



MSCA 2022 Nominating Committee Members

Elizabeth Brockman, Chair
Colby Brown, Director
Susan Sorg, Director

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MSCA Board of Directors Election Fact Sheet

The Maremma Sheepdog Club of America (MSCA) is now calling for nominations of members for election to the Board of Directors to fill six offices.

The board shall be comprised of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and either 4, 5, or 6 other persons, whichever number is needed to bring the total to 9, and who shall serve in their respective capacities regarding the board and its meetings.

Eligibility/Duties/Terms

A nominee shall have been a full member in good standing of the Club for at least one calendar year at the time of nomination and a resident of the United States.

Board duties include but are not limited to: managing and directing the business and affairs of the Club; determining questions of policy that arise between meetings of the full membership; approving the annual budget for the Club; and attending quarterly board meetings.

Staggering election seats will begin in 2023.

How to Recommend Nominees

Recommendations for nominees may be self-appointed or on the behalf of others. Please use the attached nomination form to nominate yourself or suggest nominees for election. You may suggest as many members as you like (email the nominating committee for more forms if nominating more than one candidate). Be sure to include an accurate address and phone number for each nominee. All Nominees must complete and submit the acceptance form and the candidate biography by **October 1st, 2022**.

Meetings

A meeting of the Board of Directors shall be held at least once each quarter of the calendar year, as close to the beginning of each quarter as possible. Additional meetings may be scheduled by a vote of the board. Meetings of the Board of Directors may be conducted in person, by forum, video conference, teleconference, or any other form of telecommunication.

Time Line

Call for Nominations: *1st Full Week of September*

Nominations Close: *October 1st*

Election Ballots Mailed: *October 20th*

Ballots Must Be Received By: *December 1st; results sent immediately to each nominee after official tallying, announced in 1st Quarter Newsletter.*

New Board begins Term: *January 1st*

Maremma Sheepdog Club of America Constitution and Bylaws



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MSCA Board of Directors Nomination & Election

The MSCA Board of Directors is responsible for providing direction to the club and shaping the future of the Maremma Sheepdog breed.

Members will receive an emailed PDF including nomination and election information. The PDF includes the form to nominate a member or yourself, the candidate biography form, the candidate acceptance form, excerpts from the [MSCA bylaws](#) that apply to the election and the role of officers/directors, links to the complete MSCA constitution and bylaws, and the fiduciary duties of board members.

Please nominate a member or yourself by emailing the nomination, biography, and nomination acceptance forms to the nominating committee by **10/01/22**. All forms are fillable PDFs. Please read the included fact sheet for eligibility requirements.

Candidates must submit a brief biography and the acceptance form to the nominating committee on or before **10/01/22**.

Candidate biographies offer more insight into the candidates' backgrounds and personal motivations for choosing to volunteer for the MSCA Board of Directors. The biographies include breed experience, personal insights, an explanation of their primary goal(s) as an MSCA Board of Director, and the issues they feel are critical to the club and the breed. Biographies are posted online and made available to MSCA members via email to help them make a well-informed decision and select the leadership that will positively impact the club and the breed.

The nominating committee will also choose a slate of candidates for the ballot. If no additional nominations are received from the membership, the nominating committee's slate shall be declared elected at the time of the **4th Quarter Board** meeting, and no balloting will be required. If more than one additional nomination is received by the nominating committee on or before **10/01/22** *so that there are at least two nominees for any office*, a ballot shall be mailed to each member in good standing. Ballots must be received by **12/1/22**, and the results of the voting shall be sent immediately to each nominee and announced in the **1st quarter newsletter of 2023**. The elected officers and directors shall take office **immediately upon the start of the new year**. Each retiring officer shall turn over to their successor in office all properties and records relating to that office by **January 15th, 2023**.



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MSCA Board of Directors - Nomination For Office By Members

Please select an office below if you would like to nominate an MSCA member (or yourself) to run for one of the following MSCA Board of Director Positions.

Per MSCA bylaws, U.S. Citizenship and full membership (in good standing) are required to run and hold office.

Canadian citizens may vote in the election. The MSCA Board of Directors plans to update the bylaws to include Canadian citizens for election to the board next year.

Board of Director positions are randomly staggered for election, as well as filling any open position(s) as needed.

This form must be submitted to the nominating committee by October 1st, 2022.

- Recording Secretary
- Corresponding Secretary
- Board Member At Large A
- Board Member At Large B
- Board Member At Large C
- Board Member At Large D

Name (Please Print) _____

Signature _____

Address _____

City _____ State _____ Zip _____

Email _____

Phone Number _____ Date _____



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Board of Directors - Nomination Acceptance Form Nominated By A Member

Must Be Returned by 10/01/2022

I agree to be nominated for election to the Board of Directors of the Maremma Sheepdog Club of America, the MSCA.

I have read the MSCA Constitution and Bylaws and understand the commitment in time and intellectual contribution I will be expected to make. I also confirm that I meet the other requirements to be on the Board of Directors, especially regarding skills and the need to work for the good of the whole organization and the Maremma Sheepdog breed.

I consent to have my name considered for placement on the MSCA Board of Directors Ballot and to serve on the MSCA Board of Directors for the office term voted on by the board if elected.

I agree to run for election for the following position:

- Recording Secretary
- Corresponding Secretary
- Board Member At Large A
- Board Member At Large B
- Board Member At Large C
- Board Member At Large D

Name (Please Print) _____

Signature _____

Address _____

City _____ State _____ Zip _____

Email _____

Phone Number _____ Date _____



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MSCA Board of Directors Candidate Biography

Must Be Returned by 10/01/2022

Please use additional pages if more space is needed.

Please share a brief biography. Please share information about yourself, your family, lifestyle, farm, ranch, livestock, training, education, profession, honors, and awards.

Why do you want to serve on the Maremma Sheepdog Club of America Board of Directors?

Maremma Sheepdog Experience and Statement of Commitment to the Breed.

Please highlight your aspirations for the breed and your experience with the Maremma Sheepdog. How many years have you been involved with the breed?

What business/administrative experience do you have that will be helpful for the board position you are applying for?

Statement of Purpose.

What will you contribute to the organization, members, and Maremma Sheepdogs?

What is your vision for the future of the MSCA?

Please list your top 3 priorities/achievements for the MSCA for your term in office.

1.

2.

3.

Please list any further information you would like the membership to know about you.

Name (Please Print) _____

Signature _____

Position Running For _____

Address _____

City _____ State _____ Zip _____

Email _____

Phone Number _____ Date _____



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MAREMMA SHEEPDOG CLUB OF AMERICA BYLAWS

ARTICLE III

The Club year, Voting, Nominations, Elections

SECTION 1. CLUB YEAR. The Club's fiscal and official year shall correspond exactly with the calendar year. The elected officers and directors shall take office immediately upon the start of the new year and each retiring officer shall turn over to his successor in office all properties and records relating to that office by January 15.

SECTION 2. VOTING. Voting shall be limited to those Full members in good standing for the annual election of Officers, Delegates and Directors, for amendments to the Constitution and Bylaws, and the Standard for the Breed, expulsions, and other questions submitted to a vote of the membership by the Board. Votes shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail and shall do so on any action taken by the Board when requested by 10% of the Club members.

SECTION 3. ELECTION. The Election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Vice President (or independent professional firm designated by the Board) by December 1. Ballots shall be opened and counted at a meeting of the Nominating Committee by the Vice President. (Provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots apart from the Nominating Committee). The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at that time is unable to serve for any reason, such nominee shall not be elected, and the vacancy so created shall be filled by the new Board of Directors in the manner proscribed by Article III, Section 5. Tie votes shall be decided by the Nominating Committee by lot. The results of the election shall be published in the 1st quarter newsletter.

SECTION 4. NOMINATIONS AND BALLOTS. 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 at the 3rd quarter Board meeting. The Committee shall consist of the Vice President and two members in good standing who are not members of the current Board of Directors and who are not nominees for the next Board. The Vice President shall act as chairman for the Committee. The Nominating Committee may conduct its business by mail and email.

a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Board at or before the 4th quarter Board meeting.

b) Additional nominations of eligible members may be made by written petition addressed to the Nominating Committee and received on or before October 1, accompanied by the written acceptance of each such additional nominee signifying his eligibility and willingness to be a candidate.

c) To be eligible for nomination to office, a nominee shall have been a member in good standing of the Club for at least one calendar year at the time of nomination.

d) If no valid additional nominations are received by the Nominating Committee on or before October 1, the Nominating Committee's slate shall be declared elected at the time of the 4th quarter Board meeting, and no balloting will be required.

e) If more than one valid additional nominations are received by the Nominating Committee on or before October 1, so that there are at least two nominees for any office, a ballot shall be mailed to each member in good standing listing all of the nominees for each position in alphabetical order, with their names and email addresses, together with instructions to each eligible voter, which in turn should be sealed in a separate enveloped marked "Ballot" addressed to the Vice President (or designated professional firm) with return name and address clearly indicated, and mailed. The Vice President (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year, and for duplicate addresses, and shall certify the eligibility of the voters. The results of the voting shall be sent immediately to each nominee and announced in the 1st quarter newsletter of the new year. Ballot return envelopes missing the member's name or with duplicate return addresses from members of the same family in excess of two shall all be declared invalid, returned together to that address with an explanation, and not counted. Ballots not arriving by the calendar deadline shall be declared invalid, returned to that address with an explanation, and not counted.

f) Nominations cannot be made at a Board meeting or in any manner other than as set forth above.



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MAREMMA SHEEPDOG CLUB OF AMERICA BYLAWS

ARTICLE III

Directors and Officers

SECTION 1. The Board of Directors shall be the governing body of the Club and shall perform all functions and duties proscribed by this Constitution and Bylaws.

SECTION 2. The Board of Directors shall be elected from the membership by popular vote of the membership by a mail-in vote during the 4th quarter. Results of the election shall be included in the 1st quarter newsletter of the new calendar year.

SECTION 3. All directors shall serve for a term of three years following the year in which they were elected. There shall be three Directors elected annually by expiring terms and shall be filled as provided for in Article IV. Two members residing under one roof may not serve at the same time on the Board of Directors.

SECTION 4. BOARD OF DIRECTORS. The Board shall be comprised of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and either 4, 5 or 6 other persons, whichever number is needed to bring the total to 9, all of whom shall be members in good standing who are residents of the United States, and who shall serve in their respective capacities with regard to the Board and its meetings.

a) The President shall preside at all meetings of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity in addition to those particularly specified in these Bylaws.

c) The Recording Secretary shall attend and keep a record of all meetings of the Board and of all votes of the Board taken by mail, and of all matters of which a record shall be ordered by the Board and shall within 5 days of said activity submit printable copies of the records to the Corresponding Secretary for inclusion in the following newsletter and to the other members of the Board. Said records, Minutes, shall be assumed to be approved by the Board unless objection

to them is made to the President within 15 days after said meeting. An objection not easily corrected shall cause the approval of Minutes to be delayed until the next Board meeting and their reprinting in the next newsletter.

d) The Corresponding Secretary shall have charge of the Club correspondence other than that proscribed to the Recording Secretary, and shall notify members of meetings, notify new members of their election to membership, notify members of the results of elections and other votes, etc. He shall also keep current and up to date the Membership Directory of the Club, as well as the official copies of the Constitution, Bylaws, the Standard for the Breed, and shall send copies to newly elected members. He shall also carry out such other duties as are proscribed in these Bylaws.

c) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a checking account approved by the Board, in the name of the Club. He shall issue monthly all checks of payment owed for Club expenditures authorized by the Board. His books shall at all times be current and open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the end of the fiscal year, he shall render a summarized account of all monies received and expended during that fiscal year. Each Treasurer's report shall, when presented to the Board, be given to the Corresponding Secretary for inclusion in the Minutes. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

f) The offices of Recording Secretary, Corresponding Secretary and/or Treasurer may be held by the same person. Such duplication of office holding shall affect the number of additional members in such a way as to make a total of 9.

SECTION 5. VACANCIES. Any vacancies occurring among the officers during the year shall be filled until the next election by a majority vote of all the then members of the Board from among the remaining Board members; 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 from among the remaining Board members. Any vacancies occurring among the remaining Board members during the year shall be filled until the next election by a majority vote of all the then members of the Board from among the eligible Club members.

Maremma Sheepdog Club of America Constitution and Bylaws



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Board of Directors Fiduciary Duties

Fiduciary Duties of Officers and Directors

Fiduciary duties are bundled into three, sometimes four, different specific responsibilities.

Duty of Care

An officer or director's duty of care is found in their duty to exercise sound business judgment. They use consideration when making decisions for the non-profit.

Exercising proper duty of care looks like prudently considering business options and making a reasonable decision, based on the information, in a good faith act.

The standard for the duty of care is based on what a person "in a like position would reasonably do under similar circumstances."

Duty of Loyalty

This duty exemplifies the selflessness that defines a fiduciary duty. The duty of loyalty commands a director to always act responsibly for the corporation and always act in the corporation's best interests rather than oneself. The duty of loyalty is expected when making decisions and when refraining or excluding oneself from making business decisions.

Duty to Act Lawfully

This duty is self-explanatory. Expected to act per the law is part of an officer's fiduciary duties.

Reasonably, one would not merit trust from the corporation's members if an officer did not follow the law when making business decisions.

Duty to Act Within Good Faith

This duty is not always recognized explicitly because it can be inherent to the first duty. This duty, as mentioned previously, represents an officer or director's genuine belief and trust that his decision for the business will be beneficial to the organization.

As a fiduciary, the rule of thumb is to always act in your client's best interests or the corporation and member's best interests.



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MSCA Board of Directors- Additional Suggested Guidelines for Nominating Candidates

The Nominating Committee shall write individual recommendations for each candidate of the nominating committee.

Criteria

The criteria utilized for qualifying applicants are:

- **Ability** – Does the person have the skillset and experience to handle the duties of the office?
- **Compatibility** – Will this applicant be able to work with, bring together, and support their fellow board of directors and the membership?
- **Stability** – Does this applicant have the ability to work through their elected term diligently, positively, and comprehensively?

Duplicate Office

It is not recommended that any one person hold more than one office. As we have many qualified candidates, we don't need to do so. One issue that has negatively affected the club in the past was putting too many demands upon one or two persons, which can exhaust these members and add to the club's instability.

Institutional Memory

Most clubs do not elect all of their members in one election. Elections are generally staggered for a reason, and one primary reason is institutional knowledge.

"Institutional knowledge (or organizational knowledge) is the information, policies, and techniques an organization develops over time. Essentially, institutional knowledge is what an organization knows and how it does things."

MSCA Constitution and Bylaws