

MINNESOTA FACILITATORS NETWORK COMPENDIUM OF OPERATING ASSUMPTIONS, GUIDELINES PROCEDURES, AND POLICIES

MFN Steering Committee 1st draft, 1st Blue Moon January 31st 1999

[Steering committee and other leadership advisors: Please review this for accuracy, questions of clarity, changes, additions. Also note what kinds of issues the steering committee needs to update, review, discuss, etc. This will be on the March, 1999 agenda. Doris Jane Conway.]

“The mission of MFN is to be a community of practice to explore and deepen the field of facilitation.”

Our operating values as stated in the current brochure:

Participation	Involvement, authentic care, contributing to the greater good,
Connection	Wholeness, diversity, evolution of the universe,
Learning	Learning through discovery, action and reflection,
Release of Group Spirit	Having compassion, being fully present, operating from the heart.

Historical setting

The current incorporation and governing form of Minnesota Facilitators' Network was created in the spring of 1995 and put in to place by January, 1996. There is a set of By-laws and Articles of Incorporation (4/95) from which MFN still is operating. MFN is incorporated as a 501(c)(6). One of the basic changes that occurred in the fall of 1995 was the separation of the training component into its own business with staff certified by ToP Training program out of ICA Phoenix. That meant that MFN had to seriously look at how to be self-supporting without the nest egg which had been there from the training revenue.

During 1996 the focus of decision making was extended from the steering committee down into the subcommittees, as a way to expand and enliven the participatory processes which MFN values. In 1996 there were three committees: Business Operations Committee (BOC), Marketing Dudes (internal and external communications), and Diversified Learning Community (DLC). In 1997 BOC and Dudes combined and became known as the Malt Shop Dudes, because our meetings were held there. In 1998 the Mentor and Mentee (M & Ms) program began. DLC now has several sub committees.

Assumptions

- Membership is open to any person who is interested in facilitation as a skill and profession.
- We encourage people to join (at \$50 per year) as a way to provide minimum financial support for our operating expenses.
- People who are active on committees are expected to be members and expected to participate financially by paying registration fees for events, even when they have spent time on the planning.

- [We have in an ad hoc fashion had different approaches about whether the main presenters pay or not. As a steering committee we need to talk this through, clarify our position, communicate to all DLC people, and be consistent in our approach to this.]
- At this point in time, we do not have the financial ability to offer scholarships to members or non-members, or to subsidize other organizations' programs.

Operating guidelines

- In our leadership practices, we live the values stated in our organization purpose. We lead by example or demonstration.
- We have in place a leadership mechanism which provides for continuity in leadership as well as new influx of leadership.

MFN Policies - as reviewed and summarized by Virginia Pierce

- February 1, 1996. Administrative Systems Recommendations, see Attachment 1 of this Document.
- June 4, 1996. There was a discussion of policies for MFN sponsorship of events. The DLC will develop a clear statement of intent about MFN Sponsorship (sponsor, co-sponsor, endorse). This committee also has the responsibility for screening and approving all NIFN sponsored events to insure that they are aligned with our mission and purpose. The Steering Committee reiterated that all community service requests get routed through the DLC.
- October 3, 1996. It was asked if incidental expenses incurred at Task Force or Committee Meetings could be reimbursed. A decision was reached that all receipts should be turned in to Peggy for reimbursement. The Structure Committee (no longer exists) should come up with a formal policy regarding reimbursement.
- February 11, 1997. Mailing lists. Our policy is to give the list to organizations consistent with MFN's mission. A temporary decision was reached to sell the list for \$200 to St. Thomas (Virginia Moran, for an upcoming seminar).
- February 11, 1997. Re: Round Table presenters attending free or at a discount. Because we barely break even on Round Tables, ALL presenters must pay. All Round Table coordinators should make sure that presenters are aware of this.
- May 3, 1997. All events must be self supporting with a 15% contingency fee. Events must have a budget/break even point planned with a go/no-go decision.
- August 20, 1997. Use of ads in newsletter. Marketing Dudes recommended to the Steering Committee that at the current time we do not have ads in the newsletter.
- June 15, 1998. Marketing Dudes recommended to the Steering Committee that pursuing CEUs for some of our program events would not be to our benefit at this time. (Too much administrative work and not consistent with how we operate as an organization.)
- September 1, 1998 (Revised and approved 1/07/99.) Compensation for presenters as developed by DLC committee was approved. [This will change some of the earlier listed policies.]
- November 3, 1998. DLC committee members will pay for attending the Showcase. Presenters will not have to pay.

Business manager

The general policies document includes a comprehensive list of business manager policies, see Document 2.

June 4, 1996 The business manager is to provide detailed quarterly reports to the treasurer and [bi-]monthly summary of cash-in, cash-out and the number of people attending MFN events to the Steering Committee. She also reports the current membership level to the steering committee at each meeting.

Newsletter

The newsletter is published on a quarterly basis. In 1999 it will be published on the web-site with hard copies made available to members who do not have access to the web site.

Additional Attachments and Documents

February 1, 1996 — Administrative Systems Recommendations. [Attachment 1 of Document 1]

June 6, 1995 — Steering Committee Values. [Attachment 2 of Document 1]

Member and Lapsed Member Research. [Attachment 3 of Document 1]

January 7, 1999 — Compensation for Presenters. [Attachment 4 of Document 1]

October 1998 — Co-chair Annual Planning Calendar. [Attachment 5 of Document 1]

Steering Committee History. [Attachment 6 of Document 1]

September 18, 1995 — MFN First Annual Retreat. Notes include extensive norms discussion. [Attachment **missing** from Document 1 version 12/14/04]

May 2, 1996 — Summary of potential steering committee liability issues by David McGough. [Attachment **missing** from Document 1 version 12/14/04]

December 1998 — 1999 MFN Budget, presented at 12/98 MFN Annual Meeting. [Attachment **missing** from Document 1 version 12/14/04]

Policies. [Document 2]

By-Laws, [Articles of Incorporation](#), and 501(c)(6) Application. [Documents 3, 4, and 5]

Attachment 1**Administrative Systems Recommendations****February 1, 1996**

At the steering committee meeting on October 19 Cass McLaughlin and Virginia Pierce were asked to put together recommendations for meeting recorder, role clarification and identification of where decisions get made. The basic decisions for these functions can be found in our by-laws and policies.

ROLE CLARIFICATION**Co-Chairs**

- Create agendas.
- Facilitate quarterly meetings. (By-Laws, 6.01)

Recommendation. The co-chairs should see that meetings are scheduled, arrangements are made, notification of meeting date, time and location is given. These functions, as well as facilitation of the meetings, can be delegated.

Secretary

- Keep written records of the meetings, decisions and actions of the steering committee.
- Keep membership records. (By-Laws, 6.01)

Recommendation. The secretary takes meeting notes, produces them, and sees that they are distributed. These functions can be delegated, but all must be done. Meeting notes need to be distributed by electronic and postal mail since all steering committee members do not have e-mail.

Treasurer

- Manage association funds.
- Present accounting of receipts and expenditures at the annual meeting and quarterly meetings.
- Collect annual association membership fees. (By-Laws, 6.01)

Recommendation. Actual bookkeeping and reporting is done by the association's contracted agent. The treasurer should be part of this process through communication, providing assistance, and reporting.

Officers

- Prepare and present an annual budget and an annual business meeting schedule for approval of the steering committee at the annual meetings.
- Assure coordination, communication and implementation of an annual work plan and carry out administrative operations. (By-Laws, 6.01)

Recommendation. All officers perform the responsibilities delineated in the By-Laws.

Steering Committee

- Delegate accountability to working committees and contracted agents.
- Give working committees latitude to get the job done and hold them accountable (Policies, p 3).
- Steering committee members participate in working committees.

Committees (work groups, task forces)

- Establish own meeting schedules and procedures.
- Make decisions by consensus. (By-Laws, 7.02)
- All steering committee members need to be on a committee. (Policies, p 4)

Recommendation. Working committees develop their own mission (charter), work plans and implement them, giving reports to the steering committee.

Recommendation. Working committees develop a budget and submit it to the steering committee for approval and inclusion in the total MFN budget.

WHERE DECISIONS GET MADE

- MFN policy decisions are made by the steering committee.
- The steering committee develops the annual budget and approves committee budgets.
- When policy decisions are needed between steering committee meetings, they are made by the officers and reported at the next steering committee meeting.
- Working committees make their own decisions on their work plans and their implementation. They have total freedom to make their own decisions within their budget and within the mission and vision of MFN.
- Those responsible for ToP courses determine how training assignments will be made and develop policies on attendance at the ICA West trainers meetings.

ADMINISTRATION

The following functions should be performed by an administration service like Peggy Bushee, Shelly, or a paid staff.

- Maintaining membership lists.
- Renewal of membership.
- Mailings: (a) meeting notices and minutes, (b) program mailings for round tables, training courses, etc., (c) newsletter, brochures, MFN information.
- Mailing list maintenance.
- Telephone contact for questions about MFN and event registration.
- Written and e-mail correspondence.

Attachment 2**Steering Committee Values****June 6, 1995**

- 1. Participatory, consensus-based decision making**
- 2. Supportive structure**
- 3. Shared leadership and responsibility**
- 4. Openness and respect**
- 5. New ideas and energy**
- 6. Fun and flexibility**
- 7. Broad context**
- 8. “Yes” stance**
- 9. Operationalized values**

VALUES BRAINSTORM

- 1. Participatory, consensus-based decision making**
 - wise, efficient, amicable, participatory decision making
 - generous patterns of engagement
 - responsive, membership informs the committee
 - stay actionate
 - participatory style
 - participatory planning
 - consensus, with the sense of the group
- 2. Supportive structure**
 - loose-knit structure
 - minimalist structure
 - set guidelines for committees and staff
 - rotating membership
 - clearly defined roles
 - fully present when gathered
 - walk our talk
 - balance advocacy and inquiry
- 3. Shared leadership and responsibility**
 - shared leadership
 - shared responsibility
 - the power is in the middle of the table
 - individual and collective accountability

4. Openness and respect

- open information and accessibility
- diversity of thought is welcomed and respected
- conflict as an opportunity for learning
- act with loving kindness toward one another
- honesty, integrity

5. New ideas and energy

- involve new energy
- forum for new ideas and methods
- sharing knowledge
- creativity

6. Fun and flexibility

- flexibility and spontaneity
- fun
- good humor

7. Broad context

- biggest possible conversation
- long-term thinking
- policy making not detail control

8. “Yes” stance

- say yes, first, then no
- ok to say no
- proactive, not reactive

9. Operationalized values

- regular rehearsal of values, goals and purposes
- operate out of purpose and values
- promote learning values; basic skills, personal mastery, mentoring, legacy models
- IAF operating values (7)
- shared values stated openly

Attachment 3**Member and Lapsed Member Research Process Description**

1. Do the survey every two years for Member and Past Members.
2. Standard questions have been developed and should be repeated each time the survey is done for reasons of consistency.
3. Add a few new questions of appropriate, and then make 75 copies of questionnaire.
4. Target is to complete 30 responses.
5. Print a fall membership roster and highlight every third name.
6. Solicit enough members to volunteer, or agree under “duress”, to make phone calls.
7. Each caller gets 15 names to complete interviews with 10 people. Give callers 15 blank sets of questionnaires on which to make notes.
8. Callers make calls, record findings and give notes to one project coordinator.
9. Coordinator asks for help from 1 or 2 other MFN members to tabulate and summarize results.
10. Compile and report findings to Steering Committee and members at Round Table.
11. For past members, print list of non-renewing members past two years.
12. Review previous questions, add if appropriate, and make 50 copies.

Attachment 4

(RecommPresenterPay2.doc)

Compensation for Presenters**January 7, 1999****Acknowledgements and Recommendations:**

1. There is a culture change happening within MFN. MFN has been primarily a volunteer organization putting on learning events that were member focused. In addition to keeping focused on our members, MFN is also responding to the need for an organization to provide professional standards for facilitation in numerous communities. Offering 1/2-day and full day events to deepen the understanding and practice of participants in specific topics is a natural extension of the exploration we begin in the Roundtables and Salons. A variety of events and venues are supported and being pursued to give members and non-members a choice in participating at different levels. We are reaching out beyond our community to other professional organizations and to the general public by offering the Facilitation Showcase. M&M events add important levels of participation and mentorship to members and non-members. Events co-sponsored with other groups or individuals complete the mix of learning events currently promoted by MFN.
2. There is a general recommendation that 1/2-day and full day events be generated from Round Tables or Salons. That a 1/2-day or full day event be “commissioned” from the interest expressed at one of these events. For 1/2-day and full day events that are not generated from a roundtable or salon, endorsements from DLC and Steering Committee members are appreciated and encouraged. See Level 2 below.
3. A recommendation is made to the Steering Committee that the financial responsibilities and the financial information of MFN be shared with the whole of the organization.
4. A distinction is made between events where the presenter(s) is (are) paid and those events where they are not paid. See Categories of Events below.
5. To give access to those who desire to become a paid presenter, it is suggested that a path be developed to becoming a paid presenter for those who want to learn and expand their skills.
6. The split of profits after expenses be 2/3 for the Presenter(s) and 1/3 for MFN.
7. That 25% of the Sub-Total of Expenses is to be designated for MFN Overhead as a charged expense item when totaling the expenses for an event before a split with the presenter(s). Further, this 25% is to be used when budgeting for all events to offset unexpected costs.
8. All events are expected to be, at a minimum, self-supporting.
9. This policy of presenter’s compensation is to be reviewed annually.

Attachment 4

(RecommPresenterPay2.doc continued)

Categories of Events:

- Level 1.** Round Tables, Salons, M&M events and entirely volunteer events where presenter(s) are not paid.
- Level 2.** An event (1/2 day, full day, multiple day) is commissioned by the interest from a Round Table, Salon, etc. A presenter takes the lead in designing and delivering the event. DLC involvement can include (but not necessarily) handling the logistics prior to the event, promotion, logistics the day of the event, maybe design work. Someone or a subcommittee from the DLC takes responsibility for being the MFN liaison.
- Level 3.** A presenter puts on an event where MFN has little or no involvement. MFN sells the mail list or charges them for including a flyer in one of our mailings.

The Steering Committee further recommends charging \$70.00 to sell our mail list to either members or non-members. The sale of the MFN mail list is for a one-time usage. Any additional use is prohibited unless the list is purchased again.

It is agreed by the Steering Committee that the cost for including a non-MFN flyer with one of our mailings is \$150.00.

Respectfully submitted by the Diversified Learning Community Committee and acted upon by the Steering Committee on September 1, 1998.

Attachment 5**Co-chair Annual Planning Calendar****10/25/99 (Doris Conway)**

Every Steering Committee meeting includes financial and membership report and committee reports. Review the Web page for accuracy. Plan some regular check-in with Office Administrator (Peggy) to see that her work is going well and people are treating her respectfully.

November (Previous Year)

DLC does planning.

January — Steering Committee Meeting

Planning session. Set the year's priorities. Allow 4 hours. Schedule annual performance review for Office Administrator. Co-Chairs maintain Personnel File. Reset or reconfirm Steering Committee meeting times and dates.

February**March — Steering Committee Meeting**

Work on new focuses for year. Review by-laws, policies, committee contracts, etc.

April**May — Steering Committee Meeting****June****July — Steering Committee Meeting**

Begin discussing leadership and finances for coming year.

August**September — Steering Committee Meeting**

Plan annual meeting. Work on budget.

October

If Showcase, provide symbolic gifts for those on planning committee.

November — Steering Committee Meeting

Finalize budget and leadership choices. Setup annual meeting for election of steering committee, co-chairs, and approval of next year's budget. Thank all volunteers. Thank people leaving the steering committee. Give gift book.

December — Steering Committee Meeting

Prepare for January planning meeting. Think about orientation for new committee members. Information Packet: By-Laws, Policies, Charters.

Attachment 6**Steering Committee History****January 1999****Steering Committee Classes 1997–2001**

	1997	1998	1999
99	Doris Conway, Peter Fish, Leonor Urbain, David McGough	00 Steve Coleman, Anne Sturdivant, Terry Christiansen	01 Hope Esparolini, Edie Meissner
98	Chuck Kingsley, Virginia Pierce, Dennis Cheesbrow	99 Doris Conway, Peter Fish	00 Steve Coleman, Anne Sturdivant, Terry Christiansen
97	Cheryl Kartes, Lynette Jones, Ginny Belden, Bill Ramsey	98 Virginia Pierce, Chuck Kingsley, Dennis Cheesbrow	99 Doris Conway, Peter Fish

The following people were (also) members of the Steering Committee prior to 1997: Ginny Belden, Lynne Biddle-Walker, Dennis Cheesbrow, Mirja Hanson, Lynette Jones, Kathleen Joyce, Cheryl Kartes, Chuck Kingsley, Mike Kirkwood, Frank Knudson, Katharine Port Krueger, Sue Laxdal, Cass McLaughlin, Bill Ramsey, and Cindy Wilcox. The use of classes for steering committee members, beginning in 1997, was to ensure both continuity of leadership and infusion of new leadership. Prior to 1997 the Steering Committee handled all of the business of the organization. At that time, under the leadership of Cheryl Kartes and Chuck Kingsley, it was decided to move the major decision making about program activity, communications, marketing, and infrastructure to committee level. The Steering Committee became a coordination and policy-making body, responsible for the well being of the whole organization. Currently, it meets for two hours every other month, or six times a year.

Committee Co-chairs and Chairs 1996-1999

	1996	1997	1998	1999
SC	Chuck Kingsley, Kathleen Joyce, Cheryl Kartes	Virginia Pierce, Chuck Kingsley	Virginia Pierce, Doris Conway	Doris Conway, Anne Sturdivant
DLC		Chuck Kingsley, Ginny Belden	Terry Christiansen	Terry Christiansen
Dude		Doris Conway	Anne Sturdivant	Anne Sturdivant (rotates)
M&M			Doris Conway	Virginia Pierce

SC, Steering Committee Co-chairs; **DLC**, Diversified Learning Community Chair; **Dude**, Business Operations & Marketing Committee Chair, a.k.a. Chair of The Malt Shop Dudes; **M&M**, Mentor & Mentee Program Chair.

Attachment 6

(continued)

Steering Committee History**November 2, 1999****Steering Committee Classes 1998–2002 (2002 proposed)**

1998	1999	2000
00 Steve Coleman, Anne Sturdivant, Terry Christiansen	01 Hope Esparolini, Edie Meissner	02 Elizabeth Campbell, Brigid Bechtold, Deb Reed
99 Doris Conway, Peter Fish	00 Steve Coleman, Anne Sturdivant, Terry Christiansen	01 Hope Esparolini, Edie Meissner
98 Virginia Pierce, Chuck Kingsley, Dennis Cheesebrow	99 Doris Conway, Peter Fish	00 Steve Coleman, Anne Sturdivant

The MFN Membership levels: 1997, 158; 1998, 192; 1999, 200. Steering Committee Co-chairs proposed for 2000 are Anne Sturdivant and Steve Coleman.

MINNESOTA FACILITATORS NETWORK POLICIES

May 1995

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I. Policy of Minnesota Facilitators Network “Outcomes”

Mission Statement, Membership, and Global Purpose

Mission Statement

The Minnesota Facilitators Network is an association of practitioners, dedicated to professional development and the application of participation methods.

The Minnesota Facilitators Network intends to be a primary influence on the practice of facilitation in the State of Minnesota. It is also affiliated with the International Association of Facilitators.

Membership/Client Priorities

Membership is open to any individual interested in participatory leadership and decision-making in business, government, nonprofit and community settings.

Membership shall be available on a voluntary basis to any person who shall make a financial contribution to the Association at an annual rate to be established by the Steering Committee and be available without regard to gender, race, age, marital status, sexual orientation, national origin, or to social, political or religious preferences.

Global Purpose (to be developed later)

II. Governance Process - Policy #1

Subject: Steering Committee Responsibility Areas

The Steering Committee is a working board with accountability for the whole of the Minnesota Facilitators Network. In order to be accountable, the Steering Committee chooses to govern the association by performing in the following manner:

1. Association's linkage with the General Membership
 - The general membership is viewed as owners of the association, to whom the Steering Committee is primarily responsible and in whose behalf the Steering Committee forms its policies and programs.
2. Establishment of Governing Policies
 - The Steering Committee is responsible for forming the basic policies of the association within which all further administrative policy and action will be confined, as well as forming the policies relating to governing itself.

II. Governance Process - Policy #2

Subject: Governing Style

The Steering Committee shall govern the association in a participatory manner so that long-term values are achieved in a matter consistent with humane and productive use of people and resources, with care in the use of the Steering Committee's time. To those ends, the governance process used by the Steering Committee will be characterized as follows:

1. The responsibilities of the Steering Committee shall be clearly distinguished from those of the working committees and contracted agent(s).
2. The Steering Committee will govern with a long-term perspective in all things, attending to current and short-term only as a temporary expedient - in monitoring contracted agent(s) performance; or as a device to maintain a grassroots understanding of the work of committees by the Steering Committee.
3. The Steering Committee will speak with one voice to the contracted agent(s) and to the community. No individual Steering Committee member shall have authority over the association except as explicitly set forth by the Steering Committee as a whole.
4. No issue will consume Steering Committee time that has not first been determined to be a Steering Committee issue.
5. Where the Steering Committee delegates accountability to working committees or contracted agent(s), the Steering Committee commits itself to avoiding either interfering with working committees' or contracted agent's(s') management of the association or "saving" the contracted agent(s) from the challenges of managing.
6. The major ongoing concern of the Steering Committee will be the careful consideration of the Association's reason for existence.

II. Governance Process - Policy #3

Subject: Working Committee Process

The Steering Committee is generally to deliberate and to establish—not to implement—policies of the association. The Steering Committee delegates to working committees and to the contracted agent(s) authority to achieve ends defined by the Steering Committee, holding the committees and contracted agent(s) accountable for successful achievement. The authority is considered total except where selectively withheld by explicit “contracted agent(s) limitations” policies.

1. The purpose of the working committees of the Steering Committee, unless otherwise stated in a committee charge from the Steering Committee, will be for carrying out the work of the association and when appropriate, preparing issues and options for proper Steering Committee deliberation.
2. All Steering Committee members agree to commit to participating in a “working committee”. When participating on a working committee, the Steering Committee members “take off “ their steering committee “hats” to participate co-equally with other volunteers of the association.
3. Committees are not to make policy decisions for the Steering Committee. Committees may not direct contracted agent(s) actions nor impede contracted agent(s) access to the whole Steering Committee on any issue.

III. Steering Committee-Contracted Agent(s) Linkage - Policy #1

Subject: Delegation of Steering Committee Authority

The Steering Committee delegates to the contracted agent(s) authority to achieve ends defined by the Steering Committee, holding the contracted agent(s) accountable for successful achievement. The authority is considered total except where selectively withheld by explicit “contracted agent(s) limitations” policies.

1. Generally, the contracted agent(s) is empowered to assign and utilize resources; to translate Steering Committee policies and operating procedures into action; to speak and act on behalf of the association as agent of the Steering Committee; and to organize and delegate for results as s/he deems appropriate.
2. The contracted agent(s), acting with this blanket authority granted by the Steering Committee, may not perform, allow, or cause to be performed any act which is unlawful, unacceptable under commonly accepted business or professional ethics, less than the reasonably prudent person test, nor in violation of applicable statutes and regulations and explicit Steering Committee constraints on contracted agent(s) authority (see all policies under that classification).
3. Should a situation arise wherein the contracted agent(s) deems it unwise to comply with an explicit policy or operating procedure of the Steering Committee, s/he shall inform an officer of the Steering Committee before taking (or refusing to take) action. Informing does not exempt the contracted agent(s) from subsequent Steering Committee judgment of the action, but only guarantees that no such violation may be intentionally kept from the Steering Committee.

III. Steering Committee-Contracted Agent(s) Linkage - Policy #2

Subject: Monitoring Contracted Agent(s) Performance

The Steering Committee will track contracted agent(s) performance by monitoring in such a way as to have systematic assurance of policy compliance, yet leave the Steering Committee free to concentrate most of its time on creating the future rather than checking the past.

Monitoring of Governance Policies

Policy	Method	Frequency
<u>I. Financial Solvency</u>		
Financial Condition	Internal Report External Judge (audit)	Quarterly, Annual, or as determined by Steering Committee
Budget	Direct Inspection Internal Report	Prior to Annual Meeting or Quarterly
Indebtedness	Internal Report External Judge (audit)	When Applicable, Annual, or as determined by Steering Committee
<u>II. Contracted Agent Relationships</u>		
Compensation	Internal Report	Prior to Annual Meeting or when applicable
<u>III. Organization Goals & Objectives</u>		
Program Outcomes	Internal Report	Quarterly

Any policy shall be monitored by internal report annually or more frequently, if needed.

Upon specific choice of any officer, any policy can be monitored by the direct inspection method at any time.

III. Steering Committee-Contracted Agent(s) Linkage-Policy - #3

Subject: Contracted Agent(s) Job Expectations

The Steering Committee will establish a selection process for choosing contracted agent(s) to perform various functions on behalf of the MFN. The Steering Committee expects the contracted agent(s) to perform acceptably in his/her two contributions to the Association:

1. Sharing information with the Steering Committee:
 - Reporting on status of all work assignments
 - Suggestions for agenda items or policy consideration
2. Assurance of Association compliance with Steering Committee policies.

IV. Contracted Agent(s) Limitation - Policy #1

Subject: Compensation

The contracted agent(s)'s authority - with respect to paying compensation of consultants, contract workers, and volunteers - is limited as follows:

1. Only the Steering Committee can set the compensation of the contracted agent(s). No benefits will be paid for contracted agents. No compensation will be paid to any committee member or volunteer. Steering Committee members serving the association as contracted agents may receive compensation for agreed upon duties, but not for their participation on the Steering Committee or other working committees.
2. Current compensation:
 - Must be reasonably consistent with the geographic or professional market in which the association operates;
 - Must be objective and free from claims of favoritism and all class-related bias as possible;
 - May not be committed over a longer term than one fiscal year into the future;
 - May only be promised as consistent with the Steering Committee-approved budget.
3. Compensation will be monitored by the Steering Committee in the following manner:
 - The Steering Committee will set the compensation of the contracted agent(s) at least three months in advance of the beginning of each fiscal year.
 - The Co-chairs of the Steering Committee will conduct the contracted agent(s) performance review each year on the anniversary date of their contract. The Co-chairs will collect input for the contracted agent(s)'s performance review from other Steering Committee members and general members, as needed.

IV. Contracted Agent(s) Limitation - Policy #2

Subject: Financial Condition

The contracted agent(s), in managing the ongoing operations of the association, may not allow an imprudent state of financial condition.

1. Expenditures may not exceed revenues on a fiscal year end basis. The contracted agent(s) may not create debt.
2. Expenditures as projected for the remainder of the fiscal year may not exceed revenues conservatively projected to be received in the remainder of the fiscal year.

IV. Contracted Agent(s) Limitation - Policy #3

Subject: Budget

1. In conducting the business of the Association, with regard to financial planning, the contracted agent(s) shall not:
 - Operate without a Steering Committee approved plan of receipts and expenditures in sufficient detail to allow prudent management of funds.
 - Violate generally accepted accounting procedures, or fail to completely justify revenue projections for an ensuing period through conservative, forecasting.
2. Budget will be monitored by the Steering Committee annually during the last quarter of the fiscal year in preparation for the next fiscal year (calendar year).
3. Financial condition may be monitored by an external judge, that is, an audit, on an annual basis. The policy will be monitored by the officers of the Steering Committee in the following manner at the intervals described:
 - The contracted agent will report moneys expended and collected to the Treasurer on a monthly basis.
 - The Treasurer will prepare and give a quarterly report to the Steering Committee.
4. The contracted agent will inform a Steering Committee Officer, other than the Treasurer, prior to the time s/he writes a check for more than \$1,500.

MINNESOTA FACILITATORS NETWORK BY-LAWS

April 1995

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- Articles of Incorporation

ARTICLE X. STAFFING OF THE ASSOCIATION

- Staffing decisions
- Contracted agents roles and responsibilities

Mission Statement: We are an association of practitioners, dedicated to professional development and the application of participation methods.

The Minnesota Facilitators Network intends to be a primary influence on the practice of facilitation in the State of Minnesota.

The Association is affiliated with the International Association of Facilitators.

**Article I.
Organization and Membership**

1.01 Minnesota Facilitators Network shall be organized as a tax-exempt professional association 501(c)(6) or a business league, hereafter called Association.

1.02 Voting Members

The voting members of this Association shall be the General Membership who are current on membership dues, are members in good standing, and are in attendance at the Annual Meeting. Each person shall have one vote.

1.03 General Members

Any person who shall make a financial contribution to the Association at an annual rate to be established by the Steering Committee shall be deemed to be a General Member for a twelve-month period after dues are paid. General Members shall be entitled to:

- a. Participate in the activities of the Association
- b. Express their views to the Steering Committee,
- c. Be eligible to serve on the Steering Committee,
- d. Receive pertinent information concerning the activities of the Association, as the Steering Committee shall determine.
- e. Vote at the Annual Meeting

1.04 Additional Classes of Membership

The Steering Committee may create additional classes of members with such rights and privileges as it shall determine.

1.05 Membership records

Membership records shall be kept by the Association, reviewed and updated on a periodic basis, and prior to the Annual Meeting.

Article II. Annual Meeting

2.01 The Annual Meeting of the members of the Association shall be held each year within three months of the close of the business of each fiscal year, at a time and place to be decided by the Steering Committee, for the election of the Steering Committee and for the transaction of such other business as may properly come before the meeting. At least three weeks advance notice of said Annual Meeting shall be given in writing to each member at such member's last known address. Special meetings of the membership may be called by the Steering Committee at its discretion.

Article III. Steering Committee

3.01 Composition of the Steering Committee

The Association Steering Committee is the title of the group referred to in the Articles of Incorporation, for legal purposes, as the Board of Directors. The Steering Committee shall be composed of not less than 5 nor more than 12 persons who are also general members of the Association.

3.02 Election of the Steering Committee

The Steering Committee shall be chosen as follows:

The Steering Committee shall be chosen at the Annual Meeting by a simple majority of those general members present and eligible to vote from a slate presented by the Nominating Committee.

3.03 Qualifications

The selection of Steering Committee members (as well as Officers and staff) must be made without discrimination based on color, race, religion, sex, sexual preference, or national origin. Qualifications for consideration for Steering Committee membership shall include minimal experience in using ICA methods, completion of a basic methods training or equivalent experience, be a general member in good standing, and have a willingness to work with a diverse group of people.

3.04 Vacancies

Vacancies on the Steering Committee may be filled by appointment by the remaining members of the Steering Committee. Any person so chosen shall hold office for the unexpired term of the Committee member who is succeeded.

3.05 Term

The term of office of members of the Steering Committee shall be three years renewed by thirds. The Steering Committee shall determine the actual rotation cycle of its members.

3.06 Removal

If any member of the Steering Committee engages in conduct which, in the opinion of the Steering Committee, is prejudicial to the best interests of the Association, such member may be removed from the Committee for cause. If a member is not fulfilling duties listed below, removal from Steering Committee may occur. Removal may occur at any meeting thereof, by simple majority vote of the Steering Committee members, provided notice of such proposed action has been given to all Members at least 10 days prior to the meeting at which such removal is to be considered.

3.07 Duties

The Steering Committee shall facilitate the development of mission, vision, policies, objectives, and goals of the Association. The Committee shall ensure the fiscal integrity of the Association. Listed duties:

- Attendance at meetings
- Serving on a working committee
- Payment of fees
- Speak externally with one voice as an Association
- Actively promoting the Network
- Assisting with grooming of leadership within the organization

3.08 There is no monetary compensation for service as a Steering Committee member.

A Steering Committee member(s) shall declare a real or perceived conflict of interest and disclose material facts regarding any perceived conflict of interest which may personally benefit the Steering Committee member and refrain from voting on such a transaction of the Steering Committee. Thereafter the Steering Committee may authorize the transaction in good faith by a majority of the Steering Committee not counting the conflicted Steering Committee member(s) in determining the quorum or the vote.

A Steering Committee member or officer may be paid for services rendered to the Association in the performance of its corporate purpose, provided a resolution authorizing such compensation shall have been adopted by the Steering Committee before such service is undertaken.

3.09 There will be no loans from Association funds made to any Steering Committee members.

Article IV. Steering Committee Meetings

4.01 Regular Meetings

A minimum of quarterly meetings, including the Annual Meeting, of the Steering Committee shall be held during each year at times and places to be determined by the Co-chair persons. The purpose of the meetings is to review the financial, administrative, and programmatic business of the Association.

4.02 Quorum

At any meeting of the Steering Committee a simple majority of the members shall constitute a quorum.

4.03 Notice

Written notices of all meetings of Steering Committee members shall be mailed, delivered, faxed, or E-mailed at least seven days before the date of the meeting. The business meeting calendar for the coming year will be presented or developed at the Annual Meeting.

4.04 Special Meetings

Special meetings of the Steering Committee may be called by the Co-chairs or when requested in writing or via electronic media by a majority of members of the Steering Committee. Any programmatic decisions which would commit significant dollars or a number of association human resources on a project requires Steering Committee review prior to a decision.

Article V. Officers

5.01 Officers

The officers of the Association shall be two Co-chair persons, a Secretary, and a Treasurer.

5.02 Term

The officers shall be elected from the Steering Committee members at the Annual meeting. They shall take office immediately upon election. Mid-term vacancies among officers shall be filled by the Steering Committee. The Terms shall be a minimum of one calendar year and a maximum of four consecutive years.

Article VI. Duties of Officers

6.01 The co-chairs shall be responsible for creating agendas for and facilitate the quarterly meetings including the annual meeting.

The secretary shall keep written minutes and records of the meetings, decisions, and actions of the Steering Committee on behalf of the Association. The secretary shall also keep the membership records.

The treasurer shall manage the Association funds according to Association policy and present an accounting of receipts and expenditures at the annual meeting and other quarterly meetings as deemed necessary. The treasurer shall collect annual Association membership fees.

The officers shall prepare and present an annual budget and an annual business meeting schedule for approval of the Steering Committee at the annual meeting. The officers shall assure coordination, communication and implementation of an annual work plan and carry out administrative operations.

Article VII. Committees

7.01 Standing Committees

The Steering Committee operates as a working committee. Sub-committees will be created on an ad hoc basis as deemed necessary by the Steering Committee to serve on either a permanent or temporary basis.

7.02 Nominating Committee

A Nominating Committee shall be appointed on a short-term basis one calendar quarter prior to the Annual Meeting to prepare nominations for new steering committee members.

7.03 Committee procedures

Each committee may establish its own meeting schedules and procedures, unless otherwise directed by the Steering Committee. Decisions are made by consensus within the committee membership. Non-steering committee members can be included on these committees as resources or as a leadership development and training function.

Article VIII. Execution of Instruments

8.01 Financial accounts

All checks, money markets, drafts, and orders for payment of money shall be executed by the officers of the Association or its Executive Director, or staff as the Steering Committee or contracted agents shall designate, pursuant to the Association resolution. Members of the Association shall have no personal liability for Association obligations.

8.02 Contractual Arrangements

Contracts may be executed by current Association officers or person(s) designated in writing by current officers, if the contracts adhere to current budget guidelines.

8.03 Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Steering Committee may designate, or as may be designated by an officer(s) or agent(s) of the Association to whom such power may be delegated by the Steering Committee. For the purpose of such deposit, any person(s) to whom such power is so delegated may endorse, assign and deliver checks, drafts, and such other orders for the payment of money which are payable to the order of the Association.

**Article IX.
Amendments**

9.01 These bylaws may be amended by a simple majority vote of the voting membership attending the annual meeting. There will be four weeks written notice to the membership of such meeting and proposed amendments.

9.02 The General Membership shall have the power and authority to amend the Articles of Incorporation of the Association by a simple majority vote at the annual meeting of members who are present.

**Article X.
Staffing of the Association**

10.01 Staffing of the Association shall be decided at the quarterly business association meetings. Operational policies, expectations, and roles and responsibilities shall be articulated by the Steering Committee prior to the hiring of contracted agents or staff.

10.02 If association members are hired in contracted agent staffing roles, there will be clear guidelines as to distinctions in roles and responsibilities between serving as a contracted staff member and Steering Committee or Association member. If officers are serving in contracted staff positions, there will be accountability structures created with other officers so that conflict of interest does not occur.

Other items to be scheduled for discussion and decision by the Steering Committee:

1. Decide on some basic ongoing working committees.
2. Present context, discuss, and decide about whether to use the Carver governance model.
3. Create a RACI form that indicates roles and responsibilities between contractual agents and Steering Committee members or sub-committees, including areas designated below.
4. Create consistent objective operational procedures for the following:
 - a. When calls come for leads for consulting work, how do these calls get processed and decided? [Probably need a policy.]
 - b. Procedures for Roundtable program: posting, selection of presenters, guidelines for who pays, prepaid registration issues.
 - c. Guilds: setup and operation of in-house training for special programs or markets.
 - d. Mentoring program and guidelines.
 - e. Guidelines for what we sell: materials, books, who decides what, who decides costs, consistent acknowledged guideline, collection of sales tax.
 - f. Is the selling of books unrelated business income? [No]
 - g. Library system guidelines: who uses, how long, cost for using? [Set up.]
 - h. Steering committee participation in financial responsibility of ongoing programs.
 - i. Relationship to International Association of Facilitators (IAF).
 - j. Guidelines for what co-sponsorship means in terms of expectations of MFN and expectations of the co-sponsors. [Set up.]

**MINNESOTA FACILITATORS NETWORK
ARTICLES OF INCORPORATION**

1995

- ARTICLE I. NAME
- ARTICLE II. REGISTERED OFFICE
- ARTICLE III. PURPOSES
- ARTICLE IV. NO PECUNIARY GAIN
- ARTICLE V. MEMBERSHIP / DIRECTORS
- ARTICLE VI. DURATION
- ARTICLE VII. DISSOLUTION
- ARTICLE VIII. PERSONAL LIABILITY
- ARTICLE IX. CONSENT IN WRITING
- ARTICLE X. FIRST BOARD OF DIRECTORS
- ARTICLE XI. INCORPORATORS

**MINNESOTA FACILITATORS NETWORK
ARTICLES OF INCORPORATION**

1995

THE UNDERSIGNED Individual, for the purpose of forming a corporation under and pursuant to Chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, does hereby sign and acknowledge these Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the Corporation is the Minnesota Facilitators Network (the “Corporation”).

**ARTICLE II.
REGISTERED OFFICE**

The address of the Corporation’s Registered Office in the State of Minnesota is 4955 Lake Avenue, White Bear Lake, Minnesota 55110.

**ARTICLE III.
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, and in particular, to promote, support, advance and represent the interests of the discipline and practice of various forms of facilitation and their applications to encourage participation in public, private and non-profit sectors of society. The Corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of the Corporation or expedient for the attainment of the purposes stated herein. The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now or hereafter in effect (the “Code”), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the code.

**ARTICLE IV.
NO PECUNIARY GAIN**

The Corporation shall be non stock and no dividends or pecuniary gain shall be declared, inure to the benefit of or be distributed to its members, directors or officers. No financial gain shall ever accrue to a member, officer or director of the Corporation, nor to any person or organization in the conduct of the business of the Corporation, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation. Any receipts of the Corporation in excess of the ordinary expenses of the Corporation shall inure to the benefit of the Corporation and shall be applied by the directors thereof to the expenses incurred by the Corporation in carrying out the purposes set forth herein. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE V.
MEMBERSHIP / DIRECTORS**

The membership of the Corporation may consist of one or more classes. The management of the affairs of the corporation shall be vested in a Board of Directors of not less than three (3) persons, as defined in the corporation's Bylaws. The Board of Directors, known also as the Association Steering Committee, shall have the authority to establish one or more classes of membership and shall fix the voting power, rights and preferences of each class through the Bylaws.

**ARTICLE VI.
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VII.
DISSOLUTION**

The corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to Section 501(c)(6) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

**ARTICLE VIII.
PERSONAL LIABILITY**

Neither the members, nor the directors, officers, employees, representatives or agents of the Corporation, past or present, shall be personally liable for the payment of any debt or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

**ARTICLE IX.
CONSENT IN WRITING**

Any action required or permitted to be taken at a meeting of the Board of Directors, other than an action requiring member approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. When written action is taken by less than all of the directors, all directors shall be notified immediately of the text of the proposed action and its effective date.

**ARTICLE X.
FIRST BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors of the Corporation, known as the Association Steering Committee, are as follows:

President

& Co-Chair: Sue Laxdal, 211 Peninsula Road, Medicine Lake, MN 55441

Vice President

& Co-Chair: Kathleen Burke, 4955 Lake Ave., White Bear Lake, MN 55110

Treasurer: Virginia Pierce, 419 W. County Road C, Roseville, MN 55113

Secretary: Steve Harrington, 299 Selby Ave., St. Paul, MN 55102

Mirja Hanson, 55 10 Edgewater Blvd., Minneapolis, MN 55417

Doris Jane Conway, 6566 France Ave. S., #1002, Mpls., MN 55435

Michael Kirkwood, 5435 Cedar Point Rd, Minnetrista, MN 55364

Cheryl Kartes, 2519 California St. N.E., Minneapolis, MN 55418

Catherine McLaughlin, 431 Dayton Ave., St. Paul, MN 55102

Ginny Belden, 2128 Sargent Ave., St. Paul, MN 55105

Lynette Jones, 811 Nebraska Ave. E., St. Paul, MN 55106

Cindy Wilcox, 5695 Christopher Rd., Excelsior, MN 55331

**ARTICLE XI.
INCORPORATORS**

The name and addresses of the persons acting as the incorporators are:

Sue Laxdal, 211 Peninsula Road, Medicine Lake, MN 55441

Kathleen Burke, 4955 Lake Ave., White Bear Lake, MN 55110

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1995.

Sue Laxdal, Incorporator

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1995.

Kathleen Joyce Burke, Incorporator

**MINNESOTA FACILITATORS NETWORK
501(c)(6) APPLICATION**

**Form 1024 Attachment Number 1
TIN 41-1770444**

Part I Line 9a:

Cover page for:

Articles of Incorporation
of
Minnesota Facilitators Network

Bylaws
of
Minnesota Facilitators Network

**Form 1024 Attachment #2
Minnesota Facilitators Network TIN 41-1770444**

Part II Line 1: Activities - past, present, planned

1. Participatory Planning Sessions: While not a “program”, we regularly use participatory planning activities to discern the focus and direction of our programs and the future of the Network. Planning activities were initiated in November, 1993 and have been conducted at community buildings and restaurant meeting rooms by rotating volunteers from the Steering Committee. Members of the Network are welcomed to participate.
2. Training Programs: The purpose of these programs is to educate and train facilitators, trainers, consultants, leaders, and managers from government, business, nonprofit and community-based settings in the “Technologies of Participation” facilitation methods. Programs were initiated in May, 1993 and held up to 4 times per year at various sites throughout the Twin Cities. We have a rotating team of trainers certified in the methods who teach the courses.
3. “Roundtable” Dinner/Presentation Meetings: Quarterly programs are designed for networking, dialogue, and dynamic learning opportunities for members. A rotating task force of the Steering Committee and other members plan programs that introduce and allow members to practice a variety of facilitation methods and learn about their applications. These programs are held in the large dining room of the University Club. Programs are presented by volunteers from the membership.
4. Newsletter: The intent of the newsletter is to share information on facilitation methods, book reviews, provide interviews that highlight members who are “making a difference”, provide a calendar of events and reports on conferences of interest to our members. The first issue was

sent out in late May, 1994. Although we anticipate making this a quarterly publication, the second issue is still under production. A task force of the Steering Committee and other member volunteers prepares the newsletter in their own homes or offices and it is printed by a local printer.

5. Salons: These are informal discussion groups designed to provide small group interaction and support between the quarterly Roundtable meetings. Any member of the Network is encouraged to select a topic for discussion, promote and host a meeting, generally at their homes. No fees are charged to participate. Salons began in January of 1993 and are held irregularly on an ad hoc basis.

6. Conference: One conference was held November 3-4, 1994, called "Facilitation: The New Profession". Approximately 70 people participated. Multiple facilitation methods were used and presented by volunteer presenters, mostly members of the Network. It was held at the University Club and was planned for by a conference committee comprised of the Steering Committee and other members of the Network. No further conferences are planned as yet, but are within the realm of future activities.

7. Mentoring Program: A task force is currently researching the establishment of a mentoring program. The purpose would be to augment the training programs to enhance and deepen the members' skills in facilitation. We hope to have a decision on implementing a program by January, 1996. Thus far, we would anticipate identifying mentors willing to have relationships with those in the membership seeking to increase their skills in the "Technology of Participation" facilitation methods. Those relationships would entail meetings at various sites.

8. Library: A resource library has been initiated by the Steering Committee in February, 1995 at the MFN office to provide access to books, handouts from conferences, audio tapes and video tapes to expand members' knowledge about the field of facilitation. The library is a service to members which is managed by a contracted representative of MFN.

9. Book Sales: We have begun selling specialty books on facilitation methods and applications to our members at Roundtable meetings and training programs, beginning February, 1995. Steering Committee members manage the sales.

Form 1024 Attachment #3
Minnesota Facilitators Network TIN 41-1770444

Part II line 3a:

Names, addresses, titles of officers and directors of MFN are:

President

& Co-Chair: Sue Laxdal, 211 Peninsula Road, Medicine Lake, MN 55441

Vice President

& Co-Chair: Kathleen Burke, 4955 Lake Ave., White Bear Lake, MN 55110

Treasurer: Virginia Pierce, 419 W. County Road C, Roseville, MN 55113

Secretary: Steve Harrington, 299 Selby Ave., St. Paul, MN 55102

Other MFN Directors:

Mirja Hanson, 55 10 Edgewater Blvd., Minneapolis, MN 55417

Doris Jane Conway, 6566 France Ave. S., #1002, Mpls., MN 55435

Michael Kirkwood, 5435 Cedar Point Rd, Minnetrista, MN 55364

Cheryl Kartes, 2519 California St. N.E., Minneapolis, MN 55418

Catherine McLaughlin, 431 Dayton Ave., St. Paul, MN 55102

Ginny Belden, 2128 Sargent Ave., St. Paul, MN 55105

Lynette Jones, 811 Nebraska Ave. E., St. Paul, MN 55106

Cindy Wilcox, 5695 Christopher Rd., Excelsior, MN 55331

Part II line 3b:

No compensation is paid to Directors or Officers for their services as Directors or Officers.

Form 1024 Attachment #4

Minnesota Facilitators Network TIN 41-1770444

Part II line 4:

The Minnesota Facilitators Network is an outgrowth of an informal “learning community” that operated with no fees, no income, and no legal structure for approximately 4 years, called the “ICA Network”. It had an informal affiliation with the Institute of Cultural Affairs (ICA) in Chicago, IL, due to many of our members having been past staff or current members of the ICA.

Part II line 5:

The Minnesota Facilitators Network (MFN) continues to be informally affiliated with the ICA in Chicago. The MFN also is affiliated with the recently formed International Association of Facilitators (IAF) which also “promotes, supports and advances the discipline, art and ethical practice of facilitation”.

While there is no financial support or shared facilities or employees with either ICA in Chicago or IAF, several members are also dues paying members of these other organizations. In addition, Sue Laxdal is an officer of both organizations and Mirja Hanson is a director of MFN and an officer of IAF. Virginia Pierce is an officer of MFN and serves on the Association Coordinating Team of the IAF. Mike Kirkwood is a retiring director of the MFN and serves on the Association Coordinating Team of the IAF.

Form 1024 Attachment #5
Minnesota Facilitators Network TIN 41-1770444

Part II line 7:

Membership qualifications: As per Bylaws and Operating Policies of MFN.

Membership is open to any individual interested in participatory leadership and decision-making in business, government, nonprofit and community settings.

Membership shall be available on a voluntary basis to any person who shall make a financial contribution to the MFN at an annual rate (currently \$25) established by the Steering Committee and be available without regard to gender, race, age, marital status, sexual orientation, national origin, or to social, political or religious preferences.

The voting members shall be the General Membership who are current on membership dues and are in attendance at the Annual Meeting. Each person shall have one vote.

General Members are entitled to:

- a. Participate in the activities of the association.
- b. Express their views to the Steering Committee.
- c. Be eligible to serve on the Steering Committee.
- d. Receive pertinent information concerning the activities.
- e. Vote at the Annual meeting.

The Steering Committee may create additional classes of members with such rights and privileges as it shall determine, but no further classes currently exist.

No one is required to join in order to participate in MFN activities.

No membership certificates are issued.

Form 1024 Attachment #6
Minnesota Facilitators Network TIN 41-1770444

Part II line 8:

As per our Articles of Incorporation, Dissolution will be handled as follows:

DISSOLUTION

The corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution

under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to Section 501(c)(6) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

Part II Line 10:

A portion of the revenue from the "Technology of Participation" courses is used to pay the trainers of the courses. The trainers are qualified by the Institute of Cultural Affairs to teach these courses after lengthy training. Courses are taught by a team of usually two or three trainers and trainer apprentices. A portion of the fees is also used to cover cost of the facility, food, supplies and equipment, and contracted support staff to handle registrations and paperwork.

Fees for other events are used to cover costs of facilities, meals, supplies and equipment and contracted support staff to cover costs of paperwork and registrations. Speakers and facilitators are voluntary.

Form 1024 Attachment #7
Minnesota Facilitators Network TIN 41-1770444

Part II Line 11:

The organization has made and plans to make in the future, payments to those members or non-members contracted to perform services for the organization. In the past, members who are qualified to teach the facilitation methods courses have been contracted to perform those services as needed and paid accordingly. In addition members have contracted to perform support services which includes bookkeeping, correspondence, registrations for the courses and related services. These activities will continue to be contracted to qualified members or non-members in the future. Attached is a list of payments made to members for contracted services.