GET FREE MINNESOTA

Official Policy Registry | GFMN-POL-003

Governance Structure And Standard Practices

Approval. Board of Directors, October 30, 2026 (Resolution 3).

Version. Registry edition 1.0.

Status. Approved.

Effective date. Effective upon adoption, October 30, 2026.

Record notes. Includes the complete resolution and its adopted Exhibit A. Later role updates do not amend this source record.

Public registry edition. Substantive resolution, policy and exhibit text is preserved. Packet distribution markings, obsolete navigation and proposal labels are omitted. Restricted Board source records remain in the archive.

elections.therealyb2016.com/policies

RESOLUTION 3

Governance Structure And Standard Practices

WHEREAS, effective governance requires clear authority, dependable reporting and compliance with Minnesota law and GFMN's governing documents;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors:

1. Confirms The Governing Framework And Office Titles. GFMN shall comply with applicable law, its filed Articles and validly adopted Bylaws. The Decision Matrix and other internal documents operate within that framework. Office titles include duly appointed acting or interim holders within their authority and appointment terms. This resolution changes no appointments, amends no Articles or Bylaws, creates no committee and ratifies no unauthorized acts.

2. Uses The Decision Matrix And Required Approvals. GFMN shall use the Decision Matrix as its controlling internal allocation of decision and approval authority. Matters requiring member approval under controlling law or the governing documents remain subject to that approval. Staff practice or a lower-level document cannot transfer governing power. Bylaw amendments follow Section 8.1. Resolution 4 establishes additional rules for staff and management implementation.

3. Confirms Collective Board Oversight. The Board of Directors acts collectively with care and good faith, provides fundraising leadership, approves organizational and fundraising plans subject to required member approval, and oversees finances, fundraising results, management and risk. Directors support approved fundraising and outreach. Individual Directors may direct staff or bind GFMN only under written delegation. The Board retains oversight of delegated work.

Board And Officer Responsibilities

Office	Responsibility Within Existing Authority
Board Chair Pro Tem	Leads Board meetings, oversight and fundraising participation. Chair duties alone do not confer presidential management authority.
President	Supervises the Interim Executive Director. Provides fundraising oversight and authorization; authorizes upfront vendor payments before financial signers, within approved authority. Implements Board and member actions.
VP Of Outreach & Community Partnerships	Leads approved outreach, partnerships and fundraising with the President and Interim Executive Director. Policy and organizational changes require prior Board of Directors approval.
Treasurer	Oversees financial records, reports, authorized transactions and fundraising controls, including donor restrictions, gift accounting and delegated work.
Secretary	Maintains corporate records, Board of Directors resolutions and governing documents, and provides fundraising support.

Officers support fundraising within approved duties and delegations. A person holding multiple offices shall identify the capacity in which each decision is made. Other governing-document duties remain.

RESOLUTION 3 CONTINUED

Governance Implementation And Reporting

4. Documents Delegated Management. Managerial oversight and staff supervision begin at the Officer level. Officers are authorized to act within assigned portfolios and written delegations. The President supervises the Interim Executive Director, who directs daily operations, staff and approved fundraising. Program leads and assigned managers supervise their teams and are accountable for planning, delivery, assigned fundraising, evaluation and closeout. Staff and contributors report to their designated supervisor and support assigned fundraising activities. The President shall document supervision, spending, signing and escalation limits within approved authority.

5. Establishes Organizational Reporting. The Interim Executive Director shall provide monthly written progress reports to the Board and Officers, with input from program and operations leads. The Board Chair pro tem and Secretary shall include a standing Management and Program Accountability item on regular Board agendas. Reports shall cover priorities, milestones, deliverables, budget, fundraising results, success measures, risks, support needs and decisions requested. The Secretary shall record decisions and assigned follow-up. Existing program-specific reporting requirements continue.

6. Adopts The GFMN Structure. The Board adopts the organization-wide GFMN Governance and Accountability Structure in Exhibit A as its governance and management reference, subject to paragraphs 1 and 2. It applies across GFMN programs, campaigns and administrative functions. It does not create positions, appoint individuals, create committees or transfer reserved powers. Any committee remains subject to its lawful authorization and charter.

7. Requires Standard Board Practices. The Secretary shall verify proper notice, quorum and voting requirements; record attendance, motions, votes, disclosures and recusals; and retain the final adopted text and supporting documents. Directors and Officers shall disclose conflicts and use the existing conflict of interest process. No person may approve their own compensation, contract or reimbursement. Financial and fundraising commitments must remain within valid budgets and delegated authority. Financial reports shall be presented at regular Board meetings.

8. Maintains Records And Compliance. GFMN shall maintain required corporate and accounting records, preserve lawful member and Director inspection rights, and protect confidential information. The Secretary and President shall maintain a calendar for required filings, policy reviews and governance actions. Medical and confidential personnel information shall not be included in general Board packets.

9. Maintains Approved Governing Records. Within 30 calendar days of adoption, the Secretary and President shall verify the current filed Articles, legal corporate name, approved Bylaws and Decision Matrix, and document management delegations. They shall maintain consistent approved records and submit proposed governing-document or Matrix amendments to the Board of Directors for review and any required member approval. The Decision Matrix governs internal decision routing within applicable law and the governing documents. This resolution is effective upon adoption.

Authority: GFMN Bylaws Sections 2.7, 4.3 through 4.5, 5.1 through 5.6, 6.1 through 6.4, and 8.1 through 8.3; Minn. Stat. Sections 317A.181, 317A.241, 317A.251, 317A.305, 317A.311 and 317A.461.

GFMN Governance And Accountability

Body Or Role	Authority And Working Relationship
Voting Members	Elect Directors, approve the annual budget and exercise reserved member decisions under the governing documents.
Board Of Directors	Sets policy; oversees finances, management, fundraising and risk. The Board Chair serves within the Board and leads its meetings and oversight.
President	Supervises the Interim Executive Director and directs management within assigned authority. Authorizes upfront vendor payments before the required financial signers.
Treasurer	Directs finance: cash, budgets, payroll and financial controls; coordinates with the Interim Executive Director. Independent approval/review controls remain required.
Secretary	Maintains minutes, resolutions, notices, appointment/election records and governing documents.
VP, Outreach And Community Partnerships	Leads partnerships, outreach and fundraising within assigned authority.
Interim Executive Director	Leads delegated daily operations, staffing and approved fundraising. Reports to the President.
HOPE Act Committee	Autonomous program directed by its Coordination Circle, with no separate program lead. Darla is the two-way liaison and conduit to/from the appropriate GFMN role or body.
Inside/Outside	Program lead / assigned manager directs approved program work, staff and contributors through the established supervisory structure.
End Slavery	Program Director / assigned manager directs campaign planning and delivery, staff and contributors, with support from the Interim Executive Director.

The Coordination Circle manages HOPE Act's own agenda and program work. Organizational approvals and reserved member powers follow the governing documents and Decision Matrix. This exhibit identifies roles and relationships for the Resolution 3 vote.

Updated role presentation: Board Chair within the Board; autonomous HOPE Act coordination; Darla as two-way liaison. Governing-document authority and required approvals remain the basis for implementation.