

**Society of American Archivists Foundation  
Board of Directors Meeting  
November 4–5, 2017  
Chicago, Illinois**

*Agendas and background materials for SAA Foundation Board meetings are publicly available via the SAA website at: <http://www2.archivists.org/groups/saa-foundation-board-of-directors>.*

Foundation Board President Fynnette Eaton called the meeting to order at 10:00 am on Saturday, November 4. Present for the meeting were Class A members Kris Kiesling (SAA Executive Committee Member), Nance McGovern (SAA Immediate Past President, via phone); Cheryl Stadel-Bevans (SAA Treasurer), and Tanya Zanish-Belcher (SAA President); Class B members Margery Sly (Foundation Vice President), Sharmila Bhatia, Janet Ceja, Scott Cline, Wilda Logan, Waverly Lowell, Dennis Meissner, Gina Minks, Michele Pacifico, and Becky Haglund Tousey; and Executive Director Nancy Beaumont, Finance/Administration Director Peter Carlson, and Governance Coordinator Felicia Owens. Class A member Meredith Evans (SAA Vice President) joined the group for its Sunday, November 5, session.

## **I. BOARD BUSINESS**

### **A. Adoption of the [Agenda](#)**

Eaton introduced the agenda with a proposed resequencing of items and addition of discussions of the procedure for nomination of Class B members (Stadel-Bevans), the possibility of establishing a travel award fund for the 2018 Joint Annual Meeting (Zanish-Belcher), applying through SAA for one or more interns to assist in Foundation work (Lowell), reconsideration of the name of the Strategic Growth Fund (Lowell), and committee appointments. Meissner moved for adoption, Lowell seconded, and the Board adopted the agenda unanimously. **(MOTION 1)**

### **B.1. [July 2017 Board Minutes](#)**

Eaton noted that the July 2017 meeting minutes were adopted by online vote of the Foundation Board on September 6, 2016, and posted on the SAA website immediately. SAA members were notified of availability of the minutes via *In The Loop*, the website, and social media.

### **B.2. [Bylaws](#)**

Eaton noted that the Bylaws were included in the meeting materials for reference purposes.

### **C. Review of SAAF Action List**

Board members reviewed this internal working document and provided updates on activities.

## D. 2017-2018 Conflict-of-Interest Forms

All members of the SAA Foundation Board of Directors are asked each year to complete and file a Conflict-of-Interest form with the executive director to ensure disclosure of potential conflicts. All members completed and filed a form.

## II. ACTION ITEMS

### A. Revision of SAA Grant Application Evaluation Procedures

Having served as a member of the 2016-2017 SAAF Grant Review Committee, Cline suggested a revision in the grant application evaluation procedures that would permit revision and resubmission of a proposal by June 30 and thus within the same grant cycle as an original submission. This policy change would ensure that more grants are awarded in a timely manner and that applicants do not have to wait a year to reapply.

### MOTION 2

**THAT the SAA Foundation's Grant Application Evaluation Procedures be revised as follows (strikethrough = deletion; underline = addition):**

### Grant Application Evaluation Procedures

**1. Grant Review Committee.** The Grant Review Committee (Review Committee) is an appointed body of the SAA Foundation Board. The SAAF President will appoint members of the Review Committee from among Board members no later than the close of the annual business meeting. The committee consists of the SAAF President and no fewer than three additional members of the Board appointed by the President, subject to approval by the Board. The Executive Director shall serve *ex officio* with voice, but without vote. The Review Committee is a working body of the Board. Its responsibilities include:

- A. Review the evaluative criteria (including strategic initiatives identified in the Development Plan) for new grant proposals.
- B. Receive and solicit direction from the SAAF Board on the annual funding allocation and any special program priorities that support the SAAF or SAA mission and strategic plan.
- C. Assist the Executive Director to issue the Call for Proposals before December 1.
- D. Be prepared to meet as a group and to work individually to analyze, evaluate and, if necessary, contact others to gather information for a recommendation on grant applications submitted to SAAF.
- E. Report to the Board and make recommendations for funding recommended grants, including a list of proposals not recommended for funding and the reason(s) why.
- F. Monitor the submission of impact statements or reports from previous award winners.

**2. Requirements Checklist.** The committee will review annually a **Requirements Checklist** that will guide all applicants and committee members in producing the information that must accompany all proposals. The checklist is an administrative tool that may be distributed to inquirers and be used as part of the overall **Evaluation Form**.

**3. Initial Letter of Inquiry.** Applicants are encouraged to inquire about the suitability of their proposals with the requirements of the Foundation's grant program. An initial letter of inquiry may be a one-page, 750-word statement of interest that provides at a minimum the following five pieces of information:

- Applicant's identifying information (acting as an individual or for an institution).
- Description of project or activity and product.
- Specific reason(s) for applying with reference to SAAF's funding priorities.
- Amount requested and expected expenses.
- Other relevant information.

**4. First-Pass Review.** The Executive Director and/or the Review Committee will conduct an initial review of each Letter of Inquiry. The Executive Director will distribute inquiries as soon as possible with a recommendation to proceed or decline further consideration of the proposal based on her/his first-pass review. The committee will consider the Executive Director's recommendation and respond with an "up or down" decision on the appropriateness of the proposal. The key criteria to be considered at this stage are:

- A. The proposal requests funding within the award guidelines (e.g., \$500-\$5,000). If not, the Committee may consider the proposal if a compelling reason exists to exceed the funding guidelines.
- B. Unambiguous evidence has been provided to identify the individual and/or the entity that will be the recipient of the funds and who will conduct the work.
- C. The proposal addresses the overall mission and priorities of SAAF and/or SAA.
- D. The applicant pointedly addresses how the proposal implements or advances at least one of the goals or activities of the SAA strategic plan.
- E. The activity being funded does not replicate established SAAF activities (e.g., scholarships, travel to annual meeting, etc.) nor does it ask for funds that are excluded by the SAAF Board (such as travel and internships).

The Executive Director will inform the proposer(s) of the SAAF's decision to receive a full proposal, to decline the proposal, or in some cases to reapply after revision.

**5. Application.** The committee chair will assign a member to be the key contact to solicit from the proposer any additional information that may be needed to clarify the work/activity under review (methods, product, sponsor, budget use, qualifications, impact, etc.). The key contact will provide an overall assessment to the Review Committee on the basis of any additional findings that bear on the grant proposal. The key contact and the Review Committee may agree that no additional information is needed and the committee's assessment may proceed immediately. The chair will assign proposals to each committee member and no member will be assigned an additional proposal before all other members have been asked to take an assignment.

**6. Conflict of Interest Reminder.** No committee member may serve as a key contact if he/she is familiar with the applicant or could be perceived as having a conflict of interest in fairly assessing or representing the applicant's proposal. Committee and Board members are expected to announce a potential conflict and to recuse themselves from any decision-making role or vote on a grant proposal that originates from or benefits an entity with which the member has a personal or other association. The association merely has to be one that a reasonable person could perceive as leading to favorable or unfavorable treatment on any basis other than a strictly professional and unbiased evaluation.

**7. Expert Review.** The Committee, in consultation with Board members, may consider the input of individuals who can lend expertise to the review process for proposals that involve a specialist's knowledge, technical skills, methodologies, and/or similar unfamiliar domains. The key contact will gather this input in those cases in which it is deemed necessary. The Review Committee is not required to seek outside opinion if the substance of the proposal is within their professional competence to evaluate.

The Review Committee's key contact may also seek one or more expert opinions and report their observations as part of an assessment report back to the full committee for the final grant review. These inquiries should make every attempt to: (a) evaluate statements of fact and declarative statements made by the proposer/proposal, and (b) assess the overall value of the proposed activity to the profession. Such inquiries should protect the confidentiality of the application process for both the applicant and reviewer. Neither the Review Committee nor the key contact is required to seek external input if all important aspects of the proposal are clearly stated and no additional information or expert commentary is warranted.

**8.** The Review Committee will evaluate and make a recommendation to the Board on every grant application that it receives after an invitation to apply. The committee will use, but not be limited by, the following criteria in making its recommendations:

- Appropriateness of the methods (reliability, validity, population, etc.);
- Overall impact of the product on the profession or a segment thereof;
- Uniqueness of the activity and/or product (has it been done before);
- Availability of other equally useful routes to achieving a similarly valuable outcome;
- Value of a specific archival product (e.g., supporting records of enduring value); and
- Soundness of the work plan, techniques, tools, and human resources.

**9. Formal Evaluation.** The Evaluation Form is the formal written tool used by the Review Committee to record its assessment of each application and prepare a recommendation to the Board. The formal evaluation should not precede an assessment report from the key contact if the committee has requested additional information.

The committee will review the common Evaluation Form annually and adjust it as necessary to preserve its usefulness as a standard ranking tool. The form should make provision for both the assignment of a rank and the committee member's supporting comment, if explanation is deemed appropriate. The evaluations are anonymous and confidential in source beyond the Review Committee; however, the Executive Director may share the contents of the reviews with the applicant upon request.

**10. Committee Recommendations.** The Review Committee will confer at least once to review and vote on all pending grant proposals and to prepare final recommendations to the Board. A final decision on how to allocate the available funds in the annual distribution should not occur until all proposals have been received and evaluated in the annual grant cycle. An exception to this rule would be an expedited request from the SAA Council or Executive Committee to meet an extraordinary contingency situation. All votes of the Grant Review Committee to recommend (or not to recommend) a grant to the SAAF Board shall be by secret ballot. All voting members of the committee are required to vote unless excused for reasons of conflict of interest.

**11. Resubmission Recommendations.** The Review Committee may determine that a proposal has value, but requires revision before being funded. Proposers may resubmit grant proposals during the next annual grant cycle. However, if the committee believes that there is a compelling reason why the grant should be

reconsidered during the current grant cycle, it will recommend that the proposer revise and resubmit within the time frame identified in paragraph 12.

**1112. Schedule.** The application deadline is February 1. The Review Committee will consider applications, conduct its review, and report its recommendations to the Board by March 30. The Board will consider and vote on the committee's recommendations before May 1. The President will notify the applicant of the Board's decision by May 15.

If a proposer is encouraged to revise and resubmit during the current grant cycle, the following schedule applies. The revised application deadline is June 30. The Review Committee will consider the application, conduct its review, and report its recommendations to the Board by July 31. The Board will consider and vote on the committee's recommendation before August 20. The President will notify the applicant of the Board's decision by September 1.

**1213. Post-Award Accountability.** In consultation with the Executive Director, it is the duty of the Review Committee to prepare a brief report to the Board on the work of the Committee, including its recommendations on improvements to the grant application and review process and other useful observations that will assist the next Committee.

The Committee will work with the Executive Director to examine and monitor the previous grant awards for successful expected outcomes and measures. If deemed necessary, the committee (or the Executive Director) will report to the Board on the recipients' grant activity within 12 months of the conclusion of the grant cycle.

*Adopted by the SAAF Board, August 2016; amended November 2017.*

**Support Statement:** It is possible that a submitted grant proposal is a project worthy of Foundation funding, but that the application requires revision to meet the standards to attain recommendation by the Grant Review Committee and approval by the Board. The Review Committee may determine that an application is of such import or is so time sensitive that it would be in the best interest of the profession to invite resubmission during the current grant cycle. This amendment to the Grant Application Evaluation Procedures allows discretion on the part of the Committee to make such a recommendation and for the Board to act accordingly.

In addition, the change in the Application Evaluation Procedures echoes and is consistent with the Society of American Archivists Foundation Grant Application Process and Guidelines, which states: "The Board reserves the right to consider a proposal at any time for unusual or special circumstances, and for similar reasons may streamline the grant request process to address an urgent need."

**Fiscal Impact:** None.

**Move:** Sly

**Second:** Tousey

**Vote:** PASSED (Bhatia, Ceja, Cline, Evans, Kiesling, Logan, Lowell, McGovern, Meissner, Minks, Pacifico, Sly, Stadel-Bevans, Tousey, Zanish-Belcher. Absent: Evans.)

## **B. Elect 2017-2018 SAA Officers**

According to the SAAF Bylaws, Article VI. Officers, “The Officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors.” Cline noted that although the Bylaws mentions an Executive Committee Member, the Board had not previously elected anyone to serve in this position. Zanish-Belcher called for nominees and conducted an election of officers and Executive Committee member.

### **MOTION 3**

**THAT Scott Cline be elected to serve a one-year term as President of the Society of American Archivists Foundation; and**

**THAT Margery Sly be elected to serve a one-year term as Vice President of the Society of American Archivists Foundation; and**

**THAT Cheryl Stadel-Bevans be elected to serve a one-year term as Treasurer of the Society of American Archivists Foundation; and**

**THAT Dennis Meissner be elected to serve a one-year term as Executive Committee Member of the Society of American Archivists Foundation.**

**Support Statement:** Cline, Sly, Stadel-Bevans, and Meissner are well qualified to serve in these important roles for the term November 2017 to August 2018.

**Fiscal Impact:** None.

**Move:** Zanish-Belcher

**Second:** Minks

**Vote:** PASSED (Bhatia, Ceja, Cline, Evans, Kiesling, Logan, Lowell, McGovern, Meissner, Minks, Pacifico, Sly, Stadel-Bevans, Tousey, Zanish-Belcher. Absent: Evans.)

## **III. DISCUSSION ITEMS**

### **A. Donor / Gift Report and Analysis [Confidential]**

Carlson reviewed this spreadsheet with the Board to highlight donation trends during the past year.

### **B. Development Tasks and Schedule**

#### **B.1. Reference: Approved Development Plan 2016-2017**

Eaton noted that the 2016-2017 Development Plan was included in the meeting materials for reference purposes.

## **B.2. Proposed Development Plan 2017-2019**

Development Committee Chair Sly reviewed the proposed 2017-2019 Development Plan, on which Board members commented and included ideas from Agenda Item III.F. Outreach. Given the vast array of ideas presented, the group agreed that the Development Committee should be expanded. (See III.H.6.a.)

## **B.3. Communication Plan for 2017-2018 Appeals**

Sly reviewed with the Board the communication plan and timelines for the 2017 year-end Annual Appeal.

## **C. Scope of National Disaster Recovery Fund for Archives (NDRFA)**

Zanish-Belcher noted that the NDRFA was created in 2005 in the wake of Hurricanes Katrina and Rita to support recovery of archival collections from major disasters, regardless of region or repository type. She asked the Board to consider 1) increasing the amount of grant awards (from \$2,000 to \$5,000) so that the grants might truly make a difference for a repository recovering from a major disaster and 2) explicitly state the scope of the fund to include repositories in the United States and its territories but also to allow for exceptions for non-U.S. entities.

### **MOTION 4**

**THAT the description of the Foundation’s National Disaster Recovery Fund for Archives be revised to allow for grant awards of up to \$5,000 per application; and**

**THAT the following language be incorporated into the fund description: “Although the NDRFA is pointed toward the states, District of Columbia, and territories of the United States, under exceptional circumstances we will consider awarding grants to non-U.S. entities.”**

**Support Statement:** Given the very healthy fund balance, the Board wishes to ensure that those repositories in need may truly benefit from an NDRFA grant. In light of recent events affecting Puerto Rico, non-U.S. Caribbean islands, and Mexico, the Board thinks it appropriate to be explicit about eligibility and to allow for exceptions based on need.

**Fiscal Impact:** Increase in award amounts from \$2,000 to \$5,000, plus the potential for more grant proposals based on expansion of eligible repositories.

**Move:** Lowell

**Second:** Minks

**Vote:** PASSED (Bhatia, Ceja, Cline, Evans, Kiesling, Logan, Lowell, McGovern, Meissner, Minks, Pacifico, Sly, Stadel-Bevans, Tousey, Zanish-Belcher. Absent: Evans.)

## **D. NDRFA Grant Review Committee**

Beaumont noted that the past and current members of the NDRFA Grant Review Committee have done a superb job of moving quickly on the few grant requests received. She asked the Board to consider appointments to this important group, including the possibility of inviting a representative from the Preservation Section to sit on the committee. The Board agreed; Beaumont will contact the Preservation Section for a nomination.

## **E. “Co-dependency” of SAA Awards Program and SAAF Awards Funds**

Beaumont cited the Council’s recent approval of the [Brenda S. Banks Travel Award](#) as an example of how—over time—the Council’s actions may have a financial impact on the Foundation’s funds (in this case, the Awards Fund). Zanish-Belcher and Stadel-Bevans agreed to remind the Council of this at the upcoming Council meeting.

## **F. Outreach**

Cline had prepared a discussion item outlining outreach ideas, noting that, “A necessary component of a successful development strategy is getting the word out about the Foundation and its mission. Coordinating the Foundation’s development strategy with an aggressive outreach program will benefit programming.” The Board discussed many ideas for enhancing awareness of the Foundation at the SAA Annual Meeting, at regional meetings, and via online and print communications.

## **G. 2018 Joint Annual Meeting Plans and Activities**

The Board discussed outreach initiatives to implement at the 2018 Joint Annual Meeting as a means of raising awareness of the Foundation, inspiring more grant applications, and encouraging donations.

## **H. Other Discussion Items from Board Members**

Several discussion items were added to the agenda both at the time of adoption and as the meeting unfolded.

### **1. Bylaws Revisions Regarding Officers and Directors**

Following Board discussion of aligning with SAA practice the schedule for seating of Board members and election of officers, Cline proposed several revisions in the Bylaws. Following Board approval, the SAA Council (the sole Corporate Member of the Foundation) must ratify all Bylaws changes.

### **MOTION 5**

**THAT the Board approve the proposed revisions of the Bylaws, Sections 5.3.2, Election and Tenure; 5.9, Annual Meeting; 6.1, Officers/Number; 6.2, Election and Term of Office; and 6.3 (see Appendix); and**

**THAT the Bylaws revisions be forwarded to the SAA Council for ratification.**

**Support Statement:** The proposed revisions bring the Bylaws into alignment with current Board function and practice and help to ensure smoother and more transparent transition of members and overall continuity of the Board.

**Fiscal Impact:** None.

**Move:** Meissner

**Second:** Tousey



**Vote:** PASSED (Unanimous)

## **2. Procedure for Nomination of Class B Members**

In light of Board discussion of the nomination process for Class B members, Stadel-Bevans suggested that a Nominating Committee be formed and that the group be responsible for considering nomination procedures going forward.

### **MOTION 6**

**THAT the Board create a standing Nominating Committee, comprising the Executive Committee member and two additional Board members selected by the Board, that is responsible for creating a slate of candidates for nomination by the Foundation Board to the SAA Council at its spring meeting; and**

**THAT the 2017-2018 Nominating Committee be charged to develop nomination procedures for review and approval by the Board in January 2018.**

**Support Statement:** Creation of a Nominating Committee will ensure that the Board follows a standard set of procedures for this critically important process and that prospective members are sought in a coordinated manner from both the SAA membership and beyond it, as appropriate.

**Fiscal Impact:** None.

**Move:** Stadel-Bevans

**Second:** Lowell

**Vote:** PASSED (Unanimous)

## **3. Designation of Funds to Support Annual Meeting “Travel Scholarships”**

Zanish-Belcher proposed that the Foundation Board consider awarding “travel scholarships” to support individuals’ attendance at the 2018 Joint Annual Meeting in Washington, DC. She noted that she will be pursuing private foundation funding to support scholarships or travel awards for future SAA annual meetings. A subgroup of the Board (Meissner, Minks, and Tousey) agreed to consider options for administering such a program on a one-time basis in 2018, including award amounts, eligibility, and criteria for vetting applications, and to report back to the Board by January 15, 2018.

## **4. Intern(s) for Foundation Board and Committees**

SAA’s intern program has been successful in providing students and new professionals with worthy work and an introduction to SAA, while providing component groups (committees, working groups, and sections) with talented support. Lowell asked whether the Foundation Board and/or various committees would benefit from working with an intern. Board members favored the idea of asking for and supporting interns for the Board, the Development Committee, and possibly the Grant Review Committee. Owens asked for a brief description of the tasks

associated with each of these assignments by January 4, 2018, so that she may include these Foundation groups in the 2018 Call for Interns.

## **5. Reconsider the Name of the Strategic Growth Fund**

Lowell led a discussion of alternatives to the current name of the Strategic Growth Fund. She believes that the current name—which was implemented with creation of the fund in recognition of SAA’s 75<sup>th</sup> anniversary in 2011—does not adequately portray the fund’s purpose. Board members discussed various alternatives and decided to keep the current name through the 2017 Annual Appeal and to revisit the issue at a future meeting.

## **6. Selection of Foundation Committee Members**

### **a. Development Committee Selection**

The SAA Foundation Development Committee “consists of five members: the Foundation Board Vice Chair (who serves as the Chair), the Executive Director, and three individuals appointed by the Board Chair based on recommendations from the Board members and others and subject to the approval of the Board. The three appointed members of the Committee serve for staggered three-year terms, so that one individual is appointed each year.” Given the extensive work planned for this committee, the Board agreed that the committee roster should be expanded. Sly will convene current Board volunteers (Bhatia, Lowell, and Pacifico) and the current members of the Committee (Christine Ward and Beaumont) to consider the ideal composition of the committee. A full slate and suggested revisions in the committee description will be presented to the Board for approval by January 2018.

### **b. Finance Committee Selection**

The SAA Foundation Finance Committee consists of five members: “The Foundation Treasurer (who serves as the chair), the Executive Director, the Finance/Administration Director, and two Foundation Board members elected by the Board in consultation with the current Finance Committee members to determine what expertise is needed. The two appointed members of the Committee serve for staggered two-year terms, so that one individual is elected by the Board each year.” Eaton and Minks, both of whose current Board terms expire in August 2018, volunteered to serve on the committee and the Board approved their appointments for one year.

## **MOTION 4**

**THAT Fynnette Eaton and Gina Minks be appointed to the Foundation Finance Committee, for terms commencing in November 2017 and extending through August 2018.**

**Support Statement:** Eaton and Minks are well qualified to serve in this important role.

**Fiscal Impact:** None.

**Move:** Stadel-Bevans

**Second:** Sly

**Vote:** PASSED (Yes: Bhatia, Ceja, Cline, Evans, Kiesling, Logan, Lowell, Meissner, Minks, Pacifico, Sly, Stadel-Bevans, Tousey, Zanish-Belcher. Absent: McGovern.)

c. **Grant Review Committee Selection**

The SAA Foundation Grant Review Committee “consists of the SAAF President (who serves as Chair) and no fewer than three additional members of the Board, appointed by the President no later than the close of the Board’s annual meeting and subject to approval by the Board.” Ceja, Logan, and McGovern volunteered to serve on the committee and the Board approved their appointments.

**MOTION 5**

**THAT Janet Ceja, Wilda Logan, and Nance McGovern be appointed to the Foundation Grant Review Committee, for terms commencing in November 2017 and extending through August 2018.**

**Support Statement:** Ceja, Logan, and McGovern are well qualified to serve in this important role for the term November 2017 to August 2018.

**Fiscal Impact:** None.

**Move:** Stadel-Bevans

**Second:** Sly

**Vote:** PASSED (Yes: Bhatia, Ceja, Cline, Evans, Kiesling, Logan, Lowell, Meissner, Minks, Pacifico, Sly, Stadel-Bevans, Tousey, Zanish-Belcher. Absent: McGovern.)

**IV. REPORTS**

A. **President’s Report**

The Board reviewed but did not discuss this report.

B. **Treasurer’s Report: FY18 Year-to-Date Financials**

Carlson reported that the Foundation’s net gain of \$12,063 during the three months ending September 30 is due to the following:

- Net unrealized investment gains were more than \$40,000.
- Donation revenues amounted to more than \$19,000.
- Interest, dividends, and realized gains revenues amounted to \$11,681.
- Monthly investment management fees totaled almost \$3,200.
- Various travel awards and prizes totaling \$5,021 were awarded in conjunction with the SAA Annual Meeting.

- Scholarship disbursements for the Ham Graduate Student Scholarship and the Mosaic Scholarship amounted to \$20,000. (Please note that the Awards Committee awarded two Mosaic Scholarships for FY 2018.)
- Administrative expenses related to SAA operations amounted to more than \$6,500, about 13% more than budgeted due to an increase in some technical service costs and overtime during July and August. These expenses were offset by in-kind donations from SAA.

He also presented a newly formatted balance sheet that presents this important information by fund. Board members received the new report enthusiastically.

### **C. Executive Director**

Beaumont provided a brief verbal report highlighting the proposed schedule for the Annual Appeal.

### **D. [SAA/SAAF Technology](#)**

The Board reviewed but did not discuss this report.

## **I. BOARD BUSINESS (Continued)**

### **C. Date of Next Board Meeting**

Board members discussed possible meeting dates and times in conjunction with the 2018 Joint Annual Meeting in Washington, DC, and expressed interest in participating in one or more conference calls between January and May 2018.

### **D. Adjournment**

By acclamation, the Board and staff gave their heartfelt gratitude and thanks to Fynnette Eaton for her exceptional service over the last five years as the Foundation's founding president.

Stadel-Bevans moved and Meissner seconded a motion for adjournment, and the meeting was adjourned at 11:30 am on Sunday, November 5.

**BYLAWS**  
**of**  
**THE SOCIETY OF AMERICAN ARCHIVISTS FOUNDATION**  
**(As revised by the SAA Foundation Board of Directors on November 5, 2017,**  
**and approved by the SAA Council on November 6, 2017)**

**ARTICLE I: CORPORATION**

**Section 1.1 Corporate Name.** The name of the corporation shall be The Society of American Archivists Foundation, an Illinois not-for-profit corporation (the “Corporation”) formed under the Illinois General Not For Profit Corporation Act of 1986 (805 ILCS 105/) (the “Act”).

**Section 1.2 Corporate Purpose.** The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”), including specifically to promote and support the charitable and educational initiatives of The Society of American Archivists, a nonprofit corporation organized under the laws of the District of Columbia and recognized as described in Code Section 501(c)(6) (referred to herein as the “Society” or the “Corporate Member”). To the extent consistent with its status as an organization described in Code Section 501(c)(3), the Corporation shall operate to support and benefit the Corporate Member and the achievement of any charitable and educational purposes thereof, with the intention that the Corporation shall be classified as other than a private foundation pursuant to Code Section 509(a)(3).

**Section 1.3 Limitations.** Notwithstanding any other provision of these Bylaws:

1.3.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

1.3.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

1.3.3 Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 1.4 Corporate Dissolution.** In the event of the dissolution of the Corporation, the Corporate Member, after paying or making provision for the payment of all of the liabilities of the Corporation, shall cause the remaining assets of the Corporation to be distributed to one or more organizations organized and operated for charitable and/or educational purposes consistent with those of the Corporation, provided

that any and all such organizations must be described in Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE II: OFFICES**

**Section 2.1 Registered Office.** The Corporation shall continuously maintain a registered office in the State of Illinois which may, but need not be, the same as its place of business, and a registered agent whose business office is identical with such registered office.

**Section 2.2 Other Offices.** The Corporation may also have offices at such other places both within and without the State of Illinois as the Board of Directors may from time to time determine or as the business of the Corporation may require.

## **ARTICLE III: SHARES AND DIVIDENDS**

The Corporation shall not have or issue shares. No dividend shall be paid and no part of the money, property or other assets of the Corporation shall be distributed to its directors or officers; provided, however, that the Corporation may pay compensation in a reasonable amount to the officers or directors for services rendered and may make distributions pursuant to Section 109.10 of the Act or upon dissolution or final liquidation as permitted by Article Nine of the Act.

## **ARTICLE IV: MEMBER**

**Section 4.1 Sole Member.** The Corporation shall have one member, which shall be The Society of American Archivists, a nonprofit corporation organized under the laws of the District of Columbia (the "Corporate Member"). The Corporate Member shall have the authority to:

4.1.1 Elect and remove members of the Corporation's Board of Directors, as provided in Article V below.

4.1.2 Appoint and remove the Corporation's Executive Director, as provided in Article VII below.

4.1.3 Approve any and all amendments or restatements of the Corporation's Articles of Incorporation and these Bylaws.

Unless specifically addressed herein, all other authority over the Corporation and its activities and assets shall reside in the Corporation's Board of Directors.

**Section 4.2 Action by Corporate Member.** The Corporate Member shall act by executing and delivering to the President of the Corporation a written instrument or instruments (including, by way of example, minutes of the board of directors of the Corporate Member) setting forth the action taken and the applicable corporate authorizations or directions from the Corporate Member. The action of the Corporate Member shall be deemed to have been taken on the dates the written instruments bear unless the instruments provide otherwise.

## ARTICLE V: DIRECTORS

**Section 5.1 General Powers and Qualification.** Except as provided in Article 4, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors shall determine compliance with the Corporation's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws or the Corporation's Articles of Incorporation. Directors need not be residents of the State of Illinois.

**Section 5.2 Number and Classification.** The initial Board of Directors of the Corporation shall consist of the five (5) individuals so named in the Articles of Incorporation. Commencing as of the first Annual Meeting of the Board (in January 2012) and continuing thereafter, the Board of Directors shall consist of not fewer than eleven (11) and not more than sixteen (16) voting directors, as determined by the Board from time to time. There shall be two classes of voting directors, as follows:

5.2.1 Class A Directors shall consist of the four (4) individuals concurrently comprising the executive committee of the Corporate Member and the immediate past president of the Corporate Member (the "Class A Directors").

5.2.2 Class B Directors shall consist of individuals not concurrently serving as directors or officers of the Corporate Member (the "Class B Directors"). At all times, the Class B directors shall outnumber the Class A directors by at least one (1).

In addition to the foregoing voting directors, the Board also shall include the following individuals on an *ex officio*, non-voting basis: (i) the executive director of the Corporate Member, (ii) the director of finance and administration of the Corporate Member, and (iii) the Executive Director of the Corporation, if such position is filled by an individual other than the foregoing (the "Ex Officio Directors").

### **Section 5.3 Election and Tenure.**

5.3.1 Class A Directors shall serve for so long as they continue to hold their respective positions in relation to the Corporate Member (*i.e.*, as members of the executive committee of the Corporate Member or as the immediate past president of the Corporate Member). Accordingly, the terms of Class A Directors generally shall commence as of the close of the annual membership meeting of the Corporate Member (in August), and shall continue through the close of the annual membership meeting of the Corporate Member in the year during which their service on the Corporate Member's executive committee or as its immediate past president, as applicable, ends.

5.3.2 Class B Directors shall be elected by the Corporate Member at the ~~annual~~ spring meeting of the Corporate Member (~~in August~~), based on a slate developed by the Corporation's existing Board or a committee thereof. The terms of Class B Directors shall commence as of the ~~start~~ end of the Annual Meeting of the ~~Corporation~~ Corporate Member and shall continue for a period of three (3) years thereafter, expiring immediately ~~prior to the start of the Annual Meeting~~ following the end of the Corporation meeting in July or August in such year. Terms of Class B Directors shall be staggered such that approximately one-third (1/3) of the Class B Directors' terms expire each year. Class B Directors may serve an unlimited number of successive terms in office.

5.3.3 Ex Officio Directors shall serve for so long as they hold their designated positions.

**Section 5.4 Resignation.** A director may resign at any time by written notice to the President of the Corporation or to the Corporate Member. Such resignation shall be effective on the date it is received or, if later, the effective date specified therein. Any Class A Director who ceases to serve on the executive committee of the Corporate Member or who ceases to be the immediate past president of the Corporate Member, as applicable, shall be deemed to have concurrently resigned from the Corporation's Board of Directors.

**Section 5.5 Removal.** A Class B Director may be removed at any time, with or without cause, upon the affirmative vote of at least two-thirds (2/3) of the remaining directors then serving. Alternatively, a Class B Director may be removed at any time, with cause, by the Corporate Member.

**Section 5.6 Quorum of Directors.** A quorum for the transaction of business at any meeting of the Board of Directors shall require the presence in person (or electronically, as provided below) of at least a majority of the Class A Directors and at least a majority of the Class B Directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting at any time without further notice, unless otherwise required by law.

**Section 5.7 Manner of Acting.** The act of a majority of those directors who are present in person at a meeting at which a quorum exists shall be the act of the Board of Directors, unless the act of a greater number is required by the Act or these Bylaws.

**Section 5.8 Vacancies.** Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled pursuant to the process set forth in Section 5.3 above. A director elected to fill a vacancy shall hold office for the duration of the term vacated.

**Section 5.9 Annual Meeting.** The Annual Meeting of the Board of Directors ~~to vote on the election of officers, the appointment of committees, and for~~ the transaction of any other proper business shall be held each year as determined by the Board. The Board of Directors may provide, by resolution, the place, date and hour for the holding of additional regular meetings of the Board of Directors, without other notice than such resolution.

**Section 5.10 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

**Section 5.11 Notice.** Notice of any special meeting and of regular meetings shall be given at least two (2) days prior thereto by written notice delivered personally (including private courier), by first class mail, facsimile or electronic transmission to each director at his or her address. Notice of any special meeting shall state the purpose or purposes for which the meeting is called and shall be given by or at the direction of the President or the directors calling the special meeting. Notice of regular meetings (if any) shall be given by or at the direction of the President. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage fully prepaid. If notice is given by facsimile such notice shall be deemed to be delivered when transmitted. If notice is given by other electronic transmission, such notice shall be deemed to be delivered upon electronic confirmation of transmission.



**Section 5.12 Waiver of Notice.** The members of the Board of Directors may waive written notice of the time, place and purpose of any meeting of the Board of Directors required by Section 5.11 of these Bylaws in writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver of notice of such meeting. Any action taken at a meeting of the Board of Directors for which notice was not given in accordance with such Section 5.11 shall be considered invalid unless all Board members waive such notice in accordance with this Section 5.12.

**Section 5.13 Presumption of Assent.** A director of the Corporation who has been present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his or her dissent shall have been entered in the minutes of the meeting or unless he or she shall have filed his or her written dissent to such action with the President before the adjournment of the meeting, or shall have forwarded such dissent in writing to the President immediately after the adjournment of the meeting. No director who voted in favor of any action may dissent from such action after adjournment of the meeting.

**Section 5.14 Committees.** The Board of Directors may create one (1) or more Board committees and appoint members of the Board to serve on the committee or committees.

5.14.1 Appointment and Term. Except where otherwise specified, all committee chairmen and committee members shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Committee appointments shall be made annually, except as otherwise determined by the Board.

5.14.2 Meetings, Quorum and Action. A committee, by majority vote of its members, shall fix the time and place of meetings and the notice required therefor (if any). Reasonable notice of the meetings of any committee shall be given to the President, who shall have the right to attend and participate in the deliberations of the committee. The President or the committee chairman may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business, and the act of a majority of those members of any committee who are present at a meeting at which a quorum exists shall be the action of the committee. Each committee shall record minutes of its deliberations, recommendations and actions, which shall be reported to the full Board of Directors at its next regularly scheduled meeting.

5.14.3 Authority and Restrictions. Except for the Executive Committee, all committees shall function in an advisory capacity in relation to the Board of Directors, and no committee (other than the Executive Committee) shall have the authority to bind the Corporation or otherwise to act in the place of the Board.

5.14.4 Executive Committee. The Executive Committee shall consist of the officers of the Corporation, plus one (1) additional voting Board member appointed by the Board. The Executive Committee shall have the authority to act on behalf of the Board in conducting the affairs of the Corporation between meetings of the Board of Directors; *provided, however*, that the Executive Committee shall not exercise any the following powers:

5.14.4.1 Authorize Distributions. Adopt or authorize a plan for the distribution of the assets, or for the dissolution, of the Corporation;

5.14.4.2 Board Vacancies. Fill vacancies on the Board or any of its committees;

5.14.4.3 Officers/Directors and Compensation. Elect or remove any officer or director or fix the compensation of any director or officer of the Corporation;

5.14.4.4 Bylaws. Adopt, amend or repeal these Bylaws or the Corporation's Articles of Incorporation;

5.14.4.5 Issuance of Membership. Authorize or approve the issuance of a membership or determine the designation, relative rights, preferences, and limitations of membership;

5.14.4.6 Merger. Approve a plan of merger or consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or

5.14.4.7 Resolution of Board of Directors. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors.

The Executive Committee shall provide timely communication and consultation with the Board of Directors between meetings. The Executive Committee shall provide input to the Corporate Member in connection with the annual performance review of the Executive Director of the Corporation.

**Section 5.15 Informal Action by Directors**. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any other action that may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or by all members of such committee, as the case may be. For these purposes, a signature may be provided in either handwritten or electronic format. All signed counterparts shall, together, constitute one and the same unanimous consent, and shall be delivered to the President to be filed in the corporate records. The action taken shall be effective when all of the directors or committee members (as the case may be) then in office have approved the consent, unless the consent specifies a different effective date. Any consent signed by all of the directors or all of the committee members, as the case may be, shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State under the Act.

**Section 5.16 Participation by Electronic Means**. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of the Board or committee by means of conference telephone or other communications equipment through which all persons participating in the meeting can hear each other simultaneously. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the person or persons so participating.

## **ARTICLE VI: OFFICERS**

**Section 6.1 Number**. The officers of the Corporation shall ~~be elected by the Board of Directors from among their number, and shall~~ consist of a President, Vice President, and Treasurer, along with such other officers as may be determined by the Board from time to time. The President and Vice President shall be elected by the Board of Directors from among the Class B Directors. The Treasurer of the Corporate Member shall serve as the Treasurer of the Corporation.

**Section 6.2 Election and Term of Office**. The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the ~~Board of Directors~~ Corporate Member. Officers shall take office as of the close of such Annual Meeting, and shall serve a term of one (1) year, expiring as of the close of the Annual Meeting ~~of the Corporate Member~~ in the following year. Election of an officer shall

not of itself create contract rights. Officers may serve an unlimited number of successive terms in office. The Treasurer of the Corporation shall serve the three-year term consistent with the Treasurer's term of office as Treasurer of the Corporate Member.

**Section 6.3 Alignment.** To implement the terms of office as contemplated in Section 6.2, the President, Vice President, and Executive Committee member elected at the November 4, 2017, meeting of the Corporation shall serve as Corporation officers until the end of the Corporate Member's 2018 Annual Meeting. An officer may resign at any time by written

**Section 6.34 Resignation or Removal of Officers.** An officer may resign at any time by written notice to the President of the Corporation or to the Corporate Member. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6.45 Vacancies; New Offices.** A vacancy occurring in any office may be filled and new offices may be created and filled, at any time, by the Board of Directors.

**Section 6.56 President.** The President shall preside at all meetings of the Board of Directors; shall sign certificates, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, or shall delegate such authority to his or her designee; shall vote on behalf of the Corporation, by proxy or otherwise, all securities which the Corporation is entitled to vote; and, in general, shall perform all duties as from time to time may be prescribed by the Board of Directors.

**Section 6.67 Vice President.** The Vice President shall assist the President in the discharge of his or her duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President, the Vice President shall perform the duties and exercise the authority of the President.

**Section 6.78 Treasurer.** The Treasurer shall oversee the prudent investment and management of the Corporation's properties, funds and assets, and shall ensure the making of periodic reports to the Board of Directors regarding the same. The Treasurer shall have such other duties as from time to time may be prescribed by the Board of Directors.

## **ARTICLE VII: EXECUTIVE DIRECTOR**

The Corporate Member shall appoint an Executive Director to manage the day-to-day affairs of the Corporation. The Executive Director shall report to and serve as an ex officio, non-voting member of the Board of Directors, but shall so serve at the pleasure of the Corporate Member. The compensation of the Executive Director shall be paid by the Corporate Member. The Executive Director shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall ensure the keeping of minutes of meetings of the Board of Directors and committees thereof; and, in general, shall perform such other duties as from time to time may be prescribed by the Board of Directors or the Corporate Member.

## **ARTICLE VIII: CONFLICTS OR DUALITY OF INTEREST**

The Corporation's affirmative policy shall be to require that all actual or potential conflicts be disclosed promptly and fully to all necessary parties and to prohibit specified involvement in the affairs of the

Corporation by persons having such conflicts. This policy shall apply to all members of the Board of Directors and corporate officers, agents and employees of the Corporation, including independent contractor providers of services and materials. The Board of Directors may from time to time establish such rules and regulations in furtherance of this policy as it considers appropriate. Each member of the Board of Directors and all officers, if not Board members, shall sign an annual statement disclosing conflicts of interest; a summary of such disclosures promptly shall be provided to the Corporate Member.

## **ARTICLE IX: INDEMNIFICATION**

**Section 9.1 Indemnification of Directors and Officers.** The Corporation shall, to the fullest extent to which it is empowered to do so and in accordance with the procedures required by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts incurred by him or her in connection with such action, suit or proceeding.

**Section 9.2 Contract with the Corporation.** The provisions of Section 9.1 of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while said Section 9.1 and the relevant provisions of the Act or other applicable laws, if any, are in effect, and any repeal or modification of any such law or of said Section 9.1 shall not affect any action, suit or proceeding theretofore existing or thereafter brought or threatened based in whole or in part upon any facts existing prior to such repeal or modification. The Corporation further agrees that in the event a person entitled to indemnification under Section 9.1 claims indemnification, the Corporation shall take all required action to bring about a prompt and good faith determination of such person's right to indemnification hereunder.

**Section 9.3 Indemnification of Employees and Agents.** Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the Corporation, or are or were serving at the request of the Corporation as employees or agents of another corporation, joint venture, partnership, trust or other enterprise, may be indemnified to the extent the Corporation is empowered to do so by the Act or any other applicable laws, when and as authorized at any time or from time to time by the Board of Directors in its sole discretion.

**Section 9.4 Advance of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding; provided, however, the Corporation shall advance such amounts only upon receipt of a written agreement by or on behalf of a director or an officer to undertake to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. The provisions of this Section shall apply to employees or agents when the Board of Directors has authorized such indemnification under the provision of Section 9.3 hereof.

**Section 9.5 Other Rights of Indemnification.** The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement or otherwise, and shall continue as to a person who ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 9.6 Liability Insurance.** The Corporation shall have the power to purchase and maintain, on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, insurance against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## **ARTICLE X: FISCAL MATTERS**

**Section 10.1 Fiscal Year.** The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

**Section 10.2 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 10.3 Loans and Indebtedness.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and approved by the Corporate Member. Such authority may be general or confined to specific instances.

**Section 10.4 Loans to Directors and Officers.** Except as permitted by the provisions of Section 9.4 of these Bylaws, no loan shall be made by the Corporation to any director or officer unless such loan is in furtherance of the purpose of the Corporation and in the ordinary course of business of its affairs. The directors who vote for or assent to any loan prohibited by this Section or prohibited by the terms and provisions of Section 108.80 of the Act shall be jointly and severally liable to the Corporation until repayment thereof.

**Section 10.5 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or the Executive Director, or their respective designees.

**Section 10.6 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 10.7 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general or any special purposes of the Corporation.

## **ARTICLE XI: GENERAL PROVISIONS**

**Section 11.1 Corporate Seal.** The Corporation shall not have a corporate seal.

**Section 11.2 Waiver of Notice.** Whenever any notice is required to be given by law, by the Corporation's Articles of Incorporation or by the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 11.3 Headings.** Section or paragraph headings are inserted herein only for convenience of reference and shall not be considered in the construction of any provision hereof.

## **ARTICLE XII: AMENDMENTS**

These Bylaws may be amended by the Corporate Member of the Corporation, or by the Board of Directors of the Corporation with the approval of the Corporate Member.

*Adopted by the Foundation Board of Directors and the SAA Council, May 2011*

*Revised by action of the Foundation Board of Directors and the SAA Council, November 2014 and November 2017.*