



ABFE

A Philanthropic Partnership for Black Communities

Dear ABFE Member:

We are writing to inform you of an upcoming change to ABFE's By-laws. Article X provides guidance on changing ABFE's By-laws. As stated therein:

ARTICLE X

AMENDMENTS

Except as otherwise required by law, these by-laws may be amended, altered or repealed by an affirmative vote of two-thirds of the Directors at any regular or special meeting of the Board of Directors, provided always that not less than 15 days' notice shall have been given to the members of the Corporation, which notice shall include a statement of the proposed amendments.

[Adopted by the Board of Directors of the Association of Black Foundation Executive, Inc. at its meeting held on October 20, 2008]

We are taking the Nominations Committee, defined below, and rolling its responsibilities into that of a Governance Committee, with expanded responsibilities:

Current language of Article V currently reads:

ARTICLE V

BOARD OF DIRECTORS

5.01 NOMINATIONS AND ELECTION AND TERM OF OFFICE. The Chairperson of the Board of Directors may annually or renew the selection of a Director to serve as Chairperson of the Nominating Committee. The Committee will develop and implement a process of identifying and nominating a slate of potential candidates from the membership to serve on the board. The Nominating Committee may also, by direction of the Board of Directors, identify candidates to fill vacancies created by board members who have left the board leaving unexpired terms service. The slate of candidates will be elected by the members in good standing at each annual meeting of the general membership.



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Article 5.11 will now read as follows:

5.11 GOVERNANCE COMMITTEE OF BOARD OF DIRECTORS

The Governance Committee shall consist of not less than three (3) voting members of the Board appointed by the Chair. The Governance Committee shall make recommendations to the Board from time to time relating to governance, committee charters and provisions, bylaw provisions, ethics policies and related matters. The Governance Committee shall serve as the nominating committee and shall make nominations for election to the Board at its annual meeting and shall make nominations of candidates for the officers of the organization. The Governance Committee shall also nominate candidates for any vacancies which may occur on the Board or in any office of the organization. In its function as the nominating committee, the Governance Committee may invite persons who are not members of the Board and others to suggest and recommend candidates from a broad spectrum as candidates to serve on the Board of ABFE.

In addition, we are recommending the addition of the following, new article—5.12 to the ABFE By-laws, which will permit non-board members to serve on ABFE Board Committees:

5.12 NON-BOARD MEMBERS SERVING ON BOARD COMMITTEES

Non-board members may be permitted to sit on board committees given that the Committee Chair is in approval and that no more than three members of the Committee is comprised of non-board members at any given time. Identifying non-board member candidates shall be the purview of board committee chairs, and will require approval by the Chair of the Board.

If you have any questions or concerns regarding these changes, you must let us know by Monday, February 23, 2015.

Kind regards,

Alvertha Penny
Governance Committee Chair

Toya Randall
Board Chair

Susan Batten
President & CEO