



Unconditionally Committed to Men Winning

MDI

Membership

Handbook



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1. Welcome letter

Dear Member,

Welcome to Men's Divisions International, congratulations on taking a step to transform your life. We have prepared this membership handbook to provide you basic information regarding MDI such as:

- Information about MDI
- Basic requirements of membership in MDI
- Membership responsibilities
- Legacy/History of MDI
- Programs and trainings in MDI
- Information about the Board of Directors
- MDI Organizational Chart
- MDI Regional Organizational Chart

We are excited about your membership in MDI. We thank you in advance for all the contributions you will make and all the lives that will change along the way. It is our sincere wish that you achieve your goals and experience great success as so many have that have come before you. You are now a part of a rich legacy of ordinary men doing extraordinary things to make a difference in the lives of men, women, children, and communities.

Sincerely,

The MDI Leadership



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2. About Men's Divisions International, Inc.

MDI is an international men's organization with members located in California, New York, Atlanta, New England, Calgary, Vancouver and Toronto, Canada, as well as throughout other areas of North America. MDI is currently a California nonprofit mutual benefit corporation 501(c)(4) and is in the process of applying for 501 (c)(3) status.

The organization was formed in 2000 and operates with the purpose "To cause greatness by mentoring men to live with excellence and as mature, masculine leaders, create successful families, careers and communities."

We are committed to sustaining a place where masculine relationships can thrive, and are governed by a set of Core Values that inspire us and empower us to be unconditionally committed to men winning in their lives. Our Core Values are: Integrity, Trust, Commitment and Service.

2.1. Vision

A world where honor, selflessness, commitment, integrity, training, and learning give men the wisdom and courage to serve all men, women, and children for the betterment of humanity.

2.2. Purpose

To cause greatness by mentoring men to live with excellence and as mature, masculine leaders, create successful families, careers and communities.

2.3. Core Values

- Integrity
- Trust
- Commitment
- Service

2.4. Code of Honor

The Code of Honor was created by the men of what was then known as the Sterling Men's Divisions. It was intended to reflect the basic core values that all men in the organization could rally behind, support and use as a benchmark for the ways of being we could expect from one another.



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In the late 1990s, some men from the Western Region created an ark which contained 15 different pieces of wood. Each stick was made of a specific type of wood and bore a specific design that reflected the way in which the men of the Western Region related to the tenets of the Code of Honor. John Fleischauer spearheaded that effort. The ark has since made its way throughout North America and men throughout MDI have had the opportunity to connect with it.

A treatise explaining the context behind each tenet can be found on the MDI website at (<http://www.mensdivisionsinternational.com/854dir/corevalues.htm>).

The tenets of the Code are:

- Commitment before ego
- Honor the truth
- Respect confidentiality
- Keep your word
- Be a three dimensional man
- Be prepared
- Defend humanity
- Always be faithful to the men
- Defend the code
- Never engage in battles with weaker opponents
- Fight only honorable battles
- Earn and honor rank
- Be humble
- Embrace all men
- Be an example to children



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3. Basic Requirements of Membership in Men's Divisions International

The basic requirements of membership in Men's Divisions International (MDI) are as follows:

- Each MDI member will have successfully completed an MDI sanctioned initiation process.
- Each MDI member will strive to uphold and live by the Code of Honor and Core Values of MDI and the standards of any Team of which he is a member.
- Each MDI member will pay required dues depending upon Class of Membership.
- Each MDI member shall have reached the age of majority in his resident locale.

There are three classifications of membership:

General Membership:

- Meets the basic requirements outlined above.
- Adheres to the Chain of Command of MDI.
- Each MDI Division member will have successfully completed the MDI initial training program for new members (called the Team Member Training/Point Program) or was a member in good standing of MDI at any time prior to January 1, 2004.
- Each MDI Division member will be part of an MDI Team or organized assembly of men within MDI within his Division and will honor and adhere to the Chain of Command.

Alumni Membership:

- Meets the basic requirements of membership in Men's Divisions International (MDI) .
- Alumni membership provides a place for men who are graduates (alumni) of any MDI sanctioned initiation process but do not wish to be part of a MDI Division.
- Alumni Members do not have any voting privileges in MDI.
- An Alumni member may hold certain MDI International leadership positions that relate to MDI sanctioned or sponsored events or programs (such as Event Managers, Production Positions, Special Trainings, Basic Leadership Training and Legacy Discovery Event programs). Any Alumni member wishing to serve in any leadership position must be approved by the President of MDI or his designee, and is accountable to the designated Manager within the Organizational Structure.



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Interim Membership:

- Interim membership provides a place for men who are graduates of any MDI sanctioned initiation process and are waiting to attend an MDI initial team member training/point program for new members.
- Interim membership may only be held from the completion of an MDI sanctioned initiation process until the beginning of the next MDI initial team member training/point program offered by the division or organized assembly of men within MDI in which the Interim member is participating.
- Interim Members do not have voting privileges in MDI.
- An Interim member may not hold any leadership position that relates to any MDI sanctioned or sponsored events.
- Is a member in good standing of an MDI team or organized assembly of men within MDI.
- Adheres to the chain of command of MDI.
- Pays dues as set by the Board of Directors.



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4. Membership Responsibility

4.1. Confidentiality

In order to allow our Circle to be a safe place, we ask members to honor Confidentiality, which means to keep confidential and not disclose, reveal or discuss with anyone outside the circle the names, personal information and personal situations heard or observed while in any MDI Circle or gathering. Men are encouraged, however, to share with others the personal lessons they have learned from their involvement within MDI.

4.2. MDI Dues Policy

The dues of the MDI classes of membership (as defined in the Bylaws) are as follows:

General Membership -- \$45 USD/\$45 CDN per calendar quarter fiscal period, due the 1st day of each quarter. Should General Membership commence later than the billing cycle, dues shall be prorated on a monthly basis.

Alumni Membership -- \$50 USD/\$65 CDN per year, due upon the beginning of Alumni Membership, and subsequently due the January 1st of each year of membership. Should a man begin his Alumni Membership during the last quarter of the calendar year, his dues will be applied to the following year.

Interim Membership -- \$45 USD/\$45 CDN shall be due immediately upon the beginning of Interim Membership. Should General Membership commence later than the billing cycle, dues shall be prorated on a monthly basis.

4.3. Honor the Code

Because of the diverse background of our membership we have worked to develop guidelines for the "ways of being" our members can expect from one another. Therefore, one of the fundamental requirements of membership in MDI is the expectation that men will strive to honor the tenets of the MDI Code of Honor. We recognize that it is a challenge to live by the Code 24/7 but members are expected to be familiar with and embrace the context behind these tenets. The history of the Code is explained at Section 2.4. Adherence to the Code allows for each of us to further the purpose of MDI and provides a checklist to ensure that every man is committed to winning in his life and in the lives of those in his community.



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4.4. The Chain Of Command

For any membership organization to succeed there must be a clear organizational structure and a uniform agreement amongst its members to adhere to that structure. MDI as an organization is structured in a manner similar to most corporations. There is a Board of Directors charged with the fiduciary duty of serving both the membership and the institution of MDI. The Board is comprised of men from each Region. These men are typically elected to serve two-year terms. A description of the scope of the Board's responsibilities is set forth in Section 7.

The day-to-day operations of the organization are accomplished under the direction of the President of MDI. The President is appointed by and answerable to the Board. The President in turn oversees the efforts of various operational Vice Presidents who in turn work with various Program Managers to further the goals of MDI. The specific programs that fall under the oversight of the President are set forth in Section 6. An Organizational chart delineating the current operational structure of MDI can be found at Section 8.

The efforts of the Board and the MDI Officers and Program Managers are all intended to serve the members of the organization. Membership in MDI is structured through the following reporting structure:

General Members of MDI are part of a Men's Team. A number of different Men's Teams in turn make up a Division. Various Divisions in a specific geographical area make up a Region. This structure is set out in greater detail in Section 6.1.

It should be understood that while the men of a Team, Division or Region may choose their leaders, those leaders can only be effective and really have no authority unless they are recognized and accepted by the man to whom they next report to in the chain of command: Individual members are immediately accountable to their Team. Teams and their members are accountable to their Divisions which in turn are accountable to their Region. While the men of a Team, Division or Region may choose their leaders, those leaders have no authority unless they are recognized and ratified by the man to whom they next report to in the chain of command. Similarly, while Program Managers should be guided by the input from the general membership, they are directly accountable only to their immediate Vice President. Conversely, neither a VP nor a Program Manager has a direct say in what any one member MDI does or must do within the organization.



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A member of the Board has no authority to act as an individual in any manner other than through a Board committee for which he is charged or in concert with the Board of Directors.

4.5. How Things Get Done

As noted above, MDI has a chain of command that is designed to ensure that members operate within a clear reporting structure. That structure also dictates how things get done within the organization. A simple rule of thumb is that if an initiative has the potential to impact the entire organization – such as a change in dues structure, requirements for membership, or governing policy – it should be brought to the Board of Directors for approval. To accomplish that a member should approach his regional Board representative with a clear request that the Director bring a motion to the Board on that issue. That Director will then be charged with the responsibility of bringing that motion to the Board for approval on behalf of his member. That Director need not support the motion and is free to vote against it, but he is expected to serve as the voice for that member on that motion. While it is encouraged that members discuss the initiative with other men before approaching his Board representative, any man is free to bring any initiative he wishes for consideration by the Board. An initiative can only be acted upon after it has obtained Board approval. Certain initiatives require that the entire MDI membership approve them. These circumstances are spelled out in the MDI Bylaws which may be accessed at the MDI Member site (<http://www.mensdivisionsinternational.com>), in the Library Section under Board of Directors. You must log in to the member area to access the Library Section.

If a member wishes to implement something on a more discrete level – for example, something that will only affect the men of a specific Region or Division, such as an offsite, fundraiser or community service project – he should bring the idea to his team captain/leader and ask that his team captain/leader escalate the idea through the appropriate channels.

Similarly, if a member has an idea for an ongoing program, he should reach out to his Divisional – or if no Divisional representative exists, Regional – representative on the respective program's core team. Any member should feel free to provide input into our programs and need not have prior approval from a Captain/Leader or DC to make a suggestion.

4.6. MDI Members Website

There is an MDI member site that contains contact information on MDI members, calendars on the MDI activities locally and regionally and other information: <http://www.mensdivisionsinternational.com>



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Please contact your division or regional S1 for login and password information.

4.7. Member Responsibility For Personal Well Being

We ask that members take responsibility for their personal well-being while participating in the fun and physical activities during team, division & regional meetings and MDI events.

- Your well-being is your own responsibility.
- We do fun/physical activities to get out of our heads, to get present, to have fun, to provide camaraderie, teamwork, to be competitive and connect to the masculine spirit.
- It is okay for men to take responsibility not to participate in activities they feel they cannot participate in. They should feel they can "stand down" at any time from any activity without feeling any pressure whatsoever from any man to participate.
- This is not the time to relive some lost high school sports fantasy or unmet childhood dream.
- We need to take care of each other, be aware that some of us are stronger, faster, younger, more agile and athletic than others around us. It is not our intent to injure someone, clear our list on someone, or pulverize someone.
- Let's be mindful to have fun in the spirit of competition and not allow anyone to get hurt. It is not our intent to put someone's livelihood in jeopardy.
- You may want to stretch before participating in physical activities so you don't pull or strain a muscle.
- If you don't have health insurance, maybe you should carefully consider your participation in a fun/physical event or activity. We don't want you to have to deal with the harsh consequences if you get hurt.
- If we are truly unconditionally committed to winning, we need to take care of the men by putting their safety first.
- We will take responsibility to see that every activity has the appropriate referees and/or guardians to ensure that safety is a priority and enforced



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during the activity. The referees/guardians not only enforce the rules of the activity, but more so, ensure safety and minimize any physical risk to the participants.

4.8. Members Interacting With One Another In Business Dealings

MDI is an organization that promotes and stands behind certain values. These values include honesty, commitment and integrity. These values are reflected in the organization's statement of Core Values and are given greater credence by their constant reference in the MDI Code of Honor. Our adoption of these values creates certain expectations among our members. These expectations have frequently been referred to as "standards."

In MDI we relate to one another under the framework of some basic standards. These include notions of accountability (keeping one's word), transparency (unfettered disclosure of our thoughts, opinions and motives), honesty (honoring the truth) and respecting the collective wisdom of the circle (trust the men). Simply put, these standards and our mutual agreement to abide by them provides us with a common language for us to communicate with one another and an accepted method for us to relate to each other. Through these standards, members develop "trust accounts" with other members. The trust account becomes currency between members that is relied upon in future dealings and creates certain expectations. Furthermore, the more active and involved a member is, and the more the organization has entrusted him with a position of leadership, the more other members view him as someone who personifies the MDI standards to an "above-average" degree - a member with a big "trust account."

At an organizational level, we look to assume or create projects (both internal and external) in order to offer members an opportunity to practice these values in a working context. We provide an environment where members can develop relationships and test their application of our higher ideals and aspirations. Members build up and deplete their trust accounts accordingly and we get to see each other in a working context. This is carried into our personal lives as "lessons learned" so that the mistakes can be avoided and the victories can be duplicated.

Given our willingness to embrace a certain way of being with one another, it is of utmost importance that we ensure that the relationships developed within the organization are not abused or taken for granted. A danger exists when members approach each other about providing professional services, business opportunities and other financial situations (loans, favors, etc.) outside of the MDI framework.

Based on their experience in MDI projects, members run the risk of relying on other members' previous conduct within the organization as indicative of their ability to produce results or operate successfully in other contexts. While this may



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be the case, it is certainly no guarantee. Men must realize that MDI in no way endorses a man's competence or vouches for a man's character outside of the context of our organization. Many of us have heard of instances of members who have had exemplary behavior within the organization and have conducted themselves in a manner inconsistent with this behavior in their personal or professional lives. A man's membership in MDI, no matter how accomplished it may be, should not be viewed as a seal of approval of that man's abilities outside of our circle. There is no guarantee that a lawyer, accountant or doctor is a better professional than his peers solely because he is a member of MDI. Similarly, a man engaged in a business venture is no better suited to succeed at that venture than any other man solely by virtue of his involvement in this organization.

It is because of the history among members, the implied expectations between those members, and the overall atmosphere that is developed in a men's circle, that we must become vigilant in adhering to the normal protocols we expect from one another when retaining a member for professional services or entering into a business investment together. In MDI, we pride ourselves in the clarity of our communications, asking for "by whens" and inquiring what tools a man needs to succeed and even setting forth expected consequences if a man fails to keep his word. There is no reason to abandon these practices when engaging in a business dealing with another MDI member. If anything, the clarity offered by this way of being should be embraced in both verbal and written form. As men of our word, we should expect that a business dialogue encompass both the expectations of the parties and the level of accountability and transparency the member(s) want to have exposed.

Probably the most important part of the understanding is how the parties will address the business relationship should things not go as planned. Memorializing all these expectations and commitments in writing gives both sides something to refer to in case there is a disagreement. In the event that one side is claiming that his trust was somehow abused or that there is a higher level of accountability to which the other member agreed, then that matter can be dealt with by referring to what was written down and not what was implied or expected. There are no ambiguities and everyone has set everything down on the table ahead of time. Just as we urge one another not to use jargon when talking about our personal issues, we should not rely on shorthand expectations about prior ways of being when dealing with one another on a business level.

It must also be recognized that two men who choose to keep a transaction from their circle at the time of conception should not expect to come to that circle to get help in resolving a dispute. Men must be responsible for their own fiscal well-being and they cannot and should not expect MDI to enforce an agreement that they have made with another member outside the parameters of our circle. Part of being responsible is seeking out the collective wisdom of your men. We urge



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men to do this before they get married, why wouldn't we expect the same before
they undertake a major business deal?



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5. Legacy/History of MDI

5.1. How Things Were and How They Are Now

Men's Divisions International (MDI) is a new organization, established in September 1999 and incorporated in 2000. The organization was founded by several high-level leadership men who volunteered for many years with the intention of creating a place for men to be unconditionally committed to men winning in their lives. Since as early as 1980, men have been meeting on Men's Teams and soon after in Men's Divisions throughout North America.

The leaders who formed MDI developed a Vision, Purpose and Core Values that would allow the organization to serve thousands of men while expanding geographically and sustain itself for many years. MDI wanted to create more programs and opportunities to reach more people and, as a result, bring more people into our organization that are aligned with our purpose and vision.

MDI and the Men's Divisions intend to build communities of leaders that adhere to the highest level of honor, integrity and commitment.

There are many milestones that mark our history, both prior to MDI and since its inception. Here are just a few of them:

Men have been participating on Men's Teams since 1980. For nearly twenty years, these teams formed after men had participated in an initiation event originally called "Men, Sex & Power" and later referred to as the "Sterling Men's Weekend," which served as the entry into Men's Divisions. In the early days, there were no manuals, just the intention of staying together to "Be the man you always wanted to be".

- Most of these early teams lasted only a few months. There was also a community of men and women who met about once a month to continue the "relationship" we learned throughout our time together in trainings, community service and with other events.
- In 1992, Basic Leadership Training (BLT) was introduced.
- In 1994, there were 7 Regions throughout North America (Regions usually consisted of 3 to 10 Men's Divisions):
 - Southwest (Southern California)
 - Western - North (North and East of San Francisco)
 - Western - South (South of San Francisco)
 - Toronto/Great Lakes
 - New York
 - Vancouver
 - Atlanta/New England states



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- In 1994, the first International rhino was held in Santa Barbara, at Zaca Lake. It called together men throughout North America.
- In July 1999, Alpha Leader Training was introduced to the Southwest Region, which focuses on how to motivate and lead others in terms of "quality assurance" as opposed to "quality control." It helps connect Men to their "Higher Purpose" and know what they are committed to "really."
- In October 2000, the first Essential Skills Training was conducted. Two men (Ben Estes and Steve Watts) who had been in the Men's Divisions for over ten years created this training. This training teaches valuable leadership skills that have been honed by many years of Men's Division leadership experience.
- In July 2001, at an International Leadership weekend gathering in Long Beach, CA, the men decided to create, produce and deliver an event that would offer men who are not part of MDI the opportunity to be initiated into our circle and join us as members of MDI. The event was called Legacy Discovery. The first training was held in Atlanta in March 2002. Since 2002, more than 50 Legacy Discovery events have been produced throughout North America. This training is based on many sources, its main source being the men who, over the years, have been in the Men's Division in one form or another, and it is very much about embracing a mature masculine way of being and passing on the wisdom of our circles to men who don't yet have circles of their own.



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6. Programs and Trainings

MDI offers men the opportunity to continue to learn personal and leadership skills through a comprehensive and ever growing program and training curriculum.

6.1. Products

Point Program/Team Membership Training Program and Men's Teams

Every new MDI member will be given the opportunity to enter a Point Program/Team Member Training. This program offers new members the best opportunity to enter onto and contribute to a "Men's Team".

Our Men's Teams create opportunities for men to grow and evolve into more successful men while accessing the collective wisdom of other team members. You will be trained in what a Men's Team looks like and how to keep what you have learned alive in your life. This is the core of what we are: Teams of Men who are committed to each other, their families, the Men in their lives and their communities.

Men's Divisions

Men's Teams that are within a geographic area are organized into Men's Divisions. Teams work together to support each other, create community service projects, and have masculine "fun" together. Men's Divisions offer valuable opportunities for Men to see who they are as Men and how they are in relationship with other Men.

MDI Region

An MDI Region offers support and assistance to Men's Divisions. There are currently five Regions within Men's Divisions International: New York, New England, the Southeast (which includes Atlanta, Toronto, Calgary and Vancouver), Western (Bay Area in California) and Southwestern California. It is expected that a sixth Region encompassing the Pacific Northwest will be formed shortly.

6.2. Core Programs

Growth Program

It is the job of the Growth Program to take a stand inside MDI for the men who are not members of MDI. The Growth Program endeavors to serve in the circle of MDI as a constant reminder of the importance of the lives of the men who are not yet members. It is our job to ensure that all members are moved to take action for the men who are not yet here and to invite them to join us.



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This program has an International Growth Manager. He leads a team of Regional Growth Managers. The Regional Growth Managers lead teams of Division Growth Managers. Some Division Growth Managers lead Team Growth Reps. Some Divisions do not have Team Growth Reps and the Division Growth Managers must find other ways to lead their divisions to growth.

The Growth Program supports MDI membership to enroll men into our two entry point weekends, The Legacy Discovery Event and the Sterling Men's Weekend, and we support men to enroll former MDI members to return.

The Growth Program is responsible for new members from the time a man first thinks about inviting another man to join right up until the Point Program starts. The Point Program then trains the men to be on Teams and the Membership Program and Operations are responsible for providing the quality of experience in MDI to ensure member retention.

Membership Program

The Regional Coordinators have asked the Membership program to produce 3 results:

- Find out what the men are really here for
- Ensure that the men have great team meetings
- Train new leaders

The International Membership Team (IMT) has created a program to produce these results. We now ask the Regional Coordinators to sign off on the program so that we can begin implementation.

These are the guidelines: The Regional Membership Team for each Region will work with the Regional Coordinators and Division Coordinators to implement the program in the way that works for them. The International Membership Team would like to have standards for becoming a Membership Manager with duties and expectations spelled out so that both the Membership Manager and his DC understand what role he will play in the success of the Division. Within those parameters, there is still room to make things up. In the process, we will discover ways to do our job better.

As an organization, we have stated that “We are unconditionally committed to men winning.” The purpose of this program is to make sure the men win. With an effective Membership Manager and S1 at his side, the Division Coordinator will be freed up to coordinate. The main job of the DC is to hold the vision and direction of the Division and to lead his men in such a way that they succeed in their lives and relationships. The program presented here will give the DC more latitude to be able to do this.



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Point Program/Team Member Training

This program trains Men how to effectively create a “Team of Men” and give them the necessary tools to support each other and function on their own.

Reach Out

The purpose of the Reach Out Program is to create the opportunity for Alumni, other circles of men and MDI to be in relationship with those other organization and with that relationship embrace one another for our similarities and our differences so we can make a bigger impact in our communities and the lives of others.

This program reaches out to men who were once in our organization and other circles of men that never were in our organization in order to remove the walls that divide us so we can clearly look at, embrace and learn from one another and create a better understanding and a union of brotherhood with truth, trust and love and without any hidden agenda, so any man, anywhere, will have a circle of men he can turn to.

6.3. Trainings

Basic Leadership Training

This program offers men who lead other Men the skills necessary to be more effective as Leaders, not only within the Men’s Divisions but also in their everyday lives.

Point Man Training / Team Member Training

The program is designed to prepare the new men to take their place in our circles. These men are primed for action and have much to digest as their new life unfolds. The Point Program/Team Member Training will keep them on course until most of this entry period is over and they are well on their way to becoming mature masculine leaders. The goal of the program is to instill the values and discipline of MDI at the onset and therefore better insure that the men will be prepared to be members of their Division/Entity. This program trains Men how to effectively create a “Team of Men” and give them the necessary tools to support each other and function on their own.

Legacy Discovery

Legacy Discovery is based on the collective “wisdom of the Men,” including your personal experience. It is about being a man in relationship with other men and deepening your connection with the men in your life. The stated purpose of the



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Legacy Discovery is, “To connect you to your masculine identity through the wisdom of men and with that power put your legacy into action.”

Essential Skills Training

This program teaches the disciplines that are needed to create a lifestyle which will allow you to be “the man you have always wanted to be.” It helps get Men clear about what they are committed to and offers a discipline so that they can operate from “that place.”

Event Management Training

This program offers insight as to how to be more effective in leading major community service and other high profile events, including MDI produced events and trainings, such as the Legacy Discovery and other events and international meetings.

Community Service Events

Want to provide support to a local charity, school or other program of benefit to the community? Men’s Teams and Divisions offer tremendous resources because of our shared experience.

Regionals/Rhinos/Internationals/Tribal Initiations

Throughout the year, there are a variety of events sponsored by the Men’s Divisions where you can “relive” the feeling of being “with the Men”. Competition, fun, ceremony, great food are common elements at these events.



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7. The Board of Directors (BOD)

MDI is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board delegates the management of the day-to-day operation of the business of the corporation to Operations which is the management team of company. This team is led by the President who provides that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Regional Directors are elected by the membership of their Region in an annual election process. A Director serves on the Board for two years.

7.1. Responsibilities of the BOD

1. Determine MDI's Mission & Purpose

A statement of mission and purpose (MDI's Vision, Purpose & Core Values) should articulate MDI's goals, means, and primary members served. It is the Board of Directors' responsibility to create the mission statement and review it periodically for accuracy and validity. Each individual Board member should fully understand and support it.

2. Select the Executive (President)

The Board of Directors must reach consensus on the Chief Executive's (President) job description and undertake a careful search process to find the most qualified individual for the position.

3. Support the President and Review His Performance

The Board should ensure that the President has the moral and professional support he needs to further the goals of MDI. The President, in partnership with the entire Board, should decide upon a periodic evaluation of the President's performance.

4. Ensure Effective Organizational Planning

As stewards of MDI, the Board must actively participate with the President and the operations team in an overall planning process and assist in implementing MDI's goals.



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5. Ensure Adequate Resources

One of the Board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The Board should work in partnership with the President and Operations team to raise funds.

6. Manage Resources Effectively

The Board, in order to remain accountable to its members, must assist in developing the annual budget and ensuring that proper financial controls are in place.

7. Determine and Monitor MDI's Programs and Services

The Board's role in this area is to determine which programs are the most consistent with MDI's purpose, vision and core values, and to monitor their effectiveness.

8. Enhance MDI's Public Image

MDI's primary link to the community, the public and the media is the Board. Clearly articulating MDI's purpose, vision, accomplishments and goals to the public, as well as garnering support from important members of the community, are important elements of a comprehensive public relations strategy.

9. Serve as a Court of Appeal

Except in the direst of circumstances, the Board must serve as a court of appeal in personnel (e.g., Directors, Officers, Staff and Managers) matters. Solid personnel policies, grievance procedures, and a clear delegation to the President of enrolling/hiring and managing staff/volunteers will reduce the risk of conflict.

10. Assess Its Own Performance

By evaluating its performance in fulfilling its responsibilities, the Board can recognize its achievements and reach consensus on which areas need to be improved. Discussing the results of a self-assessment in the proper forum can assist in developing a long-range plan.

7.2. Responsibilities of a BOD Director

1. Regularly attends Board meetings and important related meetings.
2. Makes serious commitment to participate actively in Committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about Regional and International matters. Regional Directors: Accurately represents the general views of the members of his representative Region.



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5. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
6. Gets to know other Committee members and builds a collegial working relationship that contributes to consensus.
7. Is an active participant in the Committee's evaluation and planning efforts.
8. Participates in activities and events from time-to-time as needed by the BOD.

7.3. Fiduciary Duties of the BOD

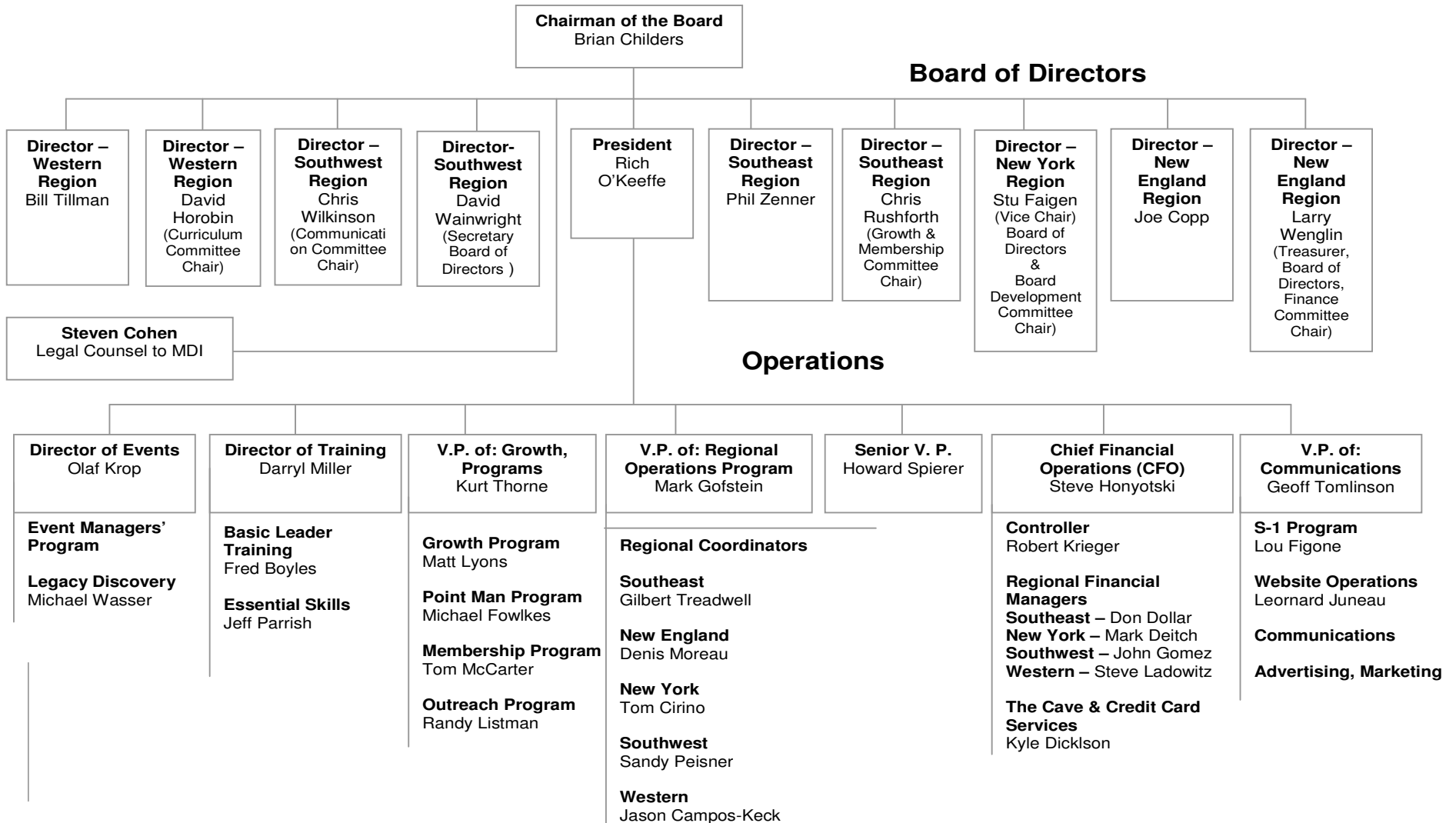
1. To ensure the effective management of the organization through a duty of care in making business decisions which includes:
 - Making good faith decisions - not driven by self-interest, but the best interests of the organization as defined by the mission and stated purpose
 - Conducting the appropriate due diligence - which means the decision is informed by the best available information and consideration of the opinions of other directors or officers, and is made with "the care and skill that an ordinarily prudent person would exercise under similar circumstances in like positions"
2. To operate with undivided loyalty, which means there is:
 - No conflict of interest with other organizations
 - No self dealing (the director does not personally benefit financially or otherwise from board decisions). For example, it would be inappropriate for the Treasurer to select his personal accountant to serve as the CFO of MDI.
3. To act with duty and obedience
 - To ensure compliance with all laws
 - To ensure that the Board members and organization act within the organization's purpose and that its mission is pursued



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8. Organizational Chart

Organizational Chart

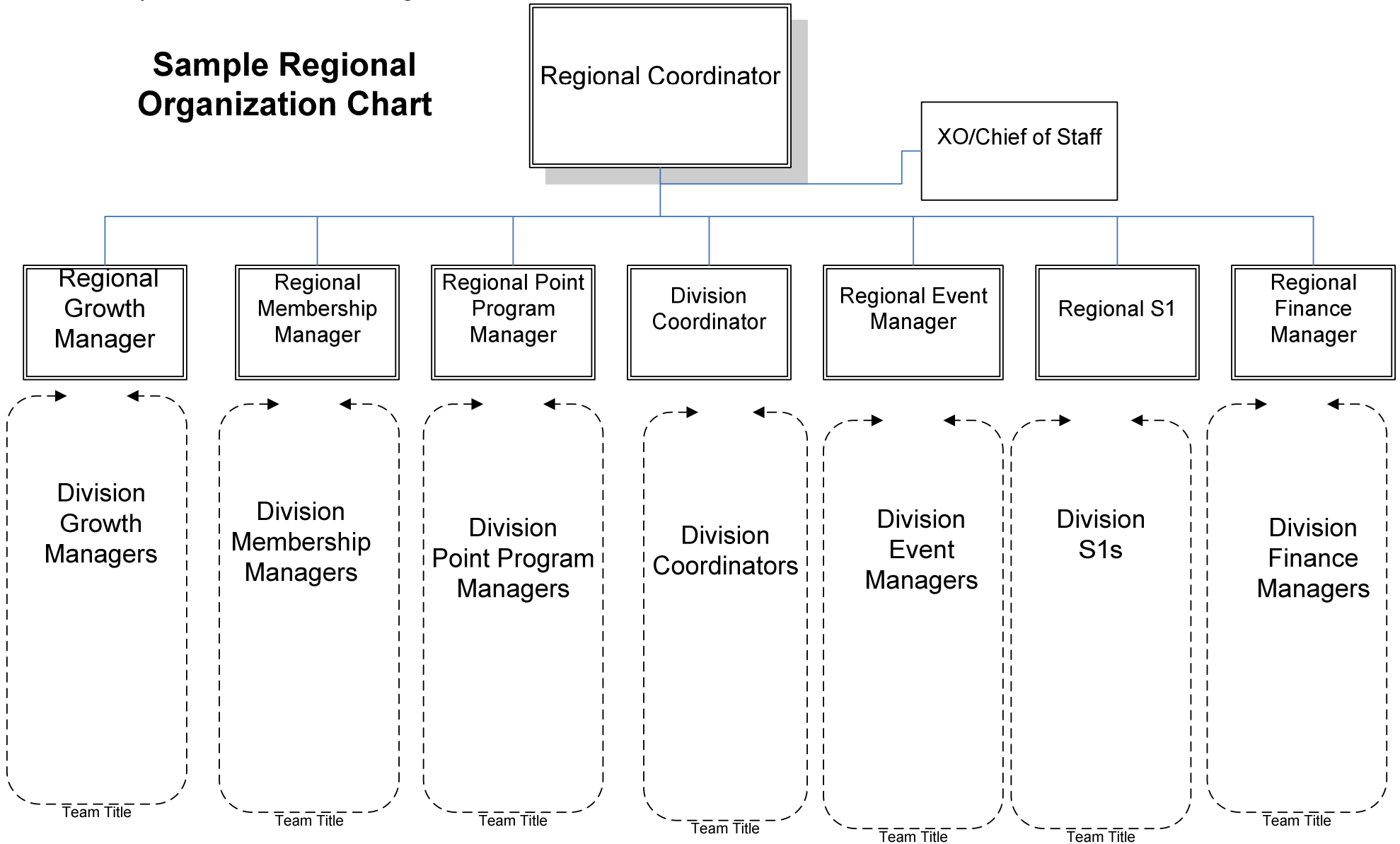




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9. Regional Organization Chart

Sample Regional Organization Chart





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