. At the annual meeting for the election of Officers, Governors and Delegate, the vote shall be conducted by ballot unless the slate of the Nominating Committee shall be the only slate proposed, in accordance with Section 4 of this Article IV. To be valid, ballots must be received by the Corresponding Secretary before the opening of the meeting, either by mail or submitted by the member in person. Ballots shall be counted at the meeting by three inspectors of election who are members in good standing, who are neither members of the current Board nor of the Nominating Committee nor nominees on the ballot, and who shall be appointed by the Board at the meeting. The person receiving the highest number of votes for each position to be filled shall be declared elected. In case of a tie vote, the tie shall be broken by a secret written ballot of members attending the annual meeting. If any nominee at the time of the meeting 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 in the manner provided in Article III, Section 3.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by vote of the Board at the Annual Meeting. The Committee shall consist of three members and two alternates, all being members in good standing for at least one year and none being a member of the current Board. The person receiving the highest number of votes shall become the Chairman of the Nominating Committee. The Chairman of the previous Nominating Committee shall be an ex officio member of the current Nominating Committee, without a vote. The Nominating Committee may conduct its business as set forth in Article II, Section 4.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club one nominee for each office or Board position to be filled and shall obtain in writing the acceptance of each nominee so chosen. No nominee shall be a member of

- the Nominating Committee. The Committee should consider geographical representation of the membership in selection of nominees as well as their willingness and ability to attend all Board Meetings. At least 14 weeks prior to the annual meeting, the Committee shall submit its Slate of the Nominating Committee to the Corresponding Secretary, who shall send by first class mail the list of nominees designated "Slate of the Nominating Committee" including the full name, address, occupation and previous service to the Club of each nominee, to each single member of the Club at least 12 weeks prior to the annual meeting in order that additional nomination(s) may be made by the members if they so desire.
- (b) Additional nominations of eligible members may be made by members' written petition signed by ten (10) members from ten different households, addressed to the Corresponding Secretary and received at his or her published address at least eight (8) weeks before the annual meeting. The petition must be accompanied by the written acceptance of each nominee signifying his or her willingness to be a candidate and listing his or her full name, address, occupation, and previous service to the Club. No person shall accept nomination for more than one position, with the exception of the position of Delegate to the American Kennel Club.
- (c) (1) If there are both a "Slate of the Nominating Committee" and a "Slate of Additional Nominees Nominated by Members' Petitions" the Corresponding Secretary shall mail to each voting member of the Club in good standing these two slates, a statement from each candidate, and a ballot listing all alphabetically. In order that the ballots may remain secret, each voter shall be instructed to seal his marked ballot in a blank envelope which in turn shall be placed in a second envelope addressed to the Corresponding Secretary and indicating the name of the sender. Only ballots received from voting members in good standing, residing in the U.S. will be accepted.
- (2) If no valid nominations by members' petitions are received by the Corresponding Secretary on or before the deadline set in Section 4(b) of this ARTICLE IV, the Nominating Committee's slate shall be declared elected at the annual meeting, and no balloting will be required.
- (d) Nominations may not be made at the annual meeting nor in any manner other than as provided above.

ARTICLE V Committees

Section 1. Standing and Special Committees.

- (a) The Club shall have a number of standing committees and special committees as required by the business and activities of the Club.
- (b) All committees shall be appointed by the Board. Such committees shall always be subject to the final authority of the Board.
- (c) Membership on standing committees shall terminate on the Monday following the Annual Meeting, with the exception of designated committees of the Board. No special committee shall be in effect longer than the time required to complete its assigned duties.

Section 2. A statement of each committee's functions, major responsibilities and any stipulations regarding its operations shall be approved by the Board. It shall be given each year to the appropriate committee chairman and shall be available to any interested Club member.

Section 3. If stipulations are contained in the statement of committee functions, detailed operating procedures and a schedule of completing the work of the committee may also be approved by the Board, so that the chairman may have the clear and explicit guidance of the Board regarding operation of the committee.

Section 4. Each committee chairman is required to submit a final report to the Board at the Annual Meeting of the Club. The report shall outline the work of the committee during the year.

Section 5. Each committee chair shall turn over all files and records pertaining to the function of his committee to his successor within thirty days after notification of the name and address of his successor.

Section 6. The Secretary shall maintain a list of committees, showing each year's chairmen and members, and shall maintain a file of committee function statements as part of a description of the organization and operation of the Club.

Section 7. Any committee appointment may be terminated by 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 Affiliated Clubs

The purpose of this Article is to promote participation in dog-related activities by owners of Norfolk Terriers in local clubs in regional areas. Such a group must be dedicated to the same goals as The Norfolk Terrier Club and must conform to the Constitution and By-Laws of The Norfolk Terrier Club.

Section 1. Membership. An affiliated Club must maintain a membership of at least ten persons and be open to Norfolk Terrier owners. Members of affiliated clubs may be members of The Norfolk Terrier Club and may apply for affiliate membership when eligible to apply to the American kennel Club to hold a B-level Sanctioned Match or any level above B.

Section 2. Dues. Annual dues are payable the same time as dues of all members of The Norfolk Terrier Club and follow the same rules as set forth in ARTICLE I, Section 2 of the By-Laws.

Section 3. Rights and Privileges of Membership. The affiliated club may appoint a delegate who may attend the annual meeting of The Norfolk Terrier Club. This delegate may also request permission to attend a Board Meeting to present an issue for the agenda.

The Club will receive via its club Secretary all mailings and newsletters. News of affiliated club events will be published in The Norfolk Terrier Club publications and in the AKC Gazette

column by submission to the editor(s) of such. The affiliate club may look to the Committee Chairmen of the NTC for assistance where possible.

Section 4. Application for Affiliate Status. Affiliate Clubs may apply for membership in The Norfolk Terrier Club in the manner set forth in ARTICLE I, Section 3(a) of the By-Laws, except that the applications from affiliate clubs do not require sponsors and shall be subject to approval by the Board. Notice of approval shall be sent to the membership as required in Article I, Section 3(a) of the By-Laws.

Section 5. Affiliated Clubs may be lapsed, suspended or expelled as provided in ARTICLE I, Section 4 of the By-Laws.

ARTICLE VII Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from any or all privileges of the Club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained following a hearing by the Board or a committee. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them to a Board meeting. 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 breed. If the Board determines that the charges do not allege conduct which would be prejudicial to the best interests of the Club or breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board, or by a committee of not less than three members of the Board. Not less than three weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send on copy of the charges to the accused member by registered mail, return receipt requested, together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

Section 3. Board Hearing. The Board or committee 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 the charges be sustained after hearing all the evidence and testimony presented by the complainant and the defendant, the Board or Committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. If the Board deems the suspension insufficient, it may recommend to the membership that the penalty be expulsion and suspend the defendant until the next annual meeting. In such cases, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club meeting which considers the recommendation of the Board or committee. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Corresponding

Secretary. The Corresponding Secretary shall in turn notify each of the participants of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting following a hearing and upon the recommendation of the Board or committee as provided in Section 3 of this ARTICLE VII. The defendant shall have the privilege of appearing in his or her own behalf although no evidence may be taken at this meeting. The President shall read the charges, findings and recommendations and shall invite the defendant, if present, to speak on his or her own behalf. The members present shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII Amendments

Section 1. Amendments to the Constitution and By-Laws and to the Standard of the Breed may be proposed by the Board or by written petition addressed to the Corresponding Secretary signed by 20 percent of the membership in good standing residing in the U.S. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with the recommendations of the Board by the Corresponding Secretary for a vote within three months of the date the petition was received by the Corresponding Secretary.

Section 2. The Constitution and By-Laws and the Standards may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he or she may indicate his or her choice for or against the action to be taken. The notice shall specify a date of not less than 30 days after the date of mailing, by which date the ballots must be returned to the Corresponding Secretary to be counted. The favorable vote of two-thirds of the members in good standing, residing in the U.S. who vote and return ballots within the time limit shall be required to effect such statement.

Section 3. No amendment to the constitution and bylaws (or to the standard for the breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE IX Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing and eligible to vote. In the event of dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of the 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, this organization to be selected by the Board.

ARTICLE X
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 may be as follows:

- Roll Call
- Minutes of Last Meeting
- Reports of Officers
- Reports of Committees
- Report on Board Meeting
- Election of Officers and Board (at annual meeting)
- Unfinished Business
- New Business
- Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Minutes of the Last Meeting
- Reports of Officers
- Reports of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI

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 in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.