

Articles of Incorporation:

The Chinese Shar-Pei Club of America, Inc. was founded in 1974 as a Delaware Corporation.



CERTIFICATE OF INCORPORATION OF CHINESE SHAR-PEI CLUB OF AMERICA

(Amended September 12, 1987 and June 1, 1988)

1. The name of the corporation is Chinese Shar-Pei Club of America.
2. The Address of its registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is THE CORPORATION TRUST COMPANY.
3. The nature of Business or purpose to be conducted or promoted is:
 - (a) to encourage and promote the breeding of purebred Chinese Shar-Pei and to do all possible to bring their natural qualities to perfection;
 - (b) to encourage the organization of independent local Chinese Shar-Pei Specialty Clubs in those localities where there are sufficient fanciers of the breed;
 - (c) subject to Article 10 hereof, to urge members and breeders to accept the standard of the breed as approved by the Chinese Shar-Pei Club of America as the only standard of excellence by which Chinese Shar-Pei shall be subjected;
 - (d) to do all in its powers to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field trials and obedience trials;
 - (e) subject to Article 10 hereof, to conduct sanctioned matches and specialty shows, field trials and obedience trails under the rules of the Chinese Shar-Pei Club of America;
 - (f) subject to Article 10 hereof, collect, record, and preserve the pedigrees of Chinese Shar-Pei, to publish a stud book and registry and to issue certificates of registration;
 - (g) subject to Article 10 hereof, stimulate and regulate any and all other matters such as may pertain to the history, breeding, exhibition, publicity or improvements of this breed.
4. The corporation shall not have any capital stock, and the condition of membership shall be as stated in the By-laws of the corporation.
5. (a) The name and mailing address of each incorporator is as follows:

Name	Mail Address
M.A. Ferrucci	100 West Tenth Street Wilmington, Delaware 19801
R.F. Andrews	100 West Tenth Street Wilmington, Delaware 19801
W.J. Reif	100 West Tenth Street

Wilmington, Delaware 19801

- (b) The name and mailing address of each person who is to serve as a director until the first annual meeting of the members or until a successor is elected and qualified is as follows:

Name	Mailing Address
Earnest W. Albright	Route 2, Box 938 Brentwood, California 94513
Walter Skinner	P.O. Box 388 Wolcotville, Indiana 46795
Darlene Wright	3207 Sheffield Place Concord, California 94518

6. The corporation shall have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the corporation.
8. Elections of the Directors need not be written ballot unless the By-laws of the corporation shall so provide.
- Meetings of members may be held within or without the State of Delaware, as the By-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the corporation.
9. The corporation shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the corporation shall inure to the benefit of any member or individual.
10. The corporation shall be empowered to affiliate itself with the America Kennel Club, upon such terms and conditions as may from time to time be agreed upon between the Board of Directors of this corporation and the American Kennel Club, including, without limitation, provisions establishing the right of the America Kennel Club to approve the standard of the breed, the applicability of the rules of the American Kennel Club to govern dog shows, conformation champions and obedience trials, and the establishment by the American Kennel Club of a registry for the breed.
11. Except where specific authority is delegated to the Board of Directors of the corporation in the certificate of incorporation, any amendments to the certificate of incorporation of the corporation shall be approved by two-thirds (2/3) of the members in good standing who vote on the proposed amendment by ballot within a time limit fixed by the Board of Directors. A copy of each proposed amendment that has been approved by the Board of Directors shall be mailed to each member of the corporation in good standing on the date of mailing, accompanied by a ballot on which a choice may be indicated for or against approval of the proposed amendment, and a notice specifying the date fixed by the Board of Directors as aforesaid by which ballots must be returned to the corporation to be counted.
12. Indemnification
- (a) The liability of the directors, officers, employees and agents of the Club for monetary damages shall be eliminated to the fullest extent permissible under Delaware law.
- (b) The Club is authorized to provide indemnification of directors, officers, employees and agents to the fullest extent permissible under Delaware law.
- (c) Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection existing at the time of such repeal or modification.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation pursuant to Chapter I of Title 8 of the Delaware Code, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 6th. day of December, 1978.

M.A. Ferrucci R.F. Andrews W.J. Reif

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "Chinese Shar-Pei Club of America", as received and filed in this office the sixth day of December, A.D. 1978, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this sixth day of December in the year of our lord one thousand nine hundred and seventy-eight.

GLENN C. KENTON
Secretary of State

O.E. Denney
Ass't. Secretary of State

"Secretary's Office"
"1855 Delaware 1793"

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CHINESE SHAR-PEI CLUB OF AMERICA FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1987, AT 10 O'CLOCK A.M.

MICHAEL HARKINS
SECRETARY OF STATE

AUTHENTICATION: 1435373
DATE: 10/16/1987

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
DELAWARE
737289026

CSPCA Constitution

Name and Objects of the Club

Section 1. The name of the club shall be the Chinese Shar-Pei Club of America, Inc.

Section 2. The objects of the Club shall be:

A. To encourage the members to perfect, by selective breeding, Chinese Shar-Pei that possess the soundness, temperament, natural ability and personality that is reflected in the Standard for the Breed, and to do all possible to advance and promote the perfection of these qualities.

- B. to encourage the organization of independent local Chinese Shar-Pei 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 members and breeders to accept the Standard for the Breed as approved by The American Kennel Club as the only standard of excellence by which the Chinese Shar-Pei shall be judged;
- D. to do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike Competition at dog shows, obedience trials, rally obedience trials, agility trials and any other companion event in which Chinese Shar-Pei are eligible for participation;
- E. to conduct sanctioned matches, specialty shows, obedience trials, rally obedience trials, agility trials and any other companion events for which the club is eligible under the rules and regulations of the American Kennel Club;
- F. to stimulate and regulate any and all other matters such as may pertain to the history, breeding, exhibition, publicity or improvements of this breed consistent with the rules of The American Kennel Club; and
- G. to provide education appropriate to the needs of owners, breeders, judges, potential owners, and all others with an interest in Chinese Shar-Pei.

Section 3. The Club is a not-for-profit corporation and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons.

Section 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

Article I - MEMBERSHIP

Section 1. Eligibility. There shall be seven types of memberships, open to those persons who qualify for membership as described below and who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- A. **Individual Membership.** An individual membership is a person who is a permanent resident living in the United States of America, or is a member of the U.S. Armed Forces, government services and is at least 18 years old. The member shall enjoy all the privileges and obligations of the Club, including voting and holding office.
- B. **Family Membership.** A family membership is two persons living in the same household whom are Permanent residents and living in the United States of America ; who would qualify as individual members in Article I, Section 1(a) . Each member shall enjoy all the privileges and obligations of the Club, including voting and holding office and each shall have a separate vote.
- C. **Foreign Membership.** A foreign membership is open to persons 18 years of age and older who reside outside of the United States. Foreign members cannot vote or hold office and do not count in the determination of a quorum. Because dues are set to cover the cost of printing and postal expenses, dues for foreign memberships may vary as determined by mailing costs by vote of the Board of Directors.
- D. **Associate Membership.** An associate membership is a person who qualifies for Individual Membership under Article I, Section 1(a). Associate members cannot vote or hold office, and do not count in the determination of a quorum. However, they shall enjoy all other privileges and obligations of the club except that they shall not be eligible to participate in the CSPCA Futurity/Maturity program.
- E. **Junior Membership.** A junior membership is a person living in the United States of America, who is between the ages of 9 and 18 inclusive, and shall be sponsored by a parent or guardian, or by two regular active members provided that parental permission has been granted. He shall enjoy all the privileges of the

Club, except that he shall not hold elective office, nor shall he vote. He may automatically convert to regular membership upon his eighteenth birthday.

- F. **Lifetime Membership.** Any individual who has been a member for 20 consecutive years is eligible to receive a lifetime membership. Lifetime members may be nominated by any member of the club and submitted in writing to the Secretary. Nomination should include documentation of significant service/contributions to the Club and/or the Breed. Upon receipt of such nomination the Board of Directors shall review the qualifications of the nominee and certify its findings. The Board of Directors, by a majority vote, may issue the lifetime membership to the nominee. Lifetime members shall be entitled to vote and to hold office, shall be exempt from payment of dues or assessments, and shall be 'members in good standing'. In the event of an individual in a family membership receiving a lifetime membership the other individual in that family membership would assume a single membership and pay dues at that rate.
- G. **Honorary Membership.** Upon written recommendation by a member of the Club, the Board by majority Vote may confer an honorary membership upon an individual who has rendered notable service to the Club and/or the Breed. An honorary membership carries no rights of membership except that to receive The Barker. It is a non-voting membership and does not pay dues.

Section 2. Member in Good Standing. A member in good standing is a person who has qualified for membership under paragraph (a) (b) or (f) above, has been approved by vote of the Board of Directors, whose dues are paid for the current year, and who is not currently subject to disciplinary action under Article VII. Each member is good standing (as in (a), (b) and (f) above), is entitled to one vote for each elective office and on any other matter involving a vote of the membership.

Section 3. Official Club Publications. Each membership type shall receive a mailed copy of the Barker Magazine. The CSPCA Newsletter will be posted at the Members Only section of the Chinese Shar-Pei Club of America website, and will be provided via electronic transmission to any club member providing an email address at no charge. The CSPCA Newsletter will be mailed to members without a valid email and to those making a specific request. The Barker Magazine and The CSPCA Newsletter shall be considered official club publications.

Section 4. Local Chinese Shar-Pei Specialty Clubs may become affiliated with the Chinese Shar-Pei Club of America, Inc. with the approval of the CSPCA Board of Directors.

Section 5. Dues. Membership dues are set by the Board of Directors. The yearly amount of dues may be changed by 2/3 vote of the entire Board, but in no case shall the dues exceed twice the current amount. No member may vote whose dues are not paid for the current year. Each month, the Membership Secretary shall mail a statement of dues for the ensuing year to all members whose membership will expire in the next 60 days.

Section 6. Election to membership. Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant(s) agree (s) to abide by the Articles of Incorporation, Code of Ethics, Constitution, Bylaws and Rules and Regulations of the Chinese Shar-Pei Club of America, Inc. and the rules of The American Kennel Club. The prospective member shall submit dues payment for the current year. Every other month, the Membership Secretary will list the names of all pending applicants on the Club website and in the CSPCA Newsletter. Once this information has been shared, members in good standing may oppose accepting any applicant by advising the Membership Secretary by mail, fax or electronic transmission within 30 days. Letters of opposition should have supporting, verifiable documentation and must be signed. In cases where an applicant has been opposed, the Board of Directors will consider the application and objection, and their decision will be final. At the conclusion of 30 days the pending applicants will be voted on by the Board of Directors. The Membership of those applicants whose membership has been opposed by a member in good standing shall be voted on at the next meeting of the Board of Directors. Affirmative votes of 2/3 of the Directors of the Board present and voting shall be required to elect all applicants. An applicant who has been denied membership will be notified of such immediately by the secretary or membership chairman. An applicant denied membership may be proposed by a regular member at the next Annual Meeting of the Club,

and the Club may elect to membership such an applicant by a favorable vote of 75 percent of the members present.

Section 7. Termination of Membership. Membership may be terminated:

- A. **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day after the membership term expires.
- B. **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the membership term expires; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. Due to meritorious need, the Board may grant reinstatement to lapsed members beyond the 90-day grace period. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- C. **By expulsion.** A member may be terminated by expulsion as provided in Article VII, Section 5 of these Bylaws.

Article II- MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held in conjunction with the Club's National Specialty Show, if possible, at a place, date, and hour designated by the Board of Directors. Notice of the Annual Meeting shall be published at least 30 days prior to the date of the meeting and shall be sent via the official publication of the CSPCA, The Barker. The quorum for the Annual Meeting shall be ten percent (10%) of the members in good standing who are eligible to vote. In the absence of a quorum, a majority of the members present may adopt recommendations to be presented to the entire membership for decision by required vote of the entire membership by written ballot cast by mail.

Section 2. Special Club Meetings. Special Club Meetings may be called by the President or by a majority 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 ten percent (10%) of the members eligible to vote who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days, and not more than 30 days, prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such meeting shall be ten percent (10%) of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors 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 such other meetings shall be distributed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for Board meetings shall be a majority of the Board voting in person, by mail, electronic transmission, facsimile transmission or telephone conference call through the Secretary.

Section 4. Club Business (voting). The Board may conduct its business by mail, facsimile transmission or telephone conference call through the Secretary. Information regarding business that may be voted upon may be disseminated via mail, electronic transmission, facsimile transmission or telephone conference call.

Section 5. Club Credentials. Use of the Club stationary, logos, insignia, and titles, past or present, by any persons other than current Officers and Directors or anyone specifically authorized by the Board is prohibited. Furthermore, the above are restricted for sole use in conducting official Club business

ARTICLE III –BOARD OF DIRECTORS

Section 1. The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and nine other persons all of who shall be members in good standing and who are residents of the United States of America. Six Directors of the Board who are not officers will be elected on an at large basis and three Directors

on a regional basis, one from each geographic area identified by the Board of Directors and published annually in the January- February-March issue of The Barker.

Section 2. Officers and Directors shall be elected for two-year terms as provided in Article IV and/or shall serve until their successors are elected. Alternate years for selecting certain officers are as follows: President, Secretary, three At-Large Directors and the Regional Directors from the East and West are elected in odd numbered years; the Vice President, Treasurer, three At-Large Directors and the Central Director elected in even numbered years. No person may be elected to the Board of Directors who has not been a member of the Club for at least two years. Only one person from an individual household may be nominated to or serve as an Officer at any one time.

Section 3. Members may only vote for Regional Directors standing for election to represent the region in which the member resides. Nominees for Regional Directors shall reside in the region for which they are nominated to stand for election. Members shall live in the region for which they nominate persons to stand for election.

Section 4. The President, Vice President, Secretary and Treasurer and six At-Large directors shall be elected from the membership at large without regard to their region of residence. Should any officer or director fail to participate without just cause in three meetings in any calendar year, that person may be removed from office by a 2/3 vote of the Board. A meeting shall include all in-person meetings, telephone conferences and votes taken by facsimile transmission or mailed ballots. That vacancy shall be filled by the same procedure for vacancies in office as outlined in Article III, Section 4.

Section 5. General management of the Club's affairs shall be entrusted to the Club's Board of Directors and the Board of Directors is empowered to periodically adjust the three regions to ensure that each region is comprised of about the same number of members but not more frequently than every five years,.

Section 6. Non-Voting Board Members. The Non-Voting Board Members shall be members in good standing who are residents of the United States of America. Non-voting members of the Board of Directors will be notified of all meetings of the Board of Directors, may attend such meetings, shall receive material distributed to the Directors, except those items to be considered in Executive Session, may propose subjects for discussion and may participate in discussions. Non-voting members will not make or second motions, vote on motions or attend executive sessions of the Board of Directors or participate in private conversations and discussion of the Board of Directors.

- A. **Affiliated Club Presidents.** The President of each recognized affiliated club, who is a member in good standing of the Club, shall serve as a non-voting member of the Board of Directors.
- B. **Immediate Past President.** The immediate past President of the Club shall serve as a non-voting member of the Board at the discretion of the Board.
- C. **Membership Secretary.** The Board of Directors may appoint a non-voting Membership Secretary who will serve at the pleasure of the Board of Directors. The Membership Secretary shall: be responsible for the processing and record keeping of membership applications and other membership related records; keep a roll of the members of the Club with their addresses; provide a list of all voting members to teller committee/organization; ensure the list of all voting members is present at the annual meeting; and perform such other duties as are prescribed by the Board of Directors.
- D. **Corresponding Secretary.** The Board of Directors may appoint a non-voting Corresponding Secretary who shall: serve at the pleasure of the Board of Directors; be responsible for all correspondence; and notify new members of their election to membership.
- E. **American Kennel Club Delegate.** The Directors will elect by majority vote, a person to serve at the pleasure of the Board as a Delegate to the American Kennel Club. The American Kennel Club Delegate shall: shall be to represent the Club before The American Kennel Club at meetings of the AKC Delegate body; communicate decisions of the Delegate body to the Club and seek direction from the Board on issues considered by the Delegate body. Such Delegate need not be a member of the Board. The Club shall comply

with American Kennel Club rules regarding the credentials of said Delegate. The term of office shall be two (2) years.

Section 7. Vacancies. Any vacancy occurring on the Board among the officers or directors shall be filled until the term of the person being replaced expires, by a majority vote of all the then members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV –OFFICERS AND DIRECTORS

Section 1. Officers. The Club's Officers consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both in regard to the Club and its meetings and the Board and its meetings.

- A. The President shall: preside at all meetings of the Club and of the Board; and have duties and powers normally appurtenant to the office of President in addition to those particularly specified by 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; record all votes taken by mail, facsimile transmission or telephone conference calls, make a record of all matters of which are ordered by the Club; have charge of correspondence; notify members of special meetings; and carry out such other duties as prescribed in these Bylaws.
- D. The Treasurer shall: collect and receive all monies due or belonging to the Club; deposit the same in a Bank approved by the Board in the name of the Club.; report to the Board at every meeting the condition of the Clubs finances and every item of receipt or payment not before reported; and render an account of all monies received and expended during the previous fiscal year at the Annual Meeting. The Treasurer's books shall at all times be open to inspection of the Board. The Treasurer shall be bonded in such an amount as the Board of Directors shall determine.

ARTICLE V- THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

Section 1. Fiscal Year. The Club's fiscal and official year shall begin on the first day of January and end on the 31st day of December. The elected officers and directors shall take office January 1, and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days following the end of the term.

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 amendments to the Bylaws which shall be decided in written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decisions of the members by written ballot cast by mail.

Section 3. Annual Election; Officers and Directors. The CSPCA will prepare, distribute, receive and count the ballots in a manner that is not in conflict with any other provision of this Article. The vote will be taken by secret mail ballot. The persons receiving the largest number of votes for each position shall be declared elected. Any nominee who receives the largest number of votes and on January 1 is unable to serve for any reason, such nominee shall not be declared elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 4. If there is only one qualified candidate for any position that candidate will be declared elected when the results of the election are announced. No balloting procedure will be undertaken.

Section 4. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors by March 1. The committee shall consist of three members from each of the three regions and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, in person, telephone, or facsimile transmission.

- A. The nominating committee shall nominate from among the eligible members of the Club, one candidate for each office and each position on the Board of Directors and shall procure the written acceptance of each nominee so chosen. The committee should consider the geographical representation of the membership on the Board to the extent that it is practicable to do so and ensure the nominee has been a member in good standing for at least the previous 2 years. The committee shall then submit its slate of candidates to the Secretary by April 1. The Secretary shall immediately forward the list of candidates to the editors of the Newsletter and the Barker for publication to the membership so that additional nominations may be made by the members if they so desire.
- B. Any member in good standing may nominate any member in good standing for any elective office except as provided in Article IV, Section 1, where in the member must reside in the region for which they nominate persons to stand for election as a Director. Nominees must accept a nomination in writing to the Club Secretary to qualify. Nominations will close May 1.

Section 5. Ballots

- A. The Board of Directors will approve the ballot for the election of Officers and Directors. The ballots for the election of Officers and Directors will list all qualified nominees for each position in alphabetical order with the city and state in which they reside. Ballots may be mailed individually to every member in good standing or inserted in an issue of The Barker. The Board of Directors may select an outside agent to receive and count the ballots or appoint a teller's committee of six (6) members in good standing, two (2) from each region as defined in Article III, Section 1. The agent or teller's committee will check the returns against a list of members in good standing as of June 1, which shall be provided, to them by the Membership Secretary together with a teller's sheet. So that the ballot will remain secret, each voter, after marking his ballot, will seal it in a blank envelope, which in turn shall be placed in a return envelope, addressed to the designated agent or chairman of the tellers' committee. The voter must place his name and return address on the return envelope so it may be verified against the list of members in good standing provided by the Membership Secretary. The designated agent or teller's committee must receive ballots by August 31 to be valid. No ballot will be disallowed on a technicality if the member is in good standing and the intent of the ballot is clear. The results of the balloting will be sent to the Secretary by September 10. The Board may announce the results of the election when received, and shall publish the full teller's report of the election results in the official publications of the CSPCA and on the CSPCA website.
- B. Ballots addressing amendments to the Bylaws, judging slate, changes to the breed standard and items other than the election of the Board and the AKC delegate may be sent in any issue of The Barker or by separate mailing. The ballots will be due by the 30th of the second month following the second named month of the issue in which the ballot was mailed. The ballot and complete text of any amendment or other issue to be voted on will appear beginning with the first ten (10) pages of the text in any issue of The Barker, or if by separate mailing, the complete text will be included with the ballot. The ballots may include an area for the member's name, address, and phone number, signature, together with directions where the completed ballots are to be sent. The Board of Directors shall designate an agent or appoint a teller's committee, as defined in Article IV, Section 5(a), to receive and tally said ballots. The designated agent or teller's committee shall check the returns against a list of members in good standing and eligible to vote in said election, and such list shall be provided by the Membership Secretary together with a teller's sheet.

ARTICLE VI - COMMITTEES

Section 1. The Board shall appoint a standing committee to monitor and make recommendations regarding the Standard for the Breed; however, amendments to the Standard for the Breed must be approved by the Board of Directors of the CSPCA before presenting to the membership for required vote. The Board of directors of the American Kennel Club has the final authority over the Standard for the Breed. The Board may appoint additional standing committees to advance the work of the Club. Special committees may also be appointed by the Board to assist on designated projects. All committees shall always be subject to the final authority of the board.

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.

ARTICLE VII - DISCIPLINE

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

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board 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, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or of 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, not less than three weeks and not more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail, signed return receipt, together with a notice of the hearing and as assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether Counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complaint and defendant, the Board may by a majority vote of those present reprimand and/or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. If the defendant is found guilty and is a member of the Board of Directors, said defendant shall automatically be removed from the Board for the remainder of their current term, and the vacancy filled as provided for in Article III,

Section 4. If the Board deems that punishment is insufficient, the Board may also recommend to the membership that the penalty be expulsion. In the case of a suspension, the suspension shall not restrict the defendant's right to appear before his fellow club members at the ensuing club meeting which considers the recommendation of the Board. Immediately after the Board has reached a decision its finding shall be put into 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 5. Expulsion. If the Board deems that suspension is insufficient punishment, it may also recommend to the membership that the penalty be expulsion. Expulsion of a member of the Club shall be accomplished only at the annual meeting of the Club following a hearing and upon recommendation of the Board as provided in this Article. The defendant shall have the privilege of appearing on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the finding and recommendations, and shall invite the defendant, if present to speak on his own behalf. The meeting shall then vote by secret written ballot

on the proposed expulsion. A two-third's vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

Section 6. The Chinese Shar-Pei Club of America, Inc. is not responsible for any opinions or actions of any of its members. No member shall use his membership in any manner which may be detrimental to the Club or which may incur liability to the Club.

ARTICLE VIII- AMENDMENTS

Section 1. Amendments to the Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for vote within three months of the date when the petition was received by the Secretary.

Section 2. The Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been published in The Barker and sent to each member in good standing on the date of publication, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The balloting and deadline procedures described in Article IV, Section 5 shall be followed in handling such ballots. The favorable vote of two-third's of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the Bylaws or to the Standard for the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE IX - DISSOLUTION

Section 1. The Club may be dissolved at any time with the written consent of not less than two-thirds 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 the 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. - 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 Last Meeting
- Report of President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

- Reading of Minutes of last Meeting
- Report of the President
- Report of Secretary
- Report of Treasurer

- Reports of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

ARTICLE XI- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases in which they are not inconsistent with the Certificate of Incorporation, Bylaws, Rules and Regulations, or any special rules the Club may adopt.

Revised 10/01/2008