

Name Michael Esch

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How many years have you been a member? 46

Select the office for which this nomination applies.

Requirement 1: Officers elected must have a working knowledge of the CCA Bylaws (2021), CCA Board of Director Code of Ethics, CCA Code of Conduct (formerly known as the Code of Ethics), CCA website, CCA Newsletter, Public Outreach, and other CCA documents as needed to participate in discussions and actions of the Board of Directors.

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Requirement 2: Officers elected must be familiar with the organizational structure of the CCA and its Operations Manual (pending approval).

I am familiar with the organizational structure of the CCA and its Operations Manual (pending approval).

Requirement 3: Officers elected must have a basic understanding of Robert's Rules of Order (12th Edition) and why it is important.

I have a basic understanding of Robert's Rules of Order (12th Edition) and why it is important.

Requirement 4: Officers elected must be willing to commit to attending electronic or telephone meetings as scheduled on a regular basis (typically monthly).

I am willing to commit to attending electronic or telephone meetings as scheduled on a regular basis (typically monthly).

Requirement 5: Officers elected must have internet access to be able to actively participate in the Board Discussion Group, committee meetings, and Board meetings.

I have internet access to be able to actively participate in the Board Discussion Group, committee meetings, and Board meetings.

Requirement 6: Officers elected must have basic computer and word processing skills, including the ability to open and edit word processing documents and spreadsheets.

I have basic computer and word processing skills, including the ability to open and edit word processing documents and spreadsheets.

Requirement 7: Officers agree to follow the CCA Code of Conduct, Board of Director Code of Ethics, CCA Board Confidentiality Agreement, and disclose any conflicts of interest and sign the Pre-election and Annual Conflict of Interest form. Documents may be found at <https://www.collieclubofamerica.org>

I agree to follow the CCA Code of Conduct, Board of Director Code of Ethics, CCA Board Confidentiality Agreement, and disclose any conflicts of interest and sign the Pre-election and Annual Conflict of Interest form.

Describe your qualifications and responsibilities relating to the role of CCA Officer.

CCA President, 2000-2004

CCA Treasurer, 2004-Present

CCA National Show Chair, 2004 & 2012

CCA National Treasurer, 2009, 2011, 2014 to Present

Committee member, CCA Constitution & Bylaws revisions

Lifetime member of Central States Collie Club

Board member, Quarter Century Collie Group

Board member and Treasurer, Non-Profit DWLP HOA, Mount Juliet TN, 2022-2023

Board member, Non-Profit Church & Dwight Employee Giving Foundation, 2006-2012

Board member, Tastykake Corp., 2006-2011

Executive Vice President, Church & Dwight International Supply Chain, 2005-2021

Executive Vice President, Spalding Sports Worldwide Global Supply Chain, 1998-2004

For your personal biography, in addition to the qualifications you have included above, please answer the following questions about the CCA Officer's role and responsibilities.

Briefly describe the role and duties of each office and director as identified in the CCA Bylaws (2021).

President - Chief Executive of the Club. Shall supervise generally the management of the affairs of the Club subject to Board supervision. Shall preside at all meetings of the members and the Board, shall nominate all committee chairs and any committee members recommended by each chair, nominate AKC Delegate and an Editor for the national bulletin.

First and Second Vice-Presidents - In the absence, disability or death of the President or if the office of the President is vacant, the First Vice president shall exercise all functions of the President. If the first Vice-President is unable to serve, the Second Vice-President shall exercise all functions of the President.

Secretary - Keep minutes of all Board, Executive Committee and membership meetings and report them to the membership. Issue notices of all meetings, shall preserve all letters and records considered by the Board to be of vital importance to the objectives of the Club. Shall keep official roll of members and shall be jointly responsible for the membership with the Chair of the Membership Committee.

Treasurer - Custodian of funds, securities and property of the Club and shall keep regular books, shall render an accounting from time to time as requested by the Board, and an accounting of the Club's financial status at the annual meeting, shall deposit funds to the credit of the Club in such bank or trust company as the Board shall direct and make disbursements in accordance with Board approved procedures.

Director - shall attend Board meetings regularly and carefully review all material prepared for or reviewed at these meetings, such as committee reports and financial reports. A Director is held responsible for all actions of the Board, whether or not they were present at the meeting where the action was taken, unless they voted against the action or went on record as objecting. Each Director represents a geographical District of members with approximately equal distribution of members in each District. At this time, there are fifteen(15) Districts which divides the principal territory of the Club and which includes one(1) Director for all international members.

Discuss in more detail the specific office of this nomination and how it relates to the CCA Board as a whole. Use the CCA Bylaws, Director Code of Ethics and Confidentiality Agreement in formulating your answer.

The CCA President is the Chief Executive of the Club and shall supervise generally the management of the affairs of the Club subject to Board supervision. The President must adhere to the Club's By-Laws and use sound and best judgement to make the best business decisions for the Club. The President has a fiduciary responsibility to the Club and members. The President strives at all times to serve the best interests of the Club as a whole regardless of my personal interests. The President must treat all Directors and Members of the Club with respect at all times and refrain from making personal attacks on anyone. The President shall not use the President's position or decision-making authority for personal gain or to seek advantage over a Club member. The President shall not share any confidential information about any Club member.

What is the role of an Officer in relation to confidentiality? Use the principals outlined in the Board of Directors Confidentiality Statement when formulating your answer.

The President shall not share any confidential information about any Club member. The President shall remind all Board members that all information discussed or reviewed in a closed Executive Session shall be considered confidential and shall not be released without prior Board approval. This does not mean that Officers and Directors cannot discuss items with members in advance of a meeting to gather input before a vote or discussion.

Why is having a working knowledge of the CCA Bylaws (2021) important to your role?

The President is the primary Officer responsible for making sure the the Club follows its Constitution and By-Laws. Therefore, the President must be intimately knowledgeable about the mission of the Club and its purposes.

Why is a basic understanding of Robert's Rules of Order (12th Edition) important for an Officer?

The president is the officer responsible for running all meetings of the Board and members. Robert's Rules provides the guidance to ensure all meetings are fair and allow Board members the opportunity to make motions, discuss and vote on all matters before the Board.

Describe your understanding of the fiduciary responsibility an Officer holds as it relates to running the club including implications for costs in decision making, interpreting treasurer reports, national show bids, and any other financial matters of the CCA.

A CCA Officer is considered to be a Director and is entitled to the same one vote as any District Director. A not-for-profit New York State corporation is managed by its board of directors acting as a body – individual directors have no power to take action on behalf of the CCA; only the board as a whole can do that. Directors are required to discharge the duties of their positions **in good faith, with the degree of diligence, care and skill that an ordinarily prudent person would exercise under similar circumstances in like positions.** In large part, this means using common sense, practical wisdom and informed judgment. Directors must vote and make decisions based on the **best interest of the entire organization**, not on the basis of personal preference or personal gain. Directors are responsible to protect and advance the CCA's interests, to the members served by the CCA in particular the entire constituency and not just a particular group of beneficiaries or other directors, to the public at large and ultimately New York State. Directors' actions must conform to existing external laws as well as internal laws such as Articles of Incorporation, By-laws, policies and procedures.

What is the significance of the following statement regarding NY Not-for-profit board responsibility (501(c)(7)): Directors must vote and make decisions based on the best interest and benefit of the entire organization and not just a particular group of beneficiaries.

The interests of the entire Club take priority over any single member or group of members.

Do you have experience managing a large, diverse, and sometimes divisive group of members? What strategies would you use to move the club forward if an issue arises? As part of your answer, provide a specific example and how you managed/would manage a group to a workable outcome.

I have served on both for-profit and non-profit Boards. As well, I have served with volunteers and paid employees. In all cases, having all of the critical information, regardless of its source, needed to make an informed decision is paramount. Clearly stating a motion is equally important. Many times what people think a motion may be is as important as what a motion is not. Working to find common ground is critical. I used these techniques to get agreement during my time as a Board member at a large HOA on a new strategic plan for the community that had been built by a past Board and was not up to date. Keeping some of the old language while adding critical new language allowed the group who had created the initial document to "buy in" and vote to approve the new strategic plan.

Why do you want to serve, or continue to serve, as an Officer of the Collie Club of America?

I love the Breed. In 46 years I have seen many Presidents, First and Second Vice Presidents and a few Secretary's come and go. All of them added something that make us better than we were before. I feel the Club was finally able to get a proper set of Constitution and By-Laws that are in sync with New York State non-profit law. Now, we need to move forward and improve Board governance.

What is your vision for the Collie Club of America?

1) Improve Board governance to make sure that all Board members are respected for their opinions and that all members are heard. Members, through their District Director, provides guidance to the Board. The Directors bring this advise, from those who are vocal as well as those who are not, to the broader Board for consideration on items up for vote.

2) Improve education opportunities for all members for everything from basic dog food to understanding what is line breeding versus out crossing to genetics to raising sound puppies by expanding our current education program at a National to regional education symposiums.

3) Improve our website to help us internally as much as it helps now the public to understand the Collie.

This nomination form must be complete and include a signed Pre-election and Annual Conflict of Interest Statement, Board of Directors Code of Conduct, and Confidentiality Agreement. An electronic Pre-election and Annual Conflict of Interest Statement, Board of Directors Code of Conduct, and Confidentiality Agreement are included at the end of this form for your signature.

Signature



Part 1 of 2

Pre-election and Annual Conflict of Interest Statement

I, the undersigned, am, or may become, a Director of Collie Club of America, Inc. (the "Club") and I hereby certify to the following:

Part 1

- I have received a copy of the Club's Conflict of Interest Policy, which is included in Article XIV of the Club's Bylaws.
- I have read the Club's Conflict of Interest Policy and I understand it.
- I acknowledge that I receive information which must remain confidential.
- I agree to fully comply with the Club's Conflict of Interest Policy.
- I understand that the Club is a tax-exempt organization and that in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.


Part 2 of 2: To the best of your knowledge, are you an officer, director, trustee, member, owner, or employee of any entity with which the Club has a relationship?

NO

Part 2 of 2 continued: Is there any transaction in which the Club is a participant and which you have or may have a conflict of interest?

NO

Signature



Board of Directors Code of Conduct

Members of the Board of Directors for the Collie Club of America (hereafter referred to as "Club" in this document) serve in leadership positions and, therefore, are held to a higher standard of conduct than non-board Club members. By signing this Code of Conduct, each Board member demonstrates his/her commitment to honest and ethical Board service by agreeing to the following provisions.

As a member of the Board of Directors for the Collie Club of America, I will

Adhere to the Club's By-Laws and act within the boundaries of its authority as defined by New York State Non-Profit law.

As a member of the Board of Directors for the Collie Club of America, I will

Strive at all times to discharge my duties and serve the interests of the Club as a whole regardless of my personal interests. This includes being fully versed in the governing documents of the Club and Director Guidelines.

As a member of the Board of Directors for the Collie Club of America, I will

Use due diligence and sound judgement to make the best possible business decisions for the Club taking into consideration all available information, circumstances, and resources.

As a member of the Board of Directors for the Collie Club of America, I will

Immediately disclose to other Board members any conflict of interest as soon as I become aware of the potential conflict.

As a member of the Board of Directors for the Collie Club of America, I will

Treat other Directors and members of the Club with respect at all times and refrain from making personal attacks on or inflammatory comments about anyone.

As a member of the Board of Directors for the Collie Club of America, I will

Provide member feedback and participate in discussions on Club motions and actions, but support and abide by all duly adopted Board decisions once made.

As a member of the Board of Directors for the Collie Club of America, I will

Continue to remain a Club member in good standing for the duration of my term.

As a member of the Board of Directors of the Collie Club of America, I will NOT

Reveal any discussion or decisions made during any properly closed Executive session of the Board without prior approval of the Board.

As a member of the Board of Directors of the Collie Club of America, I will NOT

Use my position and/or decision-making authority for personal gain or to seek advantage over another Club member.

As a member of the Board of Directors of the Collie Club of America, I will NOT

Share specific comments or identifying information from the Board discussion group without permission.

As a member of the Board of Directors of the Collie Club of America, I will NOT

Divulge personal information about any Club member that was obtained in the performance of Board duties.

As a member of the Board of Directors of the Collie Club of America, I will NOT

Misrepresent known facts in any issue involving Club business.

As a Board member, I have read the Board of Director Code of Conduct presented above. I agree to abide by the requirements of this policy and to inform the Board President immediately if I believe any violation (unintentional or otherwise) of the policy, has occurred.

I agree

Signature



Board of Directors Confidentiality Agreement

Confidentiality refers to the duty to preserve privileged information and to share entrusted information responsibly. Board of Director members are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information relating to the Collie Club of America (hereafter referred to as "Club" in this document) to avoid unauthorized or improper disclosures of confidential information. Board members are expected and encouraged to discuss Club business with one another and with members. However, there are limits to what is shared and how it is shared as outlined below. Therefore, the undersigned hereby acknowledges and agrees to the following:

Any document or form created by conducting Club business is considered proprietary and all information contained therein shall be considered confidential and will not be discussed, duplicated, published or released in any format unless said document or form is originally intended to be non-confidential or until instructed to be disclosed or published by a majority vote of the CCA Board of Directors.

I agree

All information discussed or reviewed in a closed Executive Session meeting shall be interpreted as confidential and will not be discussed or released to anyone not in attendance at that meeting without prior Board approval.

I agree

Specific or identifying information shared or discussed on the Board discussion forum will not be shared outside the board without permission. General topics of discussion may be shared with members for feedback.

I agree

Any Club information, personal comments, or any member personal data collected by the Club will be considered confidential information and will not be discussed or released in any manner unless through an approved venue and/or for a clearly delineated specific purpose (such as the website, committee chairs, member and judge bios, election materials, etc.).

I agree

I agree with and shall abide by all provisions of this Confidentiality Agreement. I understand and agree that failure to abide with any and all provisions listed herein may result in immediate loss of access to information and potential disciplinary actions by the Club.

I agree

Signature

