WILPF U.S. National Board Meeting
Tuesday, September 17, 2013
8:00 PM EDT/5:00 PM PDT    The specific reports will be attached (as noted) on the web Via teleconference

Facilitator: Laura Roskos, President (dashboard assistance by Cheryl)
Notetakers: Recording approved.
Timekeeper: Robin Lloyd, Development Committee Chair
Vibes watcher: Ellen Schwartz, Program Co-chair
Present: Eva Havlicsek, Laura Roskos, Cheryl Diersch, Joan Bazar, Ellen Schwartz, Marie-Louise Jackson-Miller, Robin Lloyd and Catia Confortini (joined 5:45).
Members present: Darien De Lu, Fran Foulkrod, Libby Frank, Deb Garretson, Nancy Ramsden, Claire Gosselin, Betty Burkes, Elieita Muniz, Renee Prespare, Barbara Nielsen, Joan Ecklein, and Candace Perry.
Staff: Ria Kulenovic
Welcoming statement
Agenda Review

SUMMARY OF DECISIONS TAKEN:
None

Treasurer’s summary report – Eva
Financial reports are attached.
  ➔ Dated August 1, should be August 31 on the Unaudited Budget Report.
  ➔ Income shows positive amount because budget was divided by 12 to record many YTD expenses monthly, however we still have large expenses like Int’l Dues, Annual Appeal, P&F mailings that all come in at end of year.
  ➔ On balance sheet there are reserved funds listed separately.
  ➔ Computer equipment listing under expenses will be adjusted because computers have been purchased.
  ➔ Events/fundraising line item was spent for a fundraiser in NY.
  ➔ Governance line includes retreat, board meetings and money for conference calls.
  ➔ National Congress, regional meetings and Congress Coordinator are not under Governance.

Timeline and process for developing the 2014 budget: expectations of committee chairs
  ➔ October 4 is deadline for budget requests from committee chairs.

Protecting our branches that receive 501c3 donations: suggested changes to the Branch Roles and Responsibilities Policy.
A 501c4 is allowed to do some lobbying but any funds that are tax deductible go through a 501c3 sponsor such as JAPA or PDF. The IRS regulations require that any fiscal sponsor organization reports an accounting of all tax deductible funds donated through their organization.
  ➔ Some branches have not been providing that information to JAPA and that is a violation of IRS rules.
  ➔ These funds can only be used for educational purposes but WILPF National is uncertain that branches are being informed of the restrictions; therefore, these rules will be explained in our revision of the “branch benefits and responsibilities” policy.

Bylaws change request.
Finance committee must be composed of board members and staff who are protected by our insurance coverage. This is why our bylaws are specific to who can be on the Finance Committee.

When the current bylaws were written there was a larger staff to help guide the Treasurer on her new fiscal and legal duties.

The new Treasurer needs a few months to grow into the position. The best person to mentor the new treasurer would be the previous board treasurer. But since that person is no longer a board member and she is in a precarious position as she is not protected by our insurance.

Eva recommended the former treasurer will remain on the board in an ex officio position for a up to a year following her term and a few months minimum. Voting is not the issue the definition of ex officio is the virtue of one's position.

The bylaws change would require the previous board treasurer to remain on the board in an ex officio position for a term of up to a year. If the newly elected treasurer felt confident within three months to continue on her own then the ex-offico treasurer could leave.

The board looks forward to considering a bylaw change implementing this idea as proposed by the bylaws committee.

Q&A: Board members questions on above

Q&A: Non-board members questions on above

Libby - What are deferred dues? Laura - Dues are paid at different times of the year for the prospective 12 months. Therefore this is a mechanism to record the dues for the correct time frame. All of our auditors have requested us to prorate the actual portion of dues paid into the actual calendar year.

Libby - What other items are listed under Professional Fees? Ria - accounting, bookkeeping, a grant writer, the P&F Editor, web design, IT consultant and a communication consultant.

Renee - Why is the Congress listed under “Events” while the Retreat at which no decisions were made was listed under “Governance?”

Darien - Raised a question about liability and what committees does the Directors and Officers insurance policy protect?

Eva - Only the Finance Committee b/c they are making fiscal decisions that could be fraudulent; other committees do not make fiscal and legal decisions. Also Board members have the responsibility to make fiscal and legal decisions that are therefore covered under WILPF’s insurance.

Barbara Nielsen - Says she doesn’t think a non-board volunteer on the Finance Committee would have the same liability as a Director or Board member. Has a lawyer been consulted?

Eva - my suggestion came not from a lawyer but from WILPF bylaws.

Discussion on updating the branch benefits and responsibilities policy and Evergreen Branch Survey. See attached two reports. Marie-Louise reports:

There is a useful tool on our WILPF U.S. website which includes a discussion board for branches. All members on this call are encouraged to share information such as a description of their branch, and how our U.S. Section could be helpful to their branch? Are there tabling,
fundraising and friend-raising events - ways of welcoming new members that branches could write about? How about discussing the "Branch Benefits and Responsibilities"? Did members have a chance to participate in their branch's Evergreen Survey? Marie-Louise suggested discussing the Evergreen Survey input toward a vision for branch and member participation. She invites everyone to share their thoughts on the discussion board.

Eva – Who is going to work on this?

Marie-Louise – Has not set a date for the Membership Development Committee to meet and would like to encourage a free discussion on the discussion board. Laura says last Steering Committee wanted concrete proposals by November Board Meeting. As of last week, the discussion boards weren't working – correct?

Suggestions and concerns of board members
Laura - the document should describe a reciprocal exchange between national and branches. We would like to know who the elected or agreed upon chair or treasurer are of each branch so we know who can be accountable for meeting the terms of that document. It was noted that the Board is elected and has a fiduciary responsibility. Laura said the chair or treasurer of a branch should sign the document to indicate who had read it and promised to be accountable.

Catia - Suggested that as we collect this information, there needs to be a clear outline of accountability for members or branches who might break the trust. How it would be worded in the branch responsibilities about sanctioning members who use WILPF’s logo inappropriately. The more vast communication and the ease in dissemination of information is these times the more we need that.

Marie-Louise is going to set a phone call for member participation. Or call her cell phone (which she gave) and she is in the office most evenings. She will send out an email to the branches list.

Suggestions and concerns of non-board members
Libby - Confidence in the branches needs to be strengthened not weakened. Input is made by the branches. Send the message to the branches what you want them to respond to.

Candace - The discussion board is still not working. We need to always think of a couple of other means of communication. We should be proactive on other forms of communication.

Elenita - Pointed out that the best practices language of "healthy, viable and active branches" needs to be clear and helpful in this document. Also, the electronic Evergreen Survey document is not particularly user friendly, and should have a return mailing address to send it to when completed.

Darien - Welcomed the request for input and feedback from members.

Renee - Her branch's lawyer says this should be part of the bylaws and must be voted on by the members. This document has no standing.

Laura - The document begins by quoting WILPF's Bylaws as adopted by the members in 1997 and amended since. The rest of the document is a policy document. We will have a lawyer look at this.
Elenita - Has been confused by the branch best practices section, thinks it's too convoluted, should be edited for clarity. She requests that if branches fill out the Evergreen Survey on paper there should be an address where the hardcopy can be mailed. Also, there's not enough space on the document for a full answer to fit between the questions.

Renee - The Branch Benefits and Responsibilities should be presented to the members for approval. Nothing can be separated out from bylaws and turned into policy without approval of the members. Unless a document can be found showing where the members ceded power to the board to make bylaws amendments.

Marie-Louise responds to Renee, she doesn't know what the history is, there is a timeline at Swarthmore, and she wants to know what members want. She wants to hear from them.

Catia - Input should be made by the branches. She suggests sending the information to the branches that are most concerned (though all of them are concerned) asking for input.

Elenita - Doesn't understand what the board is supposed to do if not set policy. We elect the board in order to make policy; it is ridiculous to think every member will want to get involved to determine policy and to set it

Barbara Nielsen - Missing from the Evergreen Survey is a sense that the national leadership wants to be supportive and encouraging to the branches. With the suggestion that branches elect or appoint a responsible person to sign the document, WILPF national is imposing onerous requirements on branches which will discourage people from doing the hard work of organizing a branch. She urges the board to consider being more sympathetic to the hard work before writing more requirements.

List serve policy proposal (see attached document) - Laura

The job of the Board is to make policy and most non-WILPF listservs have moderators, but they don't actually moderate the content of the lists rather they enforce certain policies about personal conduct on the lists. In the past, we have discussed instituting a policy to enable moderation of our listservs. We have attempted to make elaborate rules regarding the use of the listserv but without policy if someone breaks the rules and misuses the listserv there are no consequences. Laura thinks that the reluctance to establish consequences is tied to the absence of a fair appeal process. Moving forward this policy needs to include a right of appeal, so that if the Director of Operations did censure a member that member would have a path toward reinstatement. We want to empower our users of the listservs. We got pretty far in writing this policy last year but we neglected to follow through with a decision.

This draft policy circulated is rooted in two policy statements we have already adopted: the Welcoming Statement with our commitment to diversity and a safe space, and the second is our Email Etiquette Policy for Board members etc. which has existed without consequences since 2006.

No consensus tonight and we will begin again with an editable google doc and with email.

Discussion by board members
Ellen - If we removed someone from the listserv would that be forever, what is the amount of time? There is really no way to get back on the listserv.

Laura - Perhaps something like any WILPF member who has been removed from WILPF
listservs but wants to be reinstated can appeal to be reinstated by writing a statement to the WILPF national board. She asked Ellen to devise wording.

Catia – “Appeal” still sounds like they were wrongly removed. By requesting in a statement to the National Board.

Eva - A member may feel they have been wrongly removed there would be an appeal. A member who thinks she was removed and there was a mistake she should be able to “appeal” to the board for reinstatement.

Discussion by non-board members.
Barbara Nielsen - this policy has a fatal flaw, that there is no due process. A sentence that talks in passing about members using the listservs “by posting commercial advertisements, fundraising appeals (for non WILPF organs), personal invective, gossip about WILPF leaders, or other inappropriate content.” No definitions. And the thing that stands is that the Board is putting punitive action toward members in the hands of staff. If Board members are convinced that a member is doing something that the other members would disapprove of, then there should be a process of adjudication. I would suggest that you all think about this in a slightly different way. Members who have posted promotions about books they have published should be handled differently from someone who rants personal harm in their language.

Libby - She feels there is a real tightening of the rights and freedom of members. If someone goofs and says something they shouldn’t have on a listserv that is one thing but this is trying to solve issues through a legalistic method and is wrong. Just tell them and they won't do it again.

Nancy Ramsden - This is a difficult situation. Perhaps this is an area, there does need to be some kind of process that will protect members who have been continually insulted and harmed and to protect those who might have made a mistake. Maybe the Practicing Peace Committee can help in the “listening” of the process.

Ria - Having some kind of code of conduct is part of every listserv. And we do have a lot of problems of people attacking the “persons and not the issues” on the listservs. She doesn't see it as tightening restrictions on members, it is important to have this policy. These listservs are being used to spread gossip.

Laura – Under this policy the dialog would begin with a call. It would not be arbitrary; each person exhibiting inappropriate behavior on a listserv would receive personal communication(s) from the Director of Operations. And it is not usually one person attacking another, but one person injuring the community. It is about one person alienating the community.

Deb – I suggest a solution that is less robotic than policy.

Catia - First there would be letter from the D.O., and with the second infraction another letter from the D.O., and only with the third infraction would the person be cut off from the listserv. There are some tweaks to be more precise and allow for a conflict resolution within it. So can we put this as a google doc and the whole board can have input as a way to move forward?

A document will be worked on by the Board. The current draft policy will be placed on Goodie Docs.
Bylaws committee update: progress made under board-approved mandate and chair’s suggestions for moving forward (attachment #6) – Ellen
Ellen – The committee is not moving forward. There have been no models for an organization that works like we want. There has been no vision for the directives of the mandate. We do not have the where-with-all nor model to look at. PA Statues completely changed in July.

Laura - How does this articulate the type of organization we want? The Board will have to take a more active role and give something more tangible.

Ellen – Libby has composed a lot of good suggestions but the committee has not met. Webinar with WILPF’s attorney is good idea. I am still looking for other organizational best practices, for example what are our statutory responsibilities?

Questions and comments by board members
Marie-Louise said in general we need help and member participation. Perhaps we can each bring something to the discussion from our other non-profit experiences.

Laura - maybe we can put together a webinar where we present three or four models of membership organizations before November. We can produce a broader discussion or some kind of poll.

Catia – how do we follow up once we present to the Board examples perhaps we can have an online survey with a few questions gleaned from a webinar.

Laura – Perhaps the board will have to take a more active role in showing models or current practices.

Process and responsibilities regarding nominations for International Executive Committee (please consult international constitution and WILPF US bylaws as posted on www.wilpfus.org)
This item was removed from the Agenda: Catia will send a memo to the board explaining how it works.

Check out by non-board members: What issues do you think the board should be prioritizing right now?
Libby - Whatever help Cheryl needs to get out the Board Minutes she should get. Also the board should note that well over 100 members have expressed concern and should take account of that.

Renee - Plan for managing the listservs is entirely subjective. Better to check with the other listserv members first to see if they considered the action objectionable. Also any changes the board makes to the Bylaws is taking power from members.

Deb Garretson – This meeting should be focusing on Congress and we should not assume that when the office moves that it has to be in Boston.

Candace Perry - I have not attended a board meeting before and I thought what was missing is a discussion on anything regarding social justice.
Darien - There are many pressing issues and instead of addressing the concerns of members we have punitive measures being taken against members.

Barbara Nielsen - Looks forward to better days at WILPF.

Nancy Ramsden - Thought the dialogue was good, members got to speak and it was kept to two hours. Like International, the Board is elected to make decisions - how can 1200 people make decisions? Everyone was courteous.

Laura - One thing we understood from the groundswell of member unease was lack of transparency about finances. We will try to find ways to make policy discussions more transparent.

Robin - There was no report from the Development Committee.

Executive Session to discuss committee appointments

Summary of decisions taken:

• Darien DeLu is removed from the nominating committee. (Consensus with 1 stand aside.)
• In approximately 5 days, Marie-Louise will send Laura a slate of appointees to the Nominating Committee and Laura will circulate for discussion and approval.
• Immediately, Robin will send Laura a slate of appointees to the Development Committee and Laura will circulate for discussion and approval.
• The board will take responsibility for soliciting members' thoughts on member participation for the bylaw revisions.
• At the November board meeting we will entertain a proposal to disband the committee.

Check out and meeting assessment by board members.

• Good meeting.
• Concerns about possible mediation with members requesting recall.
• Members did make a few good points that were beneficial for Ria regarding the financial presentation.
• Please do think about what we all want to leave behind as we move towards the end of our terms.

Meeting adjourned 10:25 pm
Minutes respectfully submitted by: Cheryl Diersch, Secretary

Minutes approved by e-mail, consensus unanimous. October 17, 2013
Unaudited Budget Report; August 1, 2013

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<p>| <strong>Expense</strong>       |                     |            |               |
| Advertising &amp; Promotion | 475               | 333        | 500           |
| Bank Charges      | 2,851               | 2,287      | 3,430         |
| Board Expense     | 0                   | 667        | 1,000         |
| Books &amp; Magazines | 30                  |            |               |
| Branch Support    | 2,349               | 2,000      | 3,000         |
| Coalition,Dues,Memberships | 200             | 667        | 1,000         |
| Computer Maintenance | 305              | 333        | 500           |
| Computer Purchase | 0                   | 5,000      | 5,000         |
| Computer Supplies | 430                 | 333        | 500           |</p>
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WILPF (Unaudited) BALANCE SHEET

**ASSETS**

**Current Assets**

- **Checking/Savings**
  - CASH IN BANK: $91,857.11
  - 1003.35 - PAX Funds: $80,232.80
  - 1040.00 - Eastern Bank-CD's: $100,116.81
  - Total Checking/Savings: $272,206.72

- **Other Current Assets**
  - 1095.00 - Petty Cash: $100.00
  - 1202.02 - Deposits: $1,478.00
  - 1410.00 - Prepaid Insurance: $1,577.34
  - 1412.00 - Prepaid Expense: $501.00
  - 1645.00 - Equipment: $28,291.34
  - 1850.00 - Equipment-Accum Depr: $22,569.77
  - 1655.00 - Furniture: $1,690.07
  - 1656.00 - Furniture-Accum Depr: $1,690.07
  - Total Other Current Assets: $9,467.91

- **Total Current Assets**: $281,674.63

**TOTAL ASSETS**: $281,674.63

**LIABILITIES & EQUITY**

**Liabilities**

- **Current Liabilities**
  - Accounts Payable
    - 2000.00 - Accounts Payable: $744.73
    - Total Accounts Payable: $744.73

- **Other Current Liabilities**
  - 2120.00 - Mini-Grants Payable: $3,111.34
  - 2250.00 - Deferred Dues Income: $14,668.86
  - 2252.00 - Middle East Committee FUND: $1,500.00
  - 2255.00 - DISARM Committee: $1,075.44
  - 2556.00 - International Travel Fund: $100.00
  - 2557.00 - 1325 Consultations Fund: $1,197.23
  - 2558.00 - 100th Anniversary International: $4,515.00
  - 2561 - Latin American Regional Meeting: $615.00
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**TOTAL LIABILITIES & EQUITY**

281,674.63
WILPF Branch Responsibilities and Benefits

Includes relevant By-Laws, “Good Standing” Protocols and “Best Practices”

April 2007 Board Action; as Revised April 2011

By-Laws Amendment

III. C.

1. Ten or more WILPF members may form a branch.

2. All branches must follow the guidelines included in the Protocol for National-Branch Relations, adopted by the national board and regularly provided to branches. By following the guidelines, a branch qualifies as being in good standing.

3. Only Branches in good standing may use the WILPF name in any of their publications or operations.

4. Branches in good standing are additionally eligible for certain benefits, as determined by the national board.

Protocol for National Branch Relations, as amended April 17, 2011.

1. All branches must have at least the following two leadership positions: a mailing contact/liaison and a treasurer, who is responsible for local records and membership information. The US WILPF office will communicate regularly with the branches to provide information on WILPF national and International programs and other facets of the organization.

2. Branches must use “Women’s International League for Peace and Freedom” or WILPF (or other language equivalents, such as the Spanish, LIMPAL) in all identity and public materials.

3. WILPF will be the priority identity and focus of branch actions, including fundraising. The US WILPF Office will provide branches in good standing with WILPF tools and resources for nationwide activities and events, such as model press releases, sample flyers and posters, and talking points.

4. A person cannot be a branch member unless they are a member of US WILPF. The US WILPF Office will communicate regularly with branches to provide contact information on new or renewed WILPF members in the vicinity of branches.
5. Branches must report membership contact information at least annually to the US WILPF Office [c/o Laurie Belton, 11 Arlington Street, Boston, MA 02116.] The US WILPF Office will work with branches to correct discrepancies in membership information in a timely fashion.

6. Branches must briefly report at least annually on their local activities using the Evergreen Branch Survey, downloadable from the WILPF website at http://www.wilpf.org/directory. The US WILPF Office will communicate regularly with the branches about the activities of other branches and ideas for branch activities through a variety of means, such as the national magazine, the website, the various WILPF e-mail list and monthly e-news.

7. Branches may not collect WILPF membership dues unless they do so in accordance with current US WILPF national policies. WILPF dues include membership in WILPF International, WILPF U.S. Section, and a local branch. WILPF dues are on a sliding scale, “Membership dues are $15 - $150. Find your place in WILPF: Pay more if you can, less if you can’t. Dues can be paid annually in a lump sum or by pledging.”

8. Branches may not collect local dues beyond the national dues, but may charge for subscriptions to a branch newsletter or raise funds in other ways. No later than June of each year, the National Office will return to branches $2 per new or renewing member during the prior calendar year, including members or life members who make an annual contribution by pledging. Payments will begin in 2012 for calendar year 2011.

8. Branches must respect and implement the fact that, as a 501C(4) non-profit organization, US WILPF is a nonpartisan group. Therefore, branches can neither endorse nor campaign for or against partisan candidates for political office. Branches can lobby and campaign for legislation and issues, and the US WILPF Office will provide advocacy tools.

9. Branches must respect the relationship of the Jane Addams Peace Association to US WILPF as the only tax deductible education fund – 501C(3) – for all levels of WILPF (including International, National Sections and Local Branches). The US WILPF Office will provide branches with written information on how to work with JAPA and set up branch bank accounts properly.

**Branch Best Practices Section:**

(This section will grow over time. You are encouraged to submit your suggestions to the Membership Committee of the National Board for inclusion.)

1. A healthy, active branch will meet at least four times a year in order to maintain connections with members and visibility in the community.)

2.
2. A viable branch will change branch leadership at least once every three years in order to encourage leadership development among its members and have the technical knowledge unique to that branch shared by more than one person at a time. This sharing prevents critical loss of capability when key members are unavailable. This should cover access to any computer data (mailing lists, membership lists, newsletter formats, etc.), as well as knowledge of the physical location of any archival materials, banners, filing cabinets, libraries, videos, etc.

3. An active branch will present or participate in at least two local WILPF related events/actions each year in order to enhance visibility in the local community thereby attracting new members and/or invigorating current members.

4. A visionary branch will work to share national and international WILPF information and resources with its members in a timely fashion in order to express the scope of WILPF’s work and connect with those women involved around the world.

5. A thoughtful branch will review and consider the WILPF mission and vision statements, as well as any Campaigns in order to connect local branch actions to the national and international WILPF programs and themes.

6. A responsible branch will have a realistic budget of current finances and an active plan to cover future situations. This might involve fundraising events; appeals for donations; efforts for funding special projects locally, nationally, or internationally; and/or a plan to increase planned giving, life memberships or shift to monthly support funding of dues.
Women's International League for Peace and Freedom
“Evergreen” Branch Survey

Please take time to complete this survey at a meeting of your branch and submit to dialogue@wilpf.org or send to the National Office when completed.

Part One: BRANCH BASICS AND PROGRAM YEAR

1) Please identify your branch:

2) Please give us your most updated contact information for your Branch Membership Contact and Branch Treasurer (Please note: these are the people from your branch who will be on the branches@wilpf.org email list):

3) Please give us the contact information for your branch as you would like it to appear on the branch directory page of the WILPF website:

4) Does your branch have a budget? How do you raise money?

5) Does your branch have a website? If so, please provide the URL:

6) Does your branch have an email distribution list? If so, what is the address to which messages should be sent for distribution on the list?

7) Does your branch publish a newsletter? Do you mail copies to the WILPF U.S. Section office and to the editor of Branch Action for Peace and Freedom? Do you mail a copy to the archivist for the WILPF U.S. archives in the Peace Collection of Swarthmore College Library?

8) Does your branch hold an annual retreat? During which month?

Part 2: BRANCH ACTIVITIES AND ACTIVISM

9) Does your branch have any mechanisms for self-evaluation? Do you have any mechanism for basic review of the branch in terms of WILPF’s vision, mission and projects? If so, how have you evaluated yourself and what have you learned?

10) We want to discover the best practices of working as a social justice organization. What have been some of the particular successes of your work as a branch? Where have you found that you have fallen short as a branch?

11) All achievements and work of our branches create the larger picture of WILPF’s work. Which of the following WILPF issue committees does your branch engage with the most?

   Advancing Human Rights
   Building the Beloved Community
   Corporations v. Democracy
   Disarm
   End the Wars
   Middle East (Israel/Palestine)
Save the Water
Cuba and the Bolivarian Alliance

12) Which members of your branch participate on which national issue committees? (See issue committee list above.)

13) Do you do any programming around the Jane Addams Children’s Book Awards? If so, briefly describe:

14) As a multi-issue organization, our activism happens on many levels. As a branch, what are your main goals for your current action(s)? What are your strategies for obtaining these goals?

15) What is the most important thing WILPF U.S. can do to support the activism of members in your branch?

16) What is the most important thing WILPF International can do to support the activism of your branch?

Part 3: BRANCH CONTINUITY AND GROWTH

17) Have your branch membership contact and treasurer completed a Democracy in Action training session? Do they feel comfortable using the database?

18) What does your branch do to encourage renewals?

19) What does your branch do to recruit new members?

20) How many (dues) paid up members did your branch have last year?

21) Do you regularly contribute to the branch activism column of Peace and Freedom?

22) How does your decision making process work as a branch?

23) How is the leadership within your branch set up?

24) What is the most important thing WILPF U.S. can do to support your branch as an organization?

Part 4: CERTIFICATION

25) Who is filling out this survey?

26) Date of completion?

27) Suggestions on how to improve the WILPF “Evergreen” Branch Survey: