

Maremma Sheepdog Club



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MSCA Board Meeting Minutes Third Quarter July 25th, 2022

The meeting was held via Zoom Video Conferencing on Monday, July 25th, 2022.

In attendance: **President (former Vice President) Kate Sorensen; Vice President (former Director at Large D) Joseph Greenleaf; Recording Secretary Pro Tem and Treasurer; Kara Marx, and Director at Large C, Elizabeth Brockman.**

Absent: None

Quorum established per: {TITLE 30CORPORATIONSCHAPTER 30 IDAHO NONPROFIT CORPORATION ACT PART 6 DIRECTORS AND OFFICERS. VACANCY ON BOARD. 30-30-610}

Joseph Greenleaf called the meeting to order at 1:30 p.m. CT.

The minutes are a summary of the meeting, not verbatim.

Greenleaf - In accordance with Idaho law, Elizabeth Brockman and I, Joseph Greenleaf, are the sole survivors of the purged MSCA board of directors. Colleen Williams and Barbara Blankenship resigned on 7/12/22. Sarah Letts, Karen O'Brien Maynard, and Alison Charter-Smith resigned on 7/18/22.

Restore MSCA Membership & Appoint President, Recording Secretary, & Treasurer

Motion carried (2-0) Approved: Greenleaf, Brockman.

Brockman - **Motion to reinstate Kate Sorensen and Kara Marx to all previous MSCA BOD positions and MSCA membership/breeder status before 7/11/22 and for Kara Marx to fill the position of recording secretary pro team. *Seconded by Greenleaf.***

Greenleaf - Kate Sorensen and Kara Marx are full members of the MSCA. Kate Sorensen is reinstated as Vice President. According to the MSCA bylaws, a vacancy in the office of the President is automatically filled by the Vice President. Kara Marx is reinstated as Treasurer and will act as Recording Secretary pro tem.

Appoint Vice President Vacancy and MSCA BOD Corporate Counsel Pro Bono

Motion carried (4-0) Approved: Greenleaf, Brockman, Sorensen, Marx.

Brockman - **Motion for Joseph Greenleaf to become the Vice President and act as Corporate Counsel to the MSCA BOD.**

Seconded by Sorensen.

Discussion:

Marx - If there isn't a response to the BOD's requests for account passwords, emails, and property of the MSCA to be returned from the five BODs who recently resigned, can the BOD use outside counsel? There has been consultation with a law firm that specializes in nonprofits, Robert's Rules, and bylaws, and they quoted a retainer and other fees for the MSCA.

Greenleaf - We can always use outside counsel. The corporate counsel I offer is pro bono; I am donating my services.

Karen O'Brien Maynard, Sarah Letts, and Alison Charter-Smith have been contacted via email requesting the return of MSCA property with a deadline. Karen O'Brien Maynard and Sarah Letts have not responded, and Alison Charter Smith has only provided the password/login information to the MSCA website at this time. Money may be owed to the MSCA, and disciplinary action needs to be considered.

Pro Tem MSCA Board Members and A New MSCA Website

Greenleaf - Canadian members need to be allowed to serve on the board. The bylaws need to be changed. MSCA needs a new website.

Brockman - Canadians are members who pay for services and should be able to be on the board, too. Canada mail is slow.

Marx - Need to follow bylaws concerning amending them.

Sorensen - Change the bylaws according to the provision in the bylaws for amendments and have the MSCA membership vote. Possibly have the members vote separately, for a speedier process, to change the bylaw that says you must be a US citizen to serve on the MSCA board.

Postpone *bylaw revision and new website discussion.*

Letter To Current Members For Pro Tem BOD Positions, Nominating & Other Committees

Motion carried (4-0) Approved: Greenleaf, Brockman, Sorensen, Marx.

Greenleaf - We need new BOD members. I have corresponded with some members who have volunteered to serve on the board. There needs to be a slate of members to fill the current vacancies.

Marx - **Motion to send out a letter to the current members asking for volunteers for the open BOD positions, nominating committee, and other MSCA committees. Give members emails of the current MSCA board.** *Seconded by Greenleaf.*

MSCA Meeting Minutes Revision/Review Committee

Motion carried (4-0) Approved: Greenleaf, Brockman, Sorensen, Marx.

Discussion:

Marx - There are inaccuracies and omissions with the old BOD meeting minutes. Should the old minutes be taken down from the MSCA website with a disclaimer as to why? Should a Revision and Review Committee be formed?

Greenleaf - **Motion to take down old MSCA minutes and form a Meeting Minutes Revision and Review Committee.**

Seconded by Brockman.

Amend Idaho Annual Report of Officers & Directors & Provide To Bennington State Bank For Access To MSCA Account

Motion Carried (4-0) Approved: Greenleaf, Brockman, Sorensen, Marx.

Discussion-

Marx - It is \$100 to amend the Annual Report with the state of Idaho and \$30.00 to file. Do we wait to amend and file the Annual Report when we have a full board? If we file two amendments, one now and one with a full board, we can submit the Annual Report to Bennington State Bank immediately. When Letts and Charter-Smith resigned, the Bennington State Bank account was in their names, and Bennington State Bank will need official documents to remove Letts and Charter-Smith. Bennington requires the President and the Treasurer to both be on the account.

Brockman - An amendment needs to be done immediately.

Greenleaf - Letts did the most recent amendment. Submit an amendment to Bennington with the current four directors.

Sorensen - Pay \$130.00 twice.

Marx - Compare the cost to file with a Registered Agent or directly with the State of Idaho. Present the meeting minutes to Bennington.

Greenleaf - **Motion to file and amend the Idaho Annual Report of Officers and Directors more than once if needed, paying whatever cost is necessary to update the current board of directors. Contact Bennington and provide them with all the required documents to change the bank account signers from Letts and Charter-Smith to Sorensen and Marx.**

Seconded by Brockman.

Emails Have Been Sent To Three Former BOD Asking For All Club Property, Emails, Passwords To Be Returned- No Response Except for MSCA Website Password & Login Given

Discussion-

Greenleaf - There has been no response from Letts or O'Brien Maynard in regard to the emails sent with the deadlines given. The request is for access to the bank account and other accounts purchased by the MSCA, including passwords/login information. Still need to send emails to Colleen Williams and Barbara Blankenship. A list needs to be comprised of all club property not turned over. Charter-Smith has only provided the MSCA website password and login. O'Brien Maynard has not sent the MSCA box of documents or funds from the MSCA Rescue. O'Brien Maynard needs to show proof that she and/or her husband are no longer using the club EIN or 501c3 for their rescue, which is no longer affiliated with the MSCA. Letts was supposed to be on the MSCA Rescue bank account with PNC bank also. O'Brien Maynard has not supplied the MSCA with financial statements for the rescue or rescued dogs data. The IRS MSCA EIN and 501c3 login information need to be returned to the MSCA BOD.

Brockman - These are serious matters, and the former resigned BOD needs to turn over everything the club needs to keep going and operate financially. Disciplinary action should be considered. They need to turn over everything they have, from Admin access to Facebook Groups, Pages, and accounts to meeting minutes. Everything needs to be turned over immediately. The membership needs to know how the club was almost destroyed and how close the club was to having a lawsuit filed against it. Instead of offering a smooth transition, the club was nearly folded. There has been no response from Letts or O'Brien Maynard to the requests by Greenleaf to return club property.

Marx - Not turning over club records could be considered as misconduct prejudicial to the best interest of the club, and it's harming the breed because the BOD's current focus and energy have been on recovering accounts and turning the club around.

MSCA Has A Common Law Trademark, Establish A Federal Trademark Instead

Motion carried (4-0) Approved: Greenleaf, Brockman, Sorensen, Marx.

Discussion-

Greenleaf - The MSCA has a common law trademark. Establishing a federal trademark will offer more protection to the club. Filing will be between \$400-\$500.

Sorensen - **Motion to establish a federal trademark for the Maremma Sheepdog Club of America/Maremma Sheepdog Club of America, Inc with a budget of \$400-\$500.**

Seconded by Brockman.

Next Meeting Scheduled

7/27/22 8 pm CT

Adjournment at 2:00 pm CT

Submitted By: Kara Marx, Recording Secretary Pro Tem, MSCA Treasurer