

CLUMBER SPANIEL CLUB OF AMERICA, INC CONSTITUTION

ARTICLE 1 Name and Objects

Section 1

The name of the Club shall be the Clumber Spaniel Club of America, Inc., a non-profit corporation organized under the laws of the State of Oklahoma, all assets of the association subject to all the liabilities thereof.

Section 2

The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of purebred Clumber Spaniels and to do all possible to bring their natural qualities to perfection, including but not limited to preserving their natural instincts and qualities as a gun dog.
- (b) to encourage the organization of independent local Clumber Spaniel Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club,
- (c) to urge member and breeders to accept the Breed Standard as approved by the American Kennel Club as the only standard of excellence by which Clumber Spaniels shall be judged,
- (d) to do all in its power to protect and advance the interests of the breed and to encourage participation in and sportsmanlike competition at dog shows, tracking and hunt tests, agility, **field**, obedience **and** Rally trials and other similar events.
- (e) to conduct sanctioned matches, specialty shows and other competitions and trials, as set forth in Section 2 (d) herein, under the rules and regulations of The American Kennel Club.

Section 3

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

Section 4

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

CLUMBER SPANIEL CLUB OF AMERICA, INC BYLAWS

ARTICLE 1 Membership and Dues

Section 1 *Eligibility*

- (a) There shall be three types of voting membership

Regular Membership: Regular membership shall be open to all persons 18 years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

Household Membership: Household memberships shall be open to two adults, 18 years of age and older living in the same household. Each individual is permitted one vote.

Life Membership: Life Members shall include persons of outstanding achievement or service to the Clumber Spaniel Club of America, or to the breed, placed in this category by unanimous vote of the Board. Life members must be 18 years of age or older, who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. These members shall be eligible to vote and to hold office, but are not required to pay dues. Any Club member in good standing may nominate persons for this type of membership. The nomination must be sent to the current secretary for forwarding to the full Board, whose decision of which shall be final.

Membership is open to both residents of the United States and persons who reside outside the United States, regardless of citizenship; however, members who are not residents of the United States are not eligible to vote unless they were admitted to membership prior the adoption of these Bylaws, as amended by the membership and their approval by the AKC in or about 2010/2011. Members who were admitted to membership prior to the adoption of these Bylaw, as amended by the membership and their approval by the AKC in or about 2010/2011 are eligible to vote, but are not eligible for election as an officer, director or AKC delegate.

- (b) There shall be two types of non-voting membership:

Junior Membership: Open to all persons 10 through 17 years of age, who subscribe to the purposes of this Club. Junior members may convert to regular membership upon reaching their 18th birthday. Junior members cannot vote and are not eligible for election as an officer, director or AKC delegate.

Honorary Membership: Honorary membership shall include persons of outstanding service to the Clumber Spaniel Club of America or to the breed, placed in this category by unanimous vote of the Board. This class of membership is to recognize special service to the Club or to the breed rendered by a person outside the Club or the breed.

Honorary members cannot vote and are not eligible for election as an officer, director or AKC delegate, but are not required to pay dues.

Section 2 Dues

(a) Membership dues shall be assessed annually for all Regular and Junior members, and shall be payable on or before the 1st day of January of each year. The amount of the dues for each membership category shall be determined by a majority decision of the full Board, but shall not exceed \$70.00 per year for a single membership, \$100.00 per year for a household membership (two adults living at the same address) and \$25.00 per year for a Junior Membership.

Dues for members residing outside the United States may include an additional assessment, as determined from time to time by majority decision of the Board, to cover any additional expenses, including but not limited to mailing costs.

(b) No member may vote whose dues are not paid for the current year. Dues received from new members on or after October 1 will be considered to include dues for the ensuing year. A request for payment of dues shall be published in the Club bulletin in the last issue of each calendar year and a statement may be sent to each member by regular mail and/or electronic mail, as determined from time to time by majority decision of the Board. "Regular mail" and "mail" are defined herein as mail sent through the United States Postal Service (USPS). Use of electronic mail is dependent upon each member's written authorization.

Section 3 Election to Membership

(a) Each applicant for membership shall apply on a form as approved by the Board, which shall provide that the applicant agrees to abide by the Constitution and Bylaws of this Club and the rules and regulations of the American Kennel Club. The application shall state the name, address and occupation of the applicant and carry the endorsement of two persons who have been members in good standing of the Club for at least 12 months. Accompanying the application the prospective member shall submit dues payment for the current year.

(b) Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the Board by mail. Affirmative votes of 2/3 of the Board voting at a meeting of the Board or 2/3 of the entire Board voting by mail shall be required to elect an applicant.

(c) An application, which has received a negative vote by the Board may be presented by one of the applicant's endorsees at the next Annual Meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of 2/3 of the members present and voting.

(d) Persons whose application for membership has been voted on and rejected by the Board and/or the membership may not reapply for membership within 12 months after such rejection.

Section 4 Termination of Membership

Memberships may be terminated:

(a) *By 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

(b) *By lapsing.* A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid March 1. In no case may a member vote whose dues are not paid for the current year. If a member wishes to be reinstated after March 1, a \$10.00 administrative fee will be charged. If a member allows his/her membership to lapse for a calendar year said former member must reapply on an approved application form and pay the full dues required.

(c) *By expulsion.* A membership may be terminated by expulsion as provided for in Article VI of these Bylaws.

ARTICLE II

Meetings

Section 1 Annual Meeting

(a) The Annual Meeting of the Club shall be held in conjunction with the Club's Annual Specialty Show at a place, date, and hour designated by the Board. Written notice of the Annual Meeting shall be printed in the Club bulletin and/or sent by the Secretary to each member, by regular and/or electronic mail (with the member's written authorization), at least 30 days prior to the date of the meeting.

(b) The quorum for the Annual Meeting shall be 10% of the members in good standing. For voting purposes, a simple majority or other percentage majority (for example, 2/3 majority) shall not be based on the number of persons present but rather on the number of persons actually voting, excluding those who abstain, leave a ballot blank or otherwise fail to vote, without regard to whether the number is less than the required quorum.

Section 2 Special Club Meetings

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 of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10% of the members in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board. The Secretary shall send written notice of such meetings, by regular and/or electronic mail (with the member's written authorization) , 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 a meeting, as well as the procedure for calculating percentage votes, shall be the same as at the Annual Meeting as set forth in Section 1 of this Article.

Section 3 Board Meetings

- (a) A meeting of the Board shall be held annually either immediately before or after the Annual Meeting and at the same location as the Annual Meeting. Other meetings of the Board shall be held at such times and places as designated by the President or a majority vote of the entire Board with the exception that one meeting of the Board shall be held on or shortly after August 1 of each year, following the announcement of the election results as set forth in Article IV.
- (b) Written notice of each meeting shall be sent by the Secretary, by regular and/or electronic mail (with the member's written authorization), to each member of the Board at least 14 days prior to the date of the meeting.
- (c) The quorum for a Board meeting shall be a majority of the Board voting in person or by regular and/or electronic mail.

Section 4 Conducting Business

- (a) The Board may also conduct business by telephone/video conference call, mail, fax and/or electronic mail provided it does not conflict with any other provision of these Bylaws. Items voted upon by telephone/video conference call, mail, fax and/or electronic mail must be confirmed in writing by the Secretary within seven days.
- (b) In order for business to be conducted by electronic-mail the following precautions must be in place:
 - (i) Every Board member must be provided with a means to participate.
 - (ii) A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members.
 - (iii) A mechanism must be in place to verify that the eligible Board members are "listening."
 - (iv) All Board members must agree to participate in this manner.

**ARTICLE III
Directors and Officers****Section 1 Board**

The Board shall be composed of the President, Vice President, Secretary, Treasurer, and five other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected by ballot to serve for the terms set forth in Article IV, Section 3, or until their successor is elected, unless earlier removed from office as provided in Article IV,

Section 4. General management of the Club's affairs shall be entrusted to the Board and no **members of the same household** shall serve on the Board at the same time.

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 meeting 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 Bylaws.
- (b) The Vice President shall have the duties and exercise the powers 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 votes taken and all matters of which the Club shall order a record. He or she shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office and through a Secretary's assistant notify new members of their election to membership, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these Bylaws. Any Secretary's assistant must be approved by a majority of the entire Board and is a non-voting member of the Board.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Club, except that the person designated as the Show Treasurer shall collect all monies connected with that event and turn over said funds to the Treasurer within 90 days after the event. He or she shall deposit all money in a bank approved by the Board, in the name of the Club. The Treasurer's books shall be open for inspection by the Board at all times. The Treasurer shall report to the Board at every Board meeting about the condition of the Club's finances, to include all receipts and payments not previously reported. At the Annual Meeting of the Club, the Treasurer shall render an accounting of all monies received and expended during the previous calendar year. At the time of the Annual Meeting of the Club, the Treasurer's books shall be present and open to review by any member in good standing under the direct supervision of the Treasurer and those Board members present. The Treasurer shall be bonded in such amount as the Board shall determine.
- (e) The Delegate to the American Kennel Club (AKC) shall represent the Club at AKC delegate meetings and present the views of this Club as directed by the Board or vote his/her conscience in the absence of specific direction, considering the best interests of the Club and the breed, and serve the Club in any other capacity connected with the AKC, which shall further the interest of this Club. The AKC delegate shall report to the Board all pertinent actions and matters discussed at the AKC delegate meetings. The AKC delegate is an elected position and may not be a member of the Board but can attend Board meetings in a non-voting capacity.

Section 3 Vacancies

A vacancy in the Office of the President shall be filled automatically by the Vice President; the resulting vacancy in the office of the Vice President shall be filled from within the Board. All other Board vacancies occurring mid-term shall be filled by a majority vote of existing Board members with those person(s) serving until the next scheduled general election. Should the elected position of the AKC Delegate become open mid-term, the Board shall appoint a member in good standing deemed qualified to complete the AKC Delegate's term.

ARTICLE IV The Club Year, Voting, Nominations, Elections

Section 1 Club Year

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin on the 1st day of August and continue through the 31st day of July the following year. The elected officers and directors shall take office on the 1st day of August and each retiring officer shall turn over all properties and records relating to that office within 30 days after the election to his or her successor in office.

Section 2 Voting

At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers and Directors, and the amendments to the Constitution and Bylaws and the Breed Standard which shall be decided by written ballot cast by regular mail. Voting by proxy shall not be permitted. In the case of a household membership each individual shall be permitted one vote. The Board may submit other specific questions for decision by the members by written ballot cast by **regular** mail.

Section 3 Nominations and Ballots

- (a) No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. The Board shall choose a nominating committee before January 15. The Nominating Committee shall consist of three members and two alternates from different areas of the United States of America, all members in good standing, not more than one of whom shall be a member of the current Board. The highest-ranking Board member whose term is expiring shall be chairman, or the Board shall name a chairman in other event. The Nominating Committee may conduct its business by mail, telephone conference call or electronic-mail in accordance with the policy approved for the Board.
- (b) The Nominating Committee shall nominate from among the Club members who are in good standing, are residents of the United States at the time of nomination and are otherwise eligible for election as set forth in Article I. Nominations shall include at least

one candidate for each office and a minimum of two candidates for Class I directors and a minimum of three candidates for Class II directors. The classes shall be voted on in alternating years as designated below:

Class I

President
Treasurer
Directors 1, 5
AKC Delegate

Class II

Vice President
Secretary
Directors 2, 3 and 4

- (c) In 2011, or in the first year after the adoption of these Bylaws, as amended, by the membership and their approval by the AKC, if the approval process is not completed prior to the 2011 elections, Class I members shall be nominated and elected for terms of two years or until their successors are elected and Class II members shall be nominated and elected for terms of one year or until their successors are elected, subject to the removal provisions of Section 4 of this Article. Thereafter, all Club officers, directors and the AKC Delegate shall be elected to serve for two years or until their successors are elected, unless earlier removed from office under the provisions of Section 4 of this Article.
- (d) The Nominating Committee should consider geographical representation of the membership of the Board, to the extent that it is practical to do so. To aid the Nominating Committee in its task, the Secretary shall provide each committee member with a current list of all Club members in good standing, to include information as to whether they are residents of the United States and the type of membership they hold, a list of the names of officers and directors noting their current terms of service and a copy of the sections of the Bylaws pertaining to the duties of the Nominating Committee.
- (e) The Nominating Committee shall submit its slate of candidates by May 5 to the Secretary, who shall direct a Secretary's assistant to send the list, including the full name of each candidate and the name of the state in which he or she resides, by regular or electronic mail (with the member's written authorization), to each member of the Club on or before May 15 so that additional nominations may be made by the members if they so desire.
- (f) Additional nominations of Club members who are in good standing, are residents of the United States at the time of nomination and are otherwise eligible for election as set forth in Article I, may be made by written petition for each nominee addressed to the Secretary and received at the Secretary's regular address on or before June 15, signed by 10 members in good standing for each nomination and accompanied by written acceptance of each additional nominee signifying his or her willingness to be a candidate.
- (g) No person shall be a candidate for more than one elected office or position. No person holding an elected office or position that is not expiring may be a candidate for any other elected office or position without first resigning his/her current elected office or position. Additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.

- (h) When the Nominating Committee nominates candidates for the Board and/or one or more valid additional nominations are received by the Secretary on or before June 15, the Secretary shall direct a Secretary's assistant to send, by regular mail, on or before June 20, to each member in good standing a ballot listing all of the nominees for each position in alphabetical order as follows: Nominee Name and name of his/her State of residence; a ballot envelope marked only with the word "BALLOT" and a return envelope bearing the member's name and address in the upper left-hand corner. To insure the ballots remain secret, each member shall:
1. Mark the ballot.
 2. Seal same in the ballot envelope marked "BALLOT".
 3. Place the ballot envelope inside the enclosed, pre-addressed return envelope.
 4. Mail the sealed outer envelope with the enclosed sealed ballot envelope.
 5. Ballots must be received on or before July 20.
- (i) The Secretary or a Secretary's assistant shall present all unopened ballot return envelopes to two additional inspectors for a total of three inspectors. These inspectors shall be members in good standing of the Club, who are not candidates on the ballot and whom the Board has approved. The inspectors of the election, prior to the opening of the outer ballot envelopes and removal of the sealed pre-addressed return envelope marked "BALLOT," shall check all returns against the list of eligible voters, thereby certifying the eligibility of the voters. The inspectors then shall count the votes and certify the results of the election. The person nominated for each office and for AKC delegate receiving the greatest number of votes shall be declared elected for those offices and delegate positions; the top two (Class I) or top three (Class II) persons nominated to be directors who receive the greatest number of votes shall be declared elected as directors.
- (j) The results of the elections shall be announced on the Club's web page, on the Club's members-only Internet message board or by other electronic means, as determined by Board policy, and in the next issue of the Club's bulletin.

Section 4 Removal of Club Officer, Club Director, or AKC Delegate

- (a) Club officers, directors or the AKC Delegate may be suspended or removed, for cause, by a 2/3 vote of the Board. "Cause" shall include, but shall not be limited to, misconduct, neglect of duty or violation of the Club Constitution and Bylaws, all as determined in the sole discretion of the Board voting on the suspension or removal.
- (b) No final action under this section shall be taken until the officer, director or AKC Delegate has been advised of the specific proposed action in writing, has been given 30 days from the time the notice of action is received to prepare and submit a written response to the Board, and has been afforded an opportunity to address a quorum of Board by either teleconference or in person, at the election of a majority of the entire Board. If the officer, director or AKC Delegate subject to suspension or removal fails to timely respond and/or elects not to appear before the Board, those rights shall be considered waived, and the Board may proceed to take final action.

- (c) An officer, director or AKC Delegate shall automatically be removed from office if the individual ceases to be a member in good standing of the Club. The Board may summarily remove any officer, director or AKC delegate who is suspended from all privileges by the AKC or who is suspended or expelled under the provisions of Article VI.
- (d) Club officers, directors or the AKC Delegate may be removed, for cause, by the Club membership. "Cause" shall include, but shall not be limited to, misconduct, neglect of duty or violation of the Club Constitution and Bylaws. The Club membership may seek to remove an officer, director, or the AKC Delegate by filing a petition for removal with the Board, which must include at least 20% of signatures of all those voting in the election for the affected office in the preceding general election. Once the petition is filed with the Board, a general vote will be conducted in accordance with this article within two months of the filing of the petition. A Club officer, director or AKC Delegate will be immediately removed from office if 2/3 of the votes cast are in favor of removal.
- (e) The Board shall fill any resulting vacancy in accordance with the provisions of Article III, Section 3. Any appointment shall be published to the membership in the same manner as set forth in Section 3(g) of this Article.

ARTICLE V Committees

Section 1

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, hunting, tracking, obedience and Rally, trophies, annual prizes, membership and other areas which well may 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

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 service has been terminated. The terminated committee member shall be notified by the Secretary of his/her termination by way of written notice within 10 days of the Board decision. The Board may appoint a successor to the vacant committee position and shall have the Secretary notify the proposed successor in writing within 10 days. If the new appointee accepts the committee position they must do so by written notice to the Secretary within 30 days.

ARTICLE VI Discipline

Section 1 American Kennel Club Suspension

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

Section 2 Charges

- (a) Any member may prefer charges against a member for alleged misconduct 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 \$25.00, which shall be forfeited if such charges are not sustained by the Board or a Board committee, as set forth below, following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board, or present them at a Board meeting.
- (b) 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 charges do not allege 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 or a committee of not less than three members of 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 (hereinafter "defendant") by registered mail, together with a notice of the hearing and the assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3 Board Hearing

- (a) A Board Hearing under this article may be held by videoconference by teleconference or in person, in the sole discretion of the Board.
- (b) The Board or Board 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.
- (c) 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 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 or Board committee deems a suspension insufficient, it may recommend to the membership that the penalty be expulsion. In such cases, the suspension may extend beyond six months, until the next annual meeting, at which the expulsion will be considered, as provided for in Section 4 of this Article. The suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Board committee.

- (d) Immediately after the Board or Board committee has reached its 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 decision and penalty, if any

Section 4 *Expulsion*

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and the recommendation of the Board or Board committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his or her 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 his/her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting, as set forth in Article II, Section 1, shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII Amendments

Section 1

Amendments to the Constitution and Bylaws and to the Breed Standard may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2

The Constitution and Bylaws and the Breed Standard may be amended at any time provided a copy of the proposed amendment has been sent by regular mail by the Secretary to each member in good standing on the date of the mailing accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. The notice shall specify a date no less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment. To assure the secrecy of the vote, the dual envelope procedures outlined in Article IV, Section 3, shall be followed.

Section 3

No Amendment to the Constitution and Bylaws or to the Breed Standard 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 VIII Dissolution

Section 1

The Club may be dissolved at any time by written consent of not less than 2/3 of the members in good standing. In the event of 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 property 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.

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:

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

Section 2

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

- Reading of minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business

Election of new members
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 in which they are not inconsistent with these Bylaws and any other special rules of order the Board may adopt.