



## San Francisco Bay Area Federal Executive Board

# Bylaws

PROPOSED Revision V, June 8, 2017

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<p><b>ARTICLE I Name</b></p>		<p>The title of this organization will be the <b>San Francisco Bay Area Federal Executive Board (SFEB)</b>.</p>
<p><b>ARTICLE II Authorities &amp; Oversight</b></p>	<p><b>Section 1 Authorities</b></p>	<p>Federal Executive Boards (FEB) were established by:</p> <ol style="list-style-type: none"> <li>1) direction of the President in a memorandum to heads of Executive Branch departments and agencies, dated November 10, 1961;</li> <li>2) a memorandum to the Director, Bureau of the Budget, August 13, 1969;</li> <li>3) Office of Personnel Management (OPM) amendment to CFR Title 5, Chapter 1, Part 960 101 through 108, effective September 28, 1984.</li> </ol> <p>The San Francisco FEB was among the original ten metropolitan areas where FEBs were established. The OPM Director has defined the <b>SFEB territory</b> as the 9-county San Francisco Bay Area (Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano, and Sonoma counties).</p>
	<p><b>Section 2 Oversight</b></p>	<p>5CFR 960.101 identifies that “Federal Executive Boards are organized and function under the authority of the Director [of the United States Office of Personnel Management].” OPM directs and advises FEBs on activities and programs, and issues further rules, directives, and guidance for FEBs, under 5CFR 960.107(d) and (e).</p>
	<p><b>Section 3 Structure</b></p>	<p>5CFR 960.105(a) requires that the Federal Executive Board must adopt bylaws or other rules for its internal governance, that reflect the particular needs, resources, and customs of each FEB, provided that these are consistent with the provisions of these regulations or with the directives of the President or the Director.</p> <p>The original San Francisco FEB Bylaws were adopted on January 29, 1962. Article IX contains Bylaws Amendments.</p>
<p><b>ARTICLE III Membership &amp; Participation</b></p>	<p><b>Section 1 Membership</b></p>	<p><b>FEB Membership</b> originates from 5 CFR 960.104 , which requires “...the heads of agencies to arrange for the leading officials of their respective agencies' field activities to participate personally in the work of Federal Executive Boards... The head of every Executive agency<sup>i</sup> will designate, by title of office, the <b>principal regional officer</b>, if any, and the <b>principal area officer</b> or officers, if any, who will represent the agency on each Federal Executive Board....”</p> <ol style="list-style-type: none"> <li>1) “Principal regional officer” is the senior official of that agency in a Regional Office. “Principal Area Officer” means the senior official</li> </ol>

<sup>i</sup> Title 5, Chapter I, Part 960.101 Definitions: “Executive Agency means a department, agency, or independent establishment in the Executive Branch.”

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		<p>within that metropolitan area, other than in the Regional office, which has no superior official within that metropolitan area. Where an agency maintains facilities of more than one bureau or other subdivision within the metropolitan area, and where the heads of those facilities are in separate chains of commands within the agency, there may be more than one principal area officer.</p> <p>2) Members may also designate an <b>alternate member</b> “...to attend meetings and otherwise serve in the absence of the member...An alternate member will be the deputy or principal assistant to the member or another senior official of the member's organization.</p> <p>3) Designations should be made in writing to the Chair of the FEB and may be amended at any time by the head of an agency.</p>
	<p><b>Section 2 Participation</b></p>	<p>The San Francisco Bay Area FEB includes its civilian, postal, and military employees from the federal Executive, Legislative, and Judicial Branches of government agencies of the Bay Area, and, as appropriate, cross-sector partners, consistent with the FEB Strategic Plan’s 3rd Line of Business, “Intergovernmental and Interagency Collaboration and Community Outreach.”</p>
<p><b>ARTICLE IV Leadership</b></p>	<p><b>Section 1 Governing Council</b></p>	<p>The SFFEB is governed by a cross-agency <b>Governing Council</b> comprising <b>Officers and Appointed Members</b>. The Governing Council provides internal governance and strategic direction, consistent with OPM guidance, to reflect the particular needs, resources, and customs among our membership.</p> <p>1) The Governing Council Year runs from January 1 – December 31.</p> <p>2) <b>Officers:</b> 5CFR 950.105 directs each FEB to have a <b>Chairperson</b> for a one-year term. The Chairperson may be elected for additional one-year terms. In addition, the Governing Council includes the Vice Chair, Secretary, and Treasurer, and the Immediate Past Chair.</p> <p>3) <b>Appointed Members:</b> Up to a maximum of 25, to include, as a goal, one representative from each of the 18 cabinet-level departments.</p> <p>a. Two Appointed Members will be designated.</p> <p>i. One from the FEB Staff Funding Agency</p> <p>ii. One alumni from a Leadership Development Programs, selected with input from the FEB Director.</p> <p>b. The Cabinet Departments in the Bay Area are:</p> <p>i. Department of the Air Force</p> <p>ii. Department of Agriculture</p> <p>iii. Department of the Army</p> <p>iv. Department of Commerce</p> <p>v. Department of Defense</p> <p>vi. Department of Justice</p>

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		<ul style="list-style-type: none"> <li>vii. Department of Labor</li> <li>viii. Department of Energy</li> <li>ix. Department of Education</li> <li>x. Department of Health and Human Services</li> <li>xi. Department of Homeland Security</li> <li>xii. Department of Housing and Urban Development</li> <li>xiii. Department of the Interior</li> <li>xiv. Department of the Navy</li> <li>xv. Department of State</li> <li>xvi. Department of Transportation</li> <li>xvii. Department of the Treasury</li> <li>xviii. Department of Veterans Affairs</li> </ul> <p>c. And representatives from Independent agencies :</p> <ul style="list-style-type: none"> <li>i. National Credit Union Administration</li> <li>ii. Equal Employment Opportunity Commission</li> <li>iii. Environmental Protection Agency</li> <li>iv. Federal Communications Commission</li> <li>v. Federal Deposit Insurance Corporation</li> <li>vi. Federal Reserve System</li> <li>vii. Federal Trade Commission</li> <li>viii. General Services Administration</li> <li>ix. Government Printing Office</li> <li>x. National Labor Relations Board</li> <li>xi. National Aeronautics and Space Administration</li> <li>xii. National Archives and Records Administration</li> <li>xiii. Nuclear Regulatory Commission</li> <li>xiv. Office of Personnel Management</li> <li>xv. Peace Corps</li> <li>xvi. Small Business Administration</li> <li>xvii. Securities and Exchange Commission</li> <li>xviii. Social Security Administration</li> <li>xix. Federal Labor Relations Authority</li> <li>xx. Merit Systems Protection Board</li> <li>xxi. Federal Mediation and Conciliation Service</li> <li>xxii. Office of Special Counsel</li> <li>xxiii. Presidio Trust</li> <li>xxiv. Railroad Retirement board</li> <li>xxv. Consumer Product Safety Commission</li> </ul> <p>4) The <b>Committee Chairs</b> will be made up appointed members.</p> <ul style="list-style-type: none"> <li>a. Local Federal Coordinating Committee Chair for the Combined Federal Campaign (CFC);</li> <li>b. Emergency Preparedness Advisory Leadership Committee (EPAC) Chair;</li> <li>c. Emergency Preparedness Working Committee (EPWG) Chair;</li> <li>d. Senior Service Leadership Committee Chair;</li> <li>e. Public Service Week Committee Chair;</li> <li>f. Human Resources Leadership Committee Chair,</li> <li>g. Leadership Development Programs Committee Chair;</li> </ul>
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	<p><b>Section 2 Removal of a Member</b></p>	<ul style="list-style-type: none"> <li>h. Public Affairs Officers Committee Chair;</li> <li>i. Shared Neutrals Program Chair;</li> <li>j. Acquisition Interagency Leadership Committee Chair</li> <li>k. and others as created by the Governing Council.</li> </ul> <p><b>1) Removal of a Member of the Governing Council</b></p> <ul style="list-style-type: none"> <li>l. Notwithstanding the stated terms of Office, an Officer and member of the Governing Council may be removed with by a two-thirds (2/3) vote of the Governing Council present for just cause. The elected member in question does not have a vote. Sufficient cause for such removal may be violation of this Constitution or any lawful rule, practice, or procedure adopted by the Federal Executive Board or other conduct deemed by the Membership to be prejudicial to the best interest of the Board.</li> <li>m. For removal of a Governing Council member, a written Motion to Remove must be submitted to the Chairperson, unless it is he/she to be removed, then the Motion to Remove must go through the next highest-ranking official of the Governing Council.</li> <li>n. The Motion to Remove must state the reasons and grounds for removal.</li> <li>o. Within two weeks of receiving the Motion to Remove, the Chairperson shall exercise, at their discretion, one of the following options:             <ul style="list-style-type: none"> <li>i. Resolve the issues contained within the Motion to Remove to the satisfaction of the author.</li> <li>ii. Effect a change of behavior on the part of the officer or committee member in question.</li> <li>iii. Recommend that the Motion to Remove be brought to the General Membership.</li> </ul> </li> <li>p. In the event that a Motion to Remove is brought to the General Membership, information must be provided to the members prior to the next membership meeting, at that meeting Board members may discuss and vote on removal.</li> </ul>
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<p><b>ARTICLE V Decision Making</b></p>	<p><b>Section 1 Voting &amp; Quorums</b></p>	<p>(1) 5CFR 960 requires the actions of an FEB will only be taken with the approval of a majority of the members.</p> <ul style="list-style-type: none"> <li>a. <b>“Majority”</b> is defined in Roberts Rules of Order as more than half.</li> </ul>
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		<p>(2) The Governing Council is a forum of equal partners, seeks full discussion and consensus on all matters to the extent possible. Voting rights are retained for the following actions:</p> <ul style="list-style-type: none"> <li>a. Establishment of Committees</li> <li>b. Motions Raised by Chairs, Directors, or Members</li> <li>c. Bylaws Amendments</li> </ul> <p>(3) The Officers as a forum of equal partners seeks full discussion and consensus on all matters to the extent possible. Voting rights are retained to the Officers for the following actions:</p> <ul style="list-style-type: none"> <li>a. Vote for Appointed Members for following term.</li> <li>b. FEB Budget and all matters outlined in the FEB Fiscal Guidelines</li> </ul> <p>(4) Each Member, as defined in Article III, Section 1, has one vote.</p> <p>(5) The Chair may decide, depending on the circumstances and topic, to call for a voice vote (aye or nay), show of hands, e-mail, or other means of identifying votes cast.</p> <p>(6) Members may designate by written <b>proxy</b> that another Member will cast her or his vote. The Member should present the proxy to the Chair at the start of the meeting.</p> <ul style="list-style-type: none"> <li>a) A vote may only be held at a meeting where a <b>quorum</b> is present. A quorum for each Governing Council meeting will be a simple majority of Officers seated. The quorum status will be checked when the Chair opens the meeting, and if Members have exited during the meeting before a vote is taken.</li> <li>b) Motions require an affirmative vote of the simple majority to pass.</li> <li>c) A “simple majority” is defined as over 50% of Members present (including by proxy) and voting at a meeting.</li> </ul>
	<p><b>Section 2 Nominations, Elections and Committees</b></p>	<p><b>1) Nominating Committee:</b> It shall be the duty of the Chairperson to appoint a nominating committee by November 1, of not less than five members, who place in nomination one or more names for the <b>Officers</b>. In order to permit full consideration of the candidates, a listing of the nominees will be transmitted to the members with the notice of the meeting at which the election will be held.</p> <p><b>2) Election of the Officers</b> shall be held annually in <b>December</b>, and they will assume their duties as of January 1. All members of the SFEB will be able to cast a vote if they are in attendance or have sent a proxy vote to the Executive Director via email or by sending a printed copy.</p> <ul style="list-style-type: none"> <li>a. If a vacancy occurs among the Officers prior to the end of the year, the Chairperson will appoint an Officer from the existing Appointed Members.</li> </ul>

		<p>b. If a vacancy occurs among the Appointed Members prior to the end of the year, the Chairperson will appoint a member.</p> <p>3) <b>The Current Officers</b> will appoint the follow year’s <b>Appointed Members with concurrence from all the SFEB members at the December meeting</b>. The Current Officers will assign Appointed Members, with agreement from the assignee, as Committee Chairs.</p> <p>4) <b>Approval of Committee Proposals</b> may also come before the Governing Council for voting, depending on the Board’s requests or the Committee’s bylaws.</p> <p>5) <b>Approval of new Committees</b> may be sought by the Chair at any regular or special meeting.</p>
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<p><b>Article VI Duties</b></p>	<p><b>Section 1 Officers Duties</b></p>	<p>In addition to the general responsibilities of all Board members outlined in Sec. 2, specific Officers’ duties are shown below:</p> <p>1) The <b>Chair</b> is the chief executive officer of the FEB, and chairperson of the Board of Directors, and as such speaks for the Board, and is:</p> <ul style="list-style-type: none"> <li>a. elected by the general membership annually (5CFR Sec. 960.105 (b)), and may be reelected to successive terms;</li> <li>b. presides at all Board meetings, and calls regular and special meetings as necessary;</li> <li>c. calls for a nominating committee to nominate Officers, in the fall, for December elections.</li> <li>d. accepts nominations form the current Officers, recommendations for Appointed Members for the following year.</li> <li>e. serves as Ex Officio member of all committees;</li> <li>f. may approve the formation of an Ad Hoc Committee; and</li> <li>g. may vote on any matter before the Board.</li> </ul> <p>2) The <b>Vice Chair</b> acts for the Board Chair in the absence of the Chair, and:</p> <ul style="list-style-type: none"> <li>a. is elected by the general membership annually.</li> <li>b. if the Chair position becomes vacant before the end of his or her term, assumes the Chair’s position for the remainder of the term; and</li> <li>c. may vote on any matter before the Board.</li> </ul> <p>3) <b>Secretary:</b></p> <ul style="list-style-type: none"> <li>a. Reviews the minutes before a Board vote to accept the minutes.</li> <li>b. Keeps track of all the motions for the year.</li> </ul> <p>4) <b>Treasurer:</b></p> <ul style="list-style-type: none"> <li>a. is elected by the general membership, and serves a term of one year,</li> <li>b. assists the FEB staff with preparing fiscal reports; and</li> </ul>
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		<p>c. may vote on any matter before the Board.</p> <p>5) <b>Immediate Past Chair</b>, automatically fills this position upon the election of a new chair and holds position until current Chair steps down.</p> <p><b>The Officers Duties are</b> outlined in the SFFEB Fiscal Guidelines and in particular include:</p> <ol style="list-style-type: none"> <li>a) Assist in preparing the SFFEB annual budget</li> <li>b) Approving the SFFEB annual budget</li> <li>c) Approving justification for FEB expenditures over \$1,500.</li> <li>d) Approving write-off of uncollectible receivables over \$500.</li> </ol>
	<p><b>Section 2 Appointed Members Duties</b></p>	<p><b>Appointed Members</b> join the Board by nomination of the Chair with a vote of simple majority of the Officers, to represent the diversity of the SFFEB Bay Area Federal Community and gain wide support for cross-agency collaboration. In addition to the general responsibilities of all Board members outlined in Sec. 2, Appointed Members duties include:</p> <ol style="list-style-type: none"> <li>(1) serving one year terms, but may be reappointed by Board vote, without term limits;</li> <li>(2) may also serve as Committee Chairs;</li> <li>(3) may vote on any matter before the Board; and</li> <li>(4) assisting Board Officers and Committee Chairs by seeking ways and means to undertake activities in line with the FEB purpose.</li> </ol>
	<p><b>Section 4 FEB Office Staff and Volunteers</b></p>	<p>Activities of the Board are supported by personnel from FEB Members’ organizations, who provide staff for the FEB Office, as well as volunteers to coordinate and run the activities conducted under the FEB’s sponsorship and the Board’s programs.</p> <ol style="list-style-type: none"> <li>(1) <b>FEB Office staff</b>, the Executive Director and Program Specialist, assist in the Board’s operational needs such as: <ul style="list-style-type: none"> <li>• Board Meetings and functions;</li> <li>• maintenance of Directories and email lists, including emergency notification lists;</li> <li>• historical records of the San Francisco FEB;</li> <li>• assistance to Chair and Committees for events;</li> <li>• finances, audits, and required documents;</li> <li>• liaison with the OPM Offices and national FEB Network.</li> </ul> </li> <li>(2) FEB Members provide their own employees as <b>Volunteers</b> to staff Committees, assist with activities of the FEB Board and Office, and provide event assistance.</li> </ol>
<p><b>ARTICLE VII Meetings</b></p>	<p><b>Section 1 Regular Meetings</b></p>	<p><b>Regular Meetings</b> of the San Francisco FEB Board of Directors will be held monthly and quarterly:</p> <ol style="list-style-type: none"> <li>(1) <b>Monthly meetings</b> will be held to conduct Board business, on the second Thursday of the month, to the extent possible, primarily in San</li> </ol>

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		<p>Francisco at a federal building, but elsewhere if necessary.</p> <p>(2) The Chair may decide to hold longer, open meetings with presentations or speakers of interest to the full Membership and their invited guests, scheduled <b>quarterly</b> in the months of April, July, and October. The Chair may determine if internal Board business needs to be discussed at a Members-only portion of these quarterly open meetings.</p> <p>(3) Regular meetings will include invitations to all FEB Membership, as well as to FEB Leadership Development Program (LDP) Associates, presenters, and other guests.</p>
	<b>Section 2 Annual Meetings</b>	<p>The incoming Board of Directors will hold an <b>Annual Meeting</b> at the beginning of the Board Year in January to develop an annual operational, strategic plan, review reports from the outgoing Chair or members, conduct installation of new officers, receive the incoming Chair address, and for any other business that may be needed.</p> <p>(1) Notice of the Annual Meeting will be sent to Board officers and members at least 60 days before the meeting date.</p> <p>(2) Attendance by non-Board members is by invitation only.</p>
	<b>Section 3 Special Meetings</b>	<p><b>Special meetings</b> of the Board of Directors may be called by the Chair or Acting Chair as needed. Notice will include the specific business to be conducted at the meeting, and specify whether the meeting is open to Board Member-only or to general Membership.</p>
<b>ARTICLE VIII Ethics &amp; Accountability</b>	<b>Section 1 Authorities</b>	<p>5CFR950.106 (e) directs that: "Actions of a Federal Executive Board will be taken only with the approval of a majority of the members thereof. This authority may not be delegated."</p> <p>All activities of a Federal Executive Board will conform to applicable laws, OPM-issued rules, directives, or guidance, and reflect prudent uses of official time and funds. [5CFR 950.105 (e), 960.108]</p>
<b>ARTICLE IX Amendments to Bylaws</b>	<b>Section 1 Previous Notice</b>	<p><b>Proposals to amend these bylaws</b>, and the proposed text, as well as its proposed location in the existing and proposed bylaws must be provided at a meeting before a meeting when the motion will be introduced.</p>
	<b>Section 2 Motions &amp; Voting</b>	<p>Once a proposal to amend the Bylaws is made at a Board meeting, and seconded, a vote may be called by the Chair at the next meeting.</p> <p>(1) Motions to change Bylaw require a second to be moved to discussion.</p> <p>(2) The Chair determines when the discussion is closed, and announces a call for a vote.</p> <p>(3) Modifications to proposals may constitute another proposal, requiring Section 1 to be invoked, at the discretion of the Chair.</p>
	<b>Section 3 Effective Date</b>	<p>Bylaws amendments become effective upon adoption by a majority of the members present and voting at a meeting with a quorum, as outlined in Article V Sec. 1.</p>
<b>ARTICLE X Record of Changes to Bylaws</b>		<p>1) Adopted January 29, 1962</p> <p>2) Amended September 15, 1966 (Article V)</p> <p>3) Amended June 15, 1967 (Article IV, Section 1)</p> <p>4) Amended September 23, 1970</p> <p>5) Amended April 20, 1972 (Article IV, Section 1,2,3,5, and 6; and Article</p>

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		<p>V, Section 2)</p> <ol style="list-style-type: none"><li>6) Amended January 20, 1977 (Article IX, Section 3)</li><li>7) Amended June 18, 1982 (Article II, III, IV, and V)</li><li>8) Amended September 28, 1984 (Article II, Section 3; Article IV; Article V, Section 1; Article VIII, Section 1 and 2; Article XI)</li><li>9) Amended January 15, 1988 (Article VI)</li><li>10) Amended January 13, 1989 (Article IV)</li><li>11) Amended March 17, 1993 (Article IV; Article V; Article VI; Article VIII)</li><li>12) Amended January 5, 1994 (Article IV)</li><li>13) Amended February 17, 1999 (Article III, Article IV, Article V, Article IX, Article XI)</li><li>14) Amended September 2002 (Article IV, Article IX, Section 3, Section 7, Section 9, Section 12)</li><li>15) Amended June 18, 2009 (Article IV, Article IX, Section 12)</li><li>16) Revision approved at Board Meeting April 10, 2014</li><li>17) Amended October 8, 2015 (Article IV, Section 1,2,3,7)</li><li>18) Revision approved at board Meeting, July 13, 2018</li></ol>
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