CONSTITUTION AND BYLAWS
OF
THE NORWICH TERRIER CLUB OF AMERICA, INC.

These are the Constitution and Bylaws of the Norwich Terrier Club of America, Inc. (herein after "the Club" or "The NTCA"), duly adopted on June 30, 2010 and approved by the Board of Directors of The American Kennel Club (herein after "The AKC"), on August 12, 2010.

CONSTITUTION

ARTICLE I
NAME AND OBJECTIVES

SECTION 1. Name. The name of the club shall be The Norwich Terrier Club of America, Inc.

SECTION 2. Purposes of the Club. The Club is a not-for-profit corporation organized under the Illinois General Not For Profit Corporation Act of 1986. The Club is organized for the following purposes:

(a) to operate and function as a charitable and educational not-for-profit organization.

(b) to encourage and promote quality in the breeding of the purebred Norwich Terrier and to do all possible to bring its natural qualities to perfection.

(c) to educate members and the public with regard to the breeding, proper care, and maintenance of the Norwich Terrier.

(d) to urge members and breeders to accept the standard of the breed as set by the Club, and approved by The American Kennel Club, as the only standard of excellence by which the Norwich Terrier shall be judged.

(e) to provide educational forums for fanciers and American Kennel Club judges about the history of the breed and about the standard of the Norwich Terrier as set by The NTCA.

(f) to conduct sanctioned matches, specialty shows, and other events for which the club is eligible, under the Rules and Regulations of The American Kennel Club and to encourage participation in companion and performance events sanctioned by The American Kennel Club.

(g) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition and conduct at all American Kennel Club and NTCA sponsored activities and to treat officials, facilities, and other dog owners and their dogs with respect.

(h) to support and promote participation in all areas of health and research designed to improve the Norwich Terrier.

(i) to guard against the private and commercial exploitation of the Norwich Terrier.

(j) to encourage and assist rescue operations that pertain to the purebred Norwich Terrier.

(k) to urge all members to abide by The NTCA Code of Ethics as a guideline for responsible Norwich Terrier ownership and breeding practices.

(l) to encourage the organization of regional Norwich Terrier specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club and The NTCA and to assist these clubs in their activities.

SECTION 3. Private Benefit. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. Revisions to Conform to Club Objectives. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

SECTION 5. Affiliated Clubs. Affiliated regional member clubs must adhere to The NTCA Constitution, Bylaws, Standard of the Breed, and Code of Ethics.

SECTION 6. Advertising or Solicitation. The NTCA emblem, logo, name, member database, pedigree database, copyrighted materials, trademarks, intellectual property, the Club stationery, the Illustrated Standard, or any photographs and materials appearing on The Norwich Terrier Club of America, Inc. website or in any Club written copyrighted materials cannot be used for advertising or solicitation by any member or group of members, except by the Club itself, without the written approval of the Board of Directors. The preceding sentence does not apply to photographs, articles, and materials that are submitted by a member for The Norwich Terrier Club of America, Inc. website or Club written copyrighted materials when the member specifies in writing his/her desire to retain ownership of the photographs, articles, or materials at the time those items are submitted to The NTCA. No person may write for publication, hold any type of health or judges' education seminar, or conduct a member survey or ballot under the name or authority of The Norwich Terrier Club of America, Inc. without the prior written approval of the Board of Directors.

BYLAWS

ARTICLE I
MEMBERSHIP

SECTION 1. Types of Membership. There shall be six (6) types of membership open to any person who is in good standing with The American Kennel Club and who subscribes to the purposes of this Club.

(a) Individual Membership. Individual Membership is open to a person eighteen (18) years of age and older, who resides in the United States or its possessions or territories, who presently owns a purebred AKC registered Norwich Terrier, and who has lived in the same household with that dog for a continuous period of not less than twenty-four (24) months. An Individual Member will enjoy all the privileges of the Club including the right to vote; hold office; serve on the nominating committee; annually sponsor prospective members, ten (10) through seventeen (17) years of age; annually sponsor two (2) prospective members, eighteen (18) years of age and over; and count in the determination of a quorum. Notwithstanding the preceding sentence, if two (2) Individual Members reside in the same household, they may annually sponsor as one (1) household a total of two (2) prospective applicants. Each Individual Member shall receive or have access to Club notices, newsletters, and one (1) Club member directory per year.

(b) Dual Membership. Dual Membership is open to two (2) persons who each meet the criteria for Individual Membership and who reside in the same household. Dual Members pay modified dues and enjoy all the privileges of the Club including the right to one (1) vote per

person, hold office at different times; serve on the nominating committee at different times; annually sponsor prospective members, ten (10) through seventeen (17) years of age; annually sponsor as one (1) household a total of two (2) prospective members, eighteen (18) years of age and over; and shall count as two (2) members in the determination of a quorum. Dual Members shall receive or have access to a single edition of Club notices and newsletters, and one (1) Club member directory per year.

(c) Junior Membership. Junior Membership is open to a person ten (10) through seventeen (17) years of age, who resides in the United States or its possessions or territories, who presently owns or whose immediate family presently owns a purebred AKC registered Norwich Terrier, who has lived in the same household with that dog for a continuous period not less than twenty-four (24) months, and whose parent or guardian co-signs the Junior Member application form. A Junior Member cannot vote, hold office, sponsor prospective members, serve on the nominating committee, make motions, advertise in The NTCA Breeder and Stud Dog Directory or on The NTCA website, and does not count in the determination of a quorum. A Junior Member shall be eligible for annual Club trophies and awards. A Junior Member shall pay modified dues. Upon reaching his/her eighteenth (18th) birthday, a Junior Member may re-apply for membership in accordance with Election to Membership (See ARTICLE 1, SECTION 5 in these Bylaws). A Junior Member shall receive or have access to Club notices (except ballots), newsletters, and one (1) Club member directory per year.

(d) Lifetime Membership. Lifetime Membership is open to an Individual or Dual Member who is selected by the Board of Directors for this lifetime designation for his/her outstanding contribution to the breed and Club. Only one (1) Lifetime Member shall be named in any calendar year. A Lifetime Member pays no dues and enjoys all the privileges of the Club; including the right to vote; serve on the nominating committee; hold office; annually sponsor prospective members, ten (10) through seventeen (17) years of age; annually sponsor two (2) prospective members, eighteen (18) years of age and over; and count in the determination of a quorum. Notwithstanding the preceding sentence, if two (2) Lifetime Members reside in the same household or if one (1) Lifetime member resides with any other Individual or Dual member of the Club, they may annually sponsor as one (1) household a total of two (2) prospective members, eighteen (18) years of age and over. A Lifetime Member shall receive or have access to Club notices, newsletters, and one (1) Club member directory per year.

(e) International Membership. International Membership is open to a person eighteen (18) years of age and older, who resides outside the United States, who presently owns a purebred AKC registered Norwich Terrier or a purebred Norwich Terrier registered in a foreign registry comparable in stature to the AKC, and who has lived in the same household with said dog for a continuous period not less than twenty-four (24) months. As per AKC policy, an International Member may not vote, serve on the nominating committee, serve as a committee chair, hold office, or count in determining a quorum. An International Member may advertise only an owned purebred AKC registered Norwich Terrier in The NTCA Directory of Breeders and Stud Dogs, if printed, or on the Breed Referral section of The NTCA website after being a member in good standing of the Club for a continuous period of not less than thirty-six (36) months (See ARTICLE 1, Section 2 in these Bylaws). An International Member or two (2) International Members living in the same household shall be able to annually sponsor one (1) other prospective International Member, eighteen (18) years of age and over. An International Member shall receive or have access to Club notices (except ballots), newsletters, and one (1) Club member directory per year. Dues shall be set to include all additional postage expenses.

(f) Affiliated Club Membership. Affiliated Club Membership is open to a Norwich Terrier Regional Club formed and accepted in accordance with ARTICLE VI of these Bylaws. All rights and privileges shall be as set forth in ARTICLE VI of these Bylaws.

SECTION 2. Advertising. A member, except a Junior Member or an Affiliated Club, shall be allowed to advertise in The NTCA Directory of Breeders and Stud Dogs, if printed and on the Breed Referral section of The NTCA website after being a member in good standing of the Club for a continuous period of not less than thirty-six (36) months. To be published in The NTCA Directory of Breeders and Stud Dogs or on the Breed Referral section of The NTCA website, a member must be current on the annual dues obligation; pay the designated advertisement fee; list at least one method of contact; advertise only owned or co-owned purebred AKC registered Norwich Terriers; and accurately complete, sign, and send in The NTCA Directory of Breeders and Stud Dogs and/or the Breed Referral Listing contract by the requested deadline to The NTCA Directory of Breeders and Stud Dogs chairperson. Disputes between breeders and purchasers shall be resolved amongst themselves. The NTCA shall not be a party to such disputes, other than as provided in The NTCA Code of Ethics.

SECTION 3. Electronic Communication. Each member eighteen (18) years of age and over who is willing to receive electronic communications from the Club shall sign an authorization form agreeing to such communication. Such authorization, which is revocable, shall release the Club from any liability should the notification be received late or not received by the member due to circumstances beyond the Club's control. The original signed authorization forms shall be kept in the Corresponding Secretary's files. A list of members who have signed authorization forms shall also be kept by the Treasurer so dues notices can be sent electronically.

SECTION 4. Dues. Membership dues for Individual, Dual, Junior, and International memberships shall be established by the Board of Directors and approved by a majority vote of the Individual, Dual, Lifetime members, and Affiliated Club delegate(s) who are in good standing and present at the annual meeting of the Club. A dues notice for the ensuing year shall be sent by the Treasurer by November 15. Membership dues are payable in United States dollars annually on or prior to January 1 of each year. A second dues notice shall be sent by mail or email from the Treasurer by December 15.

If dues are not paid on or prior to January 1, a member shall be considered delinquent; and he/she shall be deprived of all privileges, including the right to vote, to be counted in a quorum, to serve in office, to serve on the nominating committee, or to advertise in The NTCA Directory of Breeders and Stud Dogs, if printed, or on the Breed Referral section of The NTCA website.

If dues are paid after January 1, a late fee shall be assessed with the outstanding dues. An affirmative two-thirds vote of the Board of Directors shall be required to set the fee for late payment of dues. The fee for late payment of dues shall be set and announced to the membership prior to the annual dues collection.

If dues and the late fee are not paid in full on or prior to January 31, membership shall be terminated. As of February 1, the lapsed member may re-apply for membership in accordance with Election to Membership (See ARTICLE 1, SECTION 5 in these Bylaws), being subject to the non-refundable application fee, the late fee, and dues.

Annual renewal of membership indicates that each member accepts and agrees to abide by the Constitution and Bylaws of The NTCA, as well as the Club's Code of Ethics, The NTCA Directory of Breeders and Stud Dogs and/or The NTCA Breeder Referral Listing Agreement(s), and the rules of The American Kennel Club, as applicable.

SECTION 5. Election to Membership. A prospective member must be in good standing with The American Kennel Club and must subscribe to the Club's Constitution and Bylaws, Code of Ethics, The NTCA Directory of Breeders and Stud Dogs and/or The NTCA Breeder Referral Listing Agreement(s), and the rules of The American Kennel Club, as applicable.

(a) Applicant for Membership.

(1) An applicant for membership may obtain copies of the Constitution and Bylaws, Code of Ethics, and Standard of the Breed from the Club's website. An applicant for membership shall apply on an application form as approved by the Club's Board of Directors, which shall provide that the applicant agrees in writing to abide by the Club's Constitution and Bylaws, Code of Ethics, The NTCA Breeder Referral Listing Agreement(s), and the rules of The American Kennel Club, as applicable. The application form shall require the name, address, and occupation of the applicant, a brief history of his/her involvement with the breed and any other AKC registered breeds, and any special qualifications which may relate to the business of the Club. A non-refundable application fee and dues must be submitted to the Membership Chairperson with the completed application and a completed NTCA Sponsor Endorsement Form from each of two (2) member sponsors in good standing who do not reside in the same household and are not members of the same immediate family with respect to each other and with respect to the applicant. Each sponsor must be a member of The NTCA for a continuous period not less than twenty-four (24) months and each sponsor must be personally well acquainted with the applicant(s) for a continuous period not less than twenty-four (24) months. Each sponsor must be able to attest to each applicant's integrity, reliability, and good practices as a responsible owner or breeder. An applicant living in the same household with a current member in good standing must apply for Club membership and shall not be sponsored by that particular member. Two (2) or more applicants living in the same household may apply at the same time for membership. With Dual Membership applications, two (2) applicants eighteen (18) years of age and over living in the same household may submit one completed application fully describing both applicants; however, this application must be signed by both applicants. The Membership Chairperson also must receive the required completed NTCA Sponsor Endorsement Forms, pertaining to both applicants. Sponsorship of the two applicants eighteen (18) years of age and over living in the same household and applying for Dual Membership shall meet a sponsor member's annual quota for endorsing two (2) prospective members. Only one (1) Officer, Director or the Delegate to The AKC may sponsor the same applicant(s) for membership at the same time. The collection and/or depositing of dues prior to the applicant's confirmation into the Club does not imply automatic Club membership. A denied applicant shall be entitled to a full dues refund by the Treasurer.

(2) Completed application shall be sent to the Membership Chairperson. The non-refundable application fee and dues shall be sent from the Membership Chair to the Treasurer. The Membership Chairperson shall send the completed prospective member applications directly to the Board of Directors for its review and these applications may be returned to the Membership Committee if additional information is required by the Board of Directors. The Board of Directors shall review and present to the membership completed prospective member applications no more than two (2) times within a twelve (12) month period. If passed by an affirmative two-thirds (2/3) secret vote of the Board of Directors, the names of the two (2) sponsors, the name of the applicant, and a brief summary of his/her involvement with the breed shall be presented to the general membership by mail or email, or posted in the member only section of The NTCA website. During the thirty (30) day period following the date of mailing or notice, members may challenge the admission of a nominee by submitting a written, factual, signed document establishing the grounds for challenge to the Corresponding Secretary and a copy to the Membership Committee chairperson. The Corresponding Secretary and Membership Committee chairperson shall advise the Board with a summary of the received challenge letters. Challenge letters shall be kept on file by the Corresponding Secretary and Membership Committee chairperson for a period of no more than sixty (60) days. Those nominees, who are not contested, will be admitted to membership at the conclusion of the thirty (30) day waiting period. No later than ten (10) days after the date of election to the Club, a newly elected

member shall receive written confirmation from the Corresponding Secretary, receive or have access to a current Club member directory and have access to the member only section of The NTCA website. The Corresponding Secretary must state the newly elected members' names for the minutes at the next Board of Directors meeting. A newly elected member receiving a written confirmation of election to the Club during the months of October, November, or December shall have his/her dues applied towards the ensuing year's dues requirement, and shall have no right to vote until January 1 of the ensuing year.

(3) A challenged applicant shall be reconsidered at the next in-person meeting of the Board of Directors. Denial of membership must be based on an affirmative two-thirds (2/3) secret vote by the Board of Directors. The Corresponding Secretary shall inform the challenged applicant and the two (2) sponsors in writing whether the constitutionally mandated affirmative vote was received or not received.

The two sponsors of a denied applicant must notify the Corresponding Secretary in writing thirty (30) days in advance of the annual meeting if they wish to petition the Club members present at the annual meeting to reconsider the acceptance of this applicant. If a quorum is present, the Club may approve the applicant by secret ballot with an affirmative two-thirds (2/3) vote of the members at the annual meeting.

A negative decision of the Club shall be binding for a continuous period of no less than twenty-four (24) months. Challenged applicants may apply for Club membership no more than three (3) times.

(b) Lifetime Member. Any Individual, Dual, or Lifetime Member may present, in writing to the Board of Directors, a candidate for consideration as a Lifetime Member (See ARTICLE I, SECTION 1(d) of these Bylaws). The Board shall have the discretion of electing one Lifetime Member each year in recognition of his/her outstanding contribution or service to the Club. An affirmative vote of a majority of the Board of Directors is required to bestow this type of membership.

(c) Affiliate Club Member(s). Affiliate Club membership is subject to the provisions and privileges contained in ARTICLE VI of these Bylaws.

SECTION 6. Suspension of NTCA Membership.

(a) Failure to Turn Over Club Property. Any member who fails to turn over NTCA property or official records to the appropriate Officer or chairperson within thirty (30) days of receiving a certified letter, return receipt requested, at his/her current address on record with the Corresponding Secretary, shall be reported to the Board of Directors. If all of the requested NTCA property or official records are not turned over to the appropriate Officer or chairperson within thirty (30) days of the delinquent member receiving a certified letter, return receipt requested, sent by the Corresponding Secretary, the Board of Directors may vote to suspend membership. An affirmative two-thirds (2/3) secret vote of the Board of Directors shall be required to suspend membership until all of the NTCA property or official records are received by the appropriate Officer or chairperson. The Corresponding Secretary shall send a certified letter, return receipt requested, to the delinquent member at his/her address on record informing the member of his/her membership suspension. If after ninety (90) days from the date of membership suspension and all of the requested NTCA property or official records have not been turned over to the appropriate Officer or chairperson, additional disciplinary action may be deemed appropriate and the Board of Directors may refer this matter to the membership for possible expulsion (See ARTICLE VII, SECTION 4 of these Bylaws.)

SECTION 7. Termination of NTCA Membership. Membership may be terminated in the following ways:

(a) By Resignation. Any member in good standing may resign from the Club upon written notice or email, provided the sender's address is documented and recognizable to the Corresponding Secretary. However, no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and are incurred on January 1 of each year. Obligations other than dues shall be considered a debt to the Club and must be paid in full prior to resignation. A resignation may only be rescinded if it has not been announced or formally acted upon by the Club.

(b) By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues and late fee remain unpaid on February 1. In no case may a person be entitled to vote if his/her dues are unpaid. Reinstatement of membership may occur only by applying for membership in accordance with Election to Membership (See ARTICLE 1, SECTION 5 in these Bylaws) and by paying the non-refundable application fee, the late fee, and dues.

(c) By Expulsion. A membership may be terminated by expulsion as provided in ARTICLE VII, SECTION 4 of these Bylaws.

SECTION 8. Good Standing. Members in "good standing" are those members who adhere to the Club's Constitution and Bylaws, Code of Ethics, and the rules of The American Kennel Club; who are current in paying Club dues; who owe no other obligations to the Club such as failing to return Club property or official records; and who are in good standing with The American Kennel Club. Before a member's good standing is affected for non-payment of debts or club property or official records owed, the member must be given prior written notice at least thirty (30) days to pay (or dispute) the debt.

For purposes of ARTICLE 1, SECTION 2 and SECTION 5(a)(1), ARTICLE III, SECTION 2(f), and ARTICLE IV, SECTION 4(b), (d), and (f), and ARTICLE V, SECTION 4 of these Bylaws, a member will be deemed to be in "good standing" for the required number of years specified in the preceding ARTICLES and SECTIONS if he/she was a member in "good standing" of The Norwich and Norfolk Terrier Club for the required number of years immediately preceding the dissolution of The Norwich and Norfolk Terrier Club.

Following the annual meeting in 2012, this second paragraph of SECTION 8 of ARTICLE I of these Bylaws shall be deleted.

SECTION 9. Changes to Membership Status or Address. Each member is responsible for informing in writing the Corresponding Secretary of any change in his/her address, phone number(s), email address, or change in membership status.

ARTICLE II
MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Club shall be held in conjunction with the Montgomery County Kennel Club show, if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be issued by the Corresponding Secretary to each member at least forty-five (45) days prior to the date of the meeting, and shall be posted on the member only section of The NTCA website. The quorum for the annual meeting shall be ten percent (10%) of the eligible members in good

standing. Attendance at the annual meeting shall be taken and cross-referenced with a current Club roster.

SECTION 2. Regular Business Meeting. A regular business meeting of the Club may be held in conjunction with the Club's National Specialty show or the Club's Roving Specialty show, if possible, at a place, date, and hour designated by the Board of Directors. Written notice of a regular business meeting shall be issued by the Corresponding Secretary to each member at least forty-five (45) days prior to the date of the meeting, and shall be posted on the member only section of The NTCA website. The quorum for a regular business meeting of the Club shall be ten percent (10%) of the eligible members in good. Attendance at a regular business meeting shall be taken and cross-referenced with a current Club roster.

SECTION 3. Special Club Meeting. A special club meeting may be called by the President or by a majority vote of the members of the Board of Directors, or shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing. A special club meeting shall be held at a place, date, and hour as may be designated by the Board of Directors. Written notice of a special club meeting shall be issued by the Corresponding Secretary at least twenty-one (21) days and not more than thirty (30) days prior to the meeting and shall be posted on the member only section of The NTCA website. The notice of the special club meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for a special club meeting shall be ten percent (10%) of the active members in good standing including a minimum of two (2) Officers and/or two (2) Directors. Attendance shall be taken and cross-referenced with a current Club roster.

SECTION 4. Board Meeting. An in-person meeting of the Board of Directors shall be held immediately following the annual meeting at a place, date, and hour designated by the Board of Directors. Other meetings of the Board of Directors ("Board") shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of an in-person Board meeting shall be issued by the Corresponding Secretary to each member of the Board at least twenty-one (21) days prior to the date of such meeting and shall be posted on the member only section of The NTCA website. Board members must reply by written notice to the Corresponding Secretary concerning their intention to attend any in-person meeting of the Board of Directors no less than fourteen (14) days prior to the date of the actual meeting. Prior written notice of any other type of Board meeting shall be given to each Board member by the Corresponding Secretary or the Recording Secretary as soon as reasonably possible, preferably no less than fourteen (14) days notice. The quorum for a vote, including any mailed vote, shall be a majority of the entire Board of Directors. The membership may submit issues for the Board of Directors in writing to the Corresponding Secretary a minimum of fourteen (14) days in advance of any in-person Board meeting.

SECTION 5. Other Types of Board Meetings. The Board may hold meetings where attendees see and/or hear each other. This includes meeting in person or by teleconference or by videoconference. The Board shall conduct its business (voting) at meetings or through mail, fax, email, or other electronic means. In order for the Board to conduct its meetings by teleconference or videoconference and its business (voting) by fax, email, or by other electronic means, every Board member must be provided with the means to participate; a procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board members; a mechanism must be in place to verify that the eligible Board members are "listening"; and all Board members must agree to participate in this manner. Each Board member must sign a revocable authorization agreeing to these methods of communication. The signed authorizations shall be kept with the Recording Secretary's files and a copy of the signed authorizations included in the Club's minutes. Such authorization shall also release the

Club from any liability should the notification be received late or not received by the Board member due to circumstances beyond the Club's control. Any Board business (voting) records taken by mail, fax, email, or other electronic means must be ratified at the next meeting of the Board of Directors.

SECTION 6. Online Voting by the Board of Directors. To insure that each Board member is "listening," a Board member must participate by voting or abstaining on any online ballot or poll a minimum of seventy-five (75) percent during a twelve (12) month period. Failure to maintain this percentage of online participation may subject the Board member to be deemed as having vacated his/her position unless the remaining Board of Directors finds that just cause exists for failure to vote. To provide transparency during online Board voting, adoption or rejection of an online Board motion shall be based on receiving a minimum number of votes equal to the majority of the entire Board.

SECTION 7. Member Requested Agenda Items. Eligible members may add items to the annual meeting or to a regular business meeting agenda. To add items to the annual meeting or the regular business meeting agenda, five (5) voting members must sign a request and submit it in writing to the Corresponding Secretary at least thirty (30) days in advance of the meeting(s). The annual meeting or a regular business meeting agenda shall be posted on the member only section of The NTCA website at least fourteen (14) days in advance of the annual meeting of the Club or a regular business meeting. Requested agenda items by the membership shall be addressed under New Business.

ARTICLE III
DIRECTORS, OFFICERS, AND DELEGATE TO THE AMERICAN KENNEL CLUB

SECTION 1. Board of Directors. The Board shall be comprised of the President, First Vice-President, Second Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and six (6) Directors, all of whom shall be members in good standing and reside in the United States. The Board shall be elected for two (2) year terms as provided in ARTICLE IV of these Bylaws. General management of the Club's affairs shall be entrusted to the Board of Directors. All Board members shall serve for a term of two (2) years or until their successors are elected and shall be elected prior to the annual meeting of the Club as follows: in even-numbered years, the President, Second Vice President Corresponding Secretary, and three (3) Directors; in odd-numbered years, the First Vice President, Recording Secretary, the Treasurer, and three (3) Directors.

Each Officer and Director may be elected for two (2) consecutive terms, but thereafter is ineligible for re-election to the same office until two (2) consecutive years have lapsed; provided, however, the President, who may serve two (2) consecutive terms, may not serve additional terms as President until four (4) consecutive years have lapsed. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall obtain Director and Officer Liability Insurance and Liability Insurance for the Club in such amounts as the Board of Directors shall determine and such expenses shall be borne by the Club.

SECTION 2. Officers. The Club's Officers, consisting of the President, First Vice-President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings.

(a) President. The President shall preside at all meetings of the Club and of the Board of Directors, present the membership with a written yearly report at the annual meeting, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws. The President may execute on behalf of the Club any contracts or other instruments which the Board of Directors has authorized by an affirmative majority vote of the Board, except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Club or a different mode of execution is expressly prescribed by the Board of Directors. The President has the authority to make interim decisions regarding Club business; however, these decisions are subject to approval by a majority of the Board of Directors. Each member of the Board of Directors shall be notified, by mail or email of such interim decisions by the President.

(b) First Vice-President. The First Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, incapacity, or resignation. The First Vice President may assume other duties, including Committee Liaison, as requested by the President or the Board of Directors. The Committee Liaison exchanges pertinent Board information to/from the standing, ad hoc, or special Club committees.

(c) Second Vice President. The Second Vice President shall assume the duties and exercise the powers of First Vice President in case of the President's death, absence, incapacity, or resignation. The Second Vice President shall act as the NTCA Parent Club Liaison to the member Affiliate Clubs. The NTCA Parent Club Liaison exchanges pertinent Club information to/from the member Affiliate Clubs.

(c) Corresponding Secretary. The Corresponding Secretary shall have charge of the official Club correspondence (i.e., send out Club notices and mail Board approved ballots; notify members of meetings, Board members of meetings, new members of their election to membership, Lifetime members of their award, Officers, Directors, and the Delegate to The AKC of their election to office, and the Nomination Committee of their election by the Board; and be in charge of such other correspondence which is not the function of other offices or committee chairpersons). The Corresponding Secretary shall maintain a list of committees, chairpersons and members, maintain a file of committee function statements, and request written committee reports from respective chairpersons on behalf of the Board. The Corresponding Secretary shall keep a roster of each member in good standing with the Club, with their current address, phone number(s), and email address (if given); keep a roster of each member willing to receive Club notices electronically; issue a current roster of members in good standing to a designated independent firm for member balloting purposes; keep attendance of voting members at Club annual, regular business, and special meetings; handle all correspondence concerning charges against a member; and carry out such other duties as are prescribed in these Bylaws. The Corresponding Secretary shall answer requests for information about the Club and the general public about the breed. The Corresponding Secretary shall keep copies of official correspondence, including letters, faxed documents, email, or electronic transmissions addressed to the Board of Directors, as well as copies of official correspondence sent from the Board of Directors. Club stationery shall be restricted to use for only official Club business. The Corresponding Secretary shall render the official signature on documents requiring the signature of the Club Secretary, and his/ her name and address shall be listed as the Secretary by The American Kennel Club.

(d) Recording Secretary. The Recording Secretary shall keep an accurate record of all meetings of the Club and of the Board of Directors, of all votes taken, and of all matters of which a record shall be ordered by the Club. The Recording Secretary also shall keep an accurate record of all Board business (voting) conducted through the mail, fax, email, or by teleconference or videoconference or by other electronic means. The Recording Secretary shall

prepare written minutes, subject to Board approval, of such actions for the Club's records. The Recording Secretary shall maintain record book(s) in which Bylaws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and shall have the current record book(s) on hand at every meeting. The Recording Secretary shall have the minutes from any Board of Directors, Club annual, regular business, or special club meetings available to the Board no later than thirty (30) days from the actual meeting date. Corrections to these minutes shall be sent to the Recording Secretary from the Board of Directors and/or the general membership no later than fourteen (14) days upon receipt. In the event that the Recording Secretary is unavailable to take minutes, the President shall appoint an acting Recording Secretary amongst the Board of Directors.

(e) Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board of Directors in the name of the Club. The Treasurer's books shall at all times be open to inspection by the Board of Directors and the Treasurer shall report in writing at least seven (7) days prior to each meeting of the Board of Directors on the condition of the Club's finances and every item of receipt or payment not before reported. An affirmative majority vote of the Board shall be mandated in order for the Treasurer to issue monies for any non-budgeted reimbursement(s) that exceed the pre-determined amount established by the Board of Directors. At the annual meeting, the Treasurer shall render an account by a written itemized report of all monies received and expended during the previous fiscal year. The Treasurer's records and books shall be reviewed annually by a designated independent firm determined by a majority of the Board of Directors. At the discretion of the Board of Directors, an audit of the Treasurer's records and books may be ordered at any time to determine the financial condition of the Club. The position of the Treasurer shall be bonded or insured by a comparable commercial product in such amount as the Board of Directors shall determine and such expense to be borne by the Club.

The Treasurer shall file annually (or a lesser period as may be called for) such forms and payments as may be required by the State of Illinois and the Internal Revenue Service (the "IRS") to keep the corporate status active, current, and in compliance with the rules and regulations governing not-for-profit corporations on a state and federal level.

(f) Delegate to The American Kennel Club. There shall be a Delegate to The American Kennel Club (the "Delegate") who may be, but need not be, an Officer or Director of the Club. The Delegate shall be elected by a dual-enveloped ballot, as described in ARTICLE IV, SECTION 4(h), for a term of two (2) years by the membership, initially in even numbered years, but may be continued in office for one (1) more term by an affirmative vote of a majority of the Board of Directors. Thereafter, the Delegate must again be elected by a dual-enveloped ballot for a term of two (2) years by the membership. There shall be no term limit for the Delegate. Each nominee for Delegate must have been a member in good standing for a continuous period not less than thirty-six (36) months. The nominee for Delegate shall not be a relative or live in the same household of any current Officer or member of the Board of Directors. The Delegate, unless currently serving as an Officer or Director of the Club, shall not be considered a member of the Board of Directors. The Delegate may attend the Board of Directors meetings as a non-voting participant and does not count towards the quorum. The Delegate shall not serve on the Nominating Committee. A stipend to be determined by the Board of Directors may be awarded to the Delegate for travel expenses. The Delegate shall attend and report to the Club all actions and matters discussed at the quarterly Delegate meetings of The AKC. A written report shall be submitted to the membership at the annual meeting or at any regular business meeting of the Club, and posted on the member only section of The NTCA website. Other written

reports to the Board may be required as needed. The Delegate shall represent the Club at The American Kennel Club until such time as his successor is seated.

SECTION 3. Vacancies. Any vacancy occurring among the Officers, Directors, or the Delegate to The AKC during the year shall be immediately filled for the remainder of that term of office by an affirmative majority vote of the Board of Directors; except that a vacancy in the office of President shall be filled automatically by the First Vice-President and the resulting vacancy in the office of the First Vice-President shall be filled by the Second Vice President and the resulting vacancy in the office of the Second Vice President may then be filled by an affirmative majority vote of the entire Board of Directors. Any Officer or Director who fails to attend a minimum of seventy-five (75) percent of the Board meetings in a twelve (12) month period may be deemed to have vacated his/her position unless the remaining Board of Directors finds that just cause exists for failure to attend. Any Officer, Director, or the Delegate to The AKC who retires, resigns, or is unable to serve for any reason shall send written notice to the Corresponding Secretary.

SECTION 4. Compensation and/or Reimbursement. Officers and Directors shall serve without compensation; however, an Officer or Director may be reimbursed for expenses reasonably incurred on behalf of the NTCA if such expenses are pre-approved by a majority of the entire Board.

SECTION 5. Non-Liability of Officers and Directors. The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

SECTION 6. Removal/Involuntary. Any Officer, Director, Delegate, or chairperson who fails to perform the duties or responsibilities of the position(s) to which they were elected or appointed, or acts in a manner considered prejudicial to the Board of Directors, the Club, or the Norwich Terrier breed shall be removed by an affirmative two-thirds (2/3) secret vote of the remaining Board of Directors.

Each Officer, Director, Delegate, or chairperson who retires, who resigns, who is unable to serve, or who is removed from office shall turn over to the Corresponding Secretary all NTCA property and official records related to that position within thirty (30) days of his/her departure. Refusal to release Club property or official records may lead to membership suspension (See ARTICLE I, SECTION 6(a) of these Bylaws).

SECTION 7. Policy manual. Each incoming Officer or Director shall be issued a Club Policy and Procedure Manual containing special rules of order and standing rules.

SECTION 8. Written Reports from Officers and Directors. All Officers and Directors must issue a written report to the Board if any actions are taken outside of the Board of Directors meetings so the Recording Secretary may include these actions in the Board minutes.

SECTION 9. Club Correspondence. Club correspondence, requiring action by the Board of Directors, received by any Officer, Director of the Club, the Delegate to The AKC or committee chairperson (instead of the Corresponding Secretary) must be forwarded to the entire Board of Directors.

ARTICLE IV
THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

SECTION 1. Club Year. The Club's fiscal year shall begin on January 1 and end on December 31. The Club's official year shall begin immediately following the conclusion of the annual meeting of the Club and shall continue through the next annual meeting. The elected Officers,

Directors, and the Delegate to The AKC shall take office immediately after the annual meeting of the Club and each retired Officer and the Delegate to The AKC shall turn over to his successor-in-office all properties and records relating to that office within thirty (30) days after the election. (See ARTICLE I, SECTION 6(a) of these Bylaws).

SECTION 2. Voting. At the annual meeting of the Club, at a regular business meeting of the Club, or at a special meeting of the Club, voting shall be limited to those Individual, Dual, Lifetime members and Affiliated Club delegate(s) who are in good standing and present at the meeting. Absentee balloting or voting by proxy for these meetings shall not be permitted.

The election of Officers, Directors, the Delegate to The AKC (if elected or re-elected by the membership), amendments to the Constitution and Bylaws, and the Standard of the Breed shall be conducted using the dual-envelope voting procedure (see ARTICLE IV, SECTION 4(h) of these Bylaws) and shall be first-class mailed using the United States Postal Service. A written ballot shall be sent by the Corresponding Secretary to Individual, Dual, and Lifetime members in good standing, who reside in the United States or possessions or territories. The ballot shall be returned by mail to a designated independent firm, approved by the Board of Directors, for tabulation. All written ballots sent to The NTCA membership must have the approval of a majority of the Board of Directors prior to mailing. Once a mailed amendment or election ballot has been received by the designated independent firm, a member shall not have his/her ballot returned upon request. The designated independent firm shall keep the ballots for sixty (60) days after the ballot count. A member must request in writing to the Board of Directors, via the Corresponding Secretary, for an inspection of the ballots within twenty-one (21) days of the ballot results being posted on The NTCA website. Any member(s) requesting a ballot recount shall bear the expenses of such task being performed by the designated independent firm.

SECTION 3. Other Types of Balloting the Membership. The Board of Directors or, with prior Board approval, Club committees may submit other specific questions (ex. selection of judges for Specialty shows) to the eligible voting members for their decision by written ballot cast by mail. The Board shall approve by a majority vote the actual member, committee, or independent party who shall receive and count the tally of these votes. Ballots sent by first-class mail shall specify a return postmark date to be counted. In the event of a tie vote amongst the membership, the Board of Directors shall cast a vote to break the tie. The results of this type of balloting of the membership shall be mailed or emailed to the general membership and posted on the member only section of The NTCA website.

SECTION 4. Nominating Committee, Nominations and Ballots. A person who has been nominated in accordance with these Bylaws may be a candidate in a Club election.

(a) Duty of the Nominating Committee. The duty of the Nominating Committee is to nominate one (1) candidate for each vacant Club Officer, Director, and the Delegate to The AKC position to be filled at the annual meeting of the Club.

(b) Composition of the Nominating Committee. The Nominating Committee shall be elected by an affirmative majority vote of the Board and shall consist of three (3) voting members and three (3) alternates, all of whom are Individual, Dual, or Lifetime members in good standing for a continuous period not less than thirty-six (36) months. The incoming Board of Directors shall elect the Nominating Committee members, including chairperson, no later than January 15. The chairperson of the preceding Nominating Committee shall be an ex officio member of the current Nominating Committee without a vote.

Geographic diversity should be considered in the composition of this committee. No member shall serve on the Nominating Committee for two (2) consecutive years except the ex officio. No two (2) relatives or two (2) Individual, Dual, or Lifetime members living in the same

household shall serve on the Nominating Committee at the same time. One (1) retiring member of the Board of Directors may be eligible to serve on the Nominating Committee.

(c) Notification to the Nominating Committee Members. The Corresponding Secretary shall contact by mail, fax, or email, the newly elected Nominating Committee chairperson and Nominating Committee members to determine whether they will serve no later than seven (7) days after their election. Each member who accepts a position on the Nominating Committee must send a letter of acceptance by mail, fax, or email to the Corresponding Secretary within fourteen (14) days of his/her election. Club members shall be informed of the Nominating Committee chairperson and the Nominating Committee members no later than April 1. The Nominating Committee may meet in person or may conduct its business by mail, fax, teleconference, videoconference or email, if all members of the Nominating Committee agree to conduct business by any of these methods. Any Nominating Committee member who resigns or is unable to serve for any reason shall send written notice to the Corresponding Secretary.

(d) Nominees. The Nominating Committee shall nominate from among the eligible members of the Club, who reside in the United States or its possessions or territories, one (1) nominee for each Officer, Director, or the Delegate to The AKC position to be filled and shall obtain in writing the acceptance of each nominee with a brief one page resume of each nominee's qualifications for the position, the nominee's full name, address, occupation, and previous service to The NTCA and other AKC dog clubs. Each Officer or Director nominee must sign the Officer and Director Candidate Application Form acknowledging the Officers' and Directors' attendance requirement. Each nominee for Officer, Director, or the Delegate for The AKC position must have been a member in good standing for a continuous period of not less than thirty-six (36) months. No two (2) members of the same household shall be appointed or elected to the Board of Directors or the Delegate to The AKC position at the same time. It is preferable that each nominee for President shall have served as an Officer or as a Director for at least one (1) full (two-year) term. No nominee shall be a member of the Nominating Committee. No nominee shall be related or living in the same household with a member of the Nominating Committee. The Nominating Committee shall consider geographical representation of the membership in selection of nominees. An affirmative majority vote of the Nominating Committee shall determine the slate of nominees.

(i) In the case where the proposed slate of the Nominating Committee has not been mailed by the Corresponding Secretary to the Club membership, the Nominating Committee may reconvene to select another candidate if a candidate selected by the Nominating Committee resigns or is unable to serve.

(ii) In the case where the proposed slate of the Nominating Committee has already been mailed to the Club membership for a vote and there is no Additional Nominees Nominated by Members' Written Petition(s), any unfilled position left by a candidate who resigns or is unable to serve shall be filled by an affirmative majority vote of the incoming Board of Directors at their first meeting. Such Officer, Director, or the Delegate to The AKC shall serve for the remainder of that term of office.

(e) Nominating Committee's Slate of Nominees. The Nominating Committee shall submit its slate of nominees to the Corresponding Secretary no later than May 1. The Corresponding Secretary shall send by first-class mail the names and qualifications of nominees, designated "Slate of Nominees from the Nominating Committee." A brief one page resume of each nominee (including the full name, address, occupation, and previous service to the Club and other AKC dog breed clubs) shall be mailed to each Individual, Dual, and Life member in good standing no later than May 15 in order that additional nominations may be made by a voting member of the Club.

(f) Additional Nominees Nominated by Members' Written Petition(s). Additional nominations of eligible members, who reside in the United States or its possessions or territories, may be made by written petition(s). Each petition must be signed by a total of five (5) Individual, Dual, or Lifetime members from five (5) different households, addressed to the Corresponding Secretary, and received by the Corresponding Secretary at his/her published address no later than June 15. The petition(s) must be accompanied with a brief one page resume of each such nominee's qualifications for the position, the written acceptance of each nominee signifying his/her willingness to be a candidate and a list the nominee's full name, address, occupation, and previous service to The NTCA and other AKC dog clubs. Each nominee for Officer, Director, or the Delegate to The AKC position must have been a member in good standing for a continuous period of not less than thirty-six (36) months. Each nominee shall meet the same candidate criteria as stated in ARTICLE IV, SECTION 4(d) of these Bylaws. Each Officer and Director nominee must sign the Officer and Director Candidate Application Form acknowledging the Officer and Director attendance requirement. Except for the position of the Delegate to The AKC, no person shall be a candidate for more than one position and only those members who have not accepted a nomination from the Nominating Committee shall be nominated by written petition as provided by this Section.

(g) No Member Petition(s) Submitted. If no valid members' written petition(s) are received by the Corresponding Secretary with a postmark on or before the deadline set in SECTION 4(f) of this ARTICLE IV, the Nominating Committee's slate shall be declared elected at the time of annual meeting of the Club and no balloting shall be required.

(h) Mailing of Resumes and Ballot. If there is both a "Slate of Nominees from the Nominating Committee" and "Additional Nominees Nominated by Members' Written Petition(s)," the Corresponding Secretary shall send by first-class mail, no later than July 1, to each Individual, Dual, and Lifetime member of the Club in good standing, who reside in the United States or possessions or territories, a brief half page resume of each nominee running for the same office, including their full name, address, occupation, previous service to The NTCA and other AKC dog clubs, and a ballot listing nominees alphabetically who are running for the same office.

The ballot shall specify a return postmark deadline (which shall not exceed thirty (30) days from the date the ballot was mailed) and only ballots received from Individual, Dual, and Lifetime members in good standing, who reside in the United States or possessions or territories, will be accepted. The Corresponding Secretary shall provide the designated independent firm with a current list of members in good standing to be cross-referenced with the received ballots. The ballot shall also be accompanied by an inner envelope marked only "NTCA Ballot" and an outer envelope marked "NTCA Ballot" with a pre-printed return address of the sender and a pre-printed address of the designated independent firm. So that a ballot remains secret, each voter, after marking his/her ballot shall place it in the inner envelope marked only "NTCA Ballot" and seal the respective envelope, which in turn shall be placed in the outer envelope addressed to the designated independent firm. Prior to opening the outer envelope with a pre-printed address of the designated independent firm and removing the inner sealed envelope marked only "NTCA Ballot," the designated independent firm shall check the return postmark date and the pre-printed return address of the sender against the list provided by the Corresponding Secretary. The designated independent firm shall certify the eligibility of the voters as well as the voting results for the election of Officers, Directors, and the Delegate to The AKC and those certified election results shall be immediately sent by certified mail to the Corresponding Secretary.

The person receiving the largest number of votes for each position shall be declared elected. In the event there is a tie vote for an Officer, Director, or the Delegate to The AKC, a run-off

election shall follow the same voting procedures with the Corresponding Secretary mailing a ballot listing the nominees alphabetically that are running for the same office to the eligible voting membership no later than August 15. The tie ballot shall be first-class mailed to the designated independent firm by a specified return postmark date which shall be no later than September 10.

The Corresponding Secretary shall notify the newly elected Officers, Directors, or the Delegate to The AKC of their election immediately by mail, fax, or email. The election results shall be announced at the annual meeting of the Club and posted on the member only section of The NTCA website no later than October 15.

(i) Equal Treatment of Nominees. Candidates nominated by the Nominating Committee and candidates nominated by members' petition(s) shall be fairly and equally treated in respect to the election process.

(j) No Nominations at the Annual Meeting or any Regular Business Meeting. Nominations shall not be made at the annual meeting of the Club or any regular business meeting of the Club, or in any manner other than as provided above.

(k) Elected Nominee Vacancy. If any elected nominee is unable to serve for any reason, the elected nominee shall send written notice to the Corresponding Secretary. The vacancy so created shall be filled by the newly elected Board of Directors in the manner provided in ARTICLE III, SECTION 3 of these Bylaws.

ARTICLE V
COMMITTEES

SECTION 1. Creation of Standing Committees. The Board of Directors shall appoint standing committees to advance the work of the Club in such matters as specialty shows, performance trials, companion events, annual awards, membership, members' and judges' education, breed standard, registry integrity, policy, ethics, newsletter, website, legislation, judges' selection, hospitality, rescue, ways and means and other issues which may well be served by committees. The Board may establish such other standing committees as deemed necessary to carry on the work of the Club. Such committees shall be evaluated by the Board of Directors at least every two (2) years and shall need the final approval of the Board of Directors. The NTCA shall always have a standing committee, the Health Committee, working towards the advancement of the breed in health related areas.

SECTION 2. Creation of Ad Hoc or Special Committees. Ad Hoc or Special committees shall be appointed by the Board of Directors to aid in any NTCA activity or project. Ad Hoc or Special committees appointed by the Board may be dissolved by a majority vote of the Board. The Board of Directors shall appoint a Bylaws committee at a minimum of every five (5) years following the initial adoption of the Constitution and Bylaws of The NTCA. The purpose of the Bylaws committee shall be to review the then-current Constitution and Bylaws of The NTCA for additions and/or revisions and to prepare a written report of the committee's recommended changes for the Board of Directors' consideration.

SECTION 3. Committee Composition and Responsibilities. The committee chairperson of each committee shall at his/her discretion determine the size and composition of his/her committee. All committee members must be members in good standing of the Club and be approved by the Board of Directors. The duties and obligations of each committee shall be set forth in detail in the Club Committee Manual. Each committee is required to submit a written initial report of its

current members, activities, and operating procedures no later than November 15 to the Corresponding Secretary and await Board approval of major activities, plans, programs, contracts, budgets, or expenditures. Each committee is required to submit a written final report no later than September 15 to the Corresponding Secretary to be issued to the Board of Directors, prior to the annual meeting of the Club, which outlines the work of the committee during the previous year. Additional interim committee reports may be required by the Board. The Board may accept, in whole or part, any committee recommendations. Any policy change proposed by a committee must be referred to the Board of Directors for consideration. No committee may amend The NTCA Constitution and Bylaws, Code of Ethics, Standard of the Breed, or approve dissolution of the Club.

SECTION 4. Committee Chairperson. The committee chairperson shall be appointed by the Board of Directors by an affirmative majority vote of the Board. The Corresponding Secretary shall inform by mail, fax, or email each committee chairperson of his/her appointment by the Board of Directors no later than October 15 and each chairperson must inform the Corresponding Secretary of his/ her acceptance by mail, fax, or email no later than November 1

Each chairperson must be an Individual, Dual, or Lifetime member in good standing for a minimum of one (1) year. Each chairperson must send a written list of current committee members to the Corresponding Secretary each year.

The committee chairperson shall serve for a term of two (2) years and is eligible for reappointment for additional two (2) year terms upon review by the Board of Directors. Appointments may be renewed if the chairperson demonstrates effective leadership and commitment to the committee's projects.

SECTION 5. Vacancies on Committees. Any committee member who retires, resigns, or is unable to serve for any reason shall send written notice to the Corresponding Secretary and shall be replaced if deemed necessary by an affirmative majority vote of the Board of Directors. Failure to release NTCA property or official records may lead to membership suspension (See ARTICLE 1, SECTION 6(a) of these Bylaws).

SECTION 6. Termination of Committee Appointment. Any committee appointment may be terminated by an affirmative majority vote of the entire Board of Directors upon written notice to the appointee. The Board of Directors may appoint successors to those persons whose services have been terminated. Failure to release NTCA property or official records may lead to membership suspension (See ARTICLE 1, SECTION 6(a) of these Bylaws).

SECTION 7. Committee Meetings and Actions. Members of standing and ad hoc committees shall conduct business in person or by mail, fax, teleconference, videoconference, or email provided that all members of each standing or ad hoc committee agrees to participate using these methods. Voting within committees shall be governed by the latest edition of Robert's Rules of Order, Newly Revised.

ARTICLE VI
AFFILIATED CLUBS

The purpose of this ARTICLE VI is to promote participation in dog-related activities by owners of Norwich Terriers and interested persons who may not be able or wish to participate as members of The NTCA, and to supply those persons with a small, localized (within a limited geographic area) club for the exchange of information and the mutual support of activities with their dogs. Such a club should in no way be used to dilute the activities of The NTCA and must

in all ways conform to the Constitution and Bylaws, Standard of the Breed, and the Code of Ethics of The NTCA. The NTCA, as the parent club, shall advise and assist such affiliated clubs and support their activities when requested and if feasible.

SECTION 1. Membership. Voting members of Affiliated Clubs must reside within the territory of the Affiliated Club as approved by The American Kennel Club. An Affiliated Club must maintain a membership of at least ten (10) persons. Members of Affiliated Clubs may be members of The NTCA. Clubs may apply for affiliate membership when they have been approved by The American Kennel Club to hold a Sanctioned A Match.

SECTION 2. Dues. The Affiliated Club shall pay no dues to The NTCA.

SECTION 3. Rights and Privileges of Membership. The Affiliated Club may appoint a delegate, preferably an officer of the Affiliated Club, who may attend the Club's annual meeting or regular business meeting and, if the Affiliated Club is in good standing, shall have one vote as instructed by his/her respective club. The Affiliated Club delegate must show the Corresponding Secretary satisfactory proof of his/her authority to represent his/her respective Affiliated Club. An Affiliated Club delegate must also be a voting member of The NTCA. The Affiliated Club delegate may be invited to attend specific portions of The NTCA Board of Directors meetings as appropriate. An Affiliated Club delegate shall have no vote at NTCA Board of Directors meetings.

Each Affiliated Club shall have access, via its delegate, to all NTCA notices posted on the member only section of The NTCA website. News of Affiliated Club activities shall be published in *The Norwich Terrier News*, on The NTCA website, and in the *AKC Gazette* column by submission to the editor(s) or web liaison thereof. Shows and other activities of Affiliated Clubs shall be supported as appropriate by the Club, and committee chairpersons of the Club shall be expected to assist their Affiliated Club counterparts when requested, if possible.

SECTION 4. Application for Affiliate Club Status. Any Norwich Terrier regional club having a membership in conformity with ARTICLE VI, SECTION 1 may apply for Affiliated Club member status. Such application, supplied by the Corresponding Secretary, shall be completed by the Norwich Terrier regional club and sent to the Corresponding Secretary. The application shall provide that the Affiliated Club agrees to abide by The NTCA Constitution and Bylaws, Code of Ethics, Standard of the Breed, the rules of The American Kennel Club, and other applicable NTCA agreements. The application must be accompanied by a complete list of members, their addresses, and membership status; a copy of the Affiliate Club's constitution, bylaws, code of ethics, and other rules; a history of the club and its activities; and a statement of the territory within which the Affiliated Club wishes to function, this territory to be approved by The American Kennel Club. The application shall be reviewed by The NTCA Board of Directors and may be returned for further information and/or clarification. Affiliate Club status requires an affirmative two-thirds (2/3) vote by The NTCA Board of Directors. A Board of Directors' approved Affiliated Club Member shall receive written confirmation from the Corresponding Secretary. An Affiliated Club, whose application is declined by the Board of Directors of The NTCA, may reapply after a one (1) year waiting period. Results of the Board of Directors' vote on any Affiliated Club application shall be mailed or emailed by the Corresponding Secretary to the general membership or posted on the member only section of The NTCA website. The outcome of the Board of Directors vote on any Affiliated Club application must be recorded in the Club's minutes.

SECTION 5. Suspension or Revocation of Affiliate Club Status. An Affiliated Club shall be suspended or expelled as provided elsewhere in these Bylaws for members (See ARTICLE 1, SECTION 7 of these Bylaws).

SECTION 6. Annual Submission of Information. Each Affiliated Club shall annually send a list of members, their addresses, and membership status to the Corresponding Secretary. A copy of any amendment changes to the Affiliated Club's constitution and bylaws, code of ethics, or other rules shall be sent to the Corresponding Secretary for inclusion in the Club's files.

ARTICLE VII
DISCIPLINE

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

SECTION 2. Charges. Any member may prefer charges against another 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 Corresponding Secretary together with a deposit of fifty dollars ($50.00) which shall be forfeited if such charges are not sustained by the Board or a committee of at least three (3) Board members (the "Disciplinary Committee") following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board or the Disciplinary Committee determines that the charges do not allege conduct which would be prejudicial to the best interest 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 for a hearing by the Board of Directors not less than three (3) weeks or more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member by certified return receipt mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she desires.

SECTION 3. Board Hearing. The Board of Directors or the Disciplinary Committee may conduct any disciplinary hearing. Such a hearing may be conducted via teleconference call provided that all parties to the hearing consent in writing. The Board of Directors or the Disciplinary 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 of the evidence and testimony presented by the complainant and the defendant, the Board or Disciplinary Committee may impose the following penalties by a majority vote of those present. The Board or Disciplinary Committee may (a) issue a reprimand (a written reprimand directed exclusively to the member may contain specific detailed information but the official (published) reprimand shall only state that subsequent to a board hearing, member (X) was officially reprimanded as a result of charges filed by member (Y); (b) may suspend the defendant from all privileges of the Club for one (1) or up to six (6) months from the date of the hearing, or may suspend the defendant from all Club privileges until the next annual meeting of the Club if the annual meeting is going to be longer than six (6) months from the date of the hearing; or (c) recommend to the Club membership that the defendant be expelled from the Club. Any suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Disciplinary Committee. Immediately after the Board or Disciplinary Committee has reached a decision, its findings shall be written and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties by certified return receipt mail 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 upon the recommendation of the Board or the Disciplinary Committee as provided in Section 3 of this ARTICLE VII. The defendant shall have the opportunity to appear in his/her own behalf; however, no evidence shall be taken at this meeting. The President shall read the charges, findings and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf. Eligible members in good standing shall then vote by secret written ballot on the proposed expulsion. An affirmative two-thirds (2/3) vote of those present and eligible to vote at the annual meeting of the Club shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

SECTION 5. Liability. The Board of Directors, the Disciplinary Committee, and their respective members shall not be liable for the decisions rendered, put in effect, or published as provided for in these Bylaws, with respect to the discipline of a member; nor shall the Board of Directors, the Disciplinary Committee, and their respective members be liable for any action or related expenses that are incurred pertaining to same.

ARTICLE VIII
CONFLICT OF INTEREST

SECTION 1. Conflict of Interest. Officers, Directors, and committee members shall declare the existence of any conflict of interest; disclose its nature, financial or otherwise, on the record; and abstain from voting on that matter. The minutes of the meeting shall reflect that the conflict was disclosed and that the interested person did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the remaining Board of Directors or committee.

ARTICLE IX
AMENDMENTS

SECTION 1. Procedure for Proposing Amendments. Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition(s) addressed to the Corresponding Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition(s) shall be promptly considered by the Board of Directors and must be submitted to the members (with the Board's recommendation) by the Corresponding Secretary for a vote within three (3) months of the date that the petition(s) was received by the Corresponding Secretary.

SECTION 2. Approval of Amendment by Members. The Constitution and Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been first-class mailed by the Corresponding Secretary to each Individual, Dual, and Lifetime member in good standing, who reside in the United States or its possessions or territories, on the date of mailing accompanied by a ballot on which the member may indicate his/her choice for or against the action to be taken. The dual-envelope voting procedures, described in ARTICLE IV, SECTION 4(h) of these Bylaws, shall be followed to assure secrecy of the vote.

The designated independent firm shall certify the eligibility of the voters and the votes in favor or against amendments to the Constitution and Bylaws and to the Standard of the Breed. The

amendment balloting results shall be mailed or emailed to the membership and posted on the member only section of The NTCA website.

The Corresponding Secretary must report the amendment balloting results at the next Board of Directors meeting for inclusion in the minutes.

An affirmative two-thirds (2/3) vote from Individual, Dual, and Lifetime members in good standing with the Club, who reside in the United States or its possessions or territories, and return their valid ballots within the time limit, shall be required to effect any such amendment.

SECTION 3. The American Kennel Club Approval. 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 American Kennel Club. After amendments are voted upon, the Club must provide The American Kennel Club with the number of members in good standing, as well as the date of the vote, and the number who voted for and against the amendment. The Club must also provide The American Kennel Club with an amended copy of the Constitution and Bylaws or the Standard for the Breed with the new wording highlighted.

ARTICLE X
INDEMNIFICATION

SECTION 1. Indemnification. The Club shall, to the maximum extent permitted under the law, as now or hereafter in effect, indemnify each person who is or was a Director or Officer of the Club against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising against any one or more of them, based on their conduct as Directors or Officers (provided such conduct was not reckless or negligent), or by reason of the fact that any one or more of them is or was a Director or Officer of the Club.

"Proceeding" means any threatened, pending, or completed action or proceeding whether civil, criminal, administrative or investigative; and "expenses" includes without limitation reasonable attorney's fees and any expenses of establishing a right to receive indemnification from the Club.

ARTICLE XI
DISSOLUTION

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the 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 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 of Directors.

ARTICLE X
ROBERT'S RULES OF ORDER

SECTION 1. Robert's Rules of Order. The rules contained in the most recent edition of "Robert's Rules of Order, Newly Revised" shall govern the Club in all cases then 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.

ARTICLE XIII
ORDER OF BUSINESS

SECTION 1. Club Meetings. At annual or regular meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

(a) Roll call (may be done by sign-in sheet)

(b) Minutes of the Last Meeting

(c) Report of Officers

(d) Report of Delegate to The AKC

(e) Reports of Committees

(f) Report on Board Meetings

(g) Unfinished Business

(h) New Business

(i) Confirmation of the election of Officers, Directors, and the Delegate to The AKC (at annual meeting)

(j) Adjournment

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

(a) Roll call

(b) Minutes of the Last Meeting

(c) Report of Officers

(d) Report of the Delegate to The AKC (optional)

(e) Reports of Committees

(f) Unfinished Business

(g) Election or Re-election of the Delegate to The AKC by the Board (alternating even years prior to the annual meeting)

(h) Election of New Members

(i) Election of Nominating Committee (prior to January 15)

(j) Committee chairperson appointments (first Board meeting after annual meeting)

(k) Bylaws Committee chairperson appointment (minimum of every five (5) years)

(l) New Business

(m) Adjournment