

**Society of American Archivists Foundation  
Board of Directors Meeting Minutes  
May 24 - 26, 2011  
SAA Headquarters  
Chicago, Illinois**

President Helen Tibbo called to order the meeting of the Society of American Archivists Foundation Board of Directors at 2:22 pm on Tuesday, May 24. Present were Vice President/President-Elect Gregor Trinkaus-Randall; Treasurer Aimee Felker; Executive Committee member Brenda Lawson; Board members Scott Cline, Tom Frusciano, Tom Hyry, Donna McCrea, Dennis Meissner, Deborra Richardson, Rosalye Settles, and Kate Theimer; Executive Director Nancy Beaumont; SAA Publishing Director Teresa Brinati; SAA Education Director Solveig De Sutter; SAA Member and Technical Services Director Brian Doyle; SAA Finance/Administration Director Tom Jurczak; and Program Coordinator René Mueller.

**I. BOARD BUSINESS**

**A. Adoption of the Agenda**

Tibbo introduced the agenda. Cline proposed a revision to insert Request for Funds from SAA as Item II.A. and moved the revised agenda; Felker seconded. Trinkaus-Randall, Felker, Cline, Frusciano, Hyry, Lawson, McCrea, Meissner, Settles, and Theimer voted for adoption; Richardson abstained. The agenda was adopted.

**B. Reference: Past Actions**

Tibbo noted that a written summary of all Foundation Board actions had been updated and would be included with the Board's materials at each meeting. The Board reviewed the difference between "public and professional education initiatives" and the concepts of advocacy and/or public awareness, an important distinction to understand in the Foundation's mission statement.

**II. ACTION ITEMS**

**A. Request from SAA for Funding**

The SAA Foundation Board received a request from the SAA Council for funds targeting specific SAA projects that support the Foundation's mission as well in the areas of professional education, scholarships, and publications. After discussion, the Board approved the request unanimously.

## **MOTION 1**

**THAT funding in the following amounts, as requested by the Society of American Archivists Council, be approved:**

- **\$30,425 from the Linda J. Henry Fund for research and development of the next iteration of the Archival Fundamentals Series (\$20,325) and for research and development of the Digital Archives Specialist continuing education offerings (\$10,100);**
- **\$5,000 from the Mosaic Scholarship Fund for the second of two Mosaic Scholarships to be awarded in 2012;**
- **\$3,350 from the Norton Fund for SAA representation at the International Council on Archives Section of Professional Associations (ICA-SPA) 2011 meeting.**

**Support Statement:** Each of the expenditures is appropriate given that each supports activities that are related directly to the Foundation's mission and of potentially significant benefit to the profession. The SAA Council will be expected to provide both interim and final reports on the expenditure of the funds.

**Fiscal Impact:** \$30,425 from the Linda J. Henry Fund, \$5,000 from the Mosaic Scholarship Fund, and \$3,350 from the Margaret Cross Norton Fund.

Move: Trinkaus-Randall  
Second: Felker  
PASSED (unanimous).

## **B. Articles of Incorporation and Bylaws**

At its January 2011 meeting the SAA Foundation Board of Directors directed Beaumont and Jurczak to work with legal counsel to complete draft Articles of Incorporation and Bylaws of the Society of American Archivists Foundation to reflect the requirements associated with incorporating the Foundation in the state of Illinois as well as the governance-related revisions discussed at the Board's January 2011 meeting. Based on legal counsel's advice the documents were put forward for approval by both the SAA Council (as the "Corporate Member") and the current Foundation Board of Directors (the "Corporation"). (See SAA Council Agenda Item III.L.) The current Foundation Board would be superseded by a new Foundation Board, comprising Class A members (the Corporate Member's executive committee plus the immediate past president) and Class B members (to be selected by the Corporate Member by August 2011).

To define the legal existence and operations of the organization more formally and to establish on a separate and distinct basis the not-for-profit and tax-exempt status of the Foundation under applicable state and federal law, staff intends to file with the Internal Revenue Service, on or about July 1, 2011, an Application for Employer Identification Number (IRS Form SS-4) and an Application of Recognition of Exemption (IRS Form 1023). The "Initial Consent to Action"

associated with these filings will be voted on by the Foundation's Class A members on or about July 1, 2011.

## **MOTION 2**

**THAT the Board of Directors approve the taking of all measures necessary to cause the existing Society of American Archivists Foundation, an unincorporated association, to be established as an Illinois not-for-profit corporation (the "Corporation") pursuant to Section 102.35 of the Illinois General Not For Profit Corporation Act (805 ILCS 105/) (the "Act"), including, but not limited to, the filing of Articles of Incorporation in substantially the form attached hereto; and**

**THAT the Board of Directors approve the adoption of the Bylaws of the Corporation in substantially the form attached hereto; and**

**THAT the Board of Directors hereby acknowledge and agree that, as a result of and effective upon the filing of Articles of Incorporation:**

- a. All of the rights, privileges, immunities, powers, franchises, authority and property of the existing SAA Foundation shall pass to and vest in the Corporation,**
- b. All obligations of the existing SAA Foundation shall become the obligations of the Corporation, and**
- c. All activities and operations of the existing SAA Foundation shall cease, with such activities and operations thereafter conducted solely and exclusively by the Corporation in its stead; and**

**THAT the Board of Directors approve the preparation, execution, and filing of such reports, forms, and other documents as may be necessary or appropriate to reflect the foregoing, including without limitation the filing of a final Form 990 information return for the existing SAA Foundation.**

**Support Statement:** The SAA Foundation currently exists as an unincorporated association organized and operated under the auspices of the Society of American Archivists. For various legal, financial, strategic, and philanthropic reasons, it is now deemed advisable to define the legal existence and operations of the organization more formally and to establish on a separate and distinct basis the not-for-profit and tax-exempt status of the Foundation under applicable state and federal law.

**Fiscal Impact:** Legal and filing fees at a rate of \$495 per hour, plus Beaumont's and Jurczak's staff time (donated by SAA).

Move: McCrea  
Second: Felker  
PASSED (unanimous).

### **III.C. Administration of “75 for 75” Campaign Donations**

The Board discussed the merits and drawbacks of directing “75 for 75” campaign donations to a specific fund, brainstormed about what to name such a fund, and approved unanimously the creation of a “Strategic Growth Fund” that would exist beyond the 75<sup>th</sup> Anniversary celebration.

#### **MOTION 3**

**THAT a new unrestricted fund, known as the Strategic Growth Fund, be established in honor of the Society of American Archivists’ 75<sup>th</sup> Anniversary.**

**Support Statement:** Established in 2011 in honor of the Society of American Archivists’ 75<sup>th</sup> Anniversary, the Strategic Growth Fund holds and manages donated funds for the purpose of supporting the strategic priorities of the SAA Foundation, including professional and public education, publications, and research.

Move: Felker

Second: Settles

PASSED (unanimous).

### **III. DISCUSSION ITEMS**

#### **A. Selection of Board Members**

The Board reviewed the composition of the Foundation Board of Directors established by the Articles of Incorporation and generated ideas about potential members of the reconfigured Board as well as a guiding framework to ensure a balanced and effective membership.

#### **B. Discussion Items from Board Members**

No discussion items were submitted.

### **IV. BOARD BUSINESS**

#### **A. Adjournment**

Felker moved and McCrea seconded a motion to adjourn. All were in favor. The Foundation Board meeting was adjourned at 10:26 a.m.