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Resist Steering Committee Meeting, April 3, 2011

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RESIST Board Meeting
April 3, 2011
Minutes

Present: Cynthia Bargar, Jennifer Bonardi, Melissa Cariño, Robin Carton, Diana Digges, Warren Goldstein-Gelb, Becca Howes-Mischel, Ravi Khanna, Yafreisy Mejia, Marc Miller, Jim O'Brien (minutes), Christy Pardew, Carol Schachet, Ragini Shah, Camilo Viveiros, Jen Willsea

Minutes of February 5 meeting were approved.

Personnel Committee

Ragini reported that she will be transitioning into being the Chair of the Personnel Committee. Kay and Ragini will serve as Co-Chairs till August 2010.

Ragini reported that Jaime Pullen, the consultant, considers her work with RESIST to be finished. Jaime thinks it would be better to postpone a strategic planning process and recommends working in the near term on staffing and accountability issues as priorities.

There was considerable discussion focused on a possible redefinition of staff positions, which Jaime had recommended, and on the best timing for making decisions around Jaime's recommendations. The Board then entered Executive Session. During that part of the meeting, with staff absent, a consensus emerged that was embodied in the following unanimous votes:

- Affirmation of the staff and appreciation for their work;
- The next staff retreat (as opposed to the staff discussion planned for April 6, which will be for the sharing of initial ideas) should have a facilitator, probably a non-staff Board member and would be aimed at making a proposal to the Board regarding staff structure. Ragini agreed to be the facilitator for this staff retreat;
- There will be a special Board meeting in May to respond to the staff's input. The Executive Committee will send a Doodle poll to the Board to determine date of May meeting. It would be helpful to have legal information from our auditor Linda Smith by then; and
- At the next regular Board meeting in June, there will be a staffing proposal to vote on – or at least for how we'd think about moving forward. This proposal will come from the PC and/or the Board and would come out of the May Board meeting.

It was clarified that, by Board policy, if the June proposal represents a significant change, the vote will need to be affirmed at the following Board meeting, in August.

Ragini will be out of the country in June and July, but will be transitioning into her new role as chair of the Personnel Committee around the time of her return.

Executive Committee

The EC suggests that committees present 6-month work plans twice a year, at the October and April Board meetings, subject to the Board's approval or modification.

Christy clarified that a committee would not be asked to present a full-fledged work plan, but to define a few (e.g., three) priorities for the committee's work.

The EC's proposal was approved with amendments.

Communications Committee

Carol reported that the committee will present a proposal at the June Board meeting. It will include a de-emphasizing of the printed newsletter and more focus on various forms of electronic communication.

R & R

The R & R Committee suggests postponing an effort to recruit youth to the Board. Melissa is the one current Board member who is committed to working on this, and doesn't yet know when she will be leaving the area. The committee suggests that recruitment to committees might be a good starting point for youth involvement.

Diana said that the Development Committee is quite willing to add one or more youth who want to do fundraising.

Ravi's joining the staff created an opening for an at-large member of the Executive Committee. Marc agreed to serve and the Board elected him unanimously.

Ravi also leaves an opening on the Personnel Committee, to join Kay, Ragini, and Melissa. The R&R committee will look for a fourth member to replace Ravi.

Committee members are planning to contact several people as possible new Board members, starting with Maanav Thakore, Greg Pherson, Nelson Salazar, Josie Shagwert, and Patricia Simmons. The goal will be to recommend at least three new members to the Board meeting in June.

R&R is also interested in bringing up the idea of Board term limits to get a feel for what Board members think about that generally.

Grants Committee

The Grants Committee would love a new member. Robin reported on the wonderful PrYSM event the night before, during which she was honored with the LOVE award and was able to connect with several grantee groups.

Robin reported that the Catholic Campaign for Human Development, which funds a number of RESIST grantee groups (and on a larger scale) has become more zealous, at least in certain areas, in enforcing the Catholic Church's policies on abortion and gay/lesbian rights. At least three RESIST grantee groups have been asked to provide copies of their latest Resist grant proposals. Camilo said that Rhode Island groups that are part of Jobs with Justice have been experiencing the same kind of pressure.

Much Board discussion. Camilo will meet soon with Florida groups to strategize around this, and he encouraged us to continue to embrace resistance to this CCHD shift while not tearing down groups that could lose a lot of funding. Board members strategized around how to make this a national thing – how to rally the legitimacy of funding groups that are taking a stand and expanding the definition of reproductive freedom (can't separate women's rights from workers' rights). The Board agrees it would be good to jump on this with our own messaging. Robin will collect things that have been written about this in the philanthropic community and share them with the Board.

Development Committee

The committee has a new name! They support the communications soon-to-come proposal around a shift towards increased electronic communication. They loved the work that came out of the office on Japan and response to the disaster there. They'd love to tie more fundraising mass emails with timely events.

Diana will again donate a week at her Cape house (for either the third or fourth week in July) as an auction item with a starting bid of \$2,000. She'd like to keep this within our personal contacts.

Jen B. is planning another movie night, Ragini a "swinging singles" party.

The committee is starting another major donor drive at the end of April. Committee members will make calls together during a weeknight that week, and all Board members are invited to join for pizza and phone calls. Carol will draft a major donor letter.

Although Diana is planning to step down from the Board, she will stay on as chair of the Development Committee (yay!).

Finance Committee

We are looking really good so far this year. The finance narrative (attached) for January-February shows that at the end of February we were nearly \$38,000 ahead of where we expected to be – higher income than expected, and lower costs.

We got the first draft of the audit report this past week. Finance Committee members and staff will review the draft audit prepared by Linda Smith, add all the numbers and then submit it to the Board for an email vote. It needs to be approved by May 15. (This is the deadline for filing of the IRS's 990 form, to which the final audit must be attached.)

Evaluation

Appreciation of discussions today. CCHD stuff freaks people out; we need to strategize and respond in a strong way. This was a good meeting, although energy petered out in the afternoon. The personnel stuff is always hard but it was very thoughtful.

April 2011 Grant Decisions

Multi-Year Grants

Renewal

- 1. 3rd Eye Youth Empowerment** **\$4,000**
28 Union Street, New Bedford, MA 02740 Ben Gilbarg 508/910-2260 www.3rdeyeunlimited.com
year two of multi-year funding to develop youth leadership through mentoring, skill building, and social justice organizing campaigns.

Decision: Full

- 2. Fuerza Unida** **\$4,000**
710 New Laredo Highway, San Antonio, TX 78211 Petra Mata 210/927-2294 www.lafuerzaunida.org
year three of multi-year funding to empower women workers and their families to achieve social, economic and environmental justice.

Decision: Full

General Support Grants

Community Organizing/ Anti-Racism

- 3. A Community Voice** **\$2,500**
827 Tupelo Street, New Orleans, LA 70117 Marie Hurt 504/941-2852 www.acommunityvoice.com
to empower low to moderate income families in Louisiana to fight for social and economic justice in their local communities and across the state.

Decision: Partial

Comments:

Answered questions from Board in February

- 4. Boston Mobilization**
30 Bow Street, Cambridge, MA 02138 Chris Messinger 617/492-5599 www.bostonmobilization.org
to support grassroots organizing by young people on issues of materialism, militarism and racism.

Decision: No

Comments:

Smart but young Executive Directors manage to stay for one year. They have organizing skills, but not fundraising or organizational management. The EDs run Mobe into the ground financially and then leave. Under if they are doing organizing now. They have been around so long, but the information they provide is so minimal. Where are the networks with other local youth organizers? Seem to want to work cross-city, cross-race and cross class. No real 2011 budget. Need more references. Encourage to come back with a better proposal.

5. Countywide Family Development Center

\$2,500

PO Box 6242, Laurel, MS 39441 Barbara Deyamport 601-422-3241 bdeyamportsalvation@yahoo.com
to address the fact that African American students are not treated in the same manner as their white counterparts when school districts mete out discipline.

Decision: Partial

Comments:

Very strong references. Working with Southern Echo. Are creating connections between black/brown communities – long term African American community and newer immigrant communities. Really exciting new group.

6. Education for Liberation Network

Defer

39 Hampton Place, Brooklyn, NY 11213 Tara Mack 917/754-2782 www.edliberation.org
for a national collaboration of educators, community activists and researchers to explore the link between education, social justice and activism.

Decision: Defer

Comments:

Check with Jessica Tang from Reflect & Strengthen who is a member. Let them know need new references. Abby Scher's partner Greg is involved in education reform- check with him.

7. Peace and Justice Action League of Spokane

\$3,000

35 West Main Avenue, #120M, Spokane, WA 99201 Liz Moore 509/838-7870 www.pjals.org
to involve individuals and local communities in building foundations for a just and non-violent world.

Decision: Partial

Comments:

Strong references. Still not as diverse given change in demographics in Spokane. Given organizing challenges in the area, this is a good time to support them.

8. Public Higher Education Network of Massachusetts (PHENOM)

\$3,000

P.O. Box 2281, Amherst, MA 01004-2281 Ravi Khanna 413/577-4121 www.phenomonline.org
to unite students, staff, faculty, alumni, and parents to advocate for an accessible, affordable and well funded public higher education system that benefits all residents of Massachusetts.

Decision: Partial

Comments:

With Ravi leaving they are in transition. They have a track record of good work. Diversity representation.

9. Southside Together Organizing for Power (STOP)

\$4,000

6146 S. Kenwood Avenue, Chicago, IL Alex Goldenberg 773/387-1004 www.stopchicago.org
to advance economic and social human rights by organizing and developing leadership among people most affected by economic and racial oppression.

Decision: Full *Yes and letter*

Comments:

Cynthia's daughter Ruby knows them and is impressed with them. No stand on RR. They appear to have building blocks to think about what it would mean. Send letter encouraging them to consider stance on reproductive justice.

10. Tennessee Alliance for Progress (TAP)

\$3,000

P.O. Box 60338, Nashville, TN 37206 Nell Levin 888/903-9576 www.taptn.org
for a network of social justice, environmental and labor organizations working to build a common progressive agenda that fosters healthy families and communities in Tennessee.

Decision: Partial

Comments:

Good alliance and coalition building. A lot of their work is addressing climate and green jobs. How are they making connections around the root causes of climate change? Put them in contact with Movement Generation.

Environmental Justice

11. Crawford Stewardship Project

\$4,000

P.O. Box 284, Gays Mills, WI 54631 Lamar Janes 608/735-4277 www.crawfordstewardshipproject.org
to monitor the impact of factory hog farms on the health, environment and economy of local communities in a rural area of Wisconsin.

Decision: Full *Yes and letter*

Comments:

They are still developing political focus. This is a great chance to help move work forward. Send a letter asking them to address political positions in more detail.

12. Philadelphia Right to Know Committee

\$3,000

1225 S. 26th Street, Philadelphia, PA 19146 Mable Mallard 215/462-0361 Mablephila@aol.com
to protect the health of community members by reducing toxic emissions and preventing exposure to hazardous waste released by local oil refineries and the Defense Personnel Supply Center.

Decision: Partial

Comments:

A strong reference from CSWAB. They are in the community. Not sophisticated, but really trying to do the work.

13. United Mountain Defense

\$2,500

541 Dante Road, Knoxville, TN 37918 Bonnie Swinford 865/689-2778 www.unitedmountaindefense.org
to protect Tennessee's watersheds, air, mountains and people.

Decision: Partial *Pending*

Comments:

Strong references. They are trying to diversity and making more networks with people in the community. Given that they are young outsiders, it is incredible that they now have real community support. What are the corporate contributions they receive – need clarification? Award is pending clarification of financials

GLBTQ Rights

14. Pride at Work - San Francisco

\$4,000

800 Market Street San Francisco, CA 94102 Molly Goldberg 415/713-1339 www.sfprideatwork.org
to build alliances between organized labor and the LGBT community to organize around issues of social and economic justice.

Decision: Full *Hell, YES!*

Comments:

Morgan, a friend of Jen Bonardi says that they are great, super smart politically and creative. Morgan is not sure what their current on the ground work is. SF Foundation has eliminated their social justice grantmaking, so no funding there. They have great acronyms and are clever. Their flash mob - 'don't get caught at a bad hotel' - inspired people around the country. They are one of the few Prides that really integrate immigrants' rights work into what they do.

Health/AIDS/Disability Rights

15. NARAL Pro-Choice Missouri

\$2,000

1210 S. Vandeventer, St. Louis, MO 63110 Pamela Sumners 314-531-8616 www.prochoicemissouri.org
to ensure every woman has the right to make personal decisions regarding the full range of reproductive choices, including preventing unintended pregnancy, bearing healthy children and choosing legal abortion.

Decision: Partial

Comments:

Board membership is unclear. Seem to be doing a lot with a budget under 50K. Their political analysis not as good (reproductive justice analysis) as some other NARALS.

Labor/Employment Rights

16. South Florida Interfaith Worker Justice

\$1,500

150 SW 13 Avenue, Miami, FL 33135 Jeanette Smith 786/264-1708 www.sfiwj.org
to work towards workers' rights and promote access to fair employment.

Decision: Partial

Comments:

They are an alley group and seem to be doing reasonable work. Do translate materials. No real answer to #11. Are reasonably diverse.

Peace/Anti-Militarism

17. Fort Hood Support Network

\$4,000

1210 Norwood Road, Austin, TX 78722 Alice Embree 512/459-4819 www.underthehoodcafe.org
to create a safe space for service-members, military families and veterans to discuss the hardships of military life, including command abuse, PTSD, sexual trauma, deployment, and GI rights.

Decision: Full *Hell Yes!*

Comments:

Strong references. Important work and connections.

18. Oak Ridge Environmental Peace Alliance (OREPA)

\$2,000

P.O. Box 5743, Oak Ridge, TN 37831 Ralph Hutchinson 865/483-8202 www.stopthebombs.org
to work for the end nuclear weapons production in Oak Ridge through public education and nonviolent direct action.

Decision: Partial

Comments:

They know their stuff and present it in a way that is quite accessible. New bomb plant built there. Will be rebuilding current nuclear weapons that are becoming unstable. Important to support them at this time.

Prisoners Rights

19. California Prison Focus

1904 Franklin Street, #507, Oakland, CA 94612 Ron Ahnen 510/836-7222 www.prisons.org
for a statewide prisoners' rights organization that works to expose and challenge human rights abuses in the California state prison system.

Decision: No

Comments:

In the past had been a very powerful group. Now they are very white and located in Oakland. Do seem to be doing the work, but the accomplishments they list are from years ago. Their goals are not organizing. No prisoner families or ex prisoners seem involved.

Women's

20. Brazilian Women's Group

Defer

69 Cambridge Street, Allston, MA 02134 Heloisa Maria Galvao 617/787-0557 www.verdeamarelo.org
to promote political and cultural awareness with the goal of developing leadership, empowerment and solidarity among Brazilian women.

Decision: Defer

Comments:

Camilo has heard good things about them and their leaders. In a climate where workers centers have been closing down, they are still around – in part because they have not over extended themselves. They send email blurbs, but a large part of the work is the cleaning coop. “The seed of the new in the shell of the old”. Unclear if that is organizing- however it appears to be their strategy for getting people in the door. Then, what? How do they get people to action steps? Within the coop they talk about occupational health hazards for workers. Ask SIM. BWG is on people's radar, but do not seem to show up at immigrant organizing meetings. Unclear what larger immigrant rights and workers justice groups campaigns they are engaged in.

Technical Assistance Grants

21. Tennessee Alliance for Progress (TAP)

\$500

P.O. Box 60338, Nashville, TN 37206 Nell Levin 888/903-9576 www.taptn.org
for a technical assistance grant to enable staff to participate in the Rockwood Leadership Institute's Advanced Art of Leadership training.

Decision: Full

22. Nuclear Energy Information Service**\$500**

3411 W. Diversey, #16, Chicago, IL 60647 David Kraft 847/869-7650 neis@neis.org www.neis.org
emergency funding to hold two demonstrations at the World Nuclear Fuel Cycle conference in Chicago which will
provide an immediate way for people to demonstrate their opposition to the development of new nuclear power plants and
weapons programs.

Decision: Full

Total Number of Grants: 18 general support grants; 2 multi-year grants; 1 TA grant; 1 emergency grant;
11 not on agenda
Total Amount Requested: \$80,500
Total Allocation for Cycle: \$44,500
Total Grants: \$41,000 general support grants; \$8,000 multi-year grants; \$500 TA grants; \$500
emergency grants
Total Allocated: \$50,000
Total # of Grants Allocated: 14 general support grants; 2 multi-year grants; 1 TA grant; 1 emergency grant
Total # of Grants: 18

Deferred: Brazilian Women's Group, Education for Liberation Network

Hell Yes! Grants: Fort Hood Support Network, Pride at Work – San Francisco

April 2011

Not On Agenda

1. AMMA Community of Learners

41 Katherine's Way, Sabattus, ME 04280 Merry Hall 207/522-2606 amma@yahoo.com
to create an education community where people learn to live sustainably as part of Mother Nature's resilient and regenerative family.

Reasons: Not organizing-self help.

2. API Freedom School

125 Warren Avenue, #A, Seattle, WA 98109 Lynne Nguyen 858/589-4649 apifreedomschool@gmail.com
to form a freedom school dedicated to teaching API youth social change through collective learning, solidarity, and organizing.

Reasons: Unclear where organizing will occur. Freedom School is only a weeklong event. Say youth will take knowledge back to the community- but no follow up or support for youth after they leave is indicated. Got almost \$19,000 from the City of Seattle for this project.

3. Fighting Against Injustice Towards Harmony (FAITH)

P.O. Box 164, Daytona Beach, FL 32115 Jessica Robillard Cacho 386/238-7060 www.faithvolusia.org
to organize around economic and social justice issues in Volusia County.

Reasons: Most of work appears to be legislative. "We are the voice of the poor and oppressed in our community." Turned down by most progressive foundations. No position on reproductive rights or the rights of lgbtq people. Seems they raise \$20,000 - \$30,000 annually from local businesses. Can get mainstream money.

4. Food for Maine's Future

3 Flower Farm Lane, Sedgwick, ME 04676 Bob St. Peter 207/244-0908 www.foodformainesfuture.org
for a food and farm advocacy organization and part of the international movement for food sovereignty.

Reasons: No real changes since issues raised in 02/10. No local references.

5. ItIsApartheid

79 Amory Street, Cambridge, MA 02139 Richard Colbath-Hess 617/354-6471 www.itisapartheid.org
to focus attention on the institutional inequalities experienced by Palestinians in Israel and the Occupied Territories and to change perceptions of the Israeli-Palestinian conflict among Americans.

Reasons: No real change since last application. 2010 expenditures were \$4,500.

6. Milk Not Jails

497 Quincy Street, Brooklyn, NY 11221 Lauren Melodia 718/783-8443 www.milknotjails.wordpress.com
to demand a new urban-rural relationship that is not controlled by the prison system, but by humans interacting in fair and mutually beneficial ways.

Reasons: Looking to establish a dairy marketing collaborative- but no real presence in rural New York. Holds ice cream socials. Would like to reach out to people in prison through a letter writing campaign to help mobilize their families. No plan for raising funds. Nor connected to the New York State Prisoner Justice Network.

7. New Sanctuary Movement of Philadelphia

4404 N. 5th Street, Philadelphia, PA 19140 Peter Pedemonti 215/756-6445 www.sanctuaryphiladelphia.org
to build alliances across faith, ethnicity and class in order to give voice to immigration injustices and to enact policies that reflect justice and dignity

Reasons: Have three programs: accompaniment, education and story telling. Chose to answer q.# 11 about women, from a very male-oriented point of view. Staff are all white. 6 of 9 Board members are white. How are they developing organizational leadership from affected communities? They speak about how people from affected communities participate in programs- but not to diversifying Board and staff.

8. Stonewall Youth

P.O. Box 7383, Olympia, WA 98507 Emily Pieper 360/705-2738 www.stonewallyouth.org

to empower lesbian, gay, bisexual, trans, queer. Questioning, intersex and asexual youth to speak for themselves, educate their communities and support each other.

Reasons: Unclear if it extends beyond services, support groups and empowerment.

9. The Darryl Hunt Project for Freedom and Justice

8 West Third Street, Winston-Salem, NC 27101 Pam Peoples-Joyner 336/831-1912 www.darrylhuntproject.org

to provide support services for ex-offenders,

Reasons: No references provided. Answers to q.#11 are a bare minimum. Budget is sketchy. One sheet says income is \$119,148 but another puts income much higher, which one reflects the real numbers? Hard to make out. Budget sheet filled out with matching numbers for FY2010 and FY2011. Not sure what that's about. Get mainstream funding.

10. Wind of the Spirit Immigrant Resource Center

19 Market Street, Morristown, NJ 07960 Diana Mejia 973/538-2035 www.windofthespirit.net

to promote community college access for immigrants, workers rights and humane immigration reform.

Reasons: Get CCHD funding. Seem to have access to mainstream funding. No political stance on LGBTQ or reproductive rights. Not a new group, started in 2000. Very diverse, represented by constituency. Provide ESL and legal services.

11. Word and World School

204 Antlers Drive, Rochester, NY 14618 Michael Boucher 585/613-2705 www.wordandworld.org

to bring together people from faith-based groups, the academy and grassroots organizations to educate, train and help build capacity for existing social justice movements.

Reasons: Not very diverse. Budget did not carry over last year's deficit. Same premise as one rejected in North Carolina in 2006. Seem to put on a school every few years. No clear organizing.

RESIST Finance Narrative

January 1, 2011, to February 28, 2011

Accompanies Statement of Net Assets and Statement of Activities

BIG PICTURE

Our *net income* (income less expenses) for January 1, 2011, through February 28, 2011, was a *loss* of about **\$33,106**. RESIST's net income generally shows a loss during the first three quarters of each year. This is due to the fact that the majority of revenue is received in November and December while expenses are incurred through out the year. In our annual budget for this time period, we expected to have a net loss of **\$70,964** - which means that we are **\$37,858** ahead of where we expected to be at this time.

Income is higher than expected by **\$30,856**. *Expenses* are approximately **\$7,002** less than anticipated. This means we have a difference of approximately **\$37,858** between where we expected to be at this time and where we actually are.

STATEMENT OF NET ASSETS (ITEM A)

At this time, we have assets of approximately \$906,839. This is about **\$336,235** more than we had at this time in 2009. The increase in assets is primarily due to: 1) the receipt of \$250,000 from the Estate of Ed Baker and 2) the receipt of approximately \$123,000 from the Estate of Marianne Wells. *See attached spreadsheet for asset allocation and Board designated restrictions.*

STATEMENT OF NET ACTIVITIES (ITEM B)

Revenue:

Revenue is about **\$30,855** higher than budgeted: \$87,918 actual vs. \$57,062 in the budget.

Gifts and Pledges: **\$23,015** higher than budgeted

- *Internal mailing* contributions are approximately \$1,816 more than budgeted. Income from the pledge program is **\$5,544** lower than expected. Appeals to current donors are \$7,183 more than expected. Revenue from the *Newsletter* is \$177 more than expected.
- *Prospect mailing* contributions are **\$269** over budget. The spring mailing dropped in March and returns are just coming in.
- *Special Contributions* are **\$20,930** higher than budgeted.

Board Fundraising is **\$135** more than budgeted due to the efforts of Melissa Cariño who solicited donations in honor of her birthday.

Unsolicited Gifts (donations under \$500) were **\$215** more than expected.

Major Donor gifts exceeded budget expectations by **\$605**. Just a reminder that there has been a change in classification of donations over \$500. A significant number of current Major Donor donations were previously categorized as Internal Mailing or Unsolicited gifts.

A *Foundation Gift* of \$20,000 was received from the Bardon-Cole Foundation. This appears to be a combined 2010 and 2011 donation.

Bottom Line: Gifts and Pledges are performing quite well.

Investment Income: \$7,851 higher than budgeted

- *Interest and dividends* are \$323 lower than budgeted.
- *Realized gains or losses* on the sale of investments are a gain of \$2,046 over budget.
- *Unrealized gains or losses* on investments are a gain of \$1,286 over budget.

Bottom Line: The receipt of approximately \$370,000 in bequests has impacted the total sum of investments that are generating interest and dividends. It has also has an impact on the unrealized gains/losses as RESIST has more spread to absorb temporary market shifts. The re-investment of funds during the fall and the upward swing of the market since September also had an impact on these numbers.

Expenses:

Expenses are about \$7,002 lower than budgeted: \$121,024 actual vs. \$128,026 in the budget.

Fundraising expenses: \$678 more than budgeted

- *Internal mailing* costs are about \$1,485 under the budgeted amount (pledge: \$1,125, ABC: \$360). This may reflect minor discrepancies in the timing of receipt and payment for new 2011 bills.
- *Prospect mailing* costs are about \$1,148 more than the budgeted amount which is a direct result of payment for 2011 list rentals used in the March prospect appeal.
- *Misc, fundraising costs* are approximately \$1,015 over budget. This reflects the need to re-print Monarch letterhead and envelopes which are used to acknowledge donations.

Program expenses: \$5,203 less than budgeted

- *Grants Program* expenses are \$4,039 less than budgeted. General support, emergency technical assistance and NWTRCC grants are at budget. Multi-year grants are \$4,000 under budget.
- *Newsletter* costs are \$1,345 less than budgeted. Almost all differences appear to be due to cost savings from the clean up of the paper mailing list- both purging names and transferring some to electronic mailings.
- *Web site* expenses are \$180 more than budgeted.

Administrative Expenses: \$2,477 less than budgeted

- *General and Administrative* expenses are \$6,662 more than budgeted.

Temporary Help is over budget by \$1,650. This reflects payments to Melissa for assuming the development position after Malika left.

Accounting fees are over budget by \$4,700. This reflects the fact that the 2010 audit was scheduled earlier than usual this year and payments have been made both to auditor Linda Smith and to Meredith for preparation.

- *Personnel and Health Insurance* expenses are \$9,137 less than budgeted.

Personnel costs are \$3,593 under budget. This reflects the time when Melissa served as the Interim Development Director and neither salary nor benefits were required for the position.

Personnel costs (\$3,593 under budget) are balanced by temporary help expenses (\$1,650 over budget). This leaves staffing costs at \$1,943 under budget.

Health insurance costs are \$5,544 under budget. The decrease reflects two months when health insurance premiums were not paid for Ravi. This number is expected to average out over time.

RESIST, INC.
Statement of Financial Position
February 28, 2011 and 2010

ASSETS

	<u>2011</u>	<u>2010</u>
CURRENT ASSETS:		
Cash	278,521	108,790
Investments	606,032	445,685
Grants Receivable, Current	3,000	0
Prepaid Expenses, Inventory and Other Current Assets	13,280	12,493
Total Current Assets	<u>900,833</u>	<u>566,968</u>
 Property and Equipment, Net	 <u>3,772</u>	 <u>1,406</u>
 OTHER ASSETS		
Grants Receivable, Long-Term	0	0
Deposits	2,234	2,230
Total Other Assets	<u>2,234</u>	<u>2,230</u>
 Total Assets	 <u><u>906,839</u></u>	 <u><u>570,604</u></u>

LIABILITIES AND NET ASSETS

	<u>2011</u>	<u>2010</u>
LIABILITIES		
Grants Payable	92,000	54,000
Accounts Payable and Accrued Expenses	(591)	7,872
Accrued Payroll and Related Costs	8,146	9,385
Total Liabilities	<u>99,555</u>	<u>71,257</u>
 NET ASSETS		
Net Assets, Beginning of Year	840,373	540,473
Change in Net Assets	(33,106)	(41,125)
Net Assets, End of Period	<u>807,267</u>	<u>499,348</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u><u>906,822</u></u>	 <u><u>570,605</u></u>

RESIST, Inc.
Statement of Activities - Board Form
Year to Date as of February 28, 2011

	<u>YTD ACTUAL</u> <u>February 2011</u>	<u>YTD BUDGET</u> <u>February 2011</u>	<u>+/-</u> <u>BUDGET</u>	<u>ANNUAL</u> <u>BUDGET</u>
Support and Revenues				
Internal Mailings	40,917	39,100	1,817	376,000
Prospecting	4,669	4,400	269	68,000
Special Contributions	27,080	6,150	20,930	308,075
Special Event Income	0	0	0	5,000
Misc. Revenue	291	302	(11)	2,200
Investment Income	577	900	(323)	5,500
Realized Gain (Loss)	2,256	210	2,046	5,000
Unrealized Gain (Loss)	12,128	6,000	6,128	30,000
Total Support and Revenues	<u>87,918</u>	<u>57,062</u>	<u>30,856</u>	<u>799,775</u>
Expense				
<i>Fundraising</i>				
Internal Mailing Costs	795	2,280	(1,485)	43,600
Prospect Mailing Costs	1,148	0	1,148	60,850
Major Donor Costs	0	0	0	150
Special Event Costs	0	0	0	700
Misc. Fundraising Costs	3,390	2,375	1,015	5,900
Total Fundraising Costs	<u>5,333</u>	<u>4,655</u>	<u>678</u>	<u>111,200</u>
<i>Program</i>				
Grants Program	48,077	52,115	(4,038)	44,400
Communications Program	6,495	7,660	(1,165)	309,700
Total Program Costs	<u>54,572</u>	<u>59,775</u>	<u>(5,203)</u>	<u>354,100</u>
<i>Other</i>				
Personnel	31,739	40,876	(9,137)	294,970
General and Administrative	28,719	22,057	6,662	107,017
Board Expenses	661	663	(2)	3,250
Total Other Costs	<u>61,119</u>	<u>63,596</u>	<u>(2,477)</u>	<u>405,237</u>
Total Expense	<u>121,024</u>	<u>128,026</u>	<u>(7,002)</u>	<u>870,537</u>
CHANGE IN NET ASSETS	(33,106)	(70,964)	37,858	(70,762)
NET ASSETS, BEGINNING OF YEAR	<u>840,373</u>			<u>840,373</u>
NET ASSETS, END OF YEAR	<u><u>807,267</u></u>			<u><u>769,611</u></u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	<u>YTD Actual</u> <u>February 2011</u>	<u>YTD Budget</u> <u>February 2011</u>	<u>+/-</u> <u>BUDGET</u>	<u>ANNUAL</u> <u>BUDGET</u>
SUPPORT AND REVENUES				
Internal Mailings				
Pledges	18,356	23,900	(5,544)	150,000
Newsletter	2,877	2,700	177	43,000
ABC/House mailings	19,683	12,500	7,183	183,000
Total Internal Mailings	<u>40,916</u>	<u>39,100</u>	<u>1,816</u>	<u>376,000</u>
Prospecting	4,669	4,400	269	68,000
Special Contributions				
Bequests	0	0	0	35,000
Board Fundraising	135	0	135	600
E-Fundraising	0	0	0	600
Employer Matching Grants	0	25	(25)	300
Foundations	20,000	0	20,000	5,000
Major Donors	6,605	6,000	605	250,000
Unsolicited	340	125	215	15,000
Baker Memorial Fund	0	0	0	1,000
Holmes Memorial Fund	0	0	0	75
Kurtz Memorial Fund	0	0	0	500
Total Special Contributions	<u>27,080</u>	<u>6,150</u>	<u>20,930</u>	<u>308,075</u>
Special Event Income				
House Parties	0	0	0	5,000
Total Special Event Income	<u>0</u>	<u>0</u>	<u>0</u>	<u>5,000</u>
Misc. Revenue				
Fiscal Sponsorship Fees	0	0	0	100
NWTRCC	255	230	25	1,500
Royalties	0	0	0	100
Merchandise Sales	0	0	0	1,000
Merchandise Expenses	36	72	(36)	(500)
Total Misc. Revenue	<u>291</u>	<u>302</u>	<u>(11)</u>	<u>2,200</u>
Investment Income				
Dividends and Interest	577	900	(323)	5,500
Realized Gain (Loss)	2,256	210	2,046	5,000
Unrealized Gain (Loss)	12,128	6,000	6,128	30,000
Total Investment Income	<u>14,961</u>	<u>7,110</u>	<u>7,851</u>	<u>40,500</u>
Total Income	<u>87,917</u>	<u>57,062</u>	<u>30,855</u>	<u>799,775</u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	<u>YTD Actual</u> <u>February 2011</u>	<u>YTD Budget</u> <u>February 2011</u>	<u>+/-</u> <u>BUDGET</u>	<u>ANNUAL</u> <u>BUDGET</u>
Expense				
Fundraising Costs				
Internal Mailing Costs				
Pledge Program				
Printing	130	900	(770)	2,300
Postage	250	500	(250)	2,500
Mailhouse	415	520	(105)	2,700
Total Pledge Program	<u>795</u>	<u>1,920</u>	<u>(1,125)</u>	<u>7,500</u>
ABC/House Mailings				
Printing	0	250	(250)	10,000
Postage	0	110	(110)	6,600
Mailhouse	0	0	0	7,000
Consultant	0	0	0	12,500
Total ABC/House Mailings	<u>0</u>	<u>360</u>	<u>(360)</u>	<u>36,100</u>
Total Internal Mailing Costs	<u>795</u>	<u>2,280</u>	<u>(1,485)</u>	<u>43,600</u>
Prospect Mailing Costs				
Printing	0	0	0	18,500
Postage	8	0	8	18,500
Mailhouse	0	0	0	10,000
Consultants	0	0	0	8,250
Photos and Graphics	0	0	0	1,100
List Rentals	1,141	0	1,141	4,500
Total Prospect Mailing Costs	<u>1,149</u>	<u>0</u>	<u>1,149</u>	<u>60,850</u>
Major Donor Costs				
Printing	0	0	0	75
Postage	0	0	0	75
Total Major Donor Costs	<u>0</u>	<u>0</u>	<u>0</u>	<u>150</u>
Special Events				
House Parties	0	0	0	500
Printing	0	0	0	100
Postage	0	0	0	100
Total Special Events	<u>0</u>	<u>0</u>	<u>0</u>	<u>700</u>
Misc. Fundraising Costs				
Administrative Fees	37	20	17	200
Books and Subscriptions	0	1,750	(1,750)	2,000
Equipment Rental and Maintenance	20	30	(10)	150
Printing	2,463	150	2,313	750
Postage	834	425	409	1,700
Promo Merchandise	0	0	0	500
Supplies	36	0	36	100
Travel and Meetings	0	0	0	500
Total Misc. Fundraising Costs	<u>3,390</u>	<u>2,375</u>	<u>1,015</u>	<u>5,900</u>
Total Fundraising Costs	<u>5,334</u>	<u>4,655</u>	<u>679</u>	<u>111,200</u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	<u>YTD Actual</u> <u>February 2011</u>	<u>YTD Budget</u> <u>February 2011</u>	<u>+/-</u> <u>BUDGET</u>	<u>ANNUAL</u> <u>BUDGET</u>
Program Costs				
Communications Program				
Newsletter Costs				
Printing	3,232	4,000	(768)	18,500
Postage	1,628	1,870	(242)	11,500
Mailhouse	1,270	1,600	(330)	8,500
Consultants	35	0	35	3,000
Photos and Graphics	0	40	(40)	400
Total Newsletter Costs	<u>6,165</u>	<u>7,510</u>	<u>(1,345)</u>	<u>41,900</u>
Website & Internet	<u>330</u>	<u>150</u>	<u>180</u>	<u>2,500</u>
Total Communications Program	<u>6,495</u>	<u>7,660</u>	<u>(1,165)</u>	<u>44,400</u>
Grants Program				
Grant Allocations				
General Support Grants	39,500	39,500	0	221,000
Multi-Year Grants	8,000	12,000	(4,000)	60,000
Accessibility Grants	0	0	0	5,000
Emergency Grants	0	0	0	4,000
Technical Assistance Grants	0	0	0	6,500
NWTRCC Grants	0	0	0	1,000
Baker Memorial Grant	0	0	0	500
Cohen Memorial Grant	0	0	0	500
Holmes Memorial Grant	0	0	0	500
Kurtz Memorial Grant	0	0	0	500
Salzman Memorial Grant	0	0	0	4,000
Total Grant Allocations	<u>47,500</u>	<u>51,500</u>	<u>(4,000)</u>	<u>303,500</u>
Equipment Rental	<u>428</u>	<u>450</u>	<u>(22)</u>	<u>2,700</u>
Library	<u>0</u>	<u>0</u>	<u>0</u>	<u>30</u>
Printing	<u>63</u>	<u>50</u>	<u>13</u>	<u>850</u>
Postage	<u>85</u>	<u>115</u>	<u>(30)</u>	<u>1,500</u>
Travel and Meetings	<u>0</u>	<u>0</u>	<u>0</u>	<u>1,120</u>
Total Grants Program	<u>48,076</u>	<u>52,115</u>	<u>(4,039)</u>	<u>309,700</u>
Total Program Costs	<u>54,571</u>	<u>59,775</u>	<u>(5,204)</u>	<u>354,100</u>
Personnel				
Employee Salaries	23,064	26,235	(3,171)	193,448
Payroll Taxes	2,262	2,575	(313)	19,296
Pension Plan Match	867	976	(109)	976
Health Insurance	5,546	11,090	(5,544)	80,000
Workers Compensation	0	0	0	750
Staff Development	0	0	0	500
Total Personnel	<u>31,739</u>	<u>40,876</u>	<u>(9,137)</u>	<u>294,970</u>
General and Administrative				
Advertising and Outreach	100	100	0	2,500
Books & Subscriptions	0	0	0	250
Depreciation and Amortization	0	0	0	2,000
Dues, Fees and Fines				
Bank & Credit Card Fees	644	700	(56)	5,500
Dues	0	0	0	200
Finance Charges	0	0	0	250
Late Fees	0	0	0	250
Total Dues, Fees and Fines	<u>644</u>	<u>700</u>	<u>(56)</u>	<u>6,200</u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	YTD Actual February 2011	YTD Budget February 2011	+/- BUDGET	ANNUAL BUDGET
Equipment Rental & Maintenance	294	294	0	2,200
Filing Fees - State	0	0	0	3,800
Insurance				
Director and Officers	0	0	0	2,400
Liability	0	0	0	750
Property	1,022	1,022	0	1,022
Total Insurance	1,022	1,022	0	4,172
Minor Office Equipment	0	0	0	2,000
Occupancy expenses				
Rent	6,900	6,900	0	44,865
Repairs and Maintenance	0	0	0	250
Utilities	359	320	39	3,800
Sub Lease (rent)	(2,850)	(2,850)	0	(18,440)
Sub Lease (utilities)	(65)	128	(193)	1,520
Total Occupancy expenses	4,344	4,498	(154)	31,995
Printing & Copying	9	9	0	400
Postage, Shipping, Delivery				
US Post Office	217	210	7	900
Postage Due/BRE Costs	1,370	1,370	0	4,250
Total Postage, Shipping, Delivery	1,587	1,580	7	5,150
Professional Fees				
Accounting	9,400	4,700	4,700	24,000
Brokerage fees	536	0	536	1,500
Consultant	3,103	3,103	0	5,500
Temporary Help	6,650	5,000	1,650	5,000
Total Professional Fees	19,689	12,803	6,886	36,000
Supplies	562	627	(65)	3,800
Telephone	417	425	(8)	2,750
Travel & Meeting Expenses				
Conference & Meeting Fees	0	0	0	500
Meals & Food	52	0	52	300
Travel	0	0	0	3,000
Total Travel & Meeting Expenses	52	0	52	3,800
Total General and Administrative	28,720	22,058	6,662	107,017
Board Expense				
Postage	0	0	0	50
Travel	461	465	(4)	2,500
Food	198	198	0	700
Total Board Expense	659	663	(4)	3,250
Total Expense	121,023	128,027	(7,004)	870,537
Net Ordinary Income	(33,106)	(70,965)	37,859	(70,762)
Total Increase (Decrease) in Net Assets	(33,106)	(70,965)	37,859	(70,762)
Net Assets, Beginning of Year	840,373	840,373		0
Net Assets, End of Period	807,267	769,408		(70,762)

RESIST, INC.
Statement of Cash Flows
For the Period Ended February 28, 2011 and 2010

YTD AT
February 28, 2011

Cash Flows from Operating Activities:

Change in Net Assets	(33,105)
Adjustments to Reconcile the Above to Net Cash Provided (Used) by Operating Activities:	
Investment Income	(577)
Realized and Unrealized (Gains) and Losses on Investments	0
Depreciation Expense	0
Changes in Assets & Liabilities:	0
Grants Receivable	0
Prepaid Expenses, Inventory and Other Current Assets	39
Grants Payable	0
Accounts Payable and Accrued Expenses	(7,415)
Accrued Payroll and Related Costs	376
Net Cash Provided (Used) By Operating Activities	<u>(40,682)</u>

Cash Flows from Investing Activities

Purchases of Property and Equipment	0
Net (Purchase) Sale of Investments	(19,436)
Net Cash Provided (Used) By Investing Activities	<u>(19,436)</u>

Net Increase (Decrease) in Cash and Equivalents	(60,118)
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Cash and Equivalents, Beginning of Period	<u>338,629</u>
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Cash and Equivalents, End of Period	<u><u>278,511</u></u>
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RESIST
Asset Allocation and Use
As of 3/30/2011

		Purpose	Holdings		Temporarily Restricted	Unrestricted
Investment Accounts	Value		Cash/CDs	Neuberger-Berman		
Morgan Stanley						
Operating Reserve/Gifting Account	\$60,000	Holds operating reserve of \$60,000 designated by Board; receives stock gifts	\$60,000	\$0	\$60,000	\$0
Bequest Reserve Account	\$376,813	Holds proceeds from Baker and Schleimer bequests	\$301,813	\$75,000	\$376,813	\$0
Funds Account	\$128,374	Baker, Cohen, Kurtz and Salzman Funds	\$0	\$128,374	\$128,374	\$0
Neuberger-Berman Investment Account	\$111,617	Holds proceeds from Schleimer bequest	\$0	\$111,617	\$111,617	\$0
	\$676,804		\$361,813	\$314,991	\$676,804	\$0
Cash						
Wainwright Bank	\$243,000	General operating funds	\$243,000	\$0	\$0	\$243,000
Hope Credit Union	\$20,800	community investment in New Orleans and Gulf	\$20,800	\$0	\$0	\$20,800
	\$263,800		\$263,800	\$0	\$0	\$263,800
Total Assets	\$940,604		\$625,613	\$314,991	\$676,804	\$263,800
Board Designations for Baker and Schleimer Bequests:						
Baker	<i>Passed October 2010</i>	\$135,000 to use as the base for increasing the maximum grant award from \$3,000 to \$4,000. The funds will be expended over the course of five years- giving RESIST a chance to develop new fundraising strategies to stabilize the increase.				
Schleimer	<i>Passed August 2006</i>	<p><i>a. Bequest Income</i> Income generated from investment of the principal of Phil Schleimer's bequest may be considered part of RESIST's regular income stream and can be used for general operating expenses.</p> <p><i>b. Bequest Principal</i> The principal of Phil Schleimer's bequest can only be used for the specific purpose of developing long term and sustainable programs (e.g. a major donor program). Any amounts used from the principal to fund these programs must be returned within a reasonable period. An appropriate use of the principal assets for long term and sustainable programs should be determined on a case-by-case basis by the Finance Committee. The principal should not be used to augment RESIST's regular income stream and pay for general operating expenses.</p>				

E.C. Meeting 2.18.11 // 1:15-2:20

Becca, Miabi, and Christy

Updates:

Staff met 2.17.11; people are excited about Ravi. He will be part-time until April 1; Melissa is staying until April 1 to help with transition.

-Staff members are drafting a proposal to PC and EC on how to clarify and implement a conflict resolution process; after PC and EC responds to that, in the next few weeks, EC will pull together the results and bring a proposal to the Board for April.

-**To discuss and plan before April

Miabi will

1. Have a conversation with R&R/Cynthia to:

-recruit someone for Member-at-large on the EC, as Kohei is transitioning off the Board

-let R&R know that they are in charge of the overall "organizational prioritization process" suggested by Jaime

-Suggest that R&R discuss, at their next meeting, the following suggestion from Jaime: "Consider ways the board of directors may need to balance the governance roles it needs to fulfill in order to build the sustainability of RESIST for the next 50 years! *Beware of over-relying on staff members* to fulfill governance functions typically assumed by a non-paid, volunteer board of directors." The EC thinks that this would be something best considered in few/several months, but if R&R has a plan before then, they should feel free to run with it.

2. Have a meeting (likely Monday evening 2.21.11) with Personnel Committee.

-Share relevant information from our meeting

-Discuss potential overlap on workplan review. Emphasize that EC will be in charge of looking at overall organizational goals and priorities, while PC in their yearly staff evaluations will be focusing on individual staff accountability and performance.

3. Have one-on-one meetings with Robin and Yafreisy to:

-Hear their ideas on the potential task shifts

-Especially to discuss with them pg 9 of Jaime's report, on informal power dynamics.

-If Miabi has any suggestions after these meetings, she will take them to Personnel Committee

Becca will:

1. Begin drafting a proposal for the Board (for April meeting) on the workplan issue, specifically the Committee's workplans and their authority to implement them. Notes on this topic are:

New Workplans (Steps):

1. Staff to have workplans and to use an organizational calendar (have decided on the

calendar; Christy will bring up in next Staff meeting the discussion around workplans)

2. Committees to have 6 (to 12-month) work plans (1 to 2 goals/priorities and 4 or so bullet points, that the Personnel Committee can use to evaluate staff performance; submit it to the Board, no more than 4 pages) and add these points to the organizational calendar (PROPOSAL, but we suggest it as a change in how we do our work, not a policy change)

3. Suggestion of having lead staff and committees having the authority to operate within the plan and have budget approval (does need PROPOSAL and VOTE – EC needs to word a *specific* proposal for April Board Meeting)

-Ideas: that committees have final say once their workplans are approved

-how do we all stay on the same page as a Board? The whole Board approves the 6-month workplans: October and April (suggested times)

-This is a way to have more staff accountability when it comes to evaluation.

-Becca will work on drafting this proposal.

4. Every six months have the staff and the Executive Committee review the calendar to check on progress vs. agreed upon organizational priorities, consider if there are competing priorities causing a work-overload and recommend ways to resolve issues with the committees affected. (**EC oversight** = some overlap with Personnel, with their 1-year staff evaluations. Miabi to Discuss with Personnel Committee)

Christy will:

1. bring up in next Staff meeting the EC's discussion around workplans and put it on the agenda to consider the suggestion that all Staff put forward 6-month workplans for review, approval, and to add to the central calendar.

Kohei will:

1. Get in touch with the EC to let us know your plans for the next few weeks and months. Are you finished with EC work? We hope you are doing well and that your transition at PRYSM is going smoothly!

Notes on Becca's Streamlined Task Document (apologies for the ugly color-coding for Miabi's brain):

Jamie Pullen's recommended organizational changes, allocated by organizational level

Workplace level:

1) Communication processes:

-Establish ground rules or principles for workplace respect, effectiveness and mutual support within the first two weeks of a new person joining the staff -- review and revise the principles once a year at a staff retreat

-Outline and agree on roles, who is to take the lead on identified projects, priorities, how others can realistically pitch in. Acknowledge gaps and share responsibility for creative problem-solving

-Strive for Consensus (Staff implementation)

2) Work tracking/ collaboration processes:

-Establish and use a centralized work calendar which helps integrate schedules and tracks deadlines for all committees, grant cycles, donor campaigns, financial management deadlines, and major projects. Note the lead staff assigned for accomplishing or coordinating tasks. **(staff implementation)**

1. Staff have workplans and use an organizational calendar (have decided on the calendar; Christy will bring up in next Staff meeting the discussion around workplans)

2. Committees have 6 (to 12-month) work plans (1 to 2 goals/priorities and 4 or so bullet points, that the Personnel committee can use to evaluate staff performance; submit it to the Board, no more than 4 pages) and join in the organizational calendar (PROPOSAL, but we suggest it as a change in how we do our work, not a policy change)

3. Suggestion of having lead staff and committees having the authority to operate within the plan and have budget approval (does need PROPOSAL and VOTE – EC needs to word a *specific* proposal for April Board Meeting)

-Ideas: that committees have final say once their workplans are approved

-how do we all stay on the same page as a Board? The whole Board approves the 6-month workplans: October and April

-This is a way to have more staff accountability when it comes to evaluation.

-Becca will work on drafting this proposal.

4. Every six months have the staff and the Executive Committee review the calendar to check on progress vs. agreed upon organizational priorities, consider if there are competing priorities causing a work-overload and recommend ways to resolve issues with the committees affected.

(EC oversight = some overlap with Personnel, with their 1-year staff evaluations. Miabi to Discuss with Personnel Committee)

3) Conflict Resolution processes

-In the event that staff cannot negotiate a compromise or make a unanimous decision on an operational issue (e.g., a tied vote, or a three to one vote, with the dissenter unwilling to step aside) then it's recommended that the volunteer leadership of the executive committee will make the decision. The executive committee will convene a meeting and invite all interested or affected parties including staff, any committee chairs or committee members, to express their opinions. The volunteer leaders of the executive committee (Chair, Vice Chair, Treasurer) will then vote to decide the matter. **(EC oversight, develop proposal to bring to April mtg)**

-Staff are drafting a proposal to PC and EC; after PC and EC responds to that. We will do work before April Board meeting to bring our work to them

4) Staff meetings and quarterly staff retreats have been agreed to by all staff members, with the Director of Communications taking the lead on coordinating the calendar, meetings and retreats. All also agreed to review the need and effectiveness of the frequency and format of staff retreats at the one year mark (next January/February, 2011.) The staff also hopes that these work coordination tools and communication mechanisms will build a higher level of shared understanding of all that needs to happen with running the organization and help ease any future periods of transition among staff members, or with leadership succession at the committee and

board levels. (Staff implementation)

5) Time Management tracking processes: Because the staff in 2010 universally expressed a sense of being overwhelmed by the workload, both staff and the personnel committee may want to take a closer look at time management issues and consider alternative ways of breaking down the work. It's existing practice to have all staff keep timesheets on a weekly basis, with basic tracking by category of work (e.g., grants, fundraising, etc.). As a way to consider capacity needs (and gaps), the personnel committee will use timesheets as part of a six month review of patterns on how staff spend their time, how compensation time is accrued, vacation time used or not used, etc. Time sheets will be turned into the personnel committee by an appointed staff member once a month, with an expected analysis done by the committee for two six month periods. The personnel committee may adapt the time sheets to include task items like "data entry" to weigh the relative merits of staff versus contractors taking more or less of specific break-away tasks which may reduce the overall workload of current, permanent staff. Timesheets, in this next year, may also be used as part of individual evaluations. (personnel committee, evaluation process)

Organization level:

1) Structural shifts—change job titles/ job tasks (Jaime recommended Personnel and Staff working together; Initial conversations after Ravi's had a chance to settle into job?)

-Miabi in her meetings with Y and R will discuss the pg 9 of the report. Any suggestions, Miabi will take to the PC.

2) Eliminate one grants cycle a year (five cycles instead of six, perhaps with some more delegated staff grantmaking authority between cycles). (Grants Cmte, whole board discussion; NEED PROPOSAL FOR APRIL MEETING)

3) Eliminate the grants committee process of reading/reviewing applications which have been screened out by the staff. Instead share the list of screened out applications with the board, and pull back in an application for a subsequent cycle if a board member objects to a screened out group. (Grants Committee)

4) Have four newsletters instead of six newsletters published in the year. (Communications cmte, whole board discussion)

5) Use a contractor to assist with discrete tasks, in particular data entry. May also consider other tasks that can be outsourced, such as payroll. (finance cmte)

6) Organizational prioritization process (whole board, retreat discussion)

-Miabi will get in touch with R&R to tell her that they're in charge of that.

Board level

1) · If possible, ask each committee to work with its assigned staff on a simple six to 12 month committee work-plan which reflects committee- staff agreement on highest priorities,

especially for any new efforts, (e.g., outreach to donors or potential grantees); outline ways of reducing the expectations and worktime devoted to tasks of less priority. **Share with the Executive Committee at minimum, and consider sharing with the full Board as part of annual planning and budget adoption. (all board, does not require a vote: see above under Work Tracking)**

-Recommendation related adopting Committee Workplans, related Budget Line Items and Delegated Authority to Act: If committees can present workplans with budget implications to the board once a year and seek discussion, revisions and approval at that time, then the committee and associated lead staff should be delegated authority to operate within the plan and budget approved, and to work out the details of strategies and operations from there. **(all board, see above under Work Tracking)**

2) · Integrate a review of the calendar deadlines and committee or staff work-plans into the *staff evaluation process* conducted by the personnel committee. **(personnel committee, does not require a vote)**

3) Consider ways the board of directors may need to balance the governance roles it needs to fulfill in order to build the sustainability of RESIST for the next 50 years! *Beware of over-relying on staff members* to fulfill governance functions typically assumed by a non-paid, volunteer board of directors. **(all board, discussion for a retreat?). Suggestions from EC:**

- we put this on hold for 6 months and then use it as a political discussion
- have a meeting devoted to this in 3 months
- joint meeting with R&R

-Miabi will talk to Cynthia about discussing this at the next R&R meeting

EC Meeting 3.28.11

1. Go over proposals for April Board Meeting

We want to discuss the timeframe during the Meeting and decide then.

EC Review: add to the proposal

Following the February 2011 recommendations of the organizational consultant, Jaime Pullen, the Executive Committee makes the following proposal for increasing organizational accountability: Each year, all committees will present six-month workplans at the October and April Board meetings that outline the committees' anticipated projects, plans, deadlines [or timelines], and initiatives—these goals will be added to the centralized organizational calendar. The board will discuss and vote to approve (or modify) the workplans at these times, and the Finance Committee will do their best to include budgetary requests in the budget. Once committees have Board approval over these work plans, the associated lead staff and committees have the final authority to operate within the plan and approved budget to work out the details of strategies and operations from there. The Executive Committee will review the workplan once or twice a year to check on progress regarding agreed-upon organizational priorities, consider if there are competing priorities causing overlaps or overloads, and if so, recommend ways to resolve issues with the committees affected.

2. Agenda for Board Meeting

Created agenda.

Christy will send Miabi the Communications proposal. Miabi will then send it out with our proposal in the body of the email, with agenda attached.

Warren: Miabi will remind him that he's in charge of the political discussion via email (on faith-based organizing).

3. Discussing tasks from last meeting (2/18)

-Organizational calendar (that includes Board and staff workplan dates) doesn't yet exist. We will be discussing this at the Board Meeting and staff will discuss it in their quarterly retreat, weds 4/6.

-Discussion: Do we report to the Board our discussion and planning coming out of Jaime's report?

-We have gone through the report and tried to parse out who will be taking on which tasks. It's pending as committees meet. We have taken on the workplan issue and the conflict resolution process (working with the PC).

-Issues like hiring Jaime again, overall organizational prioritization, eliminating grants weeding and newsletter issues, etc are all being divvied up by different committees and EC is keeping a handle on that.

RESIST Finance Narrative

January 1, 2011, to February 28, 2011

Accompanies Statement of Net Assets and Statement of Activities

BIG PICTURE

Our *net income* (income less expenses) for January 1, 2011, through February 28, 2011, was a *loss* of about **\$33,106**. RESIST's net income generally shows a loss during the first three quarters of each year. This is due to the fact that the majority of revenue is received in November and December while expenses are incurred through out the year. In our annual budget for this time period, we expected to have a net loss of **\$70,964** - which means that we are **\$37,858** ahead of where we expected to be at this time.

Income is higher than expected by **\$30,856**. *Expenses* are approximately **\$7,002** less than anticipated. This means we have a difference of approximately **\$37,858** between where we expected to be at this time and where we actually are.

STATEMENT OF NET ASSETS (ITEM A)

At this time, we have assets of approximately \$906,839. This is about **\$336,235** more than we had at this time in 2009. The increase in assets is primarily due to: 1) the receipt of \$250,000 from the Estate of Ed Baker and 2) the receipt of approximately \$123,000 from the Estate of Marianne Wells. *See attached spreadsheet for asset allocation and Board designated restrictions.*

STATEMENT OF NET ACTIVITIES (ITEM B)

Revenue:

Revenue is about **\$30,855** higher than budgeted: \$87,918 actual vs. \$57,062 in the budget.

Gifts and Pledges: **\$23,015** higher than budgeted

- *Internal mailing* contributions are approximately **\$1,816** more than budgeted. Income from the pledge program is **\$5,544** lower than expected. Appeals to current donors are **\$7,183** more than expected. Revenue from the *Newsletter* is **\$177** more than expected.
- *Prospect mailing* contributions are **\$269** over budget. The spring mailing dropped in March and returns are just coming in.
- *Special Contributions* are **\$20,930** higher than budgeted.

Board Fundraising is **\$135** more than budgeted due to the efforts of Melissa Cariño who solicited donations in honor of her birthday.

Unsolicited Gifts (donations under \$500) were **\$215** more than expected.

Major Donor gifts exceeded budget expectations by **\$605**. Just a reminder that there has been a change in classification of donations over \$500. A significant number of current Major Donor donations were previously categorized as Internal Mailing or Unsolicited gifts.

A *Foundation Gift* of \$20,000 was received from the Bardon-Cole Foundation. This appears to be a combined 2010 and 2011 donation.

Bottom Line: Gifts and Pledges are performing quite well.

Investment Income: \$7,851 higher than budgeted

- *Interest and dividends* are \$323 lower than budgeted.
- *Realized gains or losses* on the sale of investments are a gain of \$2,046 over budget.
- *Unrealized gains or losses* on investments are a gain of \$1,286 over budget.

Bottom Line: The receipt of approximately \$370,000 in bequests has impacted the total sum of investments that are generating interest and dividends. It has also has an impact on the unrealized gains/losses as RESIST has more spread to absorb temporary market shifts. The re-investment of funds during the fall and the upward swing of the market since September also had an impact on these numbers.

Expenses:

Expenses are about \$7,002 lower than budgeted: \$121,024 actual vs. \$128,026 in the budget.

Fundraising expenses: \$678 more than budgeted

- *Internal mailing* costs are about \$1,485 under the budgeted amount (pledge: \$1,125, ABC: \$360). This may reflect minor discrepancies in the timing of receipt and payment for new 2011 bills.
- *Prospect mailing* costs are about \$1,148 more than the budgeted amount which is a direct result of payment for 2011 list rentals used in the March prospect appeal.
- *Misc, fundraising costs* are approximately \$1,015 over budget. This reflects the need to re-print Monarch letterhead and envelopes which are used to acknowledge donations.

Program expenses: \$5,203 less than budgeted

- *Grants Program* expenses are \$4,039 less than budgeted. General support, emergency technical assistance and NWTRCC grants are at budget. Multi-year grants are \$4,000 under budget.
- *Newsletter* costs are \$1,345 less than budgeted. Almost all differences appear to be due to cost savings from the clean up of the paper mailing list- both purging names and transferring some to electronic mailings.
- *Web site* expenses are \$180 more than budgeted.

Administrative Expenses: \$2,477 less than budgeted

- *General and Administrative* expenses are \$6,662 more than budgeted.

Temporary Help is over budget by \$1,650. This reflects payments to Melissa for assuming the development position after Malika left.

Accounting fees are over budget by \$4,700. This reflects the fact that the 2010 audit was scheduled earlier than usual this year and payments have been made both to auditor Linda Smith and to Meredith for preparation.

- *Personnel and Health Insurance* expenses are \$9,137 less than budgeted.

Personnel costs are \$3,593 under budget. This reflects the time when Melissa served as the Interim Development Director and neither salary nor benefits were required for the position.

Personnel costs (\$3,593 under budget) are balanced by temporary help expenses (\$1,650 over budget). This leaves staffing costs at \$1,943 under budget.

Health insurance costs are \$5,544 under budget. The decrease reflects two months when health insurance premiums were not paid for Ravi. This number is expected to average out over time.

RESIST, INC.
Statement of Financial Position
February 28, 2011 and 2010

ASSETS

	<u>2011</u>	<u>2010</u>
CURRENT ASSETS:		
Cash	278,521	108,790
Investments	606,032	445,685
Grants Receivable, Current	3,000	0
Prepaid Expenses, Inventory and Other Current Assets	13,280	12,493
Total Current Assets	<u>900,833</u>	<u>566,968</u>
 Property and Equipment, Net	 <u>3,772</u>	 <u>1,406</u>
 OTHER ASSETS		
Grants Receivable, Long-Term	0	0
Deposits	2,234	2,230
Total Other Assets	<u>2,234</u>	<u>2,230</u>
 Total Assets	 <u><u>906,839</u></u>	 <u><u>570,604</u></u>

LIABILITIES AND NET ASSETS

	<u>2011</u>	<u>2010</u>
LIABILITIES		
Grants Payable	92,000	54,000
Accounts Payable and Accrued Expenses	(591)	7,872
Accrued Payroll and Related Costs	8,146	9,385
Total Liabilities	<u>99,555</u>	<u>71,257</u>
 NET ASSETS		
Net Assets, Beginning of Year	840,373	540,473
Change in Net Assets	(33,106)	(41,125)
Net Assets, End of Period	<u>807,267</u>	<u>499,348</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u><u>906,822</u></u>	 <u><u>570,605</u></u>

RESIST, Inc.
Statement of Activities - Board Form
Year to Date as of February 28, 2011

	<u>YTD ACTUAL</u> <u>February 2011</u>	<u>YTD BUDGET</u> <u>February 2011</u>	<u>+/-</u> <u>BUDGET</u>	<u>ANNUAL</u> <u>BUDGET</u>
Support and Revenues				
Internal Mailings	40,917	39,100	1,817	376,000
Prospecting	4,669	4,400	269	68,000
Special Contributions	27,080	6,150	20,930	308,075
Special Event Income	0	0	0	5,000
Misc. Revenue	291	302	(11)	2,200
Investment Income	577	900	(323)	5,500
Realized Gain (Loss)	2,256	210	2,046	5,000
Unrealized Gain (Loss)	12,128	6,000	6,128	30,000
Total Support and Revenues	<u>87,918</u>	<u>57,062</u>	<u>30,856</u>	<u>799,775</u>
Expense				
<i>Fundraising</i>				
Internal Mailing Costs	795	2,280	(1,485)	43,600
Prospect Mailing Costs	1,148	0	1,148	60,850
Major Donor Costs	0	0	0	150
Special Event Costs	0	0	0	700
Misc. Fundraising Costs	3,390	2,375	1,015	5,900
Total Fundraising Costs	<u>5,333</u>	<u>4,655</u>	<u>678</u>	<u>111,200</u>
<i>Program</i>				
Grants Program	48,077	52,115	(4,038)	44,400
Communications Program	6,495	7,660	(1,165)	309,700
Total Program Costs	<u>54,572</u>	<u>59,775</u>	<u>(5,203)</u>	<u>354,100</u>
<i>Other</i>				
Personnel	31,739	40,876	(9,137)	294,970
General and Administrative	28,719	22,057	6,662	107,017
Board Expenses	661	663	(2)	3,250
Total Other Costs	<u>61,119</u>	<u>63,596</u>	<u>(2,477)</u>	<u>405,237</u>
Total Expense	<u>121,024</u>	<u>128,026</u>	<u>(7,002)</u>	<u>870,537</u>
CHANGE IN NET ASSETS	(33,106)	(70,964)	37,858	(70,762)
NET ASSETS, BEGINNING OF YEAR	<u>840,373</u>			<u>840,373</u>
NET ASSETS, END OF YEAR	<u><u>807,267</u></u>			<u><u>769,611</u></u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	<u>YTD Actual February 2011</u>	<u>YTD Budget February 2011</u>	<u>+/- BUDGET</u>	<u>ANNUAL BUDGET</u>
SUPPORT AND REVENUES				
Internal Mailings				
Pledges	18,356	23,900	(5,544)	150,000
Newsletter	2,877	2,700	177	43,000
ABC/House mailings	19,683	12,500	7,183	183,000
Total Internal Mailings	<u>40,916</u>	<u>39,100</u>	<u>1,816</u>	<u>376,000</u>
Prospecting	4,669	4,400	269	68,000
Special Contributions				
Bequests	0	0	0	35,000
Board Fundraising	135	0	135	600
E-Fundraising	0	0	0	600
Employer Matching Grants	0	25	(25)	300
Foundations	20,000	0	20,000	5,000
Major Donors	6,605	6,000	605	250,000
Unsolicited	340	125	215	15,000
Baker Memorial Fund	0	0	0	1,000
Holmes Memorial Fund	0	0	0	75
Kurtz Memorial Fund	0	0	0	500
Total Special Contributions	<u>27,080</u>	<u>6,150</u>	<u>20,930</u>	<u>308,075</u>
Special Event Income				
House Parties	0	0	0	5,000
Total Special Event Income	<u>0</u>	<u>0</u>	<u>0</u>	<u>5,000</u>
Misc. Revenue				
Fiscal Sponsorship Fees	0	0	0	100
NWTRCC	255	230	25	1,500
Royalties	0	0	0	100
Merchandise Sales	0	0	0	1,000
Merchandise Expenses	36	72	(36)	(500)
Total Misc. Revenue	<u>291</u>	<u>302</u>	<u>(11)</u>	<u>2,200</u>
Investment Income				
Dividends and Interest	577	900	(323)	5,500
Realized Gain (Loss)	2,256	210	2,046	5,000
Unrealized Gain (Loss)	12,128	6,000	6,128	30,000
Total Investment Income	<u>14,961</u>	<u>7,110</u>	<u>7,851</u>	<u>40,500</u>
Total Income	<u>87,917</u>	<u>57,062</u>	<u>30,855</u>	<u>799,775</u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	<u>YTD Actual</u> <u>February 2011</u>	<u>YTD Budget</u> <u>February 2011</u>	<u>+/-</u> <u>BUDGET</u>	<u>ANNUAL</u> <u>BUDGET</u>
Expense				
Fundraising Costs				
Internal Mailing Costs				
Pledge Program				
Printing	130	900	(770)	2,300
Postage	250	500	(250)	2,500
Mailhouse	415	520	(105)	2,700
Total Pledge Program	<u>795</u>	<u>1,920</u>	<u>(1,125)</u>	<u>7,500</u>
ABC/House Mailings				
Printing	0	250	(250)	10,000
Postage	0	110	(110)	6,600
Mailhouse	0	0	0	7,000
Consultant	0	0	0	12,500
Total ABC/House Mailings	<u>0</u>	<u>360</u>	<u>(360)</u>	<u>36,100</u>
Total Internal Mailing Costs	<u>795</u>	<u>2,280</u>	<u>(1,485)</u>	<u>43,600</u>
Prospect Mailing Costs				
Printing	0	0	0	18,500
Postage	8	0	8	18,500
Mailhouse	0	0	0	10,000
Consultants	0	0	0	8,250
Photos and Graphics	0	0	0	1,100
List Rentals	1,141	0	1,141	4,500
Total Prospect Mailing Costs	<u>1,149</u>	<u>0</u>	<u>1,149</u>	<u>60,850</u>
Major Donor Costs				
Printing	0	0	0	75
Postage	0	0	0	75
Total Major Donor Costs	<u>0</u>	<u>0</u>	<u>0</u>	<u>150</u>
Special Events				
House Parties	0	0	0	500
Printing	0	0	0	100
Postage	0	0	0	100
Total Special Events	<u>0</u>	<u>0</u>	<u>0</u>	<u>700</u>
Misc. Fundraising Costs				
Administrative Fees	37	20	17	200
Books and Subscriptions	0	1,750	(1,750)	2,000
Equipment Rental and Maintenance	20	30	(10)	150
Printing	2,463	150	2,313	750
Postage	834	425	409	1,700
Promo Merchandise	0	0	0	500
Supplies	36	0	36	100
Travel and Meetings	0	0	0	500
Total Misc. Fundraising Costs	<u>3,390</u>	<u>2,375</u>	<u>1,015</u>	<u>5,900</u>
Total Fundraising Costs	<u>5,334</u>	<u>4,655</u>	<u>679</u>	<u>111,200</u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	<u>YTD Actual February 2011</u>	<u>YTD Budget February 2011</u>	<u>+/- BUDGET</u>	<u>ANNUAL BUDGET</u>
Program Costs				
Communications Program				
Newsletter Costs				
Printing	3,232	4,000	(768)	18,500
Postage	1,628	1,870	(242)	11,500
Mailhouse	1,270	1,600	(330)	8,500
Consultants	35	0	35	3,000
Photos and Graphics	0	40	(40)	400
Total Newsletter Costs	<u>6,165</u>	<u>7,510</u>	<u>(1,345)</u>	<u>41,900</u>
Website & Internet	<u>330</u>	<u>150</u>	<u>180</u>	<u>2,500</u>
Total Communications Program	<u>6,495</u>	<u>7,660</u>	<u>(1,165)</u>	<u>44,400</u>
Grants Program				
Grant Allocations				
General Support Grants	39,500	39,500	0	221,000
Multi-Year Grants	8,000	12,000	(4,000)	60,000
Accessibility Grants	0	0	0	5,000
Emergency Grants	0	0	0	4,000
Technical Assistance Grants	0	0	0	6,500
NWTRCC Grants	0	0	0	1,000
Baker Memorial Grant	0	0	0	500
Cohen Memorial Grant	0	0	0	500
Holmes Memorial Grant	0	0	0	500
Kurtz Memorial Grant	0	0	0	500
Salzman Memorial Grant	0	0	0	4,000
Total Grant Allocations	<u>47,500</u>	<u>51,500</u>	<u>(4,000)</u>	<u>303,500</u>
Equipment Rental	428	450	(22)	2,700
Library	0	0	0	30
Printing	63	50	13	850
Postage	85	115	(30)	1,500
Travel and Meetings	0	0	0	1,120
Total Grants Program	<u>48,076</u>	<u>52,115</u>	<u>(4,039)</u>	<u>309,700</u>
Total Program Costs	<u>54,571</u>	<u>59,775</u>	<u>(5,204)</u>	<u>354,100</u>
Personnel				
Employee Salaries	23,064	26,235	(3,171)	193,448
Payroll Taxes	2,262	2,575	(313)	19,296
Pension Plan Match	867	976	(109)	976
Health Insurance	5,546	11,090	(5,544)	80,000
Workers Compensation	0	0	0	750
Staff Development	0	0	0	500
Total Personnel	<u>31,739</u>	<u>40,876</u>	<u>(9,137)</u>	<u>294,970</u>
General and Administrative				
Advertising and Outreach	100	100	0	2,500
Books & Subscriptions	0	0	0	250
Depreciation and Amortization	0	0	0	2,000
Dues, Fees and Fines				
Bank & Credit Card Fees	644	700	(56)	5,500
Dues	0	0	0	200
Finance Charges	0	0	0	250
Late Fees	0	0	0	250
Total Dues, Fees and Fines	<u>644</u>	<u>700</u>	<u>(56)</u>	<u>6,200</u>

RESIST, INC.
Statement of Activities - Long Form
Year to Date as of February 28, 2011

	YTD Actual February 2011	YTD Budget February 2011	+/- BUDGET	ANNUAL BUDGET
Equipment Rental & Maintenance	294	294	0	2,200
Filing Fees - State	0	0	0	3,800
Insurance				
Director and Officers	0	0	0	2,400
Liability	0	0	0	750
Property	1,022	1,022	0	1,022
Total Insurance	1,022	1,022	0	4,172
Minor Office Equipment	0	0	0	2,000
Occupancy expenses				
Rent	6,900	6,900	0	44,865
Repairs and Maintenance	0	0	0	250
Utilities	359	320	39	3,800
Sub Lease (rent)	(2,850)	(2,850)	0	(18,440)
Sub Lease (utilities)	(65)	128	(193)	1,520
Total Occupancy expenses	4,344	4,498	(154)	31,995
Printing & Copying	9	9	0	400
Postage, Shipping, Delivery				
US Post Office	217	210	7	900
Postage Due/BRE Costs	1,370	1,370	0	4,250
Total Postage, Shipping, Delivery	1,587	1,580	7	5,150
Professional Fees				
Accounting	9,400	4,700	4,700	24,000
Brokerage fees	536	0	536	1,500
Consultant	3,103	3,103	0	5,500
Temporary Help	6,650	5,000	1,650	5,000
Total Professional Fees	19,689	12,803	6,886	36,000
Supplies	562	627	(65)	3,800
Telephone	417	425	(8)	2,750
Travel & Meeting Expenses				
Conference & Meeting Fees	0	0	0	500
Meals & Food	52	0	52	300
Travel	0	0	0	3,000
Total Travel & Meeting Expenses	52	0	52	3,800
Total General and Administrative	28,720	22,058	6,662	107,017
Board Expense				
Postage	0	0	0	50
Travel	461	465	(4)	2,500
Food	198	198	0	700
Total Board Expense	659	663	(4)	3,250
Total Expense	121,023	128,027	(7,004)	870,537
Net Ordinary Income	(33,106)	(70,965)	37,859	(70,762)
Total Increase (Decrease) in Net Assets	(33,106)	(70,965)	37,859	(70,762)
Net Assets, Beginning of Year	840,373	840,373		0
Net Assets, End of Period	807,267	769,408		(70,762)

RESIST, INC.
Statement of Cash Flows
For the Period Ended February 28, 2011 and 2010

YTD AT
February 28, 2011

Cash Flows from Operating Activities:

Change in Net Assets (33,105)

Adjustments to Reconcile the Above to Net Cash Provided

(Used) by Operating Activities:

Investment Income (577)

Realized and Unrealized (Gains) and Losses on Investments 0

Depreciation Expense 0

Changes in Assets & Liabilities: 0

Grants Receivable 0

Prepaid Expenses, Inventory and Other Current Assets 39

Grants Payable 0

Accounts Payable and Accrued Expenses (7,415)

Accrued Payroll and Related Costs 376

Net Cash Provided (Used) By Operating Activities **(40,682)**

Cash Flows from Investing Activities

Purchases of Property and Equipment 0

Net (Purchase) Sale of Investments (19,436)

Net Cash Provided (Used) By Investing Activities **(19,436)**

Net Increase (Decrease) in Cash and Equivalents **(60,118)**

Cash and Equivalents, Beginning of Period **338,629**

Cash and Equivalents, End of Period **278,511**

RESIST
Asset Allocation and Use
As of 3/30/2011

		Purpose	Holdings		Temporarily Restricted	Unrestricted
Investment Accounts	Value		Cash/CDs	Neuberger-Berman		
Morgan Stanley						
Operating Reserve/Gifting Account	\$60,000	Holds operating reserve of \$60,000 designated by Board; receives stock gifts	\$60,000	\$0	\$60,000	\$0
Bequest Reserve Account	\$376,813	Holds proceeds from Baker and Schleimer bequests	\$301,813	\$75,000	\$376,813	\$0
Funds Account	\$128,374	Baker, Cohen, Kurtz and Salzman Funds	\$0	\$128,374	\$128,374	\$0
Neuberger-Berman Investment Account	\$111,617	Holds proceeds from Schleimer bequest	\$0	\$111,617	\$111,617	\$0
	\$676,804		\$361,813	\$314,991	\$676,804	\$0
Cash						
Wainwright Bank	\$243,000	General operating funds	\$243,000	\$0	\$0	\$243,000
Hope Credit Union	\$20,800	community investment in New Orleans and Gulf	\$20,800	\$0	\$0	\$20,800
	\$263,800		\$263,800	\$0	\$0	\$263,800
Total Assets	\$940,604		\$625,613	\$314,991	\$676,804	\$263,800
Board Designations for Baker and Schleimer Bequests:						
Baker	<i>Passed October 2010</i>	\$135,000 to use as the base for increasing the maximum grant award from \$3,000 to \$4,000. The funds will be expended over the course of five years- giving RESIST a chance to develop new fundraising strategies to stabilize the increase.				
Schleimer	<i>Passed August 2006</i>	<p><i>a. Bequest Income</i> Income generated from investment of the principal of Phil Schleimer's bequest may be considered part of RESIST's regular income stream and can be used for general operating expenses.</p> <p><i>b. Bequest Principal</i> The principal of Phil Schleimer's bequest can only be used for the specific purpose of developing long term and sustainable programs (e.g. a major donor program). Any amounts used from the principal to fund these programs must be returned within a reasonable period. An appropriate use of the principal assets for long term and sustainable programs should be determined on a case-by-case basis by the Finance Committee. The principal should not be used to augment RESIST's regular income stream and pay for general operating expenses.</p>				

RESIST, INC.

FINANCIAL STATEMENTS

with

INDEPENDENT AUDITORS' REPORT

YEARS ENDED DECEMBER 31, 2010 AND 2009

RESIST, INC.

REPORT ON FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2010 AND 2009

DRAFT

re • sist *v.* 1. To strive or work against; fight off. 2. To withstand.

RESIST *n.* 1. An activist foundation that strives for social change and works against injustice.

2. A grantmaker for groups defending the rights of lesbians and gay men, workers, women, the poor, native people, people of color, the disabled, and immigrants. 3. A different kind of funding organization seeking out groups that withstand reactionary government policies, corporate arrogance, and right-wing fanaticism through organizing, education, and action.

RESIST, INC.

REPORT ON FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2010 AND 2009

C O N T E N T S

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Statements of Activities for the Years Ended December 31, 2010 and 2009.....	3
Statement of Functional Expenses for the Year Ended December 31, 2010..... <i>(With Summarized Comparative Totals for 2009)</i>	4
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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
RESIST, Inc.
Somerville, Massachusetts

We have audited the accompanying statements of financial position of RESIST, Inc. (a Massachusetts nonprofit organization) as of December 31, 2010 and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based upon our audit. The prior year summarized comparative information has been derived from RESIST, Inc.'s 2009 financial statements and, in our report dated April 3, 2010, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of RESIST, Inc. as of December 31, 2010 and the changes in their net assets and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The Schedule of Board Designated Net Assets on Pages 18 and 19 are presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subject to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Westborough, Massachusetts
April __, 2011

RESIST, INC.

STATEMENTS OF FINANCIAL POSITION AS OF DECEMBER 31, 2010 AND 2009

ASSETS

	<u>2010</u>	<u>2009</u>
<u>CURRENT ASSETS:</u>		
Cash and Cash Equivalents	\$ 260,824	\$ 119,415
Accounts Receivable (Note 3)	4,574	-
Prepaid Expenses	12,172	11,601
Inventory (Note 4)	1,147	2,153
Total Current Assets	<u>278,717</u>	<u>133,169</u>
 <u>PROPERTY AND EQUIPMENT: (Note 5)</u>		
Office Equipment and Furniture	15,546	18,675
Leasehold Improvements	15,065	15,065
Subtotal	30,611	33,740
Less: Accumulated Depreciation	(26,839)	(32,335)
Net Property and Equipment	<u>3,772</u>	<u>1,405</u>
 <u>LONG-TERM INVESTMENTS:</u>		
Board Designated Net Assets (Notes 2, 6 and Schedule A)	<u>663,824</u>	<u>479,957</u>
 <u>OTHER ASSETS:</u>		
Security Deposits (Note 11)	2,230	2,230
Total Other Assets	<u>2,230</u>	<u>2,230</u>
 <u>TOTAL ASSETS</u>	 <u>\$ 948,543</u>	 <u>\$ 616,761</u>

LIABILITIES AND NET ASSETS

<u>CURRENT LIABILITIES:</u>		
Grants Payable (Note 9)	\$ 59,300	\$ 39,000
Accounts Payable and Accrued Expenses	1,776	11,745
Accrued Payroll and Related Costs	7,770	8,793
Total Current Liabilities	<u>68,846</u>	<u>59,538</u>
 <u>NON-CURRENT LIABILITIES:</u>		
Grants Payable (Note 9)	36,000	15,000
Deposits Held (Note 11)	1,750	1,750
Total Non-Current Liabilities	<u>37,750</u>	<u>16,750</u>
 <u>TOTAL LIABILITIES</u>	 <u>106,596</u>	 <u>76,288</u>
 <u>NET ASSETS:</u>		
Unrestricted Net Assets:		
Board Designated Net Assets (Notes 2, 6, 7 and Schedule A)	663,349	479,957
Unrestricted Net Assets, Operating	178,598	60,516
Total Net Assets	<u>841,947</u>	<u>540,473</u>
 <u>TOTAL LIABILITIES AND NET ASSETS</u>	 <u>\$ 948,543</u>	 <u>\$ 616,761</u>

RESIST, INC.

STATEMENTS OF ACTIVITIES
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
<u>SUPPORT AND REVENUES:</u>		
<i>Public Support:</i>		
Gifts and Pledges	\$ 721,938	\$ 630,649
Bequests (Note 3)	373,753	51,227
Special Events, Net of Direct Costs (Note 8)	-	11,066
Total Public Support	<u>1,095,691</u>	<u>692,942</u>
<i>Other Revenues and Support:</i>		
Net Investment Gains (Note 4)	29,084	20,205
Interest and Dividend Income (Note 4)	5,023	5,026
Sale of Merchandise, Net of Costs (Note 6)	522	94
Other Revenues and Support	<u>399</u>	<u>351</u>
Total Other Revenues and Support	<u>35,028</u>	<u>25,676</u>
<u>TOTAL SUPPORT AND REVENUES</u>	<u>1,130,719</u>	<u>718,618</u>
<u>FUNCTIONAL EXPENSES:</u>		
<i>Functional Expenses:</i>		
Program Services	531,617	457,834
Administrative	114,764	90,871
Fund Raising	<u>182,864</u>	<u>169,694</u>
<u>TOTAL FUNCTIONAL EXPENSES</u>	<u>829,245</u>	<u>718,399</u>
<u>CHANGE IN NET ASSETS</u>	301,474	219
<u>NET ASSETS - BEGINNING OF YEAR</u>	<u>540,473</u>	<u>540,254</u>
<u>NET ASSETS - END OF YEAR</u>	<u>\$ 841,947</u>	<u>\$ 540,473</u>

RESIST, INC.

STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2010
(With Summarized Comparative Totals for 2009)

	<u>PROGRAM</u> <u>SERVICES</u>	<u>ADMINI-</u> <u>STRATIVE</u>	<u>FUND</u> <u>RAISING</u>	<u>TOTAL ACTIVITIES</u>	
				<u>2010</u>	<u>2009</u>
Salaries and Wages (Note 13)	\$ 84,925	\$ 29,012	\$ 43,344	\$ 157,281	\$ 171,120
Employee Benefits (Note 12)	45,054	14,296	6,862	66,212	46,546
Payroll Taxes	7,187	2,843	3,656	13,686	14,907
Total Personnel Costs	137,166	46,151	53,862	237,179	232,573
Grants Awarded (Notes 2 and 9)	321,157	-	-	321,157	256,043
Newsletter Expenses (Notes 2 and 10)	34,038	-	2,173	36,211	36,268
Cost of Direct Mail Campaigns	-	-	75,276	75,276	75,175
Advertising and Outreach	1,402	508	1,190	3,100	1,780
Occupancy (Note 11)	11,950	4,325	10,147	26,422	26,107
Depreciation Expense (Note 4)	544	193	472	1,209	1,034
General Insurance	712	258	606	1,576	1,182
Director and Officer Insurance	-	2,225	-	2,225	2,225
Equipment Rental and Maintenance (Note 11)	2,373	2,061	114	4,548	3,927
Telephone, Website and Communications	8,805	394	132	9,331	4,191
Office Expenses and Minor Equipment	2,660	993	1,674	5,327	7,278
Postage, Freight and Delivery	1,344	856	5,752	7,952	8,097
Accounting/Audit Fees	-	21,144	-	21,144	20,200
Consultants/Professional Fees	2,908	17,190	26,929	47,027	26,665
Board of Directors Expenses	1,343	1,343	-	2,686	2,230
Travel, Conferences and Staff Development	2,566	3,626	189	6,381	1,353
General Fund Raising Expenses	-	-	3,071	3,071	550
Memberships, Publications and Filing Fees	2,649	3,317	1,277	7,243	3,629
Bank and Credit Card Processing Fees	-	8,737	-	8,737	5,327
Investment Fees	-	892	-	892	1,810
Miscellaneous Expenses	-	551	-	551	755
Total Functional Expenses	\$ 531,617	\$ 114,764	\$ 182,864	\$ 829,245	\$ 718,399

RESIST, INC.

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>		
Change in Net Assets	\$ 301,474	\$ 219
<i>Adjustments to Reconcile the Above to Net Cash Provided (Used) by Operating Activities:</i>		
Investment Income	(5,023)	(5,026)
Investment (Gains) and Losses	(29,084)	(20,205)
Depreciation Expense	1,209	1,034
<i>(Increase) Decrease in Current Assets:</i>		
Accounts Receivable	(4,574)	1,350
Prepaid Expenses	(571)	4,662
Inventory	1,006	979
<i>Increase (Decrease) in Current Liabilities:</i>		
Grants Payable	20,300	(10,855)
Accounts Payable and Accrued Expenses	(9,969)	10,550
Accrued Payroll and Related Costs	(1,023)	(3,704)
Increase (Decrease) in Non-Current Grants Payable	(21,000)	(12,000)
Net Adjustment	(48,729)	(33,215)
<u>NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES</u>	<u>252,745</u>	<u>(32,996)</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES:</u>		
Reclassification of Cash Equivalents from (to) Investments	(194,354)	(18,985)
Proceeds from Sale of Investments and Maturities	354,266	373,610
Purchase of Investments	(271,248)	(332,267)
Net Cash Flows from Investing Activities	(111,336)	22,358
<u>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</u>	<u>141,409</u>	<u>(10,638)</u>
<u>CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR</u>	<u>119,415</u>	<u>130,053</u>
<u>CASH AND CASH EQUIVALENTS - END OF YEAR</u>	<u>\$ 260,824</u>	<u>\$ 119,415</u>

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

NOTE 1 ORGANIZATION

RESIST, Inc., ("RESIST" or the "Organization") an organization which promotes world peace and equality through informing the public about current affairs and assisting community groups with similar goals, was incorporated in 1978 under Massachusetts General Laws Chapter 180 and qualifies as a tax-exempt not-for-profit corporation under section 501(c)(3) of the Internal Revenue Code. RESIST has been classified as an organization which is not a private foundation under section 509(a); accordingly, contributions to this Organization qualify for the maximum charitable deduction for federal income tax purposes.

NOTE 2 PROGRAM SERVICES

RESIST has two programmatic areas: Grantmaking and Political Education.

Communications Program

RESIST's Communications Program is its political education work, expressed principally through the *Newsletter*, with additional support through the website and e-alerts.

Newsletter - RESIST publishes a well-respected newsletter six times per year that focuses on emergent as well as ongoing political issues. It is available as both a paper and an electronic publication. The *Newsletter* features the work of grant recipients and other progressive writers, providing grassroots activist-perspectives and broader analyses of a range of significant topics. Featured themes have included: environmental racism; confronting anti-immigrant attacks; welfare reform and progressive politics; gay and lesbian rural organizing projects; and more. RESIST sends the *Newsletter* to donors, grant recipients, activist groups, public and university libraries, prisoners and progressive foundations.

Internet Education Resources - The RESIST web page (www.resistinc.org) provides an array of resources to grantees, donors and colleagues. Back issues of the *Newsletter* appear on the website, along with related informational links. Resources guides are also featured, including a Guide to Technical Assistance, Finding Funding: A Beginner's Guide to Foundation Research, and the "Media Funders Guide."

Grantmaking Program

RESIST maintains a vigorous grant-making program, completing six funding cycles each year.

RESIST funds activist organizing and educational work within movements for social change - concentrating on support for organizations that do not have access to more traditional sources of funds. As a result, RESIST's funding priorities include groups with an annual budget of \$150,000 or less (\$125,000 or less prior to 2007) and projects that encourage people to take action, rather than merely disseminate information or perform social services. The Board of Directors reviews grant applications every two months and awards grants to groups whose goals are in accord with RESIST's.

Targeted Grantmaking Programs include:

General Support - Organizations that meet RESIST's funding criteria may apply for a one-year general support grant, with the maximum amount requested not to exceed \$4,000. RESIST provides funds for general support as a means of enabling grantees to build infrastructure and capacity while engaged in ongoing social justice activism.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 2 (Continued)

Multi-Year Funding – After carefully considering how to maximize its impact in building capacity and supporting the long-term work of movements for social change, RESIST initiated a multi-year funding program in 2001. RESIST sets aside up to 25% of its annual funding budget for multi-year grant awards. Multi-year grants cover a three-year period and are designed to provide general support to eligible grantee organizations. Grants awards are \$4,000 for each year of eligibility.

Technical Assistance Grants - RESIST provides awards up to \$500 to enable existing grantees to take advantage of technical assistance opportunities. Funds are available on a quarterly basis and dispersed on a first come-first serve basis. Proposals are reviewed and grants awarded within a two week time frame for trainings that will occur within three to five months of the award.

Accessibility Grants - RESIST is committed to ensuring that all people are able to participate in the movement for social justice. As a result, RESIST will fund the additional costs of projects or events which will make them accessible to people with disabilities (e.g. personal care attendants, sign language interpreters for events, or wheelchair accessible venues) for amounts up to \$4,000. All accessibility grant applicants must be currently eligible to receive grant awards under RESIST's funding guidelines.

Emergency Grants – Emergency grants of up to \$500 are available on an “as-needed” basis. These grants are designed to help groups respond quickly to unexpected organizing needs. While it is impossible to precisely define an emergency, these grants are generally given to provide support for demonstrations or other events arising from a political crisis. These grants are not intended to provide a safety net for groups who have failed to adequately plan for their financial needs, or who have missed RESIST's regular funding deadlines.

In addition to providing grants, RESIST also offers technical assistance to newly-formed and established groups. For many of these organizations, RESIST helps them write their first grant application, assists them in presenting their budgets and financial statements, and helps connect them with other organizations and potential funders.

Board Designated Funds

RESIST Loan Fund

In 1984, the Board of Directors voted to establish a loan fund to be used to give temporary help to groups based upon Board approved criteria. The maximum amount per loan is \$3,000, and groups are asked to pay interest, if possible. Through December 31, 2008, the loan fund was increased by interest earned on loans and by dividends on available funds, and occasionally, by additional board designations. During 2009, the Board of Directors removed the loan fund designation and restored the net assets of the loan fund to operating funds.

Arthur R. Cohen Memorial Fund

In 1988, the Arthur R. Cohen Memorial Fund was established with a contribution of \$10,000. The fund is designated to support the causes to which Arthur Cohen (1918-1986) was committed: opposition to the arms race, the cold war and US intervention abroad; and support for civil liberties, the fight against racism, and the struggle of workers and unions at home. It is stipulated that income earned on the Cohen Fund will be given as grants, but the donor does not prohibit use of the principal to make grants (*Refer to Note 7 and Schedule A*).

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 2 *(Continued)*

For the years ended December 31, 2010 and 2009, net investment income in the amount of \$1,401 and \$439, respectively, were recognized by the Arthur R. Cohen Memorial Fund. For the year ended December 31, 2010, a \$500 grant was awarded, while no grants were paid out in 2009.

RESIST Fund

During 1989, the RESIST Fund was established with a \$5,000 contribution. During 2009, the Board removed the fund designation and restored the net assets of the RESIST Fund to operating funds.

Freda Friedman Salzman Memorial Fund

In 1991, the Freda Friedman Salzman Memorial Fund was established by George Salzman in honor of his late wife. The Fund is dedicated to the purpose of supporting organized resistance to the institutions and practices that rob people of their dignity as full human beings. Income earned on the Salzman Fund will be given as grants, but the donor does not prohibit the use of principal to make grants (*Refer to Note 7 and Schedule A*). A total of \$65,430 has been contributed to the Fund since 1991. For the years ended December 31, 2010 and 2009, net investment income in the amount of \$7,287 and \$2,875, respectively, were recognized by the Freda Friedman Salzman Memorial Fund. For the years ended December 31, 2010 and 2009, a grant of \$3,000 was awarded each year.

Leslie D'Cora Holmes Memorial Fund

The Leslie D'Cora Holmes Memorial Fund, established in 1999, is committed to continuing the inspiring life's work and legacy of Leslie D'Cora Holmes. This fund supports activities and organizations that embody the characteristics, values, and principles that reflect the spirit-filled mission of Leslie D'Cora Holmes, including: empowerment for communities and individuals; self-determination through education and community organizing; harmonization of diverse communities of interest; actualization and recognition of individual potential; courage of conviction; and pride in culture, community and self. Both investment income and principal may be used to award grants at the discretion of the Board of Directors (*Refer to Note 7 and Schedule A*). The fund was established with approximately \$20,000, while cumulative contributions to the fund were \$25,299 through December 31, 2010.

For the years ended December 31, 2010 and 2009, the net investment income was \$2,382 and \$666, respectively. For the years ended December 31, 2010 and 2009, grants of \$500 were awarded each year.

Philip Schleimer Bequest Fund

In 2007 and 2006, RESIST received unrestricted gifts in the form of a bequest from the Estate of Philip Schleimer. The total amount received from the Estate during 2006 was \$370,059, of which amount, \$30,000 was appropriated for operating activities in 2006, and the balance of \$340,059 was used to establish the Philip Schleimer Bequest Fund. In 2007, an additional distribution was received for \$28,759, and in 2009, a final distribution of \$18,000 was received from the Estate. The Board of RESIST has determined that income generated from the investment of the principal of the Philip Schleimer Bequest Fund may be used for general operating expenses, while the principal of the Fund may only be used for the specific purpose of developing long term and sustainable programs, such as a major donor program. However, the Board has stipulated that the principal balance of the Fund must be restored within a reasonable period of time and may not be used for general operating expenses. During 2008, the Board authorized the expenditure of \$41,000 for fund raising and development costs.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 2 (Continued)

During 2009, \$20,000 was borrowed for general operating expenses and was repaid in January 2010. In addition, \$7,000 was repaid on the 2008 loan during January 2010. For the year ended December 31, 2010, the Philip Schleimer Bequest Fund generated net investment income totaling \$20,379, compared to net investment income of \$20,214 in 2009.

Sharon Kurtz Memorial Fund

Family and friends of Sharon Kurtz began donating funds to RESIST in 2008 with the goal of setting up a memorial fund in her name. Contributions totaling \$10,720 were received during 2008 - 2010. The Board of Directors formally established the fund in 2009. The Sharon Kurtz Memorial Fund is committed to supporting workplace justice campaigns that address the issues of race, class and gender in building a movement for workers' rights.

For the years ended December 31, 2010 and 2009, the Sharon Kurtz Memorial Fund generated net investment income of \$1,401 and \$398, and grants of \$500 were awarded each year.

Ed Baker Memorial Fund

In December of 2009, C. Edwin Baker, a long-time supporter of RESIST, passed away unexpectedly. The Ed Baker Memorial Fund commemorates his commitment to grassroots, participatory democracy, and the belief that the values of individual liberty, equality, and non-coercive freedom of expression (speech in an expanded sense) are essential to real democracy. The Board established the Ed Baker Memorial Fund in 2010 with a \$15,000 initial deposit. Both investment income and principal may be used to award grants at the discretion of the Board of Directors (Refer to Note 7 and Schedule A).

For the year ended December 31, 2010, the Ed Baker Memorial Fund generated net investment income of \$141 and a grant of \$500 was awarded.

At the discretion of the Board of Directors, investment income and principal may be used from each fund to award grants (Refer to Note 7 and Schedule A).

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies which affect significant elements of the Organization's financial statements are described below to enhance the usefulness of the financial statements to the reader. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates; however, adherence to generally accepted accounting principles has, in management's opinion, resulted in reliable and consistent financial reporting by the Organization. The following policies should be read in conjunction with the accompanying notes to the financial statements.

Basis of Accounting:

The Organization maintains its books and prepares its financial statements on the accrual basis of accounting in accordance with generally accepted accounting principles. Consequently, revenues and gains are recognized when earned, and expenses and losses are recognized when a liability has been incurred.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 3 (Continued)

Fair Value of Financial Instruments:

In accordance with generally accepted accounting principles, the Organization adopted the provisions of Fair Value Measurements, and has applied its provisions to assets and liabilities that are recognized or disclosed at fair value on a recurring or nonrecurring basis (at least annually). Fair value measurement defines fair value, establishes a framework for measuring fair value, establishes a three-level fair value hierarchy based on the quality of inputs used to measure fair value and enhances the disclosure requirements for fair value measurements.

The three levels of the fair value hierarchy are as follows:

- Level 1 - inputs to the valuation methodology are quoted market prices for identical assets or liabilities in active markets.
- Level 2 - inputs to the valuation methodology include quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
- Level 3 - inputs to the valuation methodology are based on prices or valuation techniques that are unobservable.

Financial Statement Presentation:

In accordance with generally accepted accounting principles, the Organization reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. These classifications are related to the existence or absence of donor-imposed restrictions as follows:

Unrestricted Net Assets - consist of assets, public support and program revenues which are available and used for operations and programs. Unrestricted net assets represents the portion of net assets of the Organization that is neither permanently restricted nor temporarily restricted by donor-imposed stipulations. Contributions are considered available for unrestricted use unless specifically restricted by the donor. For the years presented, all net assets were unrestricted.

Temporarily Restricted Net Assets - includes funds with donor-imposed restrictions which permit the donee organization to expend the assets as specified and is satisfied either by the passage of time or by actions of the Organization. Resources of this nature originate from gifts, grants, bequests, contracts and investment income earned on restricted funds.

Permanently Restricted Net Assets - includes resources which have a permanent donor-imposed restriction which stipulates that the assets are to be maintained permanently, but permits the Organization to expend part or all of the income derived from the donated assets.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 3 (Continued)

The accompanying financial statements include certain 2009 comparative information. With respect to the Statement of Activities, such prior year information is not presented by net asset class and, in the Statement of Functional Expenses, 2009 expenses by line item are in total rather than by functional category. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2009, from which the summarized information was derived.

Cash and Cash Equivalents:

For the purpose of these financial statements, cash and cash equivalents are defined as cash balances maintained in checking, savings and cash reserve/money market accounts and certificates of deposit with original maturities of less than ninety days. Fair value approximates carrying value due to the short maturities of those instruments and are classified within Level 1 of the fair value hierarchy.

Statement of Cash Flows:

Adherence with generally accepted accounting principles requires the Organization to make additional disclosures for the Statement of Cash Flows. For this purpose, the Organization is required to disclose the amount of income taxes and interest paid during the year. For each of the years presented, RESIST, Inc. did not incur any income tax expense, and interest paid was \$174 and \$221, respectively.

Accounts Receivable:

Accounts Receivable reflects various minor balances due to the Organization for rental income due under a sub-lease agreement, postage refunds and other miscellaneous sources. These amounts are considered fully collectible and, due to the immateriality of these amounts, no provision for uncollectible accounts receivable has been made. Therefore, if accounts become uncollectible, they will be charged to operations when that determination is made. For the years presented, RESIST, Inc. did not report any loss from uncollected receivables.

Property and Equipment:

Property, equipment, furnishing and improvement purchases in excess of \$500 are capitalized at cost, if purchased, or if donated, at fair market value at the date of receipt. Expenditures for maintenance, repairs and renewals are charged to expense as incurred, whereas major betterments are capitalized as additions to property and equipment. Depreciation of property and equipment is computed using the straight-line method, and is charged to activities over the estimated useful lives of the assets as expressed in terms of years.

Contributions, Gifts and Grants:

In accordance with generally accepted accounting principles, contributions are required to be recorded as receivables and revenues and the Organization is required to distinguish between contributions received for each net asset category in accordance with donor-imposed restrictions. Contributions may include gifts of cash, real property, or promises to give. Occasionally, RESIST receives donations of stocks which are recorded as contribution revenue at the fair market value of the stock when received.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 3 (Continued)

RESIST also receives occasional bequests. Bequests are a donor's intention to provide a portion of his/her estate to RESIST for its general funds. All amounts stated in a bequest are subject to change based upon the remaining value of estate assets after all debts and obligations have been fulfilled. Therefore, such donations are not recognized as contribution revenue until the ultimate gifts are received. During the years ended December 31, 2010 and 2009, contribution revenue from bequests amounted to \$373,753 and \$51,227, respectively. For the year ending December 31, 2010, two bequests accounted for approximately one-third of total support and revenue.

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is, at the time when the conditions on which they depend are substantially met. Contributions of assets other than cash are reported at their estimated fair value. Multi-year commitments are recognized in the year during which the initial commitment was made. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risk involved, when such amounts are considered material.

Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets depending on the nature of the restriction until the restriction expires, at which time temporarily restricted net assets are reclassified to unrestricted net assets.

Donated Goods and Services:

In accordance with generally accepted accounting principles, RESIST maintains a policy whereby the value of the donated goods and services which requires a specialized skill and/or which would have otherwise been purchased by the Organization are recognized as in-kind revenue with a corresponding increase in functional expenses, or fixed assets. Donations of property, material and services are reflected as *In-Kind Donations* in the accompanying Statement of Activities at their fair market value at the date of receipt. For the years ended December 31, 2010 and 2009, there were no in-kind donations which met the recognition criteria.

Functional Expenses:

In accordance with generally accepted accounting principles, the Organization allocates its expenses on a functional basis among its various programs and support services. Expenses that can be identified with a specific program and support service are allocated directly according to their natural expense classification. Other expenses that are common to several functions are allocated according to space and time usage. Supporting services are those related to operating and managing RESIST, Inc. and its programs on a day-to-day basis. Supporting services have been sub-classified as follows:

Administrative - includes all activities related to RESIST, Inc.'s internal management and accounting for program services.

Fund Raising - includes all activities related to maintaining contributor information, direct and indirect costs of special fund raising events, distribution of materials and other similar projects related to the procurement of funds and volunteer services for the Organization's programs. For the years ended December 31, 2010 and 2009, total fund raising expenses amounted to \$182,864 and \$171,747, respectively.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 3 (Continued)

Tax Position:

Accounting Standards for Income Taxes provide detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an organization's financial statements. The Organization adopted the provisions of this standard on July 1, 2009. The implementation of this standard did not have any impact on the financial position or net assets of the Organization.

The primary tax positions made by the Organization are the existence of Unrelated Business Income Tax and the Organization's status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Organization currently evaluates all tax positions, and makes a determination regarding the likelihood of those positions being upheld under review. For the years presented, the Organization has not recognized any tax benefits or loss contingencies for uncertain tax positions based on this evaluation. All tax periods prior to 2007 are no longer subject to examination by tax authorities.

NOTE 4 INVENTORY AND T-SHIRT SALES

T-shirts and sweatshirts illustrating RESIST's purpose are sold on a small scale. Inventories of unsold clothing items are stated at cost.

NOTE 5 PROPERTY AND EQUIPMENT

The following table is a summary of the Organization's fixed assets as of December 31, 2010 and 2009:

<u>Asset Category</u>	<u>Est. Life</u>	<u>Cost</u>	<u>Accum. Depreciation</u>	<u>Net Book Value</u>	<u>Prior Year</u>
Office and Computer Equipment	5	\$15,546	\$11,774	\$3,772	\$ 938
Leasehold Improvements	10	<u>15,065</u>	<u>15,065</u>	-	<u>467</u>
Total		<u>\$30,611</u>	<u>\$26,839</u>	<u>\$3,772</u>	<u>\$1,405</u>

Depreciation Expense was \$1,209 and \$1,034 for the years ended December 31, 2010 and 2009, respectively. During 2010, fully depreciated computer equipment with an original cost of \$6,705 was deemed obsolete and removed from service. As the equipment was fully depreciated, this disposal did not have an impact on the change in net assets.

NOTE 6 INVESTMENTS

Occasionally, RESIST, Inc. receives donations of stocks which are recorded as contribution revenue when received. In addition, RESIST, Inc. maintains investment accounts which are held by Morgan Stanley. All investments are reported at their fair market value, including unrealized gains and losses which are recognized in the current period Statement of Activities. Investments which are Board designated are classified as long-term investments because those assets are not intended for use in the current operating budget. The remaining investments are classified as current, as they may be available for current activities. For the years presented, all investments were considered to be long-term. All investments included in the accompanying financial statements are valued with Level 1 inputs.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 6 (Continued)

Components of Investment Return for the years ended December 31, 2010 and 2009 are as follows:

	<u>2010</u>	<u>2009</u>
Dividend and Interest Income	\$ 4,927	\$ 4,977
Unrealized Portfolio Gains (Losses) *	26,387	30,030
Realized Gains (Losses) on Investment Sales	<u>2,697</u>	<u>(9,825)</u>
Total	<u>\$34,011</u>	<u>\$25,182</u>

* This balance may include reclassification of previously recognized unrealized losses which are reported as realized gains and losses in the period of the actual sale.

Investment costs and unrealized gains and losses consisted of the following balances as of December 31, 2010 and 2009:

<u>December 31, 2010</u>				
	<u>Cost/ Basis</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
Cash Equivalents	\$250,139	\$ -	\$ -	\$250,139
Certificates of Deposit	150,000	125	-	150,125
Municipal Bonds	17,155	-	(288)	16,867
Marketable Equity Securities	110,035	16,761	(1,302)	125,495
Mutual Funds	<u>112,340</u>	<u>8,858</u>	<u>-</u>	<u>121,198</u>
Totals	<u>\$639,669</u>	<u>\$25,745</u>	<u>\$(1,590)</u>	<u>\$633,824</u>

<u>December 31, 2009</u>				
	<u>Cost/ Basis</u>	<u>Unrealized Gains</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>
Cash Equivalents	\$128,635	\$ -	\$ -	\$128,635
Certificates of Deposit	185,000	34	(47)	184,987
Municipal Bonds	17,155	-	-	17,155
Marketable Equity Securities	83,503	-	(867)	82,636
Mutual Funds	<u>68,636</u>	<u>-</u>	<u>(2,092)</u>	<u>66,544</u>
Totals	<u>\$482,929</u>	<u>\$ 34</u>	<u>\$(3,006)</u>	<u>\$479,957</u>

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 7 DESIGNATIONS OF NET ASSETS

In addition, unrestricted net assets of the Organization include the following funds which represent unrestricted resources designated by the Board of Directors for specific purposes.

<u>Fund</u>	<u>Cumulative Contributions/ Designations</u>	<u>Cumulative Expenditures</u>	<u>Net Asset Balance 12/31/2010</u>
Cohen Fund	\$ 10,000	\$ 6,560	\$ 12,337
Salzman Fund	65,430	45,590	79,181
Holmes Fund	25,299	7,000	19,457
Kurtz Fund	10,470	500	11,519
Schleimer Fund	386,818	500	315,288
Baker Memorial Fund	15,000	-	14,641
Baker Grant Reserve	150,000	-	151,401
Operating Reserve	60,000	-	60,000
Total	<u>\$723,017</u>	<u>\$60,150</u>	<u>\$663,824</u>

NOTE 8 SPECIAL FUND RAISING EVENT

Revenue from special fund raising events is reflected on the Statement of Activities net of the direct costs of the events, while indirect costs of special events, the costs associated with direct mail and annual appeal campaigns are reported as fund raising expenses on the Statement of Functional Expenses. Indirect event costs include: printing, postage, consulting and other incidental costs of fund raising events. During 2009, RESIST held an on-line auction which generated the following revenue:

Proceeds from Sale of Auction Items	\$13,119
Less: Direct Costs of Event	<u>(2,053)</u>
Net Event Proceeds	<u>\$11,066</u>

NOTE 9 GRANTS AWARDED

The RESIST Board of Directors raised the maximum grant award from \$600 to \$800 in 1992; to \$1,000 in 1995; to \$2,000 in 1999; and to \$3,000 in 2001. Beginning in 2011, awards for general support and multi-year grants will be increased to \$4,000.

In 2010, 185 grants totaling \$285,806 were paid, including \$39,000 on multi-year commitments which were awarded and recorded in prior years. During 2010, 9 new multi-year awards were granted in the amount of \$3,000 each per year for a three-year period, of which amount, \$27,000 was paid and an additional liability totaling \$92,000 was recorded to reflect funding obligations due on these grants over the subsequent two-year period. As of December 31, 2010, the liability for future commitments was increased to reflect the new \$4,000 funding policy.

The liability arising from multi-year commitments which is expected to be paid within one year of the statement of financial position date is classified as current. The remaining future obligation is categorized as non-current.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 9 (Continued)

As of December 31, 2010 and 2009, the liability for grants payable scheduled for future payment is as follows:

<u>Payable in Fiscal Year Ending:</u>	<u>2010</u>	<u>Liability</u> <u>2009</u>
December 31, 2010	\$ -	\$39,000
December 31, 2011	59,300	15,000
December 31, 2012	<u>36,000</u>	<u>-</u>
Total Future Funding Commitment	<u>\$95,300</u>	<u>\$54,000</u>

The ultimate payment of these grants is contingent upon the recipients' ability to continue to meet the award criteria and is subject to re-evaluation prior to payment.

NOTE 10 NEWSLETTER EXPENSE/JOINT COSTS

Newsletters are sent six times per year to contributors, grantees, libraries, nonprofit organizations and others. The costs of printing and distributing the newsletter are allocated between fund raising cost and program expense based on the content of each issue. A summary of the functional allocation of newsletter costs is listed below:

	<u>2010</u>	<u>2009</u>
Fund Raising	\$ 2,173	\$ 2,031
Newsletter Program Cost	<u>34,038</u>	<u>34,237</u>
Total	<u>\$36,211</u>	<u>\$36,268</u>

NOTE 11 OPERATING LEASE COMMITMENTS

RESIST occupies approximately 1,500 square feet of office space pursuant to a lease in effect through March 15, 2007, which was verbally extended through March 15, 2008. A new 5-year lease was executed, commencing March 15, 2008 which established the base annual rent at \$39,150 plus \$5,400 for storage rental. The lease is subject to annual increases as scheduled below. A subtenant rents approximately 40% of the space, for a prorated portion of the cost, under identical terms. Occupancy costs are stated net of subtenant payments. As of December 31, 2010, the future minimum lease obligation arising from this commitment is scheduled below:

<u>Year Ending</u>	<u>Gross Rent</u>	<u>Sublease</u>	<u>Net Cost</u>
December 31, 2011	\$ 48,150	\$19,260	\$28,890
December 31, 2012	50,265	20,106	30,159
December 31, 2013	<u>12,705</u>	<u>5,082</u>	<u>7,623</u>
Total	<u>\$111,120</u>	<u>\$44,448</u>	<u>\$66,672</u>

A deposit of \$2,000 was paid to secure the lease; and a utility deposit of \$230 was also paid. The sublessor has in turn paid deposits of \$1,750 to RESIST.

RESIST, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010

(Continued)

NOTE 11 *(Continued)*

RESIST, Inc. routinely rents office equipment such as postage meters which are properly classified as operating leases and, therefore, are charged to expense as the costs are incurred. In July 2008, a 60-month lease was executed whereby RESIST rents copier equipment at a monthly cost of \$222.

The aggregate future minimum lease obligation arising from the above commitments is scheduled below:

<u>Year Ending</u>	<u>Net Facility Rent</u>	<u>Copier Equipment</u>	<u>Total Lease Obligation</u>
December 31, 2011	\$28,890	\$3,058	\$31,948
December 31, 2012	30,159	3,058	33,217
December 31, 2013	<u>7,623</u>	<u>1,529</u>	<u>9,152</u>
Total	<u>\$66,672</u>	<u>\$7,645</u>	<u>\$74,317</u>

NOTE 12 EMPLOYEE BENEFIT PLANS

Two tax-deferred retirement plans are offered to employees under Internal Revenue Code section 403(b), through which eligible employees who have completed a probationary period of six months may elect to defer up to 15% of their wages. RESIST matches the first 4% that employees contribute, and the combined contribution by the Organization amounted to \$6,316 and \$6,736 for the years ended December 31, 2010 and 2009, respectively.

NOTE 13 RELATED PARTY TRANSACTIONS

The Staff of RESIST also serve as voting members of the Organization's Board of Directors. In each of the years presented, an employee served as the Clerk of the Corporation.

NOTE 14 SUBSEQUENT EVENTS

Management is required to consider events subsequent to the financial statement date for potential adjustment to or disclosure in the financial statements. Therefore, Management has evaluated subsequent events through April __, 2011, the date which the financial statements were available for issue, and noted no events which met the criteria.

SCHEDULE A

RESIST, INC.

SCHEDULE OF BOARD DESIGNATED NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2010

	COHEN MEMORIAL FUND	SALZMAN FUND	HOLMES FUND	KURTZ FUND	BAKER MEMORIAL FUND	BAKER GRANT RESERVE	SCHLEIMER FUND	BOARD RESERVE	TOTAL
<u>NET ASSETS - JANUARY 1, 2010</u>	<u>\$ 11,436</u>	<u>\$ 74,894</u>	<u>\$ 17,350</u>	<u>\$ 10,368</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 305,909</u>	<u>\$ 60,000</u>	<u>\$ 479,957</u>
<i>Additions to Designated Net Assets:</i>									
Additional Board Designations	-	-	225	250	15,000	150,000	-	1,850	167,325
Loan Repayments	-	-	-	-	-	-	27,000	-	27,000
Investment Income:									-
Interest and Dividends	85	443	145	85	9	85	4,073	2	4,927
Realized Gains on Investments	305	1,589	519	305	31	305	1,495	-	4,549
Unrealized Gains on Investments	1,025	5,329	1,743	1,025	103	1,025	17,565	-	27,815
Total Additions to Designated Net Assets	<u>1,415</u>	<u>7,361</u>	<u>2,632</u>	<u>1,665</u>	<u>15,143</u>	<u>151,415</u>	<u>50,133</u>	<u>1,852</u>	<u>231,616</u>
<i>Reductions to Designated Net Assets:</i>									
Loans to Operations	-	-	-	-	-	-	(38,000)	-	(38,000)
Grants Paid Out	(500)	(3,000)	(500)	(500)	(500)	-	-	-	(5,000)
Investment Income Transferred to Operations	-	-	-	-	-	-	-	-	-
Investment Fees	(14)	(74)	(25)	(14)	(2)	(14)	(1,326)	-	(1,469)
Realized Losses on Investments	-	-	-	-	-	-	-	(1,852)	(1,852)
Unrealized Losses on Investments	-	-	-	-	-	-	(1,428)	-	(1,428)
Total Reductions to Designated Net Assets	<u>(514)</u>	<u>(3,074)</u>	<u>(525)</u>	<u>(514)</u>	<u>(502)</u>	<u>(14)</u>	<u>(40,754)</u>	<u>(1,852)</u>	<u>(47,749)</u>
<u>NET ASSETS - DECEMBER 31, 2010</u>	<u>\$ 12,337</u>	<u>\$ 79,181</u>	<u>\$ 19,457</u>	<u>\$ 11,519</u>	<u>\$ 14,641</u>	<u>\$ 151,401</u>	<u>\$ 315,288</u>	<u>\$ 60,000</u>	<u>\$ 663,824</u>

SCHEDULE B

RESIST, INC.

SCHEDULE OF BOARD DESIGNATED NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2009

	RESIST LOAN FUND	COHEN MEMORIAL FUND	SALZMAN FUND	RESIST FUND	HOLMES FUND	KURTZ FUND	SCHLEIMER FUND	BOARD RESERVE	TOTAL
<u>NET ASSETS - JANUARY 1, 2009</u>	<u>\$ 12,715</u>	<u>\$ 10,997</u>	<u>\$ 75,018</u>	<u>\$ 5,000</u>	<u>\$ 17,034</u>	<u>\$ 8,625</u>	<u>\$ 287,695</u>	<u>\$ 60,000</u>	<u>\$ 477,084</u>
<i>Additions to Designated Net Assets:</i>									
Additional Board Designations	-	-	-	-	150	1,845	18,000	1,104	21,099
Investment Income:									
Interest and Dividends	-	144	943	-	218	130	3,464	78	4,977
Realized Gains on Investments	-	-	-	-	-	-	-	-	-
Unrealized Gains on Investments	-	310	2,030	-	470	281	26,880	929	30,900
Total Additions to Designated Net Assets	-	454	2,973	-	838	2,256	48,344	2,111	56,976
<i>Reductions to Designated Net Assets:</i>									
Board Removal of Designations	(12,715)	-	-	(5,000)	-	-	-	-	(17,715)
Loans to Operations	-	-	-	-	-	-	(20,000)	-	(20,000)
Grants Paid Out	-	-	(3,000)	-	(500)	(500)	-	-	(4,000)
Investment Income Transferred to Operations	-	-	-	-	-	-	-	-	-
Investment Fees	-	(15)	(97)	-	(22)	(13)	(1,019)	(527)	(1,693)
Realized Losses on Investments	-	-	-	-	-	-	(8,241)	(1,584)	(9,825)
Unrealized Losses on Investments	-	-	-	-	-	-	(870)	-	(870)
Total Reductions to Designated Net Assets	(12,715)	(15)	(3,097)	(5,000)	(522)	(513)	(30,130)	(2,111)	(54,103)
<u>NET ASSETS - DECEMBER 31, 2009</u>	<u>\$ -</u>	<u>\$ 11,436</u>	<u>\$ 74,894</u>	<u>\$ -</u>	<u>\$ 17,350</u>	<u>\$ 10,368</u>	<u>\$ 305,909</u>	<u>\$ 60,000</u>	<u>\$ 479,957</u>

NOTE 2

PROGRAM SERVICES

RESIST has two programmatic areas: Grantmaking and Political Education.

Communications Program

RESIST's Communications Program is its political education work, expressed principally through the *Newsletter*, with additional support through the website and e-alerts.

Newsletter - RESIST publishes a well-respected newsletter six times per year that focuses on emergent as well as ongoing political issues. It is available as both a paper and an electronic publication. The *Newsletter* features the work of grant recipients and other progressive writers, providing grassroots activist-perspectives and broader analyses of a range of significant topics. Featured themes have included: environmental racism; confronting anti-immigrant attacks; welfare reform and progressive politics; gay and lesbian rural organizing projects; and more. RESIST sends the *Newsletter* to donors, grant recipients, activist groups, public and university libraries, prisoners and progressive foundations.

Internet Education Resources - The RESIST web page (www.resistinc.org) provides an array of resources to grantees, donors and colleagues. Back issues of the *Newsletter* appear on the website, along with related informational links. Resources guides are also featured, including a Guide to Technical Assistance, Finding Funding: A Beginner's Guide to Foundation Research, and the "Media Funders Guide."

Grantmaking Program

RESIST maintains a vigorous grant-making program, completing six funding cycles each year.

RESIST funds activist organizing and educational work within movements for social change - concentrating on support for organizations that do not have access to more traditional sources of funds. As a result, RESIST's funding priorities include groups with an annual budget of \$150,000 or less (\$125,000 or less prior to 2007) and projects that encourage people to take action, rather than merely disseminate information or perform social services. The Board of Directors reviews grant applications every two months and awards grants to groups whose goals are in accord with RESIST's.

Targeted Grantmaking Programs include:

General Support - Organizations that meet RESIST's funding criteria may apply for a one-year general support grant, with the maximum amount requested not to exceed \$4,000. RESIST provides funds for general support as a means of enabling grantees to build infrastructure and capacity while engaged in ongoing social justice activism.

Multi-Year Funding - After carefully considering how to maximize its impact in building capacity and supporting the long-term work of movements for social change, RESIST initiated a multi-year funding program in 2001. RESIST sets aside up to 25% of its annual funding budget for multi-year grant awards. Multi-year grants cover a three-year period and are designed to provide general support to eligible grantee organizations. Grants awards are \$4,000 for each year of eligibility.

Technical Assistance Grants - RESIST provides awards up to \$500 to enable existing grantees to take advantage of technical assistance opportunities. Funds are available on a quarterly basis and dispersed on a first come-first serve basis. Proposals are reviewed and grants awarded within a two week time frame for trainings that will occur within three to five months of the award.

Accessibility Grants - RESIST is committed to ensuring that all people are able to participate in the movement for social justice. As a result, RESIST will fund the additional costs of projects or events which will make them accessible to people with disabilities (e.g. personal care attendants, sign language interpreters for events, or wheelchair accessible venues) for amounts up to \$4,000. All accessibility grant applicants must be currently eligible to receive grant awards under RESIST's funding guidelines.

Emergency Grants - Emergency grants of up to \$500 are available on an "as-needed" basis. These grants are designed to help groups respond quickly to unexpected organizing needs. While it is impossible to precisely define an emergency, these grants are generally given to provide support for demonstrations or other events arising from a political crisis. These grants are not intended to provide a safety net for groups who have failed to adequately plan for their financial needs, or who have missed RESIST's regular funding deadlines.

In addition to providing grants, RESIST also offers technical assistance to newly-formed and established groups. For many of these organizations, RESIST helps them write their first grant application, assists them in presenting their budgets and financial statements, and helps connect them with other organizations and potential funders.

Board Designated Funds

Memorial Funds

Ed Baker Memorial Fund

In December of 2009, C. Edwin Baker, a long-time supporter of RESIST, passed away unexpectedly. The Ed Baker Memorial Fund commemorates his commitment to grassroots, participatory democracy, and the belief that the values of individual liberty, equality, and non-coercive freedom of expression (speech in an expanded sense) are essential to real democracy. The Board established the Ed Baker Memorial Fund in 2010 with a \$15,000 initial deposit. . Both investment income and principal may be used to award grants at the discretion of the Board of Directors (*Refer to Note 3 and Schedule A*).

For the year ended December 31, 2010, the Ed Baker Memorial Fund generated net investment income of \$800 and a grant of \$500 was awarded.

Arthur R. Cohen Memorial Fund

In 1988, the Arthur R. Cohen Memorial Fund was established with a contribution of \$10,000. The fund is designated to support the causes to which Arthur Cohen (1918-1986) was committed: opposition to the arms race, the cold war and US intervention abroad; and support for civil liberties, the fight against racism, and the struggle of workers and unions at home. It is stipulated that income earned on the Cohen Fund will be given as grants, but the donor does not prohibit use of the principal to make grants (*Refer to Note 3 and Schedule A*).

For the years ended December 31, 2010 and 2009, net investment income (loss) in the amount of \$603 and \$439, respectively, were recognized by the Arthur R. Cohen Memorial Fund. No grants were paid out in either year.

Leslie D'Cora Holmes Memorial Fund

The Leslie D'Cora Holmes Memorial Fund, established in 1999, is committed to continuing the inspiring life's work and legacy of Leslie D'Cora Holmes. This fund supports activities and organizations that embody the characteristics, values, and principles that reflect the spirit-filled mission of Leslie D'Cora Holmes, including: empowerment for communities and individuals; self-determination through education and community organizing; harmonization of diverse communities of interest; actualization and recognition of individual potential; courage of conviction; and pride in culture, community and self. Both investment income and principal may be used to award grants at the discretion of the Board of Directors (*Refer to Note 3 and Schedule A*). The fund was established with approximately \$20,000, while cumulative contributions to the fund were \$25,299 through December 31, 2010.

For the years ended December 31, 2010 and 2009, the net investment income (loss) was \$929 and \$666, respectively. For the years ended December 31, 2010 and 2009, grants of \$500 were awarded each year.

Sharon Kurtz Memorial Fund

Family and friends of Sharon Kurtz began donating funds to RESIST in 2008 with the goal of setting up a memorial fund in her name. Contributions of \$8,625 were received in 2008 and \$1,845 was received in 2009. The Board of Directors formally established the fund in 2009. The Sharon Kurtz Memorial Fund is committed to supporting workplace justice campaigns that address the issues of race, class and gender in building a movement for workers' rights.

For the years ended December 31, 2010 and 2009, the Sharon Kurtz Memorial Fund generated net investment income of \$544 and \$398, and grants of \$500 were awarded each year.

Freda Friedman Salzman Memorial Fund

In 1991, the Freda Friedman Salzman Memorial Fund was established by George Salzman in honor of his late wife. The Fund is dedicated to the purpose of supporting organized resistance to the institutions and practices that rob people of their dignity as full human beings. Income earned on the Salzman Fund will be given as grants, but the donor does not prohibit the use of principal to make grants (*Refer to Note 3 and Schedule A*). A total of \$65,430 has been contributed to the Fund since 1991. For the years ended December 31, 2010 and 2009, net investment income (loss) in the amount of \$3,007 and \$2,875, respectively, were recognized by the Freda Friedman Salzman Memorial Fund. For the years ended December 31, 2010 and 2009, a grant of \$3,000 was awarded each year.

At the discretion of the Board of Directors, investment income and principal may be used from each fund to award grants (*Refer to Note 3 and Schedule A*).

Bequest Funds

Ed Baker Bequest Fund

In 2010, RESIST received an unrestricted gift in the form of a bequest from the Estate of C. Edwin Baker. The total amount received from the Estate was \$250,000 of which \$100,000 was allocated to general operating funds and \$15,000 was allocated to the Ed Baker Memorial Fund. The principal of

the Fund, \$135,000 will be used for the specific purpose of increasing the maximum grant award from \$3,000 to \$4,000. The funds will be expended over the course of five years- giving RESIST a chance to develop new fundraising strategies to stabilize the increase. The Board of RESIST has determined that income generated from the investment of the principal of the Ed Baker Bequest Fund may be used for general operating expenses. (Refer to Note 3 and Schedule A).

For the year ended December 31, 2010, the Ed Baker Bequest Fund generated net investment income of \$.

Philip Schleimer Bequest Fund

In 2007 and 2006, RESIST received unrestricted gifts in the form of a bequest from the Estate of Philip Schleimer. The total amount received from the Estate during 2006 was \$370,059, of which amount, \$30,000 was appropriated for operating activities in 2006, and the balance of \$340,059 was used to establish the Philip Schleimer Bequest Fund. In 2007, an additional distribution was received for \$28,759. In 2009, a final distribution of \$18,000 was received from the Estate. The Board of RESIST has determined that income generated from the investment of the principal of the Philip Schleimer Bequest Fund may be used for general operating expenses, while the principal of the Fund may only be used for the specific purpose of developing long term and sustainable programs, such as a major donor program. However, the Board has stipulated that the principal balance of the Fund must be restored within a reasonable period of time and may not be used for general operating expenses. During 2008, the Board authorized the expenditure of \$41,000 for fund raising and development costs.

During 2009, \$20,000 was borrowed for general operating expenses and was repaid in January 2010. In addition, \$7,000 was repaid on the 2008 loan during January 2010. For the year ended December 31, 2010, the Philip Schleimer Bequest Fund generated net investment income totaling \$21705, compared to net investment income of \$20,214 in 2009.

At the discretion of the Board of Directors, investment income and principal may be used from each fund to award grants (Refer to Note 3 and Schedule A).

Funds Removed From Designation

RESIST Loan Fund

In 1984, the Board of Directors voted to establish a loan fund to be used to give temporary help to groups based upon Board approved criteria. The maximum amount per loan is \$3,000, and groups are asked to pay interest, if possible. Through December 31, 2008, the loan fund was increased by interest earned on loans and by dividends on available funds, and occasionally, by additional board designations. During 2009, the Board of Directors removed the loan fund designation and restored the net assets of the loan fund to operating funds.

RESIST Fund

During 1989, the RESIST Fund was established with a \$5,000 contribution. During 2009, the Board removed the fund designation and restored the net assets of the RESIST Fund to operating funds.

Staff Meeting

Thursday, February 17, 2011

Present: Christy (facilitator), Robin, Yafreisy, Ravi, Melissa (minutes)

AGENDA

Keeping in mind Jaime's meme of "New Team, New Time," here is proposed agenda:

1. Discussion around ground rules and how we want to work together (45 min)
 - these can include things like "respect quiet time needs" or "we value finding joy and fun in our work." please see the attached document of sample ground rules that Jaime gave us for some ideas.
 - we can make note of our decisions tomorrow
2. Discuss and make a decision on how we want to proceed with staff meetings and quarterly retreats with our new staff configuration (15 min)
 - how often we'll meet for regular staff meetings
 - the 40/20 split Jaime recommended (in a one-hour meeting, we devote 40 minutes to a big decision and 20 minutes to business or updates)
 - are we ready to commit to quarterly staff retreats?
3. Setting dates and times for staff meetings in February and March (10 min)

As Jaime reminded us, we've all been vetted and everyone here is valuable and a part of RESIST!

MINUTES

Ground Rules/Group Agreements

- Ravi went through list that Jaime provided and asked staff if agreed or not. But then we just went through list to hear then decided to come up with our own as well in our words. There were no disagreements with the list from Jaime.
- Silence is not enough. Communicate directly.
- We decided it may be helpful to break down agreements for office culture as well as specific ones for meetings.

How we want to work together:

- * Respect quiet time and for sharing joy/venting - open & closed doors
- * Less email communication, more direct communication/discussion - clear communication around requested action in emails
- * Direct communication when issues arise: ask questions, not being defensive
- * Vent outside of RESIST
- * Each person's responsibility to work well together and create space for hard conversations

- * Avoid defensiveness in hard conversations
- * Ask for clarification before making assumptions
- * Create an environment where it is ok to bring up tensions
- * More 1:1 check-ins (both personal and organizational)
- * We're not just workers but people, lovers, parents, etc. - build community within the office!
- * Use "I" statements
- * Starting/ending meetings on time
- * Have regular meeting times & retreat times
- * Generosity of spirit - ask for clarification before making assumptions about meaning
- * It's ok to disagree - it's ok to have strong opinions
- * Allow for folks to change their mind
- * Work to include everyone's voice in conversations that affect everyone

Discussion...

- ask questions/check in about respecting time for quiet or joy or venting
- email communication: staff shared their preference in communication (less email, more direct communication / more email, less interruptions)
- running out of time to discuss each item on the list; may continue at future staff meetings

Staff Meetings

- 2-hour meetings twice a month after the transition: 2nd & 4th Wednesdays at 10am-12pm
- Robin suggested we meet more frequently for brief period with Ravi transitioning in (6 weeks?)
- every Monday in March for an hour - get agenda topics ahead of time
- Next staff meeting: Mar 7th, 2 hours
- Melissa placed these March meetings on the shared Staff calendar

Quarterly Retreats

- 3-hour sessions to get deeper on specific issues (i.e. how we are working together)
- April 6th, either 9a-12p or 10a-1p
- Melissa put this on the shared Staff calendar

Decision-making Process

- Suggested by Jaime: use gradient decision-making and try to achieve consensus; try in 2 meetings otherwise decision will be made by Executive Committee or Personnel Committee
- Concern that the EC or PC do not have the mechanisms in place to make decisions yet. Perhaps reaffirm which committee decides on a specific issue. Propose a policy so everyone is clear - staff first propose.
- Melissa/Robin will draft a proposal; Melissa will bring up in joint meetings with EC and PC
- Important to document the concerns or disagreements in notes so that all voices are heard

Parking Lot:

- How long has Christy been on EC?

Staff Meeting

March 21, 2011

Present: Yafreisy, Ravi, Robin, Christy (minutes)

DECISIONS RECAP:

Decision: The staff approved the proposal to move from 6 to 4 Newsletter issues per year, with Christy's extra time going towards more online communication with our donors/base. (See attached proposal for details.)

Decision: At our staff meeting on April 13, we will set aside at least 30 minutes of that meeting to sit together in front of the computer. Each staffmember should take time to familiarize themselves with the server structure before that meeting.

Decision: We will do this on Wednesday, April 6 from 2 to 5 PM (after our staff retreat that morning)

CHECK-INS

BOARD MEETING PREP

We have the new upstairs meeting room. Robin will check in today with Paul about getting the key. Yafreisy will send out a poll to the Board to ask who's coming. For folks we don't hear back from, she'll divide them up among the staff for personal follow-up.

UPDATE ON RAVI'S TRAINING

He'll be out next Thursday and Friday, March 31 and April 1 (moving days), so he just has this Thursday and Friday and possibly next Monday with Melissa. He will follow up with Malika about an evening or weekend day when she can come in and work with him (especially on reports, which have been the trickiest part so far).

Ravi and Melissa still haven't had a couple of solid days together, so they'll really need to focus on these last 3 days they have. He'll prioritize catching up on data entry today so they can really focus on Thursday and Friday.

GRANT COMMITTEE UPDATE

It's been tough because the Grant Committee has been very non-responsive, and it's impossible to get the committee to meet. Folks are not responding to emails or phone calls. We talked about how this seems to be a general feeling on the Board right now. We are losing a number of Board members this year. Yafreisy updated us on the recruiting efforts of the R & R Committee; they are hoping to present at least a couple of folks for approval at the April Board meeting. Yafreisy talked about how inviting folks who aren't on the Board to committees could

really invigorate the committee work -- and take some of the workload off of current Board members.

Robin and Yafreisy will present a proposal at the Board meeting about staff taking on the whole role of weeding out grant proposals.

COMMUNICATIONS PROPOSAL

Christy brought copies of the proposal and everyone took a little time to re-read it.

Decision: The staff approved the proposal to move from 6 to 4 Newsletter issues per year, with Christy's extra time going towards more online communication with our donors/base. (See attached proposal for details.)

Robin's strong preference is that each of the four NLs be 12 pages. Christy will take this back to the Committee, because they had strong feelings about not needing to increase the size of the Newsletter just because we were going down in number of issues. Yafreisy feels OK leaving that to the Committee and Ravi does too. Whatever we decide, we should budget for four 12-page issues.

The Communications Committee will bring this to the Board as a proposal at the April Board meeting.

We then had some discussion about how each staffperson can play a role in our political education work. Robin suggested that at staff meetings, I could say, "Here's a hot button topic. Is anyone interested in doing some writing about this?"

OFFICE ITEMS

1. Goodbye gift for Melissa – Yafreisy votes for an extended lunch and a field trip. We'll aim for after the Board meeting. Ravi will follow up with her. Yafreisy can get a card. Robin can get her a gift certificate for Elephant Walk for \$50.

2. Data organization on the server – Robin has set up a file structure for us. Christy will create a communications folder on the server.

This structure makes the most sense to us:

Development → Development Committee → Minutes

Grantee photos – should we divide them up by grantee name or their funding category? We still need to decide on things like this.

Decision: At our staff meeting on April 13, we will set aside at least 30 minutes of that meeting to sit together in front of the computer. Each staffmember should take time to familiarize themselves with the server structure before that meeting.

3. Storage room and general office cleanup

We want to set aside 3 hours to deep clean the office and tidy up the storage room. Yafreisy can look into companies that come pick up sensitive items for shredding.

Decision: We will do this on Wednesday, April 6 from 2 to 5 PM (after our staff retreat that morning)

SCHEDULES

Ravi out next Thursday and Friday, March 31 and April 1.

Robin out week of April 18 for school vacation week.

Christy will only be in on Monday morning next week -- leaving after the staff meeting.

Staff Memo

RE: Shift in Newsletter Cycle

March 16, 2011

PROPOSAL from Communications Committee

The Communications Committee proposes that we shift from six Newsletters per year to four Newsletters per year. Christy will use the time freed up by that shift to focus more on online communications with our base/donors.

BACKGROUND and MORE INFORMATION from Christy

Why do this?

The Communications Committee talked about this idea in 2009, and Christy brought it to the staff then as well. At that time, we decided to stay with six issues per year. This most recent round of conversations was prompted by reports from our organizational consultant, Jaime Pullen, who recommended that we go from six newsletters per year to four, and that I use the time freed up by that to focus more on internal communications and higher priority tasks.

This shift from six to four Newsletters will address several needs:

- The Communications Committee's desire to increase online communication with our base, especially creating structures to share more grantee stories
- The Committee's desire to put more emphasis on and increase the frequency of our social media work
- The Committee's desire to shift Christy's workload so that there is time freed up to share grantee stories and do more online communications work

The Committee agrees that going down to four, possibly three, Newsletters is a good idea. We believe that RESIST needs to move more resources into online communications -- and that we need to be thinking more about how online communications fit together with our paper Newsletter.

We see this as being part of a general shift to more back-and-forth online communication with our base/donors, which serves as a bridge to, among other things, online fundraising.

How would it work?

The Committee thinks the Staff should evaluate and decide on timing of the four issues, based on the timing of our planned fundraising appeals. The Newsletter will remain a platform to elevate the voices and analysis of grassroots organizers, primarily our grantees.

Priorities for online communications work

The Committee is working right now to set our priorities for the coming six months. The draft of priorities we're working with is:

1. Ramp up online communication with our base/donors. Minimum goals:
 - send two emails per month
 - post 4 original (not just reposted) Facebook status updates per week
 - post 4 original Tweets per week, plus 2 retweets
2. Share more of our grantee stories
 - at least one email update/month will focus on grantee stories
 - submit 1 NL article or original piece/month to an outside publishing source like Common Dreams or AlterNet
 - talk with new website support person about creating website area for grantee stories
3. Coordinate all RESIST communication with donors
 - work with Ravi to create year-long calendar that contains all donor communication, paper and online.
 - meet once/month with Ravi to coordinate messaging and share ideas

I think these three priorities get at setting some basic groundwork and goals for making social media/online communication with our base more of a regular part of my schedule. Down the road, I think it would be good to set more goals related to increasing the number of our email subscribers, FB fans and Twitter followers. But for now, I think it's better to emphasize my role of sharing more information and creating more space for back-and-forth communication.

Background on our current online communications work

In our March 7 staff meeting, Yafreisy asked for more info about our social media followers/friends/fans.

FACEBOOK: We have 498 people who "like" us on Facebook. For the last 7 months, we've averaged 3 of our own posts on our wall per month, and we've had an average of about 1 friend posting on our wall per month. Since I started posting a little more regularly in September 2010, the number of people who "like" us have gone up 51%. Our fans are 53% female and 37% male. The biggest chunk of our fans are aged 25-34 (35%). The next largest chunk are 35-44 (22%).

TWITTER: We have 160 followers. I started the account in August of 2009. For the last 7 months, we've averaged 7 tweets/month. I can do more analysis of the growth in our followers if people would like that info.

MASS EMAIL: We send the Newsletter every other month. (Until the fall, that went out as one email. We're still experimenting with segmenting the list, so currently half our list gets the Newsletter as 2 or 3 emails.) Last year we did a spring fundraising campaign with 2 emails, and I sent out 2 fundraising emails at the end of the year. Other than that, there's just a smattering of emails here and there responding to things or letting people know about a certain event or opportunity. Sometimes I'll send something just out to our grantees, or just to folks in a certain region of the country.

Political education work

Also in our March 7 staff meeting, Robin raised concerns around maintaining the integrity of our political education work with two fewer Newsletter issues per year.

I see this breaking down this way: with dropping two issues, we are essentially losing 2 in-hand, mailed communications with our donors and 4 original articles per year, articles which went out on paper, in 2 mass emails and were highlighted in up to 4 FB posts and/or tweets. As long as folks are OK with losing the 2 mailings, I don't think we're dealing with a major content loss.

As far as shaping the way we present analysis and content on social media, I feel very open to continuing to shape that with the Communications Committee and the staff. I would LOVE to have feedback on the tweets and the FB posts. I still see those online communications as political education work – sometimes we are sharing our own, original content, sometimes we are sharing the work of our grantees (sometimes drawing that out and framing it with some analysis, sometimes just getting a quick word out about their work) and sometimes we are passing along content from other sources (again, sometimes framed with our analysis and sometimes just presented).

I'm not sure how to set up a framework or expectations for that clearly now. What I'd like to offer is that either staff or the Committee (or both) can revisit this issue in some set amount of time, to analyze what we've been posting.

I think I'm rambling a little in this section. Robin, maybe you can offer some feedback on this, especially if I'm not addressing your concerns?

EVALUATION

The Committee recommends that one year after making the shift, we should evaluate it with special regards to any financial implications the decision may have had. Did Newsletter income go down in that year? Was there any jump in online fundraising to offset a drop in mailed donations? Do we think it makes financial sense to move back to six Newsletters per year?

Staff Meeting Minutes

March 28, 2011

Present: Robin, Yafreisy, Ravi, Christy (minutes)

AGENDA

Board meeting preparation

Office calendar

Gradients of agreement

Staff retreat next week

BOARD MEETING PREP

Yafreisy will get bagels, Robin will get fruit, Christy will get juice and coffee. Ravi will be joining us at lunchtime. Robin will follow up with Diesel about a coffee donation. We have the upstairs space for the first time. We'll need to bring our table up and at least 4 extra chairs. We'll set up the coffee and breakfast foods upstairs, but we'll come back downstairs for lunch.

We haven't heard from Camilo, Sarath and Carol about attendance. Yafreisy will follow up with Camilo and Carol, and Christy will follow up with Sarath.

Christy will remove Kohei and Dimple from our website Board list.

Camilo and Diana are signed up for lunch. Yafreisy will follow up with them to see if they can take this on or if we need to find a Plan B.

OFFICE CALENDAR

We had a discussion around what we will post on the shared online staff calendar. We decided to try posting additional deadlines on the calendar, including: the days the NL goes to RSP, the days that appeals go to the printer, grant proposal deadline dates and Board packet mailing dates.

GRADIENTS OF AGREEMENT

We approved the most recent version of the Gradients of Agreement (see additional file).

STAFF RETREAT NEXT WEEK

We'll revisit the staff assessment, look at our time sheets and go back to our groundrules conversation. Robin would like us to talk about communication styles as part of the groundrules. Each staffperson should send quarterly timesheet logs to Robin, who will compile them for the meeting.

Yafreisy can work on pulling together an agenda. Christy will send Yafreisy the minutes she has on the groundrules conversation and notes on Jaime's staff presentation. Christy will also give Ravi a copy of the staff assessment that Jaime gave to us before he came onto the staff.

UPCOMING STAFF MEETINGS

1. Staff retreat – Wednesday, April 6 from 10 am to 1 pm
Followed by office cleaning, Wednesday, April 6 from 2 pm to 5 pm
2. Staff meeting – Wednesday, April 13 from 10 am to 12 pm

During this meeting, we will set aside at least 30 minutes of that meeting to sit together in front of the computer. Each staffmember should take time to familiarize themselves with the server structure before that meeting.

3. Staff meeting – Tuesday, April 26 from 10 am to 12 pm