



Guidelines of the Appalachia Funders Network

TABLE OF CONTENTS

1	Purpose of the Network.....	3
2	Guiding Principles of the Network	3
3	Membership	3
3.1	Membership Criteria	3
3.2	Application Process.....	3
3.3	Benefits of Membership.....	4
3.4	Membership Dues.....	4
3.5	Terms of Membership.....	4
3.6	Expectations of Members	5
3.7	Involuntary Removal from Membership.....	5
4	Steering Committee	5
4.1	Goals of the Steering Committee	5
4.2	Steering Committee Structure.....	6
4.3	Meetings.....	6
4.4	Decision-Making	6
5	Steering Committee Co-Chairs	6
5.1	Co-Chair Eligibility, Selection, and Terms.....	6
5.2	Roles and Responsibilities	7
6	Steering Committee Members	7
6.1	Steering Committee Member Eligibility, Selection, and Terms	7
6.2	On-Boarding of New Steering Committee Members.....	8
6.3	Roles and Responsibilities	8
6.4	Voluntary Resignation from Steering Committee	9
6.5	Involuntary Termination of Steering Committee Members	9
6.6	Adding Steering Committee Members	Error! Bookmark not defined.
7	Groups.....	9
7.1	Purpose of the Groups	10
7.2	Starting a Group.....	10
7.3	Group Names.....	10
7.4	Group Grant-Funded Projects	11
8	Group Co-Chairs.....	11
8.1	Eligibility, Selection, and Terms.....	11
8.2	Roles and Responsibilities	11
8.3	Group Co-Chair Liaison to the Steering Committee.....	12
9	Sub-Committees	12



9.1	Finance Committee	12
9.2	Membership Engagement Committee.....	12
9.3	Nominations Committee	13
10	Annual Gathering Planning Team	13
11	Network Coordinator	13
11.1	Roles and Responsibilities of the Network Coordinator to General Network Membership ..	14
11.2	Roles and Responsibilities of the Network Coordinator to the Steering Committee.....	14
11.3	Roles and Responsibilities of the Network Coordinator to the Sub-Committees	15
11.4	Roles and Responsibilities of the Network Coordinator to Unfunded Groups	16
11.5	Roles and Responsibilities of the Network Coordinator, Related to the Organizational Development of the Network.....	16
12	Financial Policies	17
12.1	Fiscal Agent.....	17
12.2	Process for Approval of Contracts and Payments	17
12.3	Process for Approval of Expenditures.....	17
12.4	External Funding Sought by Groups.....	18
13	Communications	18
13.1	Network Coordinator’s Role with the General Membership	18
13.2	Information Sharing by Members.....	19
13.3	Communication between the Groups and the Steering Committee	19
13.4	Communication across Groups.....	19
14	Conflicts of Interest	19
15	Dispute Resolution	19
16	Dissolution Clause	20
17	Amendments to the Guidelines	20



1 PURPOSE OF THE NETWORK

The purpose of the Network is to accelerate an equitable Appalachian transition by convening and connecting funders for learning, analysis, and collaboration. The Appalachian transition is a diverse coalition of actors focused on building more resilient Appalachian communities that elevate the ingenuity and promise of local solutions.

The Network envisions a healthy, equitable, and vibrant region that, through strong partnerships, civic engagement, and leadership, preserves our unique assets and provides prosperity for all. Its work is focused in the Appalachian counties of Ohio, Kentucky, Tennessee, Virginia, West Virginia, and North Carolina.

2 GUIDING PRINCIPLES OF THE NETWORK

The Network is guided by a set of principles that enable the deepest and broadest impact possible by engaging a diverse set of partners to learn and work together. The Network upholds the below guiding principles:

- Foster cross sector partnerships, civic engagement, and leadership.
- Advocate for long-term, strategic investments.
- Include practitioners in the work to learn, analyze, and develop strategies for the region.
- Maximize resources for the region and not the Network.
- Promote inclusion, equity and diversity.
- Cultivate trust, transparency and accountability.

3 MEMBERSHIP

3.1 *Membership Criteria*

Membership in the Network is open to representatives from public and private organizations or individuals that:

- Direct financial investments or intention to make financial investments in transition efforts in Central Appalachia;
- Share the Network's vision of an entrepreneurial-based Appalachian economy;
- Share a commitment to the Network's mission and values;
- Show an interest in enhancing the reputation of and willingness to expand opportunities for the Network; and
- Provide financial support for the Network, its programs, and initiatives through dues or other infrastructure investments.

Organizations and agencies that do not meet the criteria are still welcome to participate in many of the Network's opportunities.

3.2 *Application Process*

All funders interested in membership are asked to complete a membership application and profile. The information provided therein helps the Network build and maintain an accurate snapshot and understanding of our members' work. The information is intended to facilitate our ability to understand members' interest and help us connect members to one another based on real data. Information about members' funding practices and interests is not released to the public, but is accessible to other dues paying members. If a



member meets the required membership criteria as stated in Section 3.1 their application shall be approved by the Network Coordinator. In the event it is unclear if all criteria are met, the Membership Committee will review and share with the full Steering Committee for a vote, via email, to approve or reject the application. In this case, a simple majority of active Steering Committee members will constitute the approval or rejection of that applicant.

3.3 Benefits of Membership

Benefits of membership include:

- Networking, knowledge-sharing, and collaboration with other Network members.
- Participation in Network Groups, meetings, webinars, and learning events related to a variety of topics important to our members;
- Discounted registration fees for the Annual Gathering and other network events;
- Ability to influence the Network’s agenda, work plan, and future direction;
- Ability to peer or self-nominate dues-paying members to the Steering Committee;
- Opportunity to participate on the Gathering Planning Team and Groups.

3.4 Membership Dues

Recommended levels of support are assessed based on total grant making in Appalachia in the last full fiscal year. Community foundations may base their dues level on the amount of discretionary funds they give in the region. Fees may be paid in annual dues, as an annual grant and/or as special support for particular activities, as long as the giving totals fall within the ranges stated below. For some, dues can be determined through consultation with the Network Coordinator and approved by a co-Chair of the Steering Committee. Please contact us at appalachiafundersnetwork@gmail.com to schedule this consultation.

The intent of such fees is to ensure the commitment of members, provide continuing financial sustainability for the Network, encourage greater participation by funders, and to reduce the inefficiencies associated with ad hoc yearly fundraising. To help offset the costs for smaller foundations, we ask that foundations with the capacity to pay annual dues contribute in the ranges below or consider a sponsorship-level contribution.

Member Level	Suggested Membership Dues	Annual Funding in Central Appalachian Region
Associate	\$250 – 499	Less than \$500,000
Anchor	\$500 – 1,499	\$500,000-\$4.9 million
Ally	\$1,500 – 4,999	More than \$5 million
Advocate	\$5,000 and up	Investor Level

3.5 Terms of Membership

Membership dues are accepted on an annual basis. The term of membership lasts until December 31 of the given membership year. Dues received from September 1st through the end of a calendar year are applied to the next calendar year. Any dues received between the beginning of the year and the end of August are applied to the current calendar year. Pro-rating of membership dues is left up to the organization applying for membership as the Network’s dues schedule is a suggested amount.



Renewing members receive a grace period of three months during which they face no loss of membership benefits. If a renewing member organization submits its dues by April 1st of the current membership year, organization representatives will continue to receive Network benefits.

3.6 Expectations of Members

Members are expected to:

- Contribute to the goals and purpose of the Network, as defined above;
- Provide financial support to the Network, in the form of membership dues, sponsorships, or grants;
- Share perspectives, lessons learned, and expertise with other members of the Network.

In addition, we hope that all members will actively participate in one or more Groups, attend Network events when possible, and assist the Steering Committee in planning and goal setting to ensure a Network that provides substantial benefit to its members, their grantee partners, and the Appalachian region.

3.7 Involuntary Removal from Membership

A Network member may be removed from Network membership if the Steering Committee, in its sole discretion, determines that the member no longer meets eligibility criteria, is misrepresenting the Network, or that the member's actions reflect poorly on the field and/or might do harm to the reputation of the Network. Such a decision will be made in good faith using a consensus based decision-making process. Notice of the Steering Committee's action to remove a member, including a statement of the reason for removal, will be delivered by email to the most recent primary contact email address provided by said member. The member will be notified of the opportunity to be heard orally or in writing by the Committee.

Any annual membership fees paid by a removed member will be pro-rated to reflect the number of weeks of membership before the effective date of removal, with the remainder to be returned, minus a 20% administration fee.

4 STEERING COMMITTEE

The Steering Committee serves as the main governing body of the Network by leading and managing its growth, deciding its priorities, and making strategic decisions about its future.

We are dedicated to:

- Working together in the spirit of collaboration to achieve shared outcomes.
- Focusing our efforts on those that move our strategic agenda forward.
- Ensuring the necessary capacities exist within the Network to do our work effectively.
- Being proactive to pursue opportunities that address needs in the region, create opportunities, leverage resources, and advance the Network's vision.
- Communicating openly, honestly, and with transparency.
- Encouraging accountability for fiscal health and operational integrity with the Network's purpose.

4.1 Goals of the Steering Committee

- To be responsible for the growth, development and well-being of the Network;
- To provide leadership, long-term planning and financial assistance to the Network.



4.2 Steering Committee Structure

This Steering Committee may have up to fifteen (15) members and will be comprised of committed funders seeking to develop the Network into a stronger and more influential organization while ensuring the organization fulfills its goals. Steering Committee membership will represent funders of varying size, constituency, areas of interest, and demographic diversity. There may be no more than one funder from any single organization.

4.3 Meetings

Steering Committee meetings are held quarterly. All of the materials for the meetings are shared via email.

The Steering Committee meets in-person twice a year, in Summer and Winter. The in-person meetings include an opportunity for cross-pollination among Groups. Group Co-Chairs who are not members of the Steering Committee will be invited to join the full Steering Committee for a portion of these in-person meetings. Steering Committee Members and Group Co-Chairs must cover their own expenses to attend.

4.4 Decision-Making

The Network Steering Committee generally makes decisions by consensus. In the event that consensus is not possible after diligent and reasonable attempts; a quorum of $\frac{3}{4}$ of Steering Committee members has voting authority. A $\frac{3}{4}$ majority is required to make a decision by vote. When formal votes are required, the co-Chairs will ensure a 48-hour notification period to all Steering Committee members.

The Steering Committee will provide opportunities for all Network members to provide feedback about decisions through business meetings, video conference calls, webinars and regular communication through the Network's website or email.

5 STEERING COMMITTEE CO-CHAIRS

Steering Committee Co-Chairs are responsible for leading and providing oversight to the activities of the Steering Committee. The Steering Committee has two co-Chairs.

5.1 Co-Chair Eligibility, Selection, and Terms

Co-Chairs must be engaged members of the Network for at least two years and a member of the Steering Committee for one year before they are eligible to be selected. Co-Chairs are nominated and elected by the Steering Committee. Co-Chairs serve for 3-year term, with the option of seeking re-election for subsequent terms. There are no limits on the number of terms of Steering Committee Co-Chairs.

Prior to election of a new Steering Committee Co-Chair, members of the Steering Committee shall be given a minimum of 10 days' notice of the upcoming election. This notice shall happen via email from the Network Coordinator. This notice shall include if the current Steering Committee Co-Chair intends to stand for re-election.

Nominations for Steering Committee Co-Chairs may be made in advance via email or from the floor. The current Steering Committee Co-Chair, who is not up for election, shall state the nominations previously submitted before opening the floor for nominations. During open nominations from the floor members may nominate any eligible Candidate. Candidates from the floor may nominate themselves. A nominee may decline a nomination from the floor. Nominations should be taken in successive order. The floor shall remain open for nominations until there are no further nominations. All nominees may remain in the meeting during floor nominations, voting, and counting.



In the case of one nominee, the vote will be conducted via voice vote to accept or reject the nomination. In the case of two nominees, the election shall be conducted via confidential paper ballot. In the case of three or more candidates, the election shall be conducted via instant-runoff voting on paper ballots. Instead of indicating support for only one candidate, voters in instant-runoff voting elections rank the candidates in order of preference. Ballots are initially counted for each voter's top choice. If a candidate has more than half of the vote based on first choices, that candidate wins. If not, then the candidate with the fewest votes is eliminated. The voters who selected the defeated candidate as a first choice then have their votes added to the totals of their next choice. This process continues until a candidate has more than half of the votes. When the field is reduced to two, it has become an "instant runoff" that allows a comparison of the top two candidates head-to-head. The Network Coordinator and a witness shall count the ballots.

Elections for Steering Committee Co-Chairs shall take place on a staggered schedule. The elections shall typically take place at the Winter Steering Committee retreat, with the new Co-Chair assuming their duties at the Annual Gathering of the same year. Elections shall take place in the following years: 2022, 2023, 2025, 2026, 2028, 2029 and so on.

If a Co-Chair is unwilling, unable, or becomes unqualified for serving the remainder of their duties, a new election shall be called to complete the remainder of their existing term. The election schedule shall remain unchanged.

5.2 Roles and Responsibilities

Planning & Management

- Lead the Steering Committee in the development of its purpose, goals, and work plans.
- Provide oversight of work plans and Network deliverables.
- Partner with the Network Coordinator to develop Steering Committee meeting agendas.
- Facilitates regular Steering Committee calls.
- Review and approve materials to be distributed to the Steering Committee.
- Approve meeting locations and overview of logistics.
- Approve and sign-off on Network contracts.
- Be available for immediate support to the Network Coordinator.
- Expect to commit 10-15 hours per month to Network activities (including on sub-committees).

Relationship-Building

- Build relationships with state funder networks/associations.
- Engage members and encourage participation in the Network.
- Serve as a champion for the Network, including serving as a public spokesperson and lead contact for the Network.
- Conduct outreach to potential Network members and share information about the Network, including member benefits.
- Welcome and support the Network Coordinator in providing an orientation to new Steering Committee members.

6 STEERING COMMITTEE MEMBERS

6.1 Steering Committee Member Eligibility, Selection, and Terms

The Network will convene a Nomination Committee of Steering Committee members who may invite a member outside the Steering Committee. The Nomination Committee will oversee a process to invite



Steering Committee nominee recommendations from the Network membership prior to the annual Gathering. The Nomination Committee will use member recommendations to vet members suitable to serve on the Steering Committee. New Steering Committee members will be selected according to their engaged leadership and understanding of the purpose and role of the Network as well as current Steering Committee needs. The Nominations Committee will nominate candidates to the Steering Committee, who shall vote via email to approve or reject nominees. New Steering Committee members must be approved by a majority vote of existing Steering Committee members. The Steering Committee shall announce the selected nominees to the membership at the annual Gathering.

In the event that a Steering Committee member has been terminated, the Steering Committee can appoint a current member to serve on the Steering Committee in the interim until the Nomination Committee has completed the nominations process for a new Steering Committee member.

The Nominations Committee shall seek to ensure that the Steering Committee is composed of individuals who:

- Represent an organization that is a dues-paying or sponsoring member of the Network
- Have been active in the Network for at least one year.
- Represent a grantmaking organization not currently represented (or will no longer be represented at the time of appointment) on the Steering Committee.
- Together, display diversity in geography, funder type (community foundation, financial institution, national foundation, private foundation, investor, and public agency funder), areas of interest, demographics, and culture.

Steering Committee members serve a 3-year term, with the option of renewing for subsequent terms. There are no limits on the number of terms Steering Committee members can renew.

Steering Committee members are responsible, with their organizations, for determining their own insurance obligations. The Appalachia Funders Network is not an independent organization and is fiscally sponsored by MACED, Therefore, Directors and Officers insurance is not supplied by the Network.

6.2 On-Boarding of New Steering Committee Members

Orientation for new Steering Committee members includes a brief introduction and overview of the role of the Steering Committee at the Gathering with the Network Coordinator. The in-person, Summer Steering Committee meeting serves as a more in-depth orientation for new Steering Committee members.

6.3 Roles and Responsibilities

Planning & Management

- Attend 2-hour quarterly Steering Committee meetings
- Commit approximately 6-10 hours a month to carrying out the work of the Network.
- Attend 2 in-person strategy retreats each year (in Summer and Winter).
- Review all Steering Committee meeting materials prior to meetings.
- Serve on at least 1 Group or committee.
- Engage in long term planning and help shape the vision and work of the Network.
- Monitor progress of the Network work plan and hold each other accountable.

Fundraising & Finance

- Support fundraising needs of the Network to secure funds from members and partners in membership campaigns, event sponsorships, and partnership/grant opportunities.
- Stay abreast of the Network's budget.



Communications

- Communicate the vision, purpose, and goals of the Network.
- Share information about the Network with other funders and interested groups.

Relationship-Building

- Build relationships with state funder networks/associations.
- Represent the Network, when suitable, at meetings, conferences, etc.
- Engage in new and renewing member recruitment.
- Meet with potential members who express interest in the Network.

Under normal circumstances, members are expected to pay for their own travel and accommodations for Steering Committee meetings and events (i.e. the annual Gathering).

6.4 Voluntary Resignation from Steering Committee

Any Steering Committee member of the Network can resign as a member at will.

6.5 Involuntary Termination of Steering Committee Members

A Steering Committee member may be terminated by a simple vote of the majority of the Steering Committee. Such a decision will be made in good faith.

Reasons for terminating a Steering Committee member may include, but are not limited to:

- Refusing to pay membership dues;
- Refusing to uphold the principles or values of the Network;
- Not acting in good faith in the governance and oversight of the Network;
- Misrepresentation of the Network;
- Illegal or unlawful conduct;
- Attending less than 50% of schedule Steering Committee meetings in a calendar year;
- No longer qualified for Network membership.

The Co-Chairs will review compliance and make a recommendation to the full Steering Committee. Notice of the Steering Committee's action to remove a Steering Committee member, including a statement of the reason for removal, will be delivered by email to the most recent email address provided by said member. The member will be notified of the opportunity to be heard orally or in writing by the Committee.

Any annual membership fees paid by a removed Steering Committee member will be pro-rated to reflect the number of weeks of membership before the effective date of removal, with the remainder to be returned minus a 20% administration fee.

7 GROUPS

Groups play a key role in helping us deepen our learning and analysis around a promising sector or strategy for advancing the Appalachian transition. They provide members of the Network an opportunity to collaborate for the purpose of accelerating the development of a promising sector or a specific strategy. Each Group should have a charter consisting of a defined purpose, a set of goals, and a work plan of projected tasks and outputs, which must be approved by the Steering Committee.

As of October 28, 2019, The Network has seven Groups. They are:



- Arts & Culture
- Energy & Natural Resources
- Food & Ag Systems
- Health
- Place-Based Foundations
- Downtown Revitalization
- Equity

7.1 Purpose of the Groups

- Develop a common analysis and shared vision of the opportunities and challenges within the Group topic;
- Develop a shared understanding of best practices and strategies to grow promising sectors;
- Engage funders to collaborate, leverage investments, and develop a common measurement system around key investment priorities;
- Engage with leading experts in the field and development practitioners to inform the Group's collective learning and analysis;
- Share lessons learned with other funders.

7.2 Starting a Group

Members who wish to coalesce around a particular sector or strategy may consider creating a Group. Any member of the Network can start a Group as long as the following criteria are met:

- The focus of the Group contributes to the goals and purpose of the Network;
- At least 5 or more members are committed to contributing to the Group;
- Initially, at least two Network members (one being a Steering Committee member) are willing to co-Chair the Group which includes a commitment to (with support from the assigned Network Coordinator, as described below);
 - Organize and facilitate Group meetings.
 - Lead the Group in the development of goals and work plans.
 - Personally engage members and encourage participation in Group activities.
 - Potentially lead a session at the Gathering around the work of the Group.
- Interested Group member(s) present the Group's case statement to the Steering Committee about how the Group fits in the purview of the Network and the Appalachian transition;
- The Group shall adopt a mission statement and present it to the Steering Committee for approval of activities under the charter of the Appalachia Funders Network;
- Once approved, the co-Chair/Steering Committee member will act as the liaison between the Groups and the Steering Committee;
- Groups must contribute a minimum of \$5,000 annually to support their operations, communications, and the Network.
- Groups must inform the Steering Committee prior to pursuing funding.

7.3 Group Names

Groups should have an independent name that identifies their focus under the umbrella of the Appalachia Funders Network. For example: the "Health Group of the Appalachia Funders Network." Group co-Chairs may use the Group's independent name under the umbrella of the Appalachia Funders Network as it serves the Group's priorities, work plans, and purpose.

Group members should request approval from Group Co-Chairs to use the independent Group name under the umbrella of the Network. If a Group wants to develop a logo or identifying graphics in coordination with



those of the Network, Group co-Chairs should seek approval from the Steering Committee. If a Group wishes to use the Network's logo or name independent of the Group name, the co-Chair should seek approval from the Steering Committee.

7.4 Group Special Projects

Groups are encouraged to seek external funding to advance goals and established work plans. Groups will inform the Steering Committee prior to pursuing funding. Once dedicated funds have been secured, the Group is encouraged to hire an independent coordinator/consultant to help support and manage the work of the Group. All special projects will incur the following fees: 8% to MACED as a fiscal sponsor fee, and 8% to the Appalachia Funders Network.

7.5 Dissolution of Groups

A Group may voluntarily dissolve at any time. In order to do so, the decision must be made by consensus. In the event that consensus is not possible after diligent and reasonable attempts; a quorum of $\frac{3}{4}$ of Group members has voting authority. A $\frac{3}{4}$ majority is required to make a decision by vote. Group Co-Chairs will ensure a 48-hour notification period to all Group members. Final approval for dissolution must be given by the Steering Committee along the same voting guidelines.

Additionally, if a Group membership drops below five active members or it is unable or unwilling to meet the minimum \$5,000 annual financial obligation, the Steering Committee may vote to close the Group. The vote of the Steering Committee shall follow the same voting guidelines as listed above.

8 GROUP CO-CHAIRS

Each Group must have two co-Chairs. Co-Chairs are responsible for leading and providing oversight to the activities of the Groups. Once the work plan for the Group has been approved by the Steering Committee, Group Co-Chairs have the authority to make decisions that fall within the parameters of that work plan.

8.1 Eligibility, Selection, and Terms

Co-Chairs must be engaged members of the Network for at least one year before they are eligible to co-Chair a Group. Co-Chairs are nominated by the Group and approved by the Steering Committee. Co-Chairs serve a three-year term. There are no term limits for Group Co-Chairs.

8.2 Roles and Responsibilities

Planning & Management

- Lead the Group in the development of a common purpose, goals and work plans.
- Oversight of work plans and project deliverables.
- Create Group meeting agendas.
 - Draft agendas, gather input from Group members, and finalizing agendas.
- Facilitate regular Group meetings.
- Act as point of contact for Group members.
- Act as lead contact with other Network Group co-Chairs.
- Fundraise to support Group activities, as appropriate.

Communications

- Review, revise, and approve all documents and other materials developed for the Group.



- Collaborate, as needed, with the Network Coordinator to negotiate vendor contracts.
- Review and sign all vendor contracts that fall under \$5,000 for Group related activities. Review and endorse all vendor contracts greater than or equal to \$5,000. Vendor contracts are between the Appalachia Funders Network and the Network fiscal sponsor.
- All contracts greater than or equal to \$5,000 are endorsed by the designated Steering Committee Co-Chair and signed by the fiscal sponsor.

8.3 Group Co-Chair Liaison to the Steering Committee

One co-Chair of each Group must be designated as a liaison to the Steering Committee to ensure consistent communication and clarity. In addition to the normal responsibilities of a Group Co-Chair, the Steering Community liaison is expected to fulfill the following duties:

- Join a portion of select Steering Committee bi-annual in person meetings to update the Steering Committee about the purpose, goals, and current work of the Group and take in information to relay back to the Group related to the on-going work and strategies of the Network. Regular updates to the Steering Committee may include such things as: 1) progress that the Group has made toward its work plan 2) major decisions made or to make 3) challenges or opportunities the Group faces 4) reporting on the Group's expenses or income, if applicable. If the Group needs approval or any major decision from the Steering Committee, the Group Co-Chair/Steering Committee liaison should submit a summary of that request to the Network Coordinator two weeks prior to the Steering Committee meeting.
- Represent the voice, ideas, and concerns of Group members to the Network Steering Committee.
- Ensure the Group and the interest of Group members is well-represented at Network Gatherings, in Network publications, and other Network-related meetings and documents.
- Ensure Group members are aware of the purpose, goals, and work of the Network.

9 SUB-COMMITTEES

Sub-committees are charged with specific priorities to plan or implement specific Network activities.

9.1 Finance Committee

The Finance Committee provides financial oversight for the Network, including budgeting and financial planning, financial reporting, and the creation and monitoring of accountability policies. The roles and responsibilities of the Finance Committee include the following:

- Develop and recommend an annual operating budget with the Network Coordinator to be approved by the Steering Committee;
- Monitor adherence to the budget;
- Set long-range financial goals along with funding strategies to achieve them;
- Present all financial goals and proposed funding strategies to the Steering Committee for approval;
- Monitor progress of the Network work plan and hold each other accountable.

9.2 Membership Committee

The Membership Engagement Committee recruits new members to the Network and undertakes activities to maintain an engaged membership. The roles and responsibilities of the Membership Engagement committee include the following:

- Plan membership campaign activities, outreach assignments, and materials to distribute;
- Gather feedback and recommendations on opportunities to improve membership engagement;



- Identify ways to leverage the Network’s website to further engage members;
- Determine which communication platforms should be used to host conversations between members (i.e. listserv, blogs or others);
- Monitor and revise the dues structure, if needed;
- Monitor progress of the Network work plan and hold each other accountable.

9.3 Nominations Committee

The Nominations Committee guides the selection process of new Steering Committee members. The roles and responsibilities of the Nominations Committee include the following:

- Oversee process to invite nominee recommendations from Network membership;
- Vet and consider members suitable to serve on the Steering Committee;
- Nominate members who:
 - Represent an organization that is a dues-paying or sponsoring member of the Network
 - Have been active in the Network for at least one year.
 - Represent a grantmaking organization not currently represented (or will no longer be represented at the time of appointment) on the Steering Committee.
 - Together, display diversity in geography, funder type (community foundation, financial institution, national foundation, private foundation, and public agency funder), areas of interest, demographics, and culture.
- Monitor progress of the Network work plan and hold each other accountable.

10 ANNUAL GATHERING PLANNING TEAM

The Annual Gathering Planning Team Members is comprised of 8-15 members, including at least one member of the Steering Committee, at least one local representative, and at least one representative from each of the Groups. The purpose of the team is to plan the Gathering and ensure that it reflects the interests of the broader Network. Members of the Gathering Planning Team are asked to:

- Commit to monthly 90-minute video meetings over a 5-month period for the months of October to March;
- Assist with the development of the Gathering agenda;
- Identify and potentially help recruit session presenters and speakers;
- Help coordinate activities such as site visits, breakout sessions, or the Welcome Reception;
- Provide local logistical support when appropriate;
- Act as gathering ambassadors: to include such things as meet-and-greet, welcomes and/or speaker introductions, possibly moderate a session;
- Lead or assist with efforts to raise money for the Gathering activities.

11 NETWORK COORDINATOR

The overarching scope of work is to maintain the momentum and work of the Network while further developing the proper organizational structure, policies, and procedures necessary for the Network to thrive.

Specifically, the network coordinator is responsible for the following deliverables:

- A well-managed Network with supportive structures is in place that include: living work plans, an engaged Steering Committee, ongoing communication and outreach efforts, and an up-to-date budget.



- The Network's leadership has the tools and knowledge to effectively manage the work of the Network and to be the face of the Network.
- Highly functional internal committees exist with clear and tested roles delineated between ad-hoc committees and the Steering Committee.
- A clear organizational structure is in place and all coordination processes are standardized. This includes a standardized membership recruitment process, Steering Committee member nomination and orientation process, among others.
- A clear set of policies and procedures have been developed in coordination with ad-hoc committees so that the Network is set up to achieve its larger goals. This includes a clear decision-making process within and between sub-committees, Groups, and the Steering Committee.
- An effective and impactful Gathering has taken place to help solidify and communicate the structure of the Network.
- Groups have their own structure and governance to move their work forward under the charge of the Steering Committee.

11.1 Roles and Responsibilities of the Network Coordinator to General Network Membership

Communications & Administration

- Provide quarterly member news and Network updates to Network members.
- Inform Network members of opportunities to learn about membership, and how to become a member.
- Provide prospective members with general Network materials upon request. Upon request, conduct an overview meeting with perspective members about the Network and process for joining. Upon request, connect prospective dues paying members to speak with a Steering Committee or Group member about the value of membership.
- Manage and update the Network's public website with current, relevant information on Network resources, activities, and opportunities.
- Manage and update the Network's contact lists and make the current members list available to dues-paying members upon request.

Logistics & Support for the Annual Gathering

- Manage Gathering logistics and ensure they match the required event climate.
- Facilitate and manage vendor contract process for Annual Gathering purposes.
- Act as the on-site logistics manager during the Gathering.
- Support participant recruitment via Gathering registration page and mass email communications informing funders in the Network about Gathering activities.
- Manage participant registration processes.
- Ensure participants have the necessary materials to arrive and engage in Gathering activities.
- Assist in the development of the Annual Gathering materials and agenda in partnership with the Gathering Planning Team.
- Prepare facilitator's agenda for all facilitators and Steering Committee members.
- Prepare and coach all speakers on the objectives and vision of their speaking session.

11.2 Roles and Responsibilities of the Network Coordinator to the Steering Committee

The Network Coordinator is responsible for ensuring that Steering Committee meetings, operations and activities are well-organized, efficient, and led by Steering Committee members. Below are the roles and responsibilities of the Network Coordinator to the Steering Committee:



Communications & Scheduling

- Communicate with Steering Committee members about regular quarterly meetings, get materials out early before meetings, and serve as a clearinghouse for Network documents and information.
 - Any significant communication and materials to be approved by co-Chairs before sending (doodle polls, notes from meetings, meeting confirmations, and other basic communications do not need approval to send)
- Open and close all Steering Committee meetings.

Documentation & Material Development

- Document Steering Committee meetings and provide follow-up notes.
- Assist in the development of Steering Committee meeting agendas.
- Draft documents as directed by co-Chairs (co-Chairs to approve documents before coordinator sends to Steering Committee members, when needed)
- Make available to all Steering Committee members important Network documents including: budget, cash flow, financials, guidelines, roles & responsibilities of committees and Groups, work plans of each committee, general Network information, and other information in a shared, accessible location.
- Provide all necessary and approved outreach materials to the Steering Committee as they build relationships with prospective and new members of the Network.
- Prepare the tools, documents, and other information needed to carry out the work of the Network.

Administration & Management

- Assist with management, coordination, and execution of work plans and deliverables.
- Manage the administrative needs of the Network.
- Assist with Steering Committee follow-up and coordinate the next steps with their respective ad-hoc committee, if applicable.
- Assist with content research to support the Steering Committee goals.
- Be prepared to provide institutional memory and coordinator-specific knowledge as needed.

Fundraising, Membership, & Budgeting

- Prepare grant proposals and reports for the general operations of the Network.
- Keep transparent records of Network Coordination Requests for Payment.
- Track and report finances to the appropriate committees on demand and as necessary.

11.3 Roles and Responsibilities of the Network Coordinator to the Sub-Committees

Communications & Scheduling

- Schedule meetings as directed by the ad-hoc committee and as needed to meet the needs of upcoming activities of the Network.
- Communicate with ad-hoc committee members about meetings, get materials out early before meetings, and serve as a clearinghouse for Network documents and information.
- Open and close all ad-hoc committee meetings.

Documentation & Material Development

- Document ad-hoc committee meetings and provide follow-up notes.
- Assist in the development of ad-hoc committee meeting agendas.
- Draft documents as directed by ad-hoc committee members.
- Seek approval on materials resulting from decisions, policy development, and others for public purposes by the ad-hoc committee members.

Administration & Management

- Manage, coordinate, and execute work plans and deliverables.
- Track progress on ad-hoc committee next steps.
- Provide content research to support the ad-hoc committee priorities.



- Develop policies and procedures.
- Ensure that ad-hoc committee members have the tools to hold other members accountable for the work and priorities of their committees, roles, and responsibilities.
- Be prepared to provide institutional memory.

11.4 Roles and Responsibilities of the Network Coordinator to Groups

Until the Group has dedicated funds to hire a coordinator/consultant, the Network Coordinator will provide basic administrative support to the Group co-Chairs. This support includes the following:

Communications & Scheduling

- Schedule regular Group meetings as directed by the co-Chairs.
- Communicate with Group members about regular meetings, get materials out early before meetings, and serve as a clearinghouse for Network documents and information.
 - Any significant communication and materials to be approved by co-Chairs before sending (doodle polls, notes from meetings, meeting confirmations, and other basic communications do not need approval).

Documentation & Material Development

- Document Group meetings and provide follow-up notes.
- Provide minimal administrative support to co-Chairs as they develop Group documents and materials.

Administration

- Open and close Group meetings.
 - Note that the Network Coordinator will not attend next step calls and interim meetings between full Group meetings.

11.5 Roles and Responsibilities of the Network Coordinator, Related to the Organizational Development of the Network

Organizational Development

- Provide research-informed analysis and ideas on the organizational structure of the Network.
- Complete organizational paperwork and filings necessary for Network.
- Provide relevant documents, flow-charts, and graphic depictions of the structure and interrelations between various parts of the Network.
- Maintain contact and good standing with the Network's fiscal sponsor.
- Reflect critically on the Network's structure in order to improve it and develop a resilient organizational structure.
- Evaluate and measure progress of the Network.

Policies, Processes, and Procedures

- Ensure that the internal management processes are efficient, streamlined, and easy to transfer to another coordinator.
- Co-develop and document the policies and procedures needed to ensure role and decision making clarity throughout the Network.

If coordination of the Network should move to a new contracted coordinator, the following steps should be taken to ensure a successful coordinator transition:

- Ensure an effective transition of the Network coordination function to a new coordinator team.
- Provide training and coaching to the new coordination team.



- Provide new coordination team with documents, templates, processes, and procedures for the internal management and coordination of the Network.

12 FINANCIAL POLICIES

12.1 Fiscal Agent

The Mountain Association for Community Economic Development, Inc. (MACED) serves as the Network's fiscal sponsor as of 10/09/2015. Under this sponsorship, the Network is a project of MACED, and thus, all liability is held by MACED. See approved contract for details.

If for any reason there is a question of liability that falls on a Steering Committee member, that individual would be covered legally by his or her organization's insurance policies, so long as that Steering Committee member has received sanction to serve on the Steering Committee.

12.2 Process for Approval of Contracts and Payments

The following steps shall be taken to authorize MACED to sign a given contract or request for payment.

1. Funded special projects within the Network must have a clear work plan and budget approved by the entire Steering Committee.
2. One Co-Chair of the Group (for Group projects) or Steering Committee Co-Chair, via email, authorizes approval of the contract(s) or payment(s) that are consistent with the work plan and budget.
3. The Network Coordinator receives written approval via email and coordinates execution of the contract.
4. The Network Coordinator verifies that the request is consistent with the project work plan and budget, and sends the Steering Committee approval statement and additional materials to MACED for signature and/or payment. MACED will then sign the contract and return it to the Network for execution, or make the requested payment. In the case that the approved contract or payment is not consistent with the project work plan and/or budget; the Network will send the request back to the approving Steering Committee member for further review.
5. Steering Committee approval is not required for contracts or requests for payment related to the Gathering that are under \$7,500 and consistent with the Gathering work plan and budget. Contracts and requests for payment that are not consistent with the Gathering work plan and budget must be sent to the Gathering Steering Committee Co-Chair for approval before sending to MACED to sign.

The Network Coordinator is not an authorized entity to approve contracts; it serves as checks and balances on the process to approve contracts and payment requests. The Finance Committee serves to oversee the overall budget of the Funders Network. As such, it reviews P&L statements, cash flow, fundraising efforts to ensure the appropriate funding exists for the work.

12.3 Process for Approval of Expenditures

Expenditures should be approved by a Co-Chair of the Steering Committee. The following steps shall be taken to authorize MACED's execution of these payments:

1. When requesting approval of Network expenditures, the Network Coordinator will ensure that all expenses are in line with already-approved budgets and state this in the email to the Steering Committee Co-Chairs requesting approval.
2. At least one Co-Chair) replies to that email noting their approval of the expenditures.



3. Once the Network Coordinator receives written approval via email the Network Coordinator sends that statement of approval to MACED to execute the payment. Note that the Network Coordinator is not an authorized entity to approve payments to MACED, with the exception of expenses and contract related to the Gathering for amounts under \$7,500. In the case of these expenses, such as entertainment fees, transcription services, or transportation fees, the Network Coordinator may request payment without Steering Committee Co-Chair or Finance Committee approval as long as they are consistent with the approved Gathering budget for that year.
4. The Finance Committee reviews the P&L statements and balance sheets regularly.

12.4 External Funding Sought by Groups

Groups are encouraged to seek external funding to advance goals and established work plans. All grant proposals and related budgets submitted by a Group must be approved by the Steering Committee. When a Group applies for funding, 16% of any grant should be designated towards the Network's general operating fund to cover the fiscal sponsor fee and administrative cost of managing the grant (as defined in section 7.4).

There may be situations when Groups apply for funding on their own, using a fiscal sponsor from within the Group rather than having funds managed by the Network. This entails less financial oversight on the part of the Network, but should still be discussed and approved by the Steering Committee on a case-by-case basis.

Each Group coordinator may receive a profit/loss statement upon request from the Network accountant, if that Group has funding managed by the Network.

13 COMMUNICATIONS

13.1 Network Coordinator's Role with the General Membership

In order to ensure effective and on-going communication with the General Membership, the Network Coordinator is responsible for the following:

Mass Mailing

- Provide quarterly member news and Network updates via email to all members and interested funders associated with the Network.
- Inform funders in the Network of opportunities to learn about membership, and how to become a member.
- Send announcements of Network-related opportunities separate from a quarterly newsletter (i.e. announcements of Network-sponsored webinars, Network events, etc.) The Network Coordinator needs to be directed to do so by the leadership of the Steering Committee, Groups, ad-hoc committees, or the Gathering Planning Team. These announcements do not need to be pre-approved by the Steering Committee.
- Bulk emails, provided the Coordinator has been directed to create them or are fulfilling the roles above, do not need final approval from a co-Chair to send.

Individual Member and Prospective Member Emails

- Provide prospective members with general Network materials upon request and connect prospective dues paying members to speak with a Steering Committee or Group member about the value of membership.

Website and Twitter

- Manage and update the Network's public website with current, relevant information on Network and member resources, activities, and opportunities.



- Manage and update the Network's contact lists and make the current members list available to dues-paying members upon request.

13.2 Information Sharing by Members

Information Sharing with the Entire Network

Members who wish to share news, opportunities, and other information with the entire Network should send it to the Network Coordinator. The Coordinator will then post it to the public website and/or distribute it via regular bulk email, as appropriate. The Coordinator may not email or forward this information to the entire Network membership so as to limit the number of emails that are sent. However, members may access the member directory to share opportunities and news themselves.

Information Sharing Within Groups

Group members who wish to share information about opportunities and/or events with other members of their Group are encouraged to distribute this information directly to the entire Group.

Information Sharing Beyond Groups

Members who wish to share information about opportunities and/or events to other Groups of the Network are asked to send this information to one of the co-Chairs of their Groups. The co-Chair will distribute the information to other Groups via the Group Co-Chairs.

13.3 Communication between the Groups and the Steering Committee

One co-Chair must serve as the liaison between the Steering Committee and Group to ensure consistent communication and clarity. This individual is expected to do the following, as described in Section 8.3.

13.4 Communication across Groups

Co-chairs of all Groups meet regularly to provide general updates about their work and discuss possible opportunities for synergy across Groups.

14 CONFLICTS OF INTEREST

The Network is committed to the highest levels of integrity. Steering Committee members are expected to conduct their relationships with each other and other partners with objectivity and honesty. A conflict of interest exists when a Steering Committee member is in a situation where his/her own self-interest and interests of the Network might be in conflict. For example, a conflict of interest exists if a Steering Committee is being influenced to vote in a certain manner because of their direct or indirect involvement with another entity.

Steering Committee members are obligated to avoid and disclose ethical, legal, financial, or other conflicts of interest involving the Network, and remove themselves from a position of decision-making authority with respect to any conflict situation.

15 DISPUTE RESOLUTION

In the highly unlikely event that a critical issue cannot be resolved by the Steering Committee and that an impasse substantially threatens the work and membership of the Network, the Steering Committee will:

- Identify and clarify the issue or issues at impasse.
- Seek an agreed upon, independent, external party to assist the Steering Committee in overcoming the impasse.



- Participate in a dispute resolution process, in an established time frame, with the external party noted above, in a good faith effort to bridge differences and overcome the impasse.

16 DISSOLUTION CLAUSE

The Network may be dissolved only with authorization by the Steering Meeting. The decision must be made by consensus. In the event that consensus is not possible after diligent and reasonable attempts; a quorum of $\frac{3}{4}$ of Steering Committee members has voting authority. A $\frac{3}{4}$ majority is required to make a decision by vote. Co-Chairs will ensure a 48-hour notification period to all Steering Committee members. All dues paying Network members will be notified of dissolution via email and on the Network Website.

Upon dissolution of the Network, all remaining assets of the Network, after payment in full of all its debts, obligations, and necessary final experts, shall be distributed to MACED.

17 AMENDMENTS TO THE GUIDELINES

Amendments to these Guidelines may be made by the Steering Committee.