

**Society of American Archivists Foundation
Board of Directors Meeting
March 13-14, 2015
Chicago, Illinois**

**Reference: Pre-2013 Actions of the SAA Council and
SAA Foundation Board Related to the SAA Foundation
(Prepared by Nancy Beaumont)**

JANUARY 5 – 8, 2006, COUNCIL MEETING

Development Committee: Development Committee members Adkins (chair), Eaton, Primer, and Summers briefly reviewed the Committee's written report, which summarized deliberations and actions to date and included a recommended mission statement for the Special Funds (see below).

THAT the SAA Council approve the following mission statement for SAA's 501(c)(3) Special Funds, tentatively identified as a foundation in this draft, subject to further deliberations:

The Society of American Archivists [Foundation] is the nation's leading source of nonprofit funding dedicated solely to the interests of archives and archivists.

The mission of the SAA [Foundation] is to enrich the knowledge and enhance the contributions of current and future generations by championing efforts to preserve and make accessible the evidence of human activity and records of enduring value.

The [Foundation] achieves this mission by funding public and professional education initiatives through programs and scholarships. Other activities include research, publications, and awards.

Support Statement: A critical first step for any fundraising efforts is to have a clear statement regarding the mission of the organization for which support is being solicited. This mission statement should be separate and distinct from – but also complementary to – the parent organization's (i.e., SAA's) mission. The proposed statement is intended to be aspirational (in order to motivate participation) and broad enough to allow flexibility in the further development of the funds.

MAY 6, 2006, COUNCIL / FOUNDATION BOARD MEETINGS

Development Committee: Adkins gave an overview of the Development Committee report, noting that contributions to international recipients are made more complicated by recent government paperwork associated with ensuring that monies are not inadvertently contributed to terrorist organizations. Beaumont explained that we would need to comply with certain new government regulations and make that process part of our standard operating procedures.

THAT the SAA Council approve the renaming and reconstituting of SAA's 501(c)3 Special Funds as the Society of American Archivists Foundation.

Support Statement: Any efforts to raise substantial funds for the foundation begin with its name. While the foundation's name should convey a broad mission that will appeal to all potential donors, including those beyond SAA's membership, it is also important that the fledgling foundation benefit from the "brand" that the Society of American Archivists brings with it, a brand that conveys permanence and that does not confuse. "Society of American Archivists Foundation" meets these criteria.

THAT the SAA Council approve establishment of a foundation board of directors consisting of all members of the SAA Council.

Support Statement: It is important to recognize the separate nature of the foundation by establishing a board of directors for it. Although the structure of the board is certain to evolve over time, the most efficient way to get it started and to retain strong ties with SAA is to have the SAA Council serve as the foundation board of directors.

THAT the SAA Council approve \$10,000 for the services of a consultant or consultants to assist with establishing the governance structure of the board and with development of initial fundraising tools. Funding for this activity is to be taken from the FY 2006 net gain.

Support Statement: SAA staff does not have the time to take on the work of establishing a foundation board and developing and implementing initial fundraising tools. The hiring of a consultant will ensure that the foundation will be launched early in FY 2007.

FOUNDATION BOARD OF DIRECTORS

THAT the Foundation board of directors approve the following interim board structure: The officers of the Foundation board of directors are the chair, vice chair, and treasurer, who are elected by the board. The chair and vice chair may be the president and vice president of the SAA Council, but also may be elected from the general membership of the Foundation board, allowing the chair and vice chair to serve longer terms. The treasurer of SAA serves as treasurer of the Foundation. The SAA executive director serves also as executive director of the Foundation. The executive committee of the Foundation board consists of the chair, vice chair, the SAA treasurer, the SAA president (if not already serving as chair), the SAA vice president (if not already serving as vice chair), and the SAA executive director.

Support Statement: Linking the executive leadership of the SAA Council and the foundation board will ensure close coordination between the two bodies at the highest levels. Permitting the chair and vice chair

of the board to be elected from the board membership will permit more longevity in those positions, strengthening the continuity in board leadership. The foundation may wish to consider appointment of three additional board members in the future.

THAT the current SAA president and current SAA vice president serve as chair and vice chair of the SAA Foundation board of directors until such time as new bylaws are accepted for the Foundation.

Support Statement: This interim measure will ensure continuity as the Foundation's bylaws and other documents are put in order.

THAT the Foundation board's executive committee work with SAA counsel to prepare a set of bylaws and to establish other governance structures and policies to ensure fiduciary accountability. Governing documents and structures should ensure that ultimate control over the direction and governance of the Foundation shall reside in the SAA Council.

Support Statement: Basic governing documents and policies need to be put into place to enable the Foundation to incorporate and to establish structures and rules to guide its fundraising activities. While the Foundation should have the option of bringing outside expertise into its decision making boards and committees, control of the Foundation should remain with the SAA Council.

THAT the Foundation board approve the creation of a fundraising committee with the following members: SAA president, Foundation board chair, SAA executive director, and two individuals to be appointed by the board chair. If the SAA president and the chair is the same person, an additional individual will be appointed to the committee.

Support Statement: The annual fundraising letter sent by the SAA president is an existing SAA tradition as well as the only current regular fundraising activity. Given more attention, the annual letter could serve as a nucleus of more robust efforts to raise funds in a more sophisticated manner. Creation of a committee to lead this effort will provide the concentrated effort needed at this time and into the future.

THAT the year-end solicitation from the SAA president/Foundation chair and other fundraising campaigns solicit donations based on the following giving levels:

Donor: Up to \$100
Friend: \$101-\$250
Patron: \$251-\$500
Founder: \$501 to \$1,000
Philanthropist: \$1,001 to \$2,500
Visionary: \$2,501 to \$5,000
President's Circle: Greater than \$5,000

Support Statement: A proven strategy for increasing the average amount of a gift to a tax-exempt organization is to provide suggested levels of giving. Although past gifts to SAA have averaged less than \$100, experience with the Emergency Disaster Assistance Fund indicates that SAA donors can and will give larger amounts if they feel the cause is compelling. It is prudent to provide a wide range of giving options that will provide ample opportunity for generous donations to the foundation.

THAT the Foundation board approve the concept that donations of \$50,000 or greater may be recognized, if desired by the donor, with a named fund or project. The Foundation board will reserve the right to approve the wording of such named gifts.

Support Statement: It is customary in development work to limit the privilege of naming to major donors. For the SAA Foundation, a donation of \$50,000 or more would be significant enough to merit special recognition and the ability to name a fund or project would be an appropriate way to do so. It is important to retain control over the wording of named projects to avoid concerns about the Foundation's reputation.

THAT the Foundation's executive committee establish as a priority in its planning to consult with the SAA Fellows Steering Committee, SAA staff, and a consultant to identify likely Foundation bequestors and champion the effort to create a planned giving campaign.

Support Statement: A planned giving campaign is likely to result in substantial future donations to the foundation. The SAA Fellows Steering Committee has repeatedly expressed an interest in assisting with the development of a planned giving campaign. Fellows Steering Committee members are likely to know good candidates to be approached regarding planned giving.

AUGUST 1, 2006, FOUNDATION BOARD MEETING

THAT the Society of American Archivists Foundation Board of Directors adopt the following "Gift Acceptance Policies and Procedures," to be implemented immediately.

Gift Acceptance Policies and Procedures

The Society of American Archivists (SAA) Foundation (Foundation) solicits and accepts gifts that are consistent with its mission and that support its ongoing programs as well as special programs. Contributions will generally be accepted from individuals, corporations, foundations, government agencies, partnerships, or other entities without limitation unless acceptance of a gift is inconsistent with the Foundation's mission.

The Foundation will accept gifts of cash, securities, real estate, and personal property. All gifts will be acknowledged in writing in compliance with all applicable regulations of the Internal Revenue Service. Certain types of gifts must be reviewed prior to their acceptance if they will create liabilities or impose special obligations on the Foundation. Types of gifts that require review and the procedure for review are as follows:

- ***Gifts of real estate.*** Land and/or buildings may be accepted only upon approval of the Board of Directors. The donor is responsible for obtaining and paying for an appraisal of the fair market value and an environmental audit of the property. Prior to presentation to the Board of Directors, a member of the staff or real estate broker must conduct a visual inspection of the property. Gifts of mortgaged property will not be accepted.
- ***Gifts of personal property.*** Tangible personal property may be accepted only upon approval of the Board of Directors or its designated committee. Such gifts should have a use related to the Foundation's tax-exempt purpose. The donor is responsible for obtaining and paying for an appraisal of the fair market value. Such gifts shall be used by or sold for the benefit of the

Foundation. The Foundation will follow all IRS requirements in connection with disposing of gifts of tangible personal property and filing appropriate tax reporting forms.

- ***Restricted gifts.*** Gifts to be used for restricted purposes may be accepted only upon approval of the Board of Directors or its designated committee.
- ***Unusual gifts.*** Gifts that differ from the amounts or types of gifts that are normally received by the Foundation may be accepted only by agreement of the Chairman of the Board of Directors and the Executive Director.
- ***Gifts of closely held securities.*** Non-publicly traded securities may be accepted only after a fair assessment of their fair market value and only if the Foundation has identified a method for immediate liquidation of the securities through redemption or sale.
- ***Gifts of life insurance.*** The Foundation will accept gifts of life insurance only when the Foundation is named as the owner and beneficiary of the policy.
- ***Gifts from charitable trusts.*** The Foundation may accept designation as a remainder beneficiary of a charitable remainder trust (or similar trust) upon the approval of the Executive Director. The Foundation will not accept appointment as trustee or administrator of the trust. All legal fees and expenses for establishing or administering the trust are the responsibility of the donor.

The Foundation may elect to refuse any gift if there is a reason to believe that such a gift is incompatible with the mission of the Foundation; conflicts with its core values; or would create a financial, administrative, or programmatic burden. The Executive Director must refer such questionable gifts to the Board of Directors or its designated committee for guidance on a case-by-case basis. The Foundation may elect to refuse any gift if the potential gift poses a conflict of interest, including real conflicts of interest, appearances of conflict of interest, or perceived conflicts of interest.

Each donor is encouraged to support areas of their interest. The Foundation's priority is unrestricted gifts, but it will endeavor to accommodate the particular wishes of each donor. When funds are restricted for an approved purpose, restrictions will be honored. If the restricted gift is intended to create a permanent endowment, with only the earnings from the corpus being used for the restricted purpose, then the initial gift must be \$50,000 or more.

Requests by donors to remain anonymous, to have their names removed from mailing lists, or to restrict the number of appeals will be honored. Information about donors will be handled in a confidential manner.

NOVEMBER 1, 2006, FOUNDATION BOARD MEETING

Adkins reported that she had drafted a charge for and made appointments to the SAA Foundation Fundraising Committee, which will be chaired by Carla Summers. Committee members are James Fogerty (Minnesota Historical Society), Robert Bullock (Director, New York State Archives Partnership Trust), Adkins, Beaumont, and one additional member to be named. The committee will establish and implement a framework for raising funds for the SAA Foundation, including key audiences, key messages, and tactics and strategies for fundraising efforts. Summers, Fogerty, and Bullock bring significant fundraising experience to the group.

The Committee will recommend a communication plan that identifies and ranks potential donors, messages, tactics, and strategies. The Committee will focus its efforts in 2006-2007 on ideas for making the best possible use of the annual fundraising letter that traditionally has been sent from the SAA President at year's end. The group will then consider opportunities to solicit funds during the SAA annual meeting and at other times throughout the year, identify audiences outside of the SAA membership who are prospective donors, and create strategies for soliciting donations from them beginning in 2007-2008. The committee will also consider how to identify and involve fundraising experts in SAA Foundation governance and development. Although the Committee will eventually consider ways in which to develop and implement a planned giving campaign (beginning in 2008-2009), its initial efforts will be limited to solicitation of donations.

Adkins then solicited Board members' feedback on a series of annual appeal letters that she had drafted. She noted that she and her husband had agreed to donate as much as \$5,100 to create a matching fund for all contributions made by SAA Fellows. Board members then discussed and agreed to create a Foundation Board matching fund for all contributions made by other members (ie, non-Fellows).

AUGUST 28, 2007, FOUNDATION BOARD MEETING

THAT the scope of the SSA/SAA Emergency Disaster Assistance Fund be broadened beyond repositories recovering from hurricanes Katrina and Rita to enable the Fund to make grants that support the recovery of archival collections from major disasters, regardless of region or repository type.

Support Statement: This action is widely supported by SSA leaders and by the grant review committee, individuals intimately involved with the devastation of Katrina and Rita. The broadened scope of the Fund will be further recognition of the importance of not only an outpouring of concern after a major disaster, but a continuing commitment to ensure support for archival collections hit by disaster.

THAT the SSA/SAA Emergency Disaster Assistance Fund be renamed the National Disaster Recovery Fund for Archives.

Support Statement: The name reflects a national scope, is easy to understand, and has an inspirational ring.

THAT the SAA Foundation Board appoint a standing grant review committee to review applications to the National Disaster Recovery Fund for Archives and other grant requests; and

THAT the committee be charged to draft for Board review and approval application procedures for Foundation funds.

Support Statement: The Foundation is in its earliest stages and its workings are unfamiliar to most members. This recommendation to create a grant review committee for all Foundation funds, not just the Disaster Recovery Fund, will serve to standardize processes. Creation of subcommittees may be appropriate in the future as the Foundation becomes more active.

That the SAA Executive Director be directed to contact by letter all donors to the SSA/SAA Emergency Disaster Assistance Fund concerning this change after a review of the letter by a fundraising consultant.

Support Statement: The Foundation Board has a responsibility to contact previous donors to inform them of the re-purposing of the Fund. Donors have a right to know that their contributions will continue to support the recovery of collections that are damaged by major disasters. The outpouring of support after Katrina and Rita was a symbol of the concern archivists and other donors felt for individuals and repositories affected by the hurricanes. Giving money was the only way many of us could help and updating donors on how their money will continue to be of use on a national scale is good stewardship. However, it would be impossible to distinguish whose funds were used initially, so it would be impossible to return money should donors have a problem with money not going to the Katrina/Rita regions. This should be addressed in the letter. The announcement of the re-purposing of the Fund may also enable other gifts. It is important for a fundraising consultant to provide advice on content and tone.

FEBRUARY 9, 2008, FOUNDATION BOARD MEETING

THAT the following Conflict of Interest Policy, Procedure for Handling a Conflict of Interest That May Arise During Council Discussion, Procedure for Filing of Disclosure Statement, and Conflict of Interest Disclosure Statement be adopted.

Society of American Archivists Foundation Conflict of Interest Policy

In the event that a member of the Society of American Archivists Foundation Board of Directors has interests that are in conflict with those of the SAA Foundation, the Duty of Loyalty requires that the Board member be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

A possible conflict of interest exists:

1. When a Board member or a close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant in an organization that could be said in a business context to be “in competition with” the SAA Foundation by offering one or more products or services similar to a product or service offered by the Foundation.
2. When a Board member or close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant of an organization that seeks to do business with the SAA Foundation.
3. When a Board member or a close relative has an interest in an organization that is in competition with a firm seeking to do business with the SAA Foundation, if the Board member’s position gives him or her access to proprietary or other privileged information that could benefit the firm in which he or she has an interest.

Procedure for Handling a Conflict of Interest That May Arise During Board Discussion

A Board member should be sensitive to any interest that he or she may have in a decision to be made by the Board and, insofar as possible, recognize such interest prior to the discussion or presentation of such a matter before the Board. When a Board member has an interest in a transaction being considered by the Board, the Board member should disclose the conflict before the Board takes action on the matter. The Board member shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way. The Board member’s presence may not be counted in determining the quorum for any vote with respect to any SAA Foundation business transaction in which he or she has a possible conflict of interest.

If the Board member recognizes that the conflict is ongoing and that information discussed by the Board will bear on the conflict, the Board member should not participate in that portion of the discussion and (in the case of a face-to-face meeting) should leave the room. The Board member should bear in mind any conflict of interest when provided minutes of the discussion and should act accordingly.

If a Board member in good faith fails to recognize a conflict, the Board member, when it is recognized, shall report that failure to the SAA Foundation President, who shall take appropriate action to prevent continuation of the conflict and mitigate past action to the extent reasonable. The matter shall then be referred to the Executive Committee for review and recommendation.

Filing of Disclosure Statement

Upon assuming office, each Board member shall file annually a Disclosure Statement with the SAA Foundation Executive Director and shall retain a copy thereof. The statement shall disclose any foreseeable conflicts that the Board member may recognize, and shall disclose other information that may be necessary or helpful to administer the Conflict of Interest Policy. Such statement shall be retained by the Executive Director during the period of the Board member's service on the Board. A Board member is responsible for ensuring that the information in his or her Disclosure Statement remains current, and must promptly apprise the Executive Director in writing of any information that materially affects the accuracy or completeness of his or her Disclosure Statement. The Executive Director will review all Disclosure Statements annually and, after each review, shall report to the Foundation Executive Committee any matters of concern.

Conflict of Interest Disclosure Statement

I declare that if I have any direct or indirect financial interests, or any personal, family, or other relationships that conflict with (or have the appearance of conflicting with) my duties, responsibilities, and exercise of independent judgment as a member of the SAA Foundation Board of Directors, I shall voluntarily disclose that a conflict (potential or real) exists and will take other actions as necessary or appropriate to manage the conflict of interest. I have read the SAA Foundation's "Conflict of Interest Policy" and I agree to comply with its terms.

Do you, or does any member of your immediate family, have a financial interest in, receive any remuneration from, or serve as an officer or director of any business organization with which the SAA Foundation has substantial business dealings or with which the SAA Foundation could be said, in a business sense, to be in competition?

_____ No _____ Yes

If your answer is "yes," please supply the following information:

Name(s) of the business organization(s), any office(s) held, and the approximate dollar amount of business involved with the SAA Foundation last year:

Nature and amount of each such financial interest or remuneration:

Were you involved in any other activity during the past year that might be interpreted as a possible conflict of interest?

_____ No _____ Yes

If your answer is “yes,” please describe:

Signature: _____

Print Name: _____

SAA Foundation Position: _____

MAY 30, 2008, FOUNDATION BOARD MEETING

Fundraising Committee

The Board reviewed a report of the Fundraising Committee, which had met in April 2008 to draft a preliminary communication plan for foundation development. (*Appendix A*)

THAT funding in the amount of \$10,000 be included in SAA’s proposed FY09 budget (Operating Fund, B List) for a consultant to review the Fundraising Committee’s proposals and assist in launching a fundraising campaign by the time of the Foundation Board’s August 2008 meeting.

THAT SAA staff be charged to talk with the auditors, legal counsel, and a fundraising expert about the pros and cons associated with establishing endowments, with a report to the Foundation Board of Directors by August 2008.

THAT Ann Russell and Diane Vogt-O’Connor, serving as advisors to the Foundation Board of Directors, provide names of foundations and agencies that may be likely to fund the Foundation Board’s planning and development goals around the Society’s strategic priorities, with a report to the Board by August 2008.

MAY 30, 2008, COUNCIL MEETING

THAT all items on the “B List” (AASLH Conservation Bookshelf income and expenses netting \$34,000 in the Publications program, fundraising consultant expenses of \$10,000 in the General and Administrative program, and Minority Scholarship expenses of \$5,000 in the Advocacy program) be included in the FY09 budget.

AUGUST 25, 2008, COUNCIL MEETING

THAT the SAA Council refer to the Foundation Board for further consideration the

establishment of an endowment and related fund-raising campaign to support outreach, scholarships, and mentoring for minority students in graduate archival education programs.

Support Statement: The establishment of endowments is most appropriately referred to the Foundation Board of Directors, as such a fund would be included in the 501(c)(3) organization.

AUGUST 25, 2008, FOUNDATION BOARD MEETING

Establishment of Endowment Fund: In a written report, Beaumont presented a summary of the “pros” and “cons” associated with establishing endowments.... (*Appendix B*)

Request for Proposal for Fundraising Consultant: In a written report, Beaumont presented a request for proposal for a fundraising consultant to assist the Board and staff in considering whether and how to launch an endowment for the purpose of “supporting the Society’s current strategic priorities.” Board members had no changes in the draft RFP. (*Appendix C*)

Funding Sources for Board Development: In a written report, Vogt-O’Connor and Russell presented a list of options for “Foundation Funding for SAA Initiatives and Endowments,” organized under the headings of advocacy, diversity, foundation endowment, and technology. (*Appendix D*)

FEBRUARY 28, 2009, FOUNDATION BOARD MEETING

Executive Director’s Report: In a verbal report, Beaumont and Jurczak updated the Board on the current balances in the Special Funds. Beaumont noted that the paperwork needed to convert the Special Funds to the SAA Foundation is not yet complete and that the staff will keep the Board apprised of progress. The Development Committee had issued a request for proposals for a consultant to assist the Committee in drafting a development plan, but the two proposals received exceeded the budgeted \$10,000 by several magnitudes. Development Committee Chair Elizabeth Adkins and Beaumont currently are discussing alternatives for moving forward with a development plan for Board review.

Scope of the National Disaster Recovery Fund for Archives: Expand to International? The Board discussed the possibility of expanding the scope of the NDRFA to international distribution and concluded that, although the Board is open to the idea, further consideration would have to await significant development of the fund.

SAAF Board Member Contributions to Special Funds: Board members revisited the question of whether it is appropriate to expect that each Board member would contribute annually to the Special Funds. The general consensus was that this is appropriate as an important demonstration of support and leadership, and particularly in light of the fact that there is no minimum contribution requirement.

MAY 28, 2010, FOUNDATION BOARD MEETING

Mosaic Scholarship Funds: Board members noted that funding for two \$5,000 scholarships was included in SAA’s FY 2011 budget. As the Mosaic Scholarship program is developed, the Foundation must determine the best way to take on funding of the program.

Modern Archives Institute Scholarship: SAA Council agenda item III.H., the suggestion by SAA member James Cassidy that SAA support two annual scholarships to the Modern Archives Institute, was referred to the Foundation Board of Directors, as funding for the scholarships would most appropriately come from the Foundation. Felker agreed to pass along to Cassidy the suggestion that he prepare a funding proposal for consideration by the Foundation Board.

Re-composition of Foundation Board: The Board took up a discussion of various issues related to its composition, including legal requirements and restrictions, number of seats, the type(s) of experience that may be beneficial on the Board, and management considerations. Staff was asked to prepare a report for the Board's review and discussion on August 9 that outlines best practices for foundation boards.

Foundation Development Committee: The Board took up the matter of the role of the Foundation Development Committee in helping to advance the work of the Foundation, as well as a suggestion from the Council related to its discussion of the 75th Anniversary celebration in 2011.

THAT the Foundation Development Committee be charged to develop a proposal for a fundraising campaign targeted to SAA's 75th Anniversary in 2011, with a report to the Board at its August 9, 2010, meeting; and

THAT the Foundation Development Committee be charged to draft a comprehensive strategy and work plan for Foundation fundraising, with a report to the Board at its February 2011 meeting.

Support Statement: With the transition of the SAA Special Funds to the SAA Foundation, it is especially important that fundraising plans – both for special events and long-term development – be explicit and coordinated. The task of drafting such plans is most appropriately assigned to the Foundation Development Committee.

AUGUST 9, 2010, FOUNDATION BOARD MEETING

“Best Practices for Association Foundations”: Responding to a Board request in May, Jurczak prepared a summary of best practices related to association foundations. Emphasized were the importance of keeping the association and foundation separate (different websites, letterhead, bank accounts) but related (with up to 49% governance overlap). The Council discussed the relationship between the c3 and c6, noting staff recommendations and the desirability of a simple governance model.

THAT the SAA Foundation staff work with legal counsel to draft articles of incorporation, bylaws, and a governance structure and, by November 1, present the draft to the Board for editing/reaction.

JANUARY 29, 2011, FOUNDATION BOARD MEETING

Articles of Incorporation and Bylaws: Tibbo and Beaumont discussed draft Articles of Incorporation and Bylaws prepared by Jurczak in response to the Foundation Board motion at the August 9, 2010, meeting. Emphasized were SAA's legal counsel's recommendations that the 501(c)(6) entity (i.e., SAA) and the 501(c)(3) entity (i.e., the SAA Foundation) be viewed as separate and independent legal entities and that representation of SAA Council members on the SAA Foundation Board of Directors should not exceed 49 percent. Council members reviewed staff recommendations and discussed decision points

regarding 1) at what meeting each year the Board of Directors (or designated committee) nominates new members for the Board, 2) what process should be used for filling vacancies on the Board (i.e., Board elects its successors, with approval of the Corporate Member, or Board presents a slate for election by the Corporate Member, or Corporate Member nominates and elects Board members), and 3) how many members serve on the Board of Directors. Beaumont and Jurczak will work with legal counsel to revise the draft Articles of Incorporation and Bylaws per the Board's direction and resubmit them for final review and vote at the May 2011 Board meeting.

Foundation Development Plan: In a written report, the Development Committee noted that, in the past, the Foundation had relied on two approaches to fundraising, with a few exceptions. The Committee provided historical totals of funds raised from FY 1989 through FY 2011 and recommended a path forward for FY 2011 – FY 2012 with a realistic eye to the economy in which SAA's members are working and the resources that are available to SAA and the Foundation. The report described the 2011 appeal, which focuses on donations in recognition of the 75th Anniversary ("75 for 75"). The appeal had been launched to the general membership via Tibbo's column in the January/ February issue of *Archival Outlook* and will be carried through the anniversary year.

Funding Priorities: The Committee also proposed that, based on the Foundation's mission statement and SAA's strategic priorities, the SAAF funding priorities for FY 2011 – FY 2014 focus on providing support for several aspects of professional education and for research that will provide data about the archives profession, archivists, and archival repositories.

THAT the following funding priorities be adopted for FY 2011 – FY 2014:

Professional Development Priorities:

- **Mosaic Program scholarships, internships, and travel awards directed to increasing the diversity of the profession.**
- **Scholarships for graduate archival education.**
- **Development of low-cost continuing education opportunities that will reach the entire profession with state-of-the-art information.**
- **Opportunities for leadership development for the profession.**
- **Opportunities for international exchange and professional development.**

Research Priorities:

- **Administration of a profession-wide survey of archivists.**
- **Administration of a profession-wide survey of archival repositories.**
- **Fellowship program to support research related to professional issues and practices.**

Support Statement: Based on the Foundation's mission statement and SAA's strategic priorities, the SAAF funding priorities for FY 2011 – FY 2014 focus appropriately on providing support for several aspects of professional education and for research that will provide data and information about the archives profession.

Fiscal Impact: Adoption of the priorities does not *per se* have any fiscal impact. Expenses associated with implementation of development activities (including preparation of grant proposals and solicitation of donations) are to be determined.

THAT the Development Plan for FY 2011 – FY 2012, submitted for Foundation Board review at its January 28, 2011, meeting be adopted.

Support Statement: The plan for Foundation development provides a general framework for communication with key audiences of prospective donors and funders. The plan is relatively modest and simple, given the current economic environment as well as the resources available within SAA and the Foundation to implement a development program at this time.

Fiscal Impact: To be determined. Expenses for the latter half of calendar year 2011 will be estimated in the proposed FY 2012 budget.

MAY 24, 2011, FOUNDATION BOARD MEETING

Request from SAA for Funds: 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.

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).

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.

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).

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 75th anniversary celebration.

THAT a new unrestricted fund, known as the Strategic Growth Fund, be established in honor of the Society of American Archivists' 75th Anniversary.

Support Statement: Established in 2011 in honor of the Society of American Archivists' 75th 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).

JUNE 27, 2011, ONLINE VOTE:

THAT the following description of the Strategic Growth Fund be adopted:

Established in 2011 in honor of the Society of American Archivists' 75th 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: Richardson
Second: Lawson
PASSED.

**Society of American Archivists Foundation
Board of Directors Meeting
June 1, 2008
Chicago, Illinois**

**Foundation Fundraising Committee
Report and Recommendations
(Prepared by Carla Summers)**

The Foundation Fundraising Committee met at SAA Headquarters on April 7 and 8. Chair Carla Summers convened the meeting at noon on Monday, April 7. Attendees: SAA Foundation President Mark Greene; Fundraising Committee members Elizabeth Adkins (chair of the SAA Fellows Steering Committee), James Fogerty, and Herb Hartsook; and staff members Nancy Beaumont (executive director) and René Mueller (project assistant). SAA Director of Finance/Administration Tom Jurczak joined the group for its Tuesday morning session.

Summers started the meeting by noting that the intended work product is a report and recommendations for consideration by the Foundation Board of Directors at its meeting in late May 2008. That report will include a communication plan. Major consideration should be given to how the group might assist in moving SAA members toward a “culture of giving” and toward thinking of the Foundation as a worthy recipient of donations. Special attention is needed to establish a focus for fundraising in order to clarify the list of funds (now scattered in two to three key support areas) and to give direction to staff. The sentiment is that there is a lack of simplicity in the funds.

I. BACKGROUND

A. Status of Annual Fund Drives

Analysis of Annual Giving Campaigns (1989-1993): The group reviewed a summary of the four annual giving campaigns completed between 1989 and 1993, noting that the number of Fellows participating ranged from 65 to 88; the percentage of donors who were Fellows ranged from 20 to 44 (the latter achieved in the first year of sending a targeted letter to Fellows); the average amount contributed ranged from \$35 to \$65; and the total donations ranged from \$2,316 to \$6,505.

Annual Fund Letters (1997-1998, 2000-2001, 2005-2007): The group reviewed the various approaches taken to the annual fund solicitation letters over time.

Voluntary Contributions (2001-2008): The group reviewed a summary of donations for the past 8 years, noting that donations reached a high in 2006 with establishment of the Emergency Disaster Assistance Fund for hurricane relief (334 contributions, average contribution of \$245.57 [including large donations from SAA, SSA, and several other regional organizations], total amount of \$82,019). 2007 was a strong year, due largely to a matching challenge put forth by then-President Elizabeth Adkins (380

contributions, average contribution of \$108.77, total amount of \$41,331). Through March 2008, the total amount of contributions for FY08 is \$19,938 (167 donors at an average of \$119.39).

B. Foundation Legal Status Update

Beaumont noted that there is still work to be done – from both legal and accounting standpoints – to complete transition of the Special Funds to the Foundation. She intends to focus on making the transition happen as soon as possible, with a goal of including appropriate announcements in any solicitations done in fiscal year 2009.

C. Council Development Committee Development Plan

Summers walked the group through a modified version of a draft development plan that the SAA Development Committee had worked on in March 2006. The fundraising plan in which Council would contact colleagues to raise money (outlined on page 3 of the Development Plan) was not addressed. The draft plan focused on efforts, such as American Archives Month, that are now active SAA programs. Other elements of the plan were noted, including the eventual need for an SAA staff position for development (mentioned on page 2). There was general recognition of the infrastructure needs of the SAA office.

Discussion Points:

Fogerty: There is a need to clarify the “bewildering array of funds” comprising the current Special Funds.

Hartsook: There is a need to focus on a limited number of funds. In addition, the make-up of the Foundation Board should be discussed and reconsidered.

Adkins: We might view the funds as “buckets” – Education, Travel Awards and Scholarships, Disaster Recovery, Research. This would simplify our goals by defining specific areas of giving or initiatives.

Hartsook: One purpose of the Foundation might be to underwrite important but under-funded workshops. Consider promoting the Foundation (with a flyer?) at the end of a positive workshop experience.

Summers: Consider providing workshops at SAA’s Annual Meeting to new members on the subject of raising funds from donors. This might work toward strengthening a “culture of giving” within SAA.

Greene: Don’t want to ignore the newest segments of members, including students and new professionals. Although they might not be able to give right away, it is an educational effort.

II. OLD BUSINESS

A. Draft Foundation Grant Review Committee Report

Summers noted that the Foundation Board had asked the Fundraising Committee to suggest a process for determining review of the Disaster Recovery award and the Minority Scholarship, and to report to the Board in May. Greene noted that a separate Minority Scholarship Task Force of the SAA Council may also suggest review procedures.

Discussion Points:

Hartsook: Again questions the makeup of the Foundation Board, suggesting that it should not comprise the full Council. Beaumont spoke of the need to keep the Foundation Board and SAA Council strongly connected in order to ensure good communication and collaboration and to avoid the challenges of competing boards that so many associations and related foundations face.

Adkins and Greene: Would like to see movement toward a hybrid approach that would be, perhaps, a smaller subset of the Council plus others who could provide external perspectives. Other perspectives might also be provided by vendors or others serving on the Fundraising Committee.

Adkins: Fundraising Committee might take on the task of drafting the annual giving solicitation.

Greene: Would like to see three entirely different letters for the three donor groups (Fellows, previous donors, never-been-donors).

Summers: Would like to see a finer breakdown of members by demographics, age, etc, in order to target communications more effectively.

Greene: Consider a timeline of three to five years for implementing these and other good ideas.

Summers: Suggests that all Foundation Board members be asked to contact 10 to 20 colleagues to solicit donations.

Adkins: Concerned about asking Council members to contact 10 to 20 colleagues based on workload and comfort level. Speaks to not having the Council and Foundation Board overlap completely.

Greene: Would like to find a way to account for in-kind contributions as part of any statement that the SAAF makes to funders. An “enormous” amount of time and value is donated (in kind) to SAA by the Council/Board, committee members, and others.

Fogerty: Most annual drives are done by letter. Phone calls generally are limited to a bigger, more specialized drive.

Hartsook: Ask for three-year pledge? Also consider including a flyer/brochure in workshop packets regarding Foundation donations.

Greene: Three-year pledge raises two questions: What are we raising money for? Are we going to define and recognize giving levels? (Beaumont noted that giving levels have been defined.) Identify by title and recognize in some way other than listing in newsletter.

Action Items:

- Greene will use the draft Foundation Grant Review Committee report that is on this agenda as the first draft for grant review procedures for the Foundation’s May meeting agenda?
- Include in the Board report the suggestion that the Fundraising Committee could take on the task of drafting the annual giving letter(s) for the President. Offer the option of drafting the letter or providing talking points that the President might then incorporate into a letter. Contact Boles to determine if there is a particular message or fund that he would like to emphasize in the 2008-2009 solicitation. The Committee could develop the letter in early November.
- Develop a methodology for accounting for in-kind contributions of time by volunteers.

- Provide an option for a three-year pledge using a structured solicitation. Past presidents, Foundation Board, and Fellows to do the “ask.” The Committee would provide a script for calling people, identifying 7-14 names this year and asking for three-year pledges.

B. Review Input from Members

Committee members reviewed materials submitted by Lanell James (a paper entitled “Moving Members Along the Continuum of Giving: A Fundraising Plan for the Society of American Archivists,” December 2006) and George Bain (“Proposal to Establish a Regional Archival Associations Scholarships Fund”).

Action Items:

- Summers to contact James to thank her for submitting her paper. Note that the dues increase proposal developed by the Council and presented to the general membership was conceived independently several months before James’s paper was received.
- Greene to thank Bain for his proposal and note that the Foundation will be establishing its own scholarship fund(s).

III. NEW BUSINESS

A. Discuss Survey Results

Committee members had surveyed 17 individuals to solicit their opinions on the following questions:

- What is/are the major reason(s) why you give to SAA?
- How should SAA publicize its new Foundation?
- What efforts do you find especially worthy of support within SAA?
- Would you be interested in a planned giving option from SAA?
- Currently donors are recognized in a list published once each year. Is that sufficient?
- What information should donors receive on how their gifts are used?
- Would you consider making a multi-year pledge and, if so, would you prefer a three- or five-year pledge period?
- Do you find the current list of SAA Special Funds helpful in deciding how to direct your gift?
- Would you consider giving to an SAA Foundation endowment that offered greater flexibility for the organization to respond to current and future needs?
- Is there a relationship between taking a leadership role in SAA and your willingness to give?

Summers compiled the results into a summary report. The results were discussed as part of the group’s larger discussion in the next section. It is clear that some members do not understand the prohibition on advocacy efforts due to the Foundation’s 501(c)(3) status. The group also discussed conducting additional surveys of non-givers (asking what would convince or inspire them to give) and donors at the upper level (asking what would convince or inspire them to double their gift).

Action Item:

- Ask survey respondents if we may use their comments as testimonials in *Archival Outlook* in July/August and September/October (and periodically thereafter?).

B. Draft Short-Term and Long-Term Funding Needs to Recommend to the Foundation Board

Discussion Points:

Fogerty: Survey results indicate a strong interest among “baby boomers” to donate to something that will live on, rather than just a general fund that is perceived to spend money as it comes in. Strongly recommends consideration of establishing an endowment to take advantage of boomers before they disappear from the profession.

Fogerty: Focus on what we’re asking for; a three-year pledge should focus on something special.

Adkins: Minority Scholarship. Fogerty: One or two special campaigns?

Fogerty: To build an endowment, ask 500 people to give \$1,000 each in order to build a \$500,000 endowment that yields \$25,000 per year in interest income. Income would be used to support activities in three or four major areas.

Greene: Broad areas to be supported might be strategic areas of association: Technology (development of best practices, workshops); Diversity (Minority Scholarship Fund, Pinkett, Minority Leadership Institute), and Public Awareness.

Purpose of the Endowment could be stated in “evergreen” terms: To support the Society’s current strategic priorities. The Endowment would “have lasting impact,” would “outlive every 12-month period.”

Start out by attempting to target three-year pledges to endowment (to support strategic priorities), while Annual Fund letter would be largely the same as it has been:

Endowed Fund*

X- Strategic Priorities

X- Ham

X- Peterson

* 3-year ask.

Annual (General) Fund

Professional Support

Awards

Prizes

Scholarships

Disaster Recovery

Norton Fund (unrestricted)

Endowment should be targeted to Fellows and high-income members as part of three-year giving campaign. The target list could include past presidents and past Council members. The annual fund should be pitched more broadly at the general membership. Talking points about the endowment would present it as a way to provide continuity across time and volunteer groups.

Minority Scholarship:

If we were to agree on a \$5,000/year ballpark for funding the Minority Scholarship:

\$100,000 -> \$5,000 / \$500,000 -> \$25,000

Greene: Seek external funds from funders who would have no other reason to give money to SAA (eg, Gates Foundation).

Adkins: Approach NEH (via Wurl) for seed money for the scholarship?

Greene: Matching money may be the best we could hope for.

Summers: Find out what IMLS does.

Fund out of SAA operations in FY08? And in FY09?

Hartsook: Combine Pinkett with Minority Scholarship, endow it, continue to give travel awards (ie, current Pinkett), and guarantee for at least year one of the funding of the Minority Scholarship. Make it more robust. Could Pinkett Endowment be a separate fund within a larger Endowment Fund? What would the accounting rules dictate in keeping track of it?

Action Items:

- Beaumont and Jurczak to talk with auditors and legal counsel about any pitfalls associated with establishing large endowments. Beaumont to consult with fundraising expert on pitfalls, as well as proposed timing of launch of endowment in relation to annual giving.
- Include funding for Minority Scholarship at \$5,000 in draft FY09 SAA operations budget. Highlight in budget narrative for the SAA Council.
- Beaumont to contact Pinkett leaders informally to discuss the idea of combining the Pinkett Fund with the Minority Scholarship into one fund, presumably called the “Harold T. Pinkett Endowed Fund (or Endowment).”

C. Outline Communication Plan

Committee members reviewed sample communication plans of the ARMA International Educational Foundation, the University of Nevada Las Vegas Libraries, and the University of Kansas Libraries. They agreed to follow SAA’s communication planning process of identifying key audiences, then the key messages per audience, and then the key mediums for each audience and message. Ranking of key audiences was limited to indicating first or second priority. See Appendix for draft communication plan.

D. Review Draft Grant Proposal for Foundation Board Development

Committee members briefly discussed a draft report, prepared by Summers for submission to the Foundation Board of Directors in May 2008, suggesting that she and/or the Committee be permitted to approach a corporate entity about matching members’ first contributions to the Endowment (concept of NEH challenge grant). Summers indicated that she would be willing to contribute her time after her Foundation Board tenure ends to pursue this activity.

Action Items:

- Beaumont to distribute Committee meeting notes as soon as possible.
- Draft of Foundation report due to SAA office by May 2.
- Jurczak to send to Committee members 1) March-end fund status information and 2) a summary of paperwork regarding creation of special funds.
- Adkins to explore background of ARMA Foundation: When was it founded? How much has it raised?

- Beaumont to consider options for having a silent auction at the annual meeting as a means of raising funds for the Foundation.
- Beaumont to consider “borrowing” from ARMA some aspects of its brochure, “Your Foundation for the Future.”
- Boles to make appointments to Fundraising Committee. Summers and Hartsook are scheduled to rotate off; both could be interested in remaining on Committee. Summers suggests Sly or Vogt-O’Connor to serve as chair, Primer to join Committee as he rotates off the Council and Foundation Board.
- Boles to schedule Fundraising Committee meeting at annual meeting.
- Beaumont to include in proposed FY09 budget (on the B List, Norton Fund) funding for a consultant to review the Fundraising Committee’s proposals and to assist in launching an Endowment.
- Greene to include on agenda for May Foundation meeting the topic of Foundation Board members’ willingness to participate in soliciting funds.
- Greene to approach the past presidents early in 2009 about developing a match. Greene and Adkins to sign the letter. State a goal and suggest a \$500 contribution.
- Summers to investigate matching funds for initial endowment fundraising.

The meeting was adjourned at 10:30 am on Tuesday, April 8.

IV. RECOMMENDATIONS FOR CONSIDERATION BY THE SAA FOUNDATION BOARD OF DIRECTORS

- Greene to appoint a Foundation Grant Review Committee.
- Greene to test Foundation Board members’ willingness to participate in soliciting funds.
- Boles to schedule Fundraising Committee meeting at annual meeting.
- The Fundraising Committee to take on the task of drafting the annual giving letter(s) for the President or, if the President prefers, of providing talking points to incorporate into the letter. The Committee would determine if the incoming president had a particular message or fund that s/he would like to emphasize in the 2008-2009 solicitation. The Committee would develop the letter in early November.
- Greene and Adkins to approach the past presidents early in 2009 about developing a match for the coming endowment campaign. State a goal and suggest a \$500 contribution.
- Beaumont and Jurczak to talk with auditors and legal counsel about any pitfalls associated with establishing large endowments. Beaumont to consult with fundraising expert on pitfalls, as well as proposed timing, of launch of endowment in relation to annual giving.

- Begin a three-year pledge campaign using a structured solicitation for contributions to an endowment. The Foundation Board and Fellows to do the “ask.” The Fundraising Committee would provide a script for calling, each identifying 7-14 names this year and asking for three-year pledges.
- Contact Pinkett leaders informally to discuss the idea of combining the Pinkett Fund with a Minority Scholarship into one fund, presumably called the “Harold T. Pinkett Endowed Fund (or Endowment).”
- Conduct a silent auction at the annual meeting as a means of raising funds for the Foundation.
- Include in proposed FY09 budget (on the B List, Norton Fund) funding for a consultant to review the Fundraising Committee’s proposals and to assist in launching an Endowment campaign.
- Develop a methodology for accounting for in-kind contributions of time by volunteers.

Appendix, Agenda Item VIII.A.

SAA FOUNDATION FUNDRAISING COMMITTEE

Draft Communication Plan

Communication Goals

Increase awareness of giving opportunities and outcomes:

- Show the need
- Show a vision of the future (“Here’s __”)
- Show what was done with the money (demonstrate stewardship)
- Show how you’ll recognize the gift (may be important to vendors)

Key Audiences

Internal

- Current and past presidents (1)
- Current and past Council members (1)
- Fellows (1)
- Members
 - High-end members (1)
 - Past donors/members (1)
 - Never-been donors/members
 - Staff
 - Past staff
 - Institutional members (2)
 - Scholarship recipients
 - AACR (for Pinkett) (Sections/RTs parallel to issues of the ask) (2)
 - Retirees (2)
 - Members who have purchased products/services (2)
 - Archival educators (members and nonmembers)

- Students (2)

External

- Vendors (2)
- Past donors who are not members (1)
- Nonmember workshop attendees
- Nonmember publications purchasers
- Major archives customers/patrons (genealogists)
- State archivists (2)
- Companies that have archives programs (2)

Key Messages / General

- The creation of the SAA Foundation represents a milestone [or] SAA has matured as an organization and has reached a point in its organizational life at which it is prepared to, and capable of, raising money and spending the income in a strategic and prioritized way.
- Endowment to support strategic priorities + \$250,000.
- Emphasize Minority Scholarship (tied to diversity priority).

Key Messages / Endowment

- [See Paul McCarthy response to survey for articulate messages.]
- Future focus.
- Addresses strategic priorities of profession (current and future).
- Endowment offers a way for the Society to address strategic priorities identified by SAA on an ongoing basis.
- Building a corpus of funds, the income from which enables the Society to address priorities on a sustained and ongoing basis.
- Permanent self-sustaining financial resources.
- Concept of investment resonates with younger audiences.
- Developing and disseminating best practices through research, publications, and education offerings, and promoting diversity through programs including scholarships and awards.
- Baby-boomer-specific key message about why “we” entered the profession, including the ideals associated with being an archivist. Adkins: Profession has given me so much; this is an opportunity to give back.
- Much more about giving back....
- Serving the entire archives profession and its users (and the beneficiaries of all that we do).
- Practice, education, and research.
- Major pushes:
 - Diversity = Minority Scholarship;
 - Technology = research into best practices (and development);
 - Public Awareness = heightening public awareness of the contributions of archives and archivists (through the support of such activities as American Archives Month and MayDay).
- Three-year pledge.

Key Messages / Annual Giving:

- Restructuring to create Foundation.
- Supports dynamic awards program (importance of recognition within the profession).

- Norton Fund supports broad educational mission of the Foundation.
- Conversion of the “Katrina Fund” to the National Disaster Fund.
- Consider giving to all the funds, but [Frank’s/the Foundation president’s] choice for focus is what?

Mediums / Timelines

Hartsook: Include these sorts of messages in newsletter pieces that provide testimonials on behalf of the Foundation.

Fogerty: We need an expert fundraiser’s perspective on launching both the endowment and the annual fund at the same time. The endowment fund should be clearly differentiated; don’t ask people to make a choice.

Annual giving campaign might occur in November 2008 (as in the past).
Endowment campaign could be kicked off in Spring 2009.

Fellows event in San Francisco: Progress report on Foundation (we’re not asking for anything yet).
Provide a handout on the Foundation that mentions the Endowment and when it will launch. Launch Endowment in June 2009 if possible.

Summers: How to develop planned giving by next spring as well?

Can we give the Fellows Steering Committee (Adkins, Blouin, Jefferson, Mooney, Sniffin-Marinoff) an assignment?

**Society of American Archivists Foundation
Board of Directors Meeting
August 25, 2008
San Francisco, California**

**Report: Establishment of Endowment Fund
(Prepared by Nancy Beaumont)**

BACKGROUND

At its May 2008 meeting, the SAA Special Funds (Foundation) Board of Directors charged staff to “talk with the auditors, legal counsel, and a fundraising expert about the pros and cons associated with establishing endowments, with a report to the Foundation Board of Directors by August 2008” (Motion 2). This motion stemmed from a recommendation by the Fundraising Committee that the Foundation consider establishing an endowment as a means of “building a corpus of funds, the income from which enables the Society to address priorities on a sustained and ongoing basis.” Further, the Fundraising Committee believes that a permanent endowment would appeal to certain members who may wish to make an “investment” in “something that will live on.”

In preparing the “pros” and “cons” below, staff consulted with Len Weitz (principal of Mann Weitz, SAA’s auditing firm); Paula Cozzi Goedert (partner with the law firm of Barnes and Thornburg); Christine Williams, CFRE (executive vice president of the American Society of Civil Engineers Foundation and immediate past president of the Association Foundation Group); Paulette Maehara, CFRE (president and CEO of the Association of Fundraising Professionals); Charles Martin, CAE, CIA (chief operating officer of the American Physical Therapy Association and the Foundation for Physical Therapy); and Robert J. Brennan (executive director of the Foundation for Physical Therapy).

DISCUSSION

Pros of Establishing a Permanent Endowment

- Serves as an annuity for the program.
- Provides annual funding for the designated program.
- Can attract planned giving money. Donors may consider funding endowments with both outright and planned gifts.
- An endowment fund can be promoted as a “value added” to the Society.
- Endowment plans allow a foundation to raise larger dollar amounts “because astute or wealthy donors will not ordinarily donate to unrestricted funds. They want their funds to be used ‘in perpetuity.’”
- Endowment funds allow for more stability in revenues/earnings from year to year. “You may choose to allocate unspent earnings to principal, make available some or all earnings for current use, future use, or a combination. A reserve fund may offset fluctuations in principal as market changes occur, providing stable spending levels.”

- Provides donors with a sense of security. “An organization with a significant endowment usually is perceived as having more staying power than one struggling to make ends meet.”

Cons of Establishing a Permanent Endowment

- It can take many years to raise the minimum level of money to fund the endowment principal.
- The earnings from the fund (currently around 5%) may not be enough to cover the expenses of an active program.
- It will cost money to manage the investment of the endowment funds. This fee will come out of the earnings of the endowment fund.
- “Where will the money come from to manage the programs related to the endowment?” “Many associations subsidize their foundation’s operations by providing office space, business services, and even paying staff salaries. Those are the real costs that need to be considered and calculated into the foundation equation. That equation should also include a calculation of how long the association plans to provide support to the foundation – financial or otherwise.
- “With an endowment plan, you still need to have a certain percentage go to unrestricted in order that you can perform the core functions (i.e., opening the door) of the organization.” “We try to have 10% of revenue flows into a permanently restricted fund (endowment) allocated to unrestricted so that the day-to-day activities are funded.”
- What happens to the funds collected if the fundraising goal is not met?
- “It’s very important to have a minimum gift requirement to start an endowment, and possibly an annual gift requirement for named endowments when the donor is still alive. It’s also important to cover all the above points in the documentation for each endowment whether it be a specifically named fund or a board-created fund. Outlining these points in the documentation will introduce reality to the process and level the expectations of all involved. I don’t think boards look far enough into the future when they decide to create an endowment or accept a gift for a named fund. I also think that setting the minimum gift requirement for a named endowment high (\$250,000) creates more of a sense of importance for each endowment. A clear policy on establishing an endowment should help mitigate challenges that may arise when a donor wants to establish a fund, but doesn’t have or want to make a large donation to do so.”
- “An association foundation cannot exist on the vague premise that it raises funds to benefit a professional discipline or trade. People don’t contribute money to help professions; they make contributions to address a specific perceived need. The broader the foundation’s or fund’s impact, the broader its base of donors.”

The SAA staff has received information from the attorney to the estate of a recently deceased SAA member that the member has named SAA in her will. The donation is of substantial value, and could be used to “jumpstart” a permanent endowment.

Note that the request for proposal for a fundraising consultant at Agenda Item V.B. includes the following: “...consulting services to assist the Society in developing a fundraising plan for the Foundation, with an emphasis on reviewing the current status of the Foundation; analyzing the feasibility of creating a permanent endowment; and, if establishment of a permanent endowment appears feasible, assisting in drafting a development plan.” I suggest that the feedback received from the outside sources as well as from members of the SAA Foundation Board be provided to the consultant and incorporated into the analysis and report that is scheduled to be delivered to the Board in February 2009.

Please let me know if you have any questions or concerns.

**Society of American Archivists Foundation
Board of Directors Meeting
August 25, 2008
San Francisco, California**

**Report: RFP for Fundraising Consultant
(Prepared by Nancy Beaumont)**

At its May 2008 meeting the SAA Special Funds (Foundation) Board of Directors charged staff to develop a request for proposal for a fundraising consultant to assist the Board and staff in considering whether and how to launch an endowment for the purpose of “supporting the Society’s current strategic priorities.”

The following RFP will be issued to a list of prospective fundraising consultants by September 15, 2008. Your comments and suggestions are welcome.

**Request for Proposal
Consulting Services for
Society of American Archivists and SAA Foundation**

The Society of American Archivists and its Foundation invite proposals from association fundraising professionals interested in providing consulting services to assist the Society in developing a fundraising plan for the Foundation, with an emphasis on reviewing the current status of the Foundation; analyzing the feasibility of creating a permanent endowment; and, if establishment of a permanent endowment appears feasible, assisting in drafting a development plan.

BACKGROUND

The Society of American Archivists – founded in 1936, incorporated in the District of Columbia, and headquartered in the State of Illinois – is a 501(c)(6) organization whose mission is to serve the education and information needs of its members and to provide leadership to ensure the identification, preservation, and use of the nation’s historical record.

In 1963 the Internal Revenue Service approved creation by the Society of American Archivists of a 501(c)(3) organization, the “Special Projects Fund,” organized for the purpose of receiving charitable donations. The “Special Projects Fund” has, over the years, received donations for the purposes of providing awards for achievement in various aspects of the archives profession, providing travel awards (“scholarships”) to minority students and others applying for support to attend the Society’s Annual Meeting, and providing support for research and development in the areas of education and publications.

In 2006, on the advice of SAA's auditors, the SAA Council (the Society's governing body) authorized the regrouping of the many distinct special funds for the purposes of streamlining accounting and strengthening the fundraising message.

Further, the SAA Council has:

- Approved the renaming and reconstituting of SAA's 501(c)(3) Special Projects Fund as the Society of American Archivists Foundation.
- Approved establishment of a foundation board of directors consisting of all members of the SAA Council.

The SAA Foundation Board of Directors has:

- Adopted the following mission statement for the re-named entity: "The Society of American Archivists [Foundation] is the nation's leading source of nonprofit funding dedicated solely to the interests of archives and archivists. The mission of the SAA [Foundation] is to enrich the knowledge and enhance the contributions of current and future generations by championing efforts to preserve and make accessible the evidence of human activity and records of enduring value. The [Foundation] achieves this mission by funding public and professional education initiatives through programs and scholarships. Other activities include research, publications, and awards."
- Approved an interim board structure.
- Directed the executive committee to work with legal counsel to prepare a set of bylaws and establish other appropriate governance structures and policies to ensure fiduciary accountability and ensure that ultimate control over the direction and governance of the foundation shall reside in the SAA Council.
- Approved the creation of a fundraising committee.
- Established giving levels.
- Established a policy on naming of funds or projects.
- Approved gift acceptance policies and procedures.

Internal Revenue Service and State of Illinois approval of the legal paperwork for these actions is pending.

SERVICES REQUESTED

- Conduct a review of the current status of the transition of the Special Projects Fund to the SAA Foundation and recommend ways in which related processes might be strengthened and expedited.
- Indicate if/how new 990 regulations would affect the Foundation.
- Conduct such interviews and surveys as may be necessary to determine the feasibility of 1) maintaining an unrestricted general fund whose purpose is to provide support for awards, prizes, scholarships, disaster recovery, and other needs and 2) establishing an endowment of \$500,000, whose purpose would be to "support the Society's current strategic priorities" as well as a minority scholarship fund and an existing scholarship fund (the F. Gerald Ham Fund).

INFORMATION TO BE INCLUDED IN PROPOSAL

- Understanding of the services to be provided.
- Background of the individual and/or firm, including years in business, number of employees, areas of expertise, etc. How do you distinguish yourself from other consultants/firms?
- Identify your firm's qualifications and describe your not-for-profit experience with professional associations (501(c)(6)) as well as foundations (501(c)(3)).

- Include a general discussion of your firm's basic approach to performing a consultation of this nature.
- With a goal of presenting a report and recommendations to a February 2009 meeting of the Council/Board, provide a timeline for completion of gathering of information, analysis of that information, and presentation of results and recommendations.
- Estimate number of hours to be spent on the project. Describe your policy on cost overruns.
- Fees for services to be provided, as well as an estimate of any out-of-pocket expenses.
- Provide a list of five of your other clients that are most similar to SAA, describe these similarities, indicate duration of service to each client, and provide the name and telephone number of a contact person for each.

TIMELINE FOR SELECTION PROCESS

- If at any time during the process you have questions, please direct them to SAA Executive Director Nancy Beaumont at 866-722-7858 or nbeaumont@archivists.org.
- **October 17, 2008:** All proposals are due at Society of American Archivists headquarters by 5:00 pm Central time. Send your proposal via email to Nancy Beaumont at nbeaumont@archivists.org AND call to confirm receipt of the email message. Or mail or deliver your proposal to Nancy Beaumont, Executive Director, Society of American Archivists, 17 North State Street, Suite 1425, Chicago, IL 60602. The proposals will be reviewed by SAA's President, Executive Director, and Director of Finance/Administration.
- **November 21, 2008:** A final selection will be made.

**Society of American Archivists
Special Funds (Foundation) Board Meeting
August 25, 2008
San Francisco, California**

**Preliminary Report:
Foundation Funding for SAA Initiatives and Endowments
(Prepared by Diane Vogt-O'Connor and Ann Russell)**

From an email message to the SAA Council / Foundation Board on Thursday, July 31:

Dear All:

Here is the very first draft foundation list. I will keep pounding at it and should add in Ann's information shortly as soon as I have more than a foundation name.

At this point, please send me comments on format, missed foundations that I should add (with the appropriate information attached if possible), and suggestions on what to drop or add. Sorry that some foundations repeat in several categories, but in some cases we have options as to which category we deploy them in.

See attached.

Diane

DRAFT One
Foundation Funding for SAA Initiatives and Endowments

Advocacy:

- **John D. and Catherine T. MacArthur Foundation** gives nationally with an emphasis in Chicago on education, particularly public education; international human rights; peace, and security; media—particularly film/video; public policy, and research including fellowships, general/operating support, program development, and research. Gave 10M to the Smithsonian to coordinate the Encyclopedia of Life, 5M to the Carnegie Endowment for International Peace for their endowment; 1.8M to the University of Wisconsin to develop and test a comprehensive media literacy curriculum and develop approaches to assessment; 1.8M to Northwestern University for low income families research; \$250,000 to the Center for International Forestry Research in Indonesia; etc.

Diversity:

- **Bound to Stay Bound Books Foundation** gives to libraries, graduate scholarships for library students and higher education and human services, particularly in Illinois (SAA). They fund endowments, program development, scholarship funds, individual scholarships, and sponsorships.

Grants range from \$500-\$35,000. Most recently they have given \$19,000 to ALA in Chicago for general support; \$10,000 to Morgan County Historical Society in Jacksonville, IL; and \$26,000 to Illinois College for scholarships.

- **The Bridgestone/Firestone Trust Fund** gives nationally to public organizations, libraries, museums, parks, education, arts and culture, legal issues, employment training, civil rights, and community development including capital campaigns, continuing support, emergency funds, exchange programs, fellowships, sponsorships, and endowments. Grants range from about \$25,000-\$800,000.
- **Gladys Brooks Foundation** gives to the states of CT, DE, FL, IL, IN, MD, ME, NH, NY, OH, PA, RI, TN, and VT for education endowments to fund scholarships based on leadership and academic ability, and libraries for endowments, as well as equipment. Gladys Brooks was an avid collector who became interested in the welfare of underprivileged children. Grants range from \$10,000-\$350,000.
- **The Ford Foundation** gives nationally and internationally to innovative people and institutions worldwide to strengthen democratic values, reduce poverty and injustice, promote international cooperation, and advance human achievement in three broad categories 1: asset building and community development; 2. knowledge, creativity, and freedom, and 3) peace and social justice. In particular the foundation seeks to increase educational access and quality for the disadvantaged, to educate new leaders and thinkers, and to foster knowledge and curriculum supportive of inclusion, development, and civic life. Some of their many areas of interest include civil rights, education, government/public administration, higher education, international human rights, law/international law, leadership development, public affairs, research, and youth development, particularly for the economically disadvantaged, immigrants, minorities, and women. Grants to organizations range from \$10,000-15M. Grants to individuals range from \$13,000 to \$200,000. Gave \$650,000 to National Association of Universities and Institutes of Higher Education in Mexico City to expand academic and support services for indigenous students. Gave \$400,000 to Workforce Alliance in DC to support public policies that support training, advancement, and economic security of low wage workers. Gave \$200,000 to 7th Generation Fund for Indian Development to support native artists and arts organization and programs.
- **John D. and Catherine T. MacArthur Foundation** gives nationally with an emphasis in Chicago on education, particularly public education; international human rights; peace, and security; media—particularly film/video; public policy, and research including fellowships, general/operating support, program development, and research. Gave 10M to the Smithsonian to coordinate the Encyclopedia of Life, 5M to the Carnegie Endowment for International Peace for their endowment; 1.8M to the University of Wisconsin to develop and test a comprehensive media literacy curriculum and develop approaches to assessment; 1.8M to Northwestern University for low income families research; \$250,000 to the Center for International Forestry Research in Indonesia; etc.
- **The Carl and Lily Pforzheimer Foundation, Inc.** gives nationally to libraries, cultural programs, adult education, and youth development, particularly for endowments, fellowships, internships, professorships, program developments, publications, scholarship funds, and seed money. *Note: There is a direct archival link here as the foundation owned the Pforzheimer Library of English literature printed from 1475-the 17th century, half of which was sold to the UTA and half was given to the NYPL.* Grants range in size from \$25,000-\$400,000. Recently gave \$400,000 to the Schlesinger Library endowment fund; \$250,000 to the Bodleian Library to purchase a manuscript; \$400,000 to Pace University for an endowment; and \$250,000 to Harace Mann School for a financial aid endowment fund.
- **The Proctor& Gamble Fund** gives nationally to arts and culture, education, disaster relief, youth development, and economically disadvantaged peoples particularly for historic preservation/historical societies, museums, and youth development and education. Grants range from \$50 to 1M. Gave 1M to the National Underground Railroad Freedom Center, \$200,000 to Ohio State University, etc.

- **The G. Unger Vetlesen Foundation** gives nationally in the arts, environment, libraries/library science, and research including annual campaigns, building/renovation, capital campaigns, continuing support, endowments, equipment, professorships, program development /research and scholarship funds. Gave \$500,000 to Columbia University for general operating support plus an additional \$240,000 for an aware; gave Oregon State \$125,000 for general operating support; gave the University of Miami \$125,000 for climate change studies; gave MIT \$100,000 for a program.

Foundation Endowment:

- **The Bridgestone/Firestone Trust Fund** gives nationally to public organizations, libraries, museums, parks, education, arts and culture, legal issues, employment training, civil rights, and community development including capital campaigns, continuing support, emergency funds, exchange programs, fellowships, sponsorships, and endowments. Grants range from about \$25,000-\$800,000.
- **Gladys Brooks Foundation** gives CT, DE, FL, IL, IN, MD, ME, NH, NY, OH, PA, RI, TN, and VT for education endowments to fund scholarships based on leadership and academic ability, and libraries for endowments, as well as equipment. Gladys Brooks was an avid collector, who became interested in the welfare of underprivileged children. Grants range from \$10,000-\$350,000.
- **The Packard Humanities Institute** (*by invitation only—we need to find someone who can get us an invitation*) creates tools for basic research in the humanities to foster public interest in the history, literature, and music of the past. Has given 2M to UTA for archaeological excavations, conservation, and pubs; \$535,000 to UCLA or film preservation staff; \$350,000 to Stanford for film lab operations; \$178,000 to George Eastman House IMP for film preservation, etc. etc.
- **The Carl and Lily Pforzheimer Foundation, Inc.** gives nationally to libraries, cultural programs, adult education, and youth development, particularly for endowments, fellowships, internships, professorships, program developments, publications, scholarship funds, and seed money. *Note: There is a direct archival link here as the foundation owned the Pforzheimer Library of English literature printed from 1475-the 17th century, half of which was sold to the UTA and half was given to the NYPL.* Grants range in size from \$25,000-\$400,000. Recently gave \$400,000 to the Schlesinger Library endowment fund; \$250,000 to the Bodleian Library to purchase a manuscript; \$400,000 to Pace University for an endowment; and \$250,000 to Harace Mann School for a financial aid endowment fund.
- **The G. Unger Vetlesen Foundation** gives nationally in the arts, environment, libraries/library science, and research including annual campaigns, building/renovation, capital campaigns, continuing support, endowments, equipment, professorships, program development /research and scholarship funds. Gave \$500,000 to Columbia University for general operating support plus an additional \$240,000 for an aware; gave Oregon State \$125,000 for general operating support; gave the University of Miami \$125,000 for climate change studies; gave MIT \$100,000 for a program.

Technology:

- **AT&T Foundation** gives nationally to organizations involved with education with an emphasis on creating learning opportunities, promoting academic and economic achievement, and addressing community needs. Offers specific programs for high school students, grants to nonprofits involved with the arts and culture, education, and community development; and higher education and cultural matching gifts. Grants range widely, but recently gave 3.8M to One Economy Corporation in DC to provide low income technology packages; 2.3M to Scholarship America to give scholarships; \$953,000 to Community Technology to fund technology for the economically and socially disadvantaged; \$500,000 to McNay Art Museum to build a museum wing with up-to-date technology; etc.

**Society of American Archivists Foundation
Board of Directors Meeting
May 26, 2011
Chicago, Illinois**

**Action: Articles of Incorporation and Bylaws
(Prepared by Nancy Beaumont and Tom Jurczak)**

BACKGROUND

At its January 28, 2011, meeting the SAA Foundation Board discussed a variety of governance issues in response to two staff reports, “Draft Articles of Incorporation and Bylaws” (II.A) and “Governance Structure” (III.A.). Specifically the Board reviewed decision points regarding composition of the Foundation Board, selection of Board members, timing of meetings, and other aspects of governance that should be included in the organization’s foundational documents. Beaumont and Jurczak were charged to continue work with legal counsel (Linda Maroney of Drinker, Biddle and Reath, LLP) to revise the draft Articles of Incorporation and Bylaws per the Board’s direction and resubmit them for final review and vote at the May 2011 Board meeting.

DISCUSSION

The draft Articles of Incorporation (Appendix A) and Bylaws (Appendix B) of the Society of American Archivists Foundation 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.

The Articles of Incorporation and Bylaws are put forward for approval by both the SAA Council (as the “Corporate Member”) and the current Foundation Board of Directors (the “Corporation”). The current Foundation Board will 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 in August 2011).

Counsel advises that for various legal, financial, strategic, and philanthropic reasons, it is 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. Therefore, we intend 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

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 staff time from Beaumont and Jurczak.