



Leadership Talking Points and FAQs for Referendums

2014

This set of talking points and FAQs will assist you in communicating with Members about the 2014 referendums. The referendums are a complex series of changes to the documents themselves that codify the way SAF is already conducting business or update our governance based on new DC law.

Talking Points

- We encourage you to **VOTE FOR** each of the ballot questions.
- The referendums are the result of several years' work by Council, the Membership and Credentialing Task Force, and an ad hoc committee—chaired by Dr. Kim Steiner—that examined all of SAFs governing documents and recommended changes.
- This process has been Member driven.
- The changes to the Articles and the Constitution (to be renamed Bylaws) are in large part required by changes in the District of Columbia law for nonprofits.
- Council has structured the ballot very carefully to ensure that significant changes to the documents are ordered sequentially and to give Members the ability to consider each major question separately.
- Our existing Articles of Incorporation were written in the 1920s. The new Articles are designed to bring the document into the 21st century.
- Our existing Constitution is the fundamental governance document of SAF. The changes to this document were required to transform the Constitution into Bylaws under the new DC law.
- Many of the rules and procedures that are in the current Constitution and the current Bylaws will move to policies and procedures, probably in a document to be called the "Board and Society Governance Manual."
- The revised Mission Statement will serve as the "purpose" of SAF in the new Articles of Incorporation if accepted by the membership. The revisions are to convey our common understanding of the mission of SAF
 - in a way that more fully explains the relationship of science, education, and technology to the sustainable management of forest resources, and
 - by relating the knowledge, skills, and conservation ethic of our Members to the long-term value of forests to society.
- The membership category consolidation is designed to simplify how national office staff manages the membership categories while clarifying that all members hold the same voting rights. Nothing in this series of votes changes any Member's rights to vote. The qualifications for membership will not change.

FAQs

1. Why is SAF reincorporating in DC when the national office is located in Maryland?

The national office was located in DC until the mid-1970s. In 1928, we became incorporated under the 1901 DC law. Since we are currently recognized as a non-profit under DC law, staying under DC law is less complicated than incorporating in a new state.

2. Why is SAF changing its governance documents at this time?

In essence, SAF is operating under a law that is 113 years old. In 2010, DC passed the new *Nonprofit Corporation Act* updating governance requirements for nonprofits; the Act took effect in 2012. This new law benefits SAF; staying under the 1901 laws restricts SAF's ability to take advantage the 2010 law. The 1901 law is not clear on rights of members nor takes into account our 501(c)(3) status.

3. What are the Members' rights to change these documents in the future?

The Articles of Incorporation will remain the Articles of Incorporation and will continue to be updated by a vote of the membership. The Constitution will be renamed the Bylaws and will continue to be updated by a vote of the membership. The current SAF Bylaws, which are much like operating procedures, can be changed by Council. The information in that document will be placed into policies and procedures and will continue to be updated by Council.

4. Why is Council being renamed as the Board of Directors?

The DC laws does not accept the term "Council" as a governing board. The name change follows DC law. It's important to remember that it does not change the function or role of Council within SAF.

5. Is the number of Council Districts being changed?

No, the draft Bylaws and Articles of Incorporation list a total of 14 board members. This includes 11 districts, a Vice President, President, and Immediate Past-President. The term limits, number of districts, and size of districts is not changing.

6. Why are Fellows no longer a membership category?

DC law states that all member types must have voting rights. Since Fellows are already members, we cannot list them as a membership category. Fellows are listed as a special recognition for members.

7. Why is the title of Executive Vice President being changed to Chief Executive Officer?

The current practice for nonprofits is to name the head staff member as CEO and is a more accurate description of the relationship between the CEO and Board of Directors.

8. Why are the officers changing?

Currently, the Vice President, President, and Executive Vice President are listed as SAF's officers. Under the new law, the CEO (formerly the EVP) cannot be an officer of the Board. This follows modern practice of corporations. In addition, the DC law mandates that the officers include a secretary-treasurer. This new officer position will be filled by one of the 11 Council members. By practice, this person will most likely be the chair of the Finance Committee. Only current Council members can be members of this committee.

9. What are Committees of the Board?

Currently, Council has committees that take the lead on key governance issues including the Executive Committee and Finance Committee. DC law requires that boards have specific committees including Executive; Finance; and Audit. Only Board members can serve on Committees of the Board.

10. What are advisory committees?

Advisory Committee is the term used to describe national committees. Only those committees currently listed in the SAF Bylaws appear in the draft Bylaws. The Board can establish additional committees as needed.

11. Why are changes to the SAF mission statement and consolidation of membership categories separate votes?

Council accepted the recommendation of the Membership and Credentialing Task Force to change the mission statement and consolidate the membership categories in December 2013. First, membership will vote on modernizing our governance documents to meet the requirements of the new DC law.

The votes to change the mission statement and membership categories are considered “subsequent” changes to the governance documents. This means that the passage of the new Articles and Bylaws does not automatically change the mission statement or consolidate the membership categories. The ballot measures are designed to allow members the ability to consider the changes individually. The subsequent changes that are approved by the membership will be incorporated into the Articles and Bylaws prior to filing the new documents under the new DC law.