

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:

<u>Name</u>	<u>Mail Address</u>
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:

<u>Name</u>	<u>Mailing Address</u>
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 sanctioned matches and all licensed events in which Chinese Shar-Pei are eligible to participate under the Rules and Regulations of the American Kennel Club;
- E. to conduct sanctioned matches and licensed events for which the Club is eligible to participate under the rules and regulations of the American Kennel Club;
- F. to protect, promote 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;
- G. to provide education appropriate to the needs of owners, breeders, judges, potential owners, and all others with an interest in Chinese Shar-Pei;
- H. to encourage and support health research, Shar-Pei rescue and to come to the aid of the Chinese Shar-Pei in the event of a major disaster as determined by the Board of Directors.

Section 3. The Club is a not-for-profit corporation. No part of the net earnings of the corporation, remainder or residue from any source, including dues and donations to the Club 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 consists of a person who is a permanent resident living in the United States of America or is a member of the U.S. Armed Forces or government services; and is at least 18 years old. The member shall enjoy all the privileges and obligations of the Club, including voting, holding office, receiving all official Club publications, and shall count in the determination of a quorum.
- B. **Household Membership.** A household membership consists of two persons, 18 years or older, living in the same residence who are permanent residents and living in the United States of America or at least one member is a member of the U.S. Armed Forces or government services; 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, holding office, receiving all official Club publications, and shall count in the determination of a quorum. Each household member shall have a separate vote but will only receive one copy of each publication per residence.
- C. **Foreign Membership.** A foreign membership is open to any person 18 years of age and older who resides outside of the United States. Foreign members cannot vote or hold office and do not count in the determination of a quorum but shall receive all official Club publications. Foreign membership dues are set to cover the cost of printing and postal expenses, dues may vary by country as determined by mailing costs and shall be determined by a vote of the Board of Directors.
- D. **Associate Membership.** An associate member is a person who qualifies for Individual Membership under Article I, Section 1(A) but does not choose to exercise voting privileges. Associate members cannot vote or hold office, shall not be eligible to participate in the CSPCA Futurity/Maturity program and do not count in the determination of a quorum. However, they shall enjoy all other privileges and obligations of the Club, including receiving the official Club publications.
- E. **Junior Membership.** A junior member is a person living in the United States of America, who is between the ages of 9 and 17 inclusive and shall be sponsored by a Club member(s) as described in Article 1- A, B or F. This Club member may be a parent, or guardian, or two regular active members provided that parental permission has been granted. The Junior members shall enjoy all the privileges of the Club, except that they shall not hold elective office, nor shall they vote. Junior members do not count in the determination of a quorum. Junior members may pay a higher fee if they choose to receive the official publications, not to exceed the current dues for an Associate Member. Junior Members may automatically convert to a Regular member upon their eighteenth birthday provided appropriate dues are paid.
- F. **Lifetime Membership.** Any member in good standing with AKC and the CSPCA who has been a member for 20 or more consecutive years is eligible to be considered for a lifetime membership as a way to recognize their years of service and contributions to the CSPCA. Lifetime members may be nominated by any member of the club and submitted in writing to the Secretary.

Nominations 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 a 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 with a household membership receiving a lifetime membership, the other individual in that household membership shall become an individual member and pay dues in the amount of the difference between individual membership and household membership dues if they chose to retain their member status and voting rights.

- 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 to receive The Barker and other official publications. Honorary Members have no voting or office holding privileges and do not pay dues. Honorary members can maintain regular membership if they pay dues.

Section 2. Member in Good Standing. A member in good standing is a person who has qualified for membership under Section I, (A) (B) or (F) above, has been approved by a vote of the Board of Directors, whose dues and other financial obligations to the club are paid for the current year, and who is not currently subject to disciplinary action with AKC, CSPCA or under Article VIII and has no other outstanding obligations owed to the Club. Only members in good standing (as in (A), (B) and (F) above in this Article) are entitled to vote for each elective office and on any other matter involving a vote of the membership.

Section 3. Member Not in Good Standing. A member may be placed as Not in Good Standing if they have an outstanding debt to the club that is delinquent. The debt could be any of the following but not limited to: financial debt, CSPCA equipment, and work material generated in their duties for the Club. Work material includes paperwork, records, passwords, contracts, paper and electronic files and work- sheets or any other work material or property that was used in fulfilling a position with the CSPCA or owned by the CSPCA. Any member placed in Not in Good Standing will lose all privileges of the club until the debt is paid and all of their obligations have been fulfilled. No member will be allowed to renew their membership if they are designated as being Not in Good Standing by a 2/3 vote of the board cast by secret ballot.

Section 4. Official Club Publications. Each membership type shall receive all official publications of the club. These include but are not limited to a copy of the Barker Magazine and the CSPCA Express Newsletter. The CSPCA newsletter will be posted on 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 through the postal service 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 5. Electronic Communication. Applicants and renewing members may choose to receive electronic mail (email) notification of Club business. The Club is released from any liability should the notification be received late or not received by the member or Board Members due to circumstances beyond the Club's control.

Section 6. 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 7. Dues. Membership dues are set by the Board of Directors. Dues may be changed by 2/3 vote of the Board, but in no case shall dues increases exceed twice the current amount.

Family dues not to exceed	\$110
Individual dues not to exceed	\$100
Associate dues not to exceed	\$ 80
Foreign dues not to exceed	\$190
Canadian dues not to exceed	\$140
Junior w/o Barker dues not to exceeds	\$ 40
Jr w/ Barker dues not to exceed	\$ 80

No member may vote whose dues are not paid for the current year. The Membership Secretary shall mail a statement of dues for the ensuing year to all members 60 days before their dues payable date. An additional fee for 1st class mailing may be set by the board to cover that cost for those that request it.

Section 8. Election to Membership. Each applicant for membership shall apply using 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 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 shall have supported, verifiable documentation and must be signed. At the conclusion of 30 days the pending applicants shall be voted on by the Board of Directors at the next scheduled meeting. 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 by secret ballot or may be postponed to next meeting to allow for information to be gathered and confirmed by the Board.

A 2/3 secret vote of the Board shall be required to elect all applicants. An applicant who has been denied membership shall be notified of such immediately by the CSPCA Secretary. An applicant denied membership by the Board may be proposed by a motion made by a member in good standing at the next Annual Meeting of the Club. The Club may elect to membership such an applicant by $\frac{3}{4}$ vote. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

Section 9. 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. Such resignation shall not remove any debts of that member to the Club. All debts to the Club must be fully paid. Such outstanding debt may be financial or other indebtedness. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- B. By Lapsing.** A membership shall be considered as lapsed and automatically terminated if dues remain unpaid 30 days after the dues payable date, However, the Board may grant an additional 90 days grace period. The Board may grant reinstatement to lapsed members beyond the 90-day grace period. In no case shall a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. A lapsed member must reapply to join the CSPCA as a new member to regain membership.
- C. By Expulsion.** A member may be expelled as provided in Article VIII, Section 5 of these bylaws.
- D. By conviction of animal abuse charges; or suspension of American Kennel Club privileges because of cruelty to animals, or registration or record keeping improprieties.** A membership shall be terminated if any member is convicted by criminal or civil judicial process of charges of animal abuse, neglect, or any other charge involving unlawful activities connected with the ownership, sale, transfer or transportation of dogs; or suspension from the American Kennel Club for cruelty to animals, or registration or record keeping improprieties. Membership so terminated shall not be automatically reinstated upon successful appeal. Persons affected may reapply for membership in the normal manner. The Board of Directors must be provided with copies of any successful appeal and proof of American Kennel Club reinstatement at the time the application is submitted.

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 during September, October or November, if possible, at a place, date, and hour designated by the Board of Directors. Notice of the Annual Meeting shall be sent by the Secretary in any manner prescribed by Delaware state law, published at least 30 days prior to the date of the meeting and shall be sent via official publications of the CSPCA. 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 or electronically in accordance with Delaware state law.

In the event of an epidemic, pandemic, declaration of a national emergency by the United States government, local emergency by the state government, or any other force majeure event, making it impossible to hold an in-person annual meeting, the Board of Directors is authorized to hold the annual meeting by any electronic means that provides simultaneous oral communication. In such event, all club members shall receive a notice either electronically or by USPS mail of the new time, date and method of attending the electronic meeting a minimum of 30 days in advance of the meeting. Such notice shall also be posted to the CSPCA website.

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. Special Club meetings shall also be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members in good standing and eligible to vote. 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 distributed to all club members 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 Board. Notice of meetings shall be distributed by the Secretary to each member of the Board at least seven (7) days prior to the date of the meeting. Special Board meetings shall be called by the President or by a majority vote of the Board with notice of such meetings to be distributed by the Secretary to each member of the Board at least three days prior to the meeting, unless a waiver of notice of such meeting shall have been signed by every Board member. The quorum for Board meetings shall be seven (7) voting Board members. Attendance may be in person and/or by telephone conference call or via video conference.

Section 4. Club Business (voting). The Board may conduct its business by mail, facsimile transmission, electronic 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.

Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or writings, or by electronic transmission or electronic transmissions (which, for purposes of this Section, shall include email transmissions) and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board, or committee; provided, however, no action of the board taken by electronic consent shall be permitted unless:

- (i) prior written or electronic notice is provided to the Board, or any committee thereof, as applicable, at least 3 days (including weekends and holidays) prior the taking of any such action, and
- (ii) (ii) prior to the taking of any such action, at least one day is allotted for discussion of the action by the Board, including discussion by electronic transmission.

Notwithstanding anything contained in this Section, only Board actions that cannot wait until the next scheduled Board meeting may be taken by electronic transmission, which shall be determined by the CSPCA President in his/her sole discretion.

Section 5. Invitations to Regular Board meetings. The following list are not board members even though they are invited to board meetings, with the exception of executive session board meetings. All must be members in good standing who are residents of the United States of America. They 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. They will not make or second motions, vote on motions, or participate in the Board's private conversations and discussion. Others may be invited as club business warrants.

A. Affiliated Club Presidents: The President of each recognized affiliated Club, who is a member in good standing of the Club.

B. Immediate Past President: The immediate past President of the Club-

Section 6. 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 (9) Directors, all of whom shall be members in good standing and 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. The elected officers and directors shall take office January 1. Each retiring officer shall turn over to his successor in office all equipment, properties and records relating to that office within 30 days following the end of the term unless an extension is granted by the CSPCA Board of Directors. All equipment and work material must be turned over in a workable form so as to preserve the information. Work material includes paperwork, records, contracts, paper and electronic files, worksheets, software, hardware or any other work material or property that was used in fulfilling a position with the CSPCA or owned by the CSPCA.

Failure to respond and/or comply may result in a determination by a majority vote of the Board that the individual will be declared as not being in good standing.

Section 2. Officers and Directors shall be elected for two-year terms as provided in Article VI and/or shall serve until their successors take office. No person shall 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 a household may be nominated to or serve as an Officer at any one time.

Section 3. 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. Nominees for Regional Directors shall reside in the region for which they are nominated to stand for election and must be nominated by members from their region. Members shall only vote for a regional director from their region.

Section 4. The President, Vice President, Secretary, Treasurer and six At-Large directors shall be elected from the membership without regard to their region of residence. Should any officer or director fail to attend without just cause, as determined by the Board. in three meetings in any calendar year, that person may be removed from office by a 2/3 vote of the Board. That vacancy shall be filled by the same procedure for vacancies in office as outlined in Article III, Section 7.

Section 5. General management of the Club's affairs shall be entrusted to the Board of Directors the Board 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. Authority and Duties of the Board of Directors

The duties of the Board of Directors include:

- A. Approve applicants for membership;
- B. Approve applications of local Clubs to affiliate with the CSPCA;
- C. Approve all expenditures of the Club;
- D. Set budgets;
- E. Set amount charged for dues;
- F. Conduct regular and special meetings;
- G. Set and conduct the annual meeting;
- H. Prepare or approve all ballots and surveys and designate tellers;
- I. Appoint Committee chairmen and non-voting Board members;

- J. Establish and terminate Committees as necessary to carry out the work of the Club;
- K. Conduct disciplinary hearings and issue suspensions when necessary;
- L. Propose amendments to the bylaws and to the standard for the breed;
- M. Fill vacant positions on the Board.
- N. Approve the official minutes.
- O. Adjust the three voting regions to ensure that each region is comprised of about the same number of members but not more frequently than every five years.
- P. Approve activities associated with the annual National Specialty Show.
- Q. Make any other decisions and take any other actions that are necessary, desirable, or convenient for running the Club.

Section 7. Vacancies. Any vacancy occurring on the Board among the officers or directors shall be filled for the remainder of the position's term by a majority vote of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice President for the remainder of the term, and the resulting vacancy in the office of Vice President shall be filled by the Board for the remainder of that term.

ARTICLE IV – ELECTED OFFICERS AND APPOINTED OFFICERS

Section 1. Elected 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. The elected and appointed officers shall perform such duties as prescribed in these bylaws, listed in the standing rules, or as assigned.

- 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, electronic transmission, 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 monies due or belonging to the Club; make deposits 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 by the Board. The Treasurer shall be bonded in such an amount as the Board of Directors shall determine.

Section 2. Appointed Officers. The Appointed Officers are elected by a majority vote of the Board but are not board members.

- A. **AKC Delegate-** shall serve at the pleasure of the Board as a Delegate to the American Kennel Club. The American Kennel Club Delegate shall: 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. The Club shall comply with American Kennel Club rules regarding the credentials of said Delegate. The term of office shall be two (2) years and shall be elected (by the board) in even numbered years or until a successor is elected and approved by AKC.
- B. **Membership Secretary-** The Board of Directors may appoint a 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 or

election ballot provider; ensure the list of all voting members is present at the annual meeting; post a current membership roster in the Member's Only area of the club website, and perform such other duties as are prescribed by the Board of Directors.

- C. **Assistant Secretary**- The Board of Directors may appoint an Assistant Secretary when needed. The duties shall be assisting the Secretary as needed.

ARTICLE V - THE CLUB YEAR

The Club's fiscal and official year shall be the calendar year, beginning on the first day of January and end on the 31st day of December.

ARTICLE VI - VOTING, NOMINATIONS, ELECTIONS

Section 1. 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. The annual election of officers and directors, amendments to the bylaws and changes to the standard of the breed shall be decided by written ballot cast by mail or in accordance with Delaware Laws and Regulations on Electronic Balloting and AKC policy. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other questions for decisions to the members by written ballot cast by mail or in accordance with Delaware Laws and Regulations on Electronic Balloting and AKC policy.

Section 2. 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 April 30. The Committee shall consist of three members; one 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, email, in person or by telephone.

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 by postal mail or email. 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 May 31, along with their acceptances. The Secretary shall immediately forward the list of candidates to the Club members by email as well as 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 III, Section 3. Nominees must inform the Club Secretary of their acceptance of nomination. Nominations shall close July 1. Nominations and acceptances may be submitted and accepted by email or mail.

Section 3. Annual Election: Officers and Directors. The CSPCA Board shall ensure a system is in place to 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 or by electronic ballot in accordance Delaware Laws and Regulations and AKC's approved Electronic Balloting for Parent Club procedures. 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, 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 7. If there is only one qualified candidate for any position that candidate shall be declared elected when the results of the election are announced. If no valid additional nominations are received or postmarked on or before July 1, the Nominating Committee's slate shall be declared elected and no balloting will be required.

Section 4. Ballots. The Board of Directors will approve all ballots including the ballot for the election of Officers and Directors.

A. Ballots for Officers & Board of 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 sent by Delaware Laws and Regulations, and AKC's approved procedure on Electronic Balloting for AKC Parent Clubs no later than September 30. The Board of Directors may select an outside agent to receive and count the ballots. The agent or tellers will check the returns against a list of members in good standing as of July 1, which shall be provided, to them by the Membership Secretary. So that the ballot will remain secret, each voter, after marking the ballot, will seal it in a blank envelope, which in turn shall be placed in a return envelope, addressed to the designated agent or teller. The voter's name and return address shall be placed on the return envelope so it may be verified against the list of members in good standing provided by the Membership Secretary.

The ballot must be received by the designated agent or teller by October 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 to the teller. The results of the balloting will be sent to the Secretary by November 10. The Board shall 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. Breed Standard, Bylaws & Other Ballots. Ballots addressing amendments to the Bylaws, and changes to the breed standard shall be sent by separate mailing or by Delaware Laws and Regulations and AKC's approved procedure on Electronic Balloting for AKC Parent Clubs. The complete text will be included with the ballot. The full text of the proposed changes in amendments to the Bylaws or breed standard shall be posted in an official Club publication 30-60 days before a ballot is sent by mail or electronically. All other ballots shall include an area for the member's name, address, and phone number, signature, together with directions where the completed ballots are to be sent.

C. Tellers- The Board of Directors shall designate an outside agent or appoint a Teller, as defined in Article VI, Section 4 (A), to receive and tally said ballots. The designated agent or teller shall check the returns against a list of members in good standing and eligible to vote in said election. Such list shall be provided by the Membership Secretary. In the case of an electronic ballot, a tally of those ballots will be in accordance and compliance with Delaware Laws and Regulations, and AKC's approved procedure on Electronic Balloting for Parent Clubs.

ARTICLE VII - COMMITTEES & PROGRAMS

Section 1. The Board shall appoint a Standing Committee to monitor and make recommendations regarding the Standard for the Breed. 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 committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual awards, membership, and other fields which may well be served by committees. All committee actions and programs shall always be subject to the final authority of the Board.

Section 2. Only voting members of the Club can serve in any capacity on a committee.

Section 3. Any committee, program, chairman or member appointment may be terminated by a majority vote of the Board upon written notice to the appointee. The Board may appoint successors to those persons whose service has been terminated.

Section 4. All committees and program chairmen must turn over CSPCA equipment, and work material generated in their duties for the Club within 30 days of leaving the committee or program unless an extension is granted by the CSPCA Board

of Directors. All equipment and work material must be turned over in a workable form so as to preserve the information. Work material includes paperwork, records, contracts, paper and electronic files and work- sheets or any other work material or property that were used in fulfilling a position with the CSPCA or owned by the CSPCA. Failure to respond and/or comply may result in being placed on “not in good standing” status by the Board of Directors or sanctions may be issued for failure to comply.

ARTICLE VIII – DISCIPLINE

Section 1. American Kennel Club Suspension. Any member suspended from any of the privileges of The American Kennel Club for any reason, shall be automatically suspended from all privileges of this Club for the same period of time. Upon receiving notice of a Club member’s AKC suspension, the Club Secretary shall send a notification by certified mail informing the Club member of the suspension from the CSPCA. Any individual suspended by AKC should notify the CSPCA of their AKC suspension immediately.

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. 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 of the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or 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 an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing. The Board shall conduct a closed hearing. All parties shall have a right to counsel attending the hearing if desired, but a seven (7) day advance notice of such must be given to the Club Secretary, the complainant and the defendant. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote, issue a 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 shall be filled as provided for in Article III, Section 7. All testimony, discussions, presentations and written material from the closed hearing are to be kept in the strictest confidence by the Board and all parties involved, including any lawyers and witnesses. Anyone disclosing such information shall be subject to disciplinary action by the Board.

Section 4. If the Board deems that reprimand and/or suspension is insufficient, it may also recommend to the membership that the member be expelled. In the case of a suspension, the member may attend the ensuing club meeting to provide a defense during consideration of the Board’s decision. Immediately after the Board has reached a decision, a summary of its finding shall be put into written form and filed with the Secretary. Within seven (7) days of the hearing, the Secretary shall notify each of the parties of the decision and any disciplinary actions taken.

Section 5. Expulsion. If the Board recommends expulsion, the decision shall be made at the annual meeting of the Club following a hearing and upon recommendation of the Board as provided in this article. The President shall read the charges, the finding and recommendations, and shall invite the defendant, if present, to speak on the charges. Expulsion requires a two-thirds vote by secret ballot at the Annual Meeting. If the motion to expel does not pass, 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 act in any manner which may be detrimental to the Club or which may incur any unauthorized liability to the Club.

ARTICLE IX - AMENDMENTS

Section 1. Amendments to the Constitution, 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. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the board by the Secretary for a vote following the procedures established by the AKC Board of Directors."

Section 2. The Constitution and Bylaws may be amended at any time or the standard for the breed in accordance with AKC policies provided that the proposed amendment has been published in an official Club publication or mailed through the postal service to each member without a valid email and to those making a specific request. Within thirty to sixty days after the posting in an official publication, a ballot will be sent to each member in good standing. Dual envelope procedure described in Article VI, Section 4A and the balloting and deadline procedures described in Article VI, Section 4 (B) shall be followed in handling such ballots. A two-thirds vote of the members in good standing who return valid ballots within the time limit shall be required to approve any amendments to the bylaws or the Standard for the Breed.

Section 3. No amendment to the Constitution, 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 X – DISSOLUTION

Section 1. The Club may be dissolved at any time with the written consent of two-thirds vote 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 nor any assets of the Club shall be distributed to any members of the Club. After payment of the Club debts, its property and assets shall be given to a charitable organization for the benefit of dogs to be selected by the Board of Directors.

ARTICLE XI - 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:

- A. Roll Call
- B. Approval of Minutes of Previous Meeting
- C. Report of President
- D. Report of the Secretary
- E. Report of the Treasurer
- F. Report of Committees
- G. Election of New Members
- H. New Business
- I. 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:

- A. Roll Call
- B. Approval of Minutes of Previous Meeting
- C. Report of the President
- D. Report of Secretary
- E. Report of Treasurer
- F. Reports of Committees
- G. Elections of New Members

- H. Unfinished Business
- J. New Business
- K. Adjournment

ARTICLE XII- SEVERABILITY

The provisions of these Bylaws are severable, and if any provision shall be held invalid or unenforceable, that invalidity or unenforceability shall attach only to that provision and shall not in any manner affect or render invalid or unenforceable any other provision of these Bylaws, and these Bylaws shall be carried out as if the invalid or unenforceable provision were not contained herein.

ARTICLE XIII- PARLIAMENTARY AUTHORITY

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

The Order of Authority is as follows: The rules governing a club, beginning with the highest authority, are: applicable laws of the State in which the Club is incorporated, Certificate of Incorporation, Constitution and Bylaws; Rules of Order (parliamentary procedure); and Standing Rules.

Revised September 12, 1987; June 1, 1988 and January 24, 2022