



## Topics covered in this Operations Summary

*This document compliments and often overlaps with the Canopy Bylaws.*

1. Canopy Members
2. Membership Responsibilities
3. Role of Members in General
4. Canopy “Champions” Importance, Role and Eligibility
5. Meetings and Voting
6. Conflict of Interest and Compensation Policy
7. Project Selection, Funding and Management

### 1. Canopy Members

The following individuals are included as active members in Canopy:

- **Currently Serving on a Project**(or completed service in the last 1 year) in one of the following capacities: Project Director, Champion, Sponsor or Board Member.
- **Lifetime Members** are those who have completed 5 or more successful Canopy Projects including: Past Project Directors, Champions or Sponsors.
- **Annual Members** are invited individuals, who may not be actively working on a particular project, but bring skills, insight and connections and have been voted in as an “Annual Member” during one of the quarterly voting periods a majority of Canopy Members and approved by the Board.

### 2. Member Responsibilities

Canopy Members actively work together to cooperatively manage the organization. There are no annual dues required for Canopy Membership, but there are participatory requirements as outlined below.

- Participate in 70% of annual and special meetings. *If live attendance at a meeting isn't possible, a Canopy Member may “attend” and vote on policy based on a recorded summary of the meeting (video or meeting notes and online/email voting as applicable).*
- Participate in at least 2 “Project Reviews” per year, depending on the number of active projects.
- Review and vote on at least 50% of Canopy Project proposals (including a vote of “no opinion”)
- Participate in voting in Board Members as necessary.

### 3. Role of Members in General

In addition to the Canopy Membership requirements, Canopy Members are encouraged to be active in the following roles:

- Help to identify and “Champion” or directly manage new Canopy Projects
- Provide guidance and mentorship to new Canopy applicants and Project Directors

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- Review, comment, identify and participate in voting on new Canopy Project proposals.
- Help identify new Sponsors, and support and educate/update current Sponsors of Canopy Projects

#### **4. Canopy Champions -- Eligibility and Responsibilities**

- Projects require a “Champion” to be approved.
- A Champion can be any *existing* Canopy Board Member or any Project Director or Sponsor that has either previously worked on a minimum of 5 projects or has been approved through a special election by a  $\frac{3}{4}$  majority of Canopy Members.
- The role of the Champion is
  - to guide the applicant through the Project Selection Process.
  - Advocate for the Project with other Project Directors/Board Members/Sponsors who have to vote on an approval.
  - If necessary, guide the applicant through finding a Sponsor.
  - To continue to provide guidance and suggestions once the Project is underway.
  - To help the Project Director write up the final report.
  - Champions may initiate and manage non-compensated projects without a Project Director

#### **5. Meetings and Voting**

To keep expenses and the time commitment down, Canopy meetings of both the Membership and Board are generally encouraged to take place virtually -- including entirely over email.

Monthly email “meetings” are planned for the first week of each month and include news updates, policy changes that need to be voted on, new Project Proposals and votes or any other member requests that have been directed to a member of the Canopy Executive Committee (email: [canopynonprofit@gmail.com](mailto:canopynonprofit@gmail.com)) in the previous month.

If there are no significant news items, member requests, or policy votes that need to be covered, the email “meeting” is postponed until the next month. At least one meeting must take place each year as per the bylaws.

Additional special “meetings” may be requested at any time during the month if enough Members request it.

#### **6. Conflict of Interest and Rules for Compensation**

To protect Canopy’s 501c3 status a detailed Canopy Conflict of Interest and Rules for Compensation policy is included in the Bylaws. This policy includes, but is not limited to, the following rules:



- Non-Board Member Project Directors can receive compensation for their work on Project.
- No compensation is allowed for Canopy Board Members or members of their immediate family.
- Canopy Members must recuse themselves from voting to approve specific projects or policies that would result in that Member (or his/her immediate family) receiving compensation from Canopy due to that vote. You can't vote to approve your own next project.
- Duty to Disclose any potential conflict of interest.

### **Staff**

- In the spirit of minimizing Canopy's overhead/operating costs, both full and part-time staff will be maintained at a minimum when the organization is starting out. *Project Directors and Board Members may vote to change this if the operating budget allows (for example cooperatively hiring a Grant Manager).*
- Especially while the organization is starting out and funding is limited, internal reporting requirements including: scheduling meetings, Formal Project Reviews, vote collection and website oversight are expected to be handled on a rotating basis by Board Members and Project Directors.

## **(3) Canopy Projects**

### **General**

- Individual Projects are generally Managed by a Project Director.
- Alternatively, approved Canopy "Champions" may oversee simple projects, involving no personal compensation and in accordance with the Canopy Conflict of Interest rules, without requiring an officially listed Project Director or full Project Proposal application.
- Projects do not necessarily have to receive funds from or through Canopy, they may receive only services, advice or other non-financial support.
- Projects may be local, national and/or international.

### **How Projects are Selected**

- *Project Proposals are submitted by filling out the Project Proposal Application at this website [www.canopyworks.org](http://www.canopyworks.org)*

### **Application Status and Steps to Approval or Rejection**

- **STATUS "Draft Application"**: While the Applicant is filling in the application, the application is considered to be in "Draft Status."
- **STATUS "Open to Suggestion"**: If the applicant completes their application, but is hoping for feedback from other Project Directors before applying for a vote, they may



select “Suggestion Status”. During this period, Project Directors may or may not review the application and offer comments, questions or suggestions to the applicant privately.

- **STATUS “Ready for Project Director Vote”:** When the applicant is ready for the Project to be voted on, they select “Ready for Vote”.
  - There are four annual “Projects Voting Periods”, based on the first, second, third and fourth set of 3 months in each calendar year. (ie Jan 1-March 31, April 1-June 30, etc).
  - Once an applicant selects the “Ready For Vote” status, their project is included in that current Project Voting Period except that projects submitted less than 10 days before the end of a Project Voting Period will be grouped into the next Period.
  - Once an applicant selects the “Ready For Vote” status, a Discussion Group is linked to the Application so that Project Directors and Sponsors may (if they choose) see comments and questions made by other Project Directors prior to voting.
  - Project Directors may vote to “Accept” or “Reject” a Project Proposal at any time until 5 days before the end of a “Project Voting Period”.
- **STATUS “Ready for Board Vote”:** If an application receives enough APPROVED votes, the project status changes to the “Ready For Board Vote” status.
  - Board Members then review and Approve or Not-Approve the project.
  - While it is assumed that in general Board Members will approve projects that have been vetted and approved by Project Directors, they may not do so.
- **STATUS “Project Approved”:** If a Project has received enough (2/3rds majority) APPROVED votes from the board, the Project Status changes to “Project Accepted” and the project can begin immediately upon secured funding.
- **STATUS “Project Not Approved”:** Projects are not approved if any of the following occurs:
  - One Third of Project Directors, Vote “NO” on an application at any time during the term voting period.
  - The required minimum of 2/3rds of Project Directors doesn’t vote “APPROVED” before the end of the voting period -- so the Project never switched to “Ready for Board Vote” status.
  - Once “Ready for Board Vote” Status is attained, if 1/3/rd of the Board votes to Reject an Application OR if 2/3rds of Board members don’t vote to APPROVE the application before the last day of the Project’s Term, then the project automatically receives a “Project Not Approved” status.

### **Champion Required**

- *To be considered: New Project Proposals must list a minimum of one “Champion” who is an existing Project Director, Board Member or Sponsor.*



### **Project Funding need not be secured before approval vote**

- *Although Project Directors are responsible for their own funding, Projects do not need to have secured funding to be approved. In most cases projects will not have funding because Projects will need to be an approved project by Canopy before they can apply for a grant or receive a donation. The application will list the expected timeline for when the grant/donation will be received. If it isn't received in that budgeted time-frame, the Project is closed.*

### **Project Funding**

- Project Directors are responsible for securing and maintaining their own funds although Projects may be approved before funding is secured. During the application process, an existing Canopy Sponsor may become interested in funding a project.
- Canopy does not take a percentage of fees to cover overhead/administrative costs, however Canopy may request reimbursement if expenses specific to a particular project have to be born by Canopy (for example direct wiring fees or paying of a license for particular software that has to be registered to a non-profit rather than an individual, or separate legal or accounting fees required to meet an outside donors granting requirements.) *It is hoped that these needs/extra costs will become apparent during the Project Section period so that the project and budget can be adjusted before it is voted on for approval.*
- Projects that are not self-sustaining will be allowed to end. There is no plan of financial support from Canopy to fund Projects that haven't raised enough money.
- Canopy is a volunteer run organization. Overhead (and legal liability) for Projects is minimized by generally preferring a grant-based approach to projects, however in some instances, an internally run/managed project is more practical. A Canopy Champion can help you understand where an internally managed structure might benefit your project and the limitations we place on those projects.

### **Annual Formal Project Review for Project Directors**

- *Through a process of formalized and guided sharing of information (through the Review Worksheet) Project Directors, Board Members and Sponsors discover areas of mutual support and share solutions to problems -- not just about the budget or managing of funds but of successes and challenges along the way.*
- Projects are Formally Reviewed on an annual basis *but may happen more frequently if requested by the board or if requested by simple majority vote of other Project Directors.*
- Formal Reviews are carried out by at least 2 other Project Directors, Board Members, or Sponsors, but there is no limit on how many people may participate in a Review.
- Project Directors and Board Members are expected to participate in a minimum of 2 Reviews per year.



- Formal Reviews are managed through the filling out of the guiding Review Worksheet. The worksheet is filled out by one of the Reviewers, NOT by the Project Director. Review Worksheets must be completed in person or virtually through video-sharing.
- The Review Worksheet document is a “living document” maintained, updated and improved by the Review Worksheet committee made up of volunteering Project Directors/Sponsors/Board Members.
- Formal Reviews are posted online through the private Non-Profit portal so Project Directors and Board Directors can be kept informed and vote on current Projects.
- All Project Directors and Active Board Members are required to read and anonymously vote on completed Formal Reviews within 30 days of completion and posting of that Review.
- Vote Choices:
  - (1) Accept
  - (2) Reject
    - *Requires simple Majority Vote for closure of the project application and no further support by Canopy.*
  - (3) More Information Required or “Concern about Possible Non-Compliance”
    - *This would come from a concerned voting member. It requires specification of what information is needed and then a **re-vote** on the Project Review/Project Continuation after completion re-opening these vote choices.*
  - (4) More Information Requested
    - *This would come not from a place of concern, but a place of curiosity. This requires specification of what more information is requested but does not require a re-vote.*

### Other Reporting

- **Financial Accounting and Reporting.** Sponsor and the Grantee will maintain books and financial records for the Sponsored Program in accordance with generally accepted accounting principles, shall retain records as long as required by law and shall make records available to auditors as required by law. The Grantee will reflect the activities of the Sponsored Program, to the extent required, on its state and federal tax and information returns and financial reports. All disbursements from the Sponsored Program Funds shall be made payable to the Grantee.
- **Reports to Sponsor.** The Grantee shall submit full and complete quarterly reports to Sponsor on the progress of the Sponsored Program. Such reports shall be due within thirty (30) days of the end of each calendar quarter, for so long as this Agreement remains in effect. Such reports shall describe the Grantee’s use of the Sponsored Program Funds, compliance with the terms of all grants, and the progress made by the Grantee in accomplishing the purposes of the Sponsored Program.

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- **Reports to Funding Sources.** The Grantee will provide all information and prepare all reports, including interim and final reports, required by Sponsor to satisfy any funding sources, subject to Sponsor's final review and approval.