# Tax Exempt Organizations From Start to Finish

Learn the Nuts and Bolts –
From Establishment to Dissolution

one-day
live seminar

SOUTHFIELD,
MICHIGAN
**JUNE 17, 2016**

## Credit Information

CPE for Accountants/NASBA - 8.0 (Incl. 1.0 ethics)

*See inside for details.*

## Faculty


**Ayanna Alcendor**
*Ernst & Young, PLC*

**Daniel Brent**
*Brent Law Group*

**Elizabeth A. Carrie**
*Barris, Sott, Denn & Driker, P.L.L.C.*

**Jehan Crump-Gibson**
*C&G Solutions*

**David K. Easlick Jr.**
*David K. Easlick Jr., LLC*

**Patrick Sweeney**
*Croskey, Lanni & Company, PC*


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# SEMINAR OUTLINE

## I. INCORPORATION PROCESS

*8:30-9:15, David K. Easlick Jr.*

A. Liability Associated With Unincorporated Organizations
B. State of Michigan Regulatory Framework
   1. Incorporation and Approval
   2. Articles - Form and Provisions
   3. Annual Report
   4. Charitable Solicitation Provisions
   5. Statutory Provisions
   6. Dealing With Regulations
C. Organization
   1. Membership or Directorship
   2. Meetings
   3. Voting
   4. Indemnification
   5. Other Suggested Bylaw Provisions
D. Mission Statement
E. The Use of LLCs (and L3Cs) for Nonprofits

## II. ESTABLISHING TAX-EXEMPT STATUS WITH THE IRS

*9:15-10:00, Elizabeth A. Carrie*

A. Nonprofit vs. Tax Exempt
B. Determining the Type of Tax-Exempt Organization Under the Internal Revenue Code (IRC)
C. 501(c)(3): Publicly Supported or Private Foundation?
D. IRS Application Process for 501(c)(3) - Form 1023
   1. The Importance of the Narrative Description of Activities
   2. Submitting the Budget: What You Need to Know
   3. Other Traps for the Unwary
   4. Retroactive Applications for Existing Organizations
E. IRS Application Process for Other 501(c) Categories That Qualify for Exemption
F. Required Annual or Periodic Federal/State/Local Filings

## III. LIABILITY OF DIRECTORS AND OFFICERS

*10:15-10:45, David K. Easlick Jr.*

A. Fiduciary Duties and Indemnification
B. Private Inurement/Private Benefit
C. Excess Benefit Transactions and the "Intermediate Sanctions"
D. Case Studies

## IV. HANDLING CONTRIBUTIONS AND TAX DEDUCTIONS

*10:45-11:30, Patrick Sweeney*

A. Types of Gifts: Advising Clients on Accepting Money and Property
B. Handling Unanticipated Funds with "Facts and Circumstances" Test
C. Tax Deductions and Substantiation Requirements
D. Recent Changes and Current IRS Focus

*If needed, the above agenda may be changed to best accommodate all of our attendees.

## V. UNRELATED BUSINESS TAXABLE INCOME (UBTI)

*11:30-12:00, Elizabeth A. Carrie*

A. Defining UBTI/UBIT
B. Tax Computation: Form 990-T or Push to Subsidiary?
C. Exceptions, Exemptions and Traps for the Unwary

## VI. FORM 990: KEY COMPLIANCE POINTS AND DISCLOSURE CONSIDERATIONS

*1:00-1:45, Patrick Sweeney*

A. Governance Body and Conflicts of Interest
B. Changes to Organizational Documents
C. Documentation of Actions by the Board
D. Written Policies
E. Independent Review of Executive Compensation
F. Disclosure Requirements
G. Balance Sheet
H. Using Form 990 to the Organization's Advantage

## VII. ADVISING ON OPERATIONAL ISSUES

*1:45-2:30, Jehan Crump-Gibson*

A. Applying Sarbanes-Oxley to Nonprofits
   1. Document Retention
   2. Whistleblower Protection
   3. Non-Mandatory but Valuable Practices Nonprofits can Adopt
B. Strategies for Board Policy-Making
C. Advising Directors on Mission "Drift"
D. Investment Considerations
E. Solicitation and Fundraising Activities
F. Lobbying and Political Campaign Activities

## VIII. RESTRUCTURING AND TERMINATING EXEMPT ORGANIZATIONS: PROCEDURES AND PITFALLS

*2:45-3:40, Daniel Brent*

A. Structuring Alliances and Networks
B. Merging or Consolidating with Another Tax-Exempt Organization
C. Dissolving a Tax-Exempt Organization: Steps, Forms and Filings Required
D. Distribution or Transfer of Assets
E. Insolvency Strategies

## IX. ETHICAL CONSIDERATIONS FOR EO PRACTITIONERS

*3:40-4:40, Ayanna Alcendor*

A. Multiple Representation Issues: Who is the Client?
B. Attorney-Client Confidentiality Within the Different Levels of an Organization
C. Confidentiality vs. Disclosure to the IRS
D. Self-Dealing Situations
E. Excessive Compensation
F. Direct Referrals From Board
G. When the Attorney Must Resign

# SEMINAR OVERVIEW

## Confidently Advise Exempt Organizations

Do you have a firm grasp of the transparency and accountability standards required of tax-exempt organizations? Can you easily spot omissions or errors in their tax forms, articles of incorporation and policies? This fast-paced course provides a comprehensive orientation to the legal and tax aspects of exempt organizations. Experienced faculty will explain the nuts and bolts from incorporation to dissolution - with all the tax and compliance challenges in between. By the end of the day, you'll have all the knowledge and tools you need to confidently advise these organizations. ***Register today!***

- Be prepared to effectively advise your clients on establishing, operating and terminating tax-exempt organizations.
- Study the various categories of 501(c)s under the internal revenue code, and learn how to properly apply for tax-exempt status.
- Make sure to include all of the key provisions in articles of incorporation and bylaws.
- Recognize the two Sarbanes-Oxley requirements for nonprofit organizations, and learn what other SOX practices may be extremely valuable to implement.
- Gain a better understanding of the fiduciary duties and potential liabilities of the Board of Directors and officers.
- Find out how to ensure organizational transparency on Form 990, while using it as a positive marketing opportunity.
- Avoid inadvertent paperwork mistakes that may trigger a compliance check by the IRS.
- Understand what documentation needs to be filed to authorize dissolutions of exempt organizations.
- Maintain an ethical practice by knowing how to handle multiple representation and confidentiality dilemmas.

## WHO SHOULD ATTEND

This **basic-to-intermediate level seminar** provides an orientation to the legal and tax nuts and bolts of exempt organizations for:

- Attorneys
- In-House Counsel
- CPAs and Accountants
- Tax Managers
- Nonprofit Organization Bookkeepers and Controllers
- Nonprofit Organization Directors and Officers
- Registered Tax Return Preparers
- Paralegals

## CREDIT INFORMATION

The specific continuing education credit(s) listed are for attending the live seminar. For detailed credit information, please contact us at **866-240-1890** or visit us at **nbi-sems.com**.

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# OUR DISTINGUISHED FACULTY

**AYANNA ALCENDOR** is an attorney at Ernst & Young, PLC. in Detroit, Michigan. She is a part of the company's assurance service division, specializing in fraud investigations. Ms. Alcendor was formerly a contract attorney with the business law firm, C&G Solutions and legal consultant for Allstate Insurance Co. in Ferndale, Michigan.

**DANIEL BRENT** is an attorney with Brent Law Group, who practice areas include tax law, business law, criminal law, and bankruptcy. He is a member of the Oakland County Bar Association and State Bar of Michigan.

**ELIZABETH A. CARRIE** is a member of the Detroit firm of Barris, Sott, Denn & Driker, P.L.L.C. As a member of the firm's tax, estate planning & probate group, Ms. Carrie focuses her practice in the areas of taxation, estate planning and administration, and business formation and planning, including forming and advising private foundations and other tax-exempt organizations. Ms. Carrie has extensive experience in estate planning, including generation skipping transfer tax planning and other advanced planning techniques, including transactions utilizing intentional grantor trusts, family limited liability companies as well as SCINs, GRATs and QPRTS. She is a co-author (with Robert E. Kass) of *Who Will Care When You're Not There? Estate Planning for Pet Owners*, (Carob Tree Press, 2011). Ms. Carrie is a member of the Taxation and Business sections of the American Bar Association and the Taxation and Real Property and Probate sections of the State Bar of Michigan.

**PATRICK SWEENEY** is a shareholder and director at Croskey, Lanni & Company, PC. His chief responsibilities involve overseeing the growth of not-for-profit and charter school auditing division at Croskey, Lanni & Company, PC. Mr. Sweeney also provides consulting, accounting, taxation, and attestation services to a wide variety of firm clients that include but are not limited to manufacturing and service based industries. He is an active member in the MACPA, AICPA, MSBO and ASBO.

**JEHAN CRUMP-GIBSON** is the founder of C&G Solutions, a specialized firm that provides legal and consulting services. As C&G Solution's managing member, she has successfully represented clients through judgment in a variety of civil matters in the state and federal courts and EEOC systems. Ms. Crump-Gibson has assisted a multitude of entities - both for profit and nonprofit, with business related and licensing issues; analyzed and prepared proposed local government ordinances; and performed legal and policy analysis on local municipal matters, including zoning approvals, government-sponsored tax incentives programs and contracts. She has also been an integral part of the probate and estate planning processes for many families, assisting them with the preparation of important estate planning documents and with legal issues concerning estate administration. Ms. Crump-Gibson currently serves as president-elect for the Wolverine Bar Association and Wolverine Bar Foundation, member of the State Bar of Michigan Diversity and Inclusion Advisory Committee, founder of Youth Legal Connection (YLC), and a member of the Women Lawyers Association of Michigan. She is admitted to practice law in Michigan and before the United States District Court for the Eastern District of Michigan. Ms. Crump-Gibson has been twice recognized by the *Michigan Super Lawyers Magazine* as a Rising Star, in 2014 and 2015.

**DAVID K. EASLICK JR.** has more than 25 years of experience operating a public 501(c)(3) foundation and its related 501(c)(7) international membership organization. Initially practicing with Butzel Long in Detroit, Mr. Easlick has been in private practice since the mid-eighties. He has founded and qualified any number of 501(c)(3), 501(c)(7) and 501(c)(10) organizations, both public and private. Mr. Easlick served on the State Bar task force that drafted the Michigan Nonprofit Corporation Act of 1982. A member of the Master Lawyers Section, he maintains a part-time office in Novi, Michigan, while spending much of his time as a real estate professional with Coldwell Banker in Kilmarnock, Virginia. Mr. Easlick is a 38 year member of the State Bar of Michigan.

*Detailed biographies can be found on our website at www.nbi-sems.com.*

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- **Apr. 27** The FDCPA & CFPB: What Debt Collectors Must Know Now! (72078)
- **May 5** Legal Ethics of Technology Competence (72443)

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- **Apr. 15** Single Member LLCs (72043)
- **Apr. 18** Fraudulent Transfers (72068)
- **Apr. 19** Brewery and Distillery Law (72034)
- **Apr. 21** Fair Lending: The New Legal Requirements! (72081)

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**ADVANCED TAX EXEMPT ORGANIZATIONS: TOP 12 CHALLENGES**
© June 2015 (Product ID: 68980FP)
Are you currently struggling with complex tax issues, charitable solicitations, Form 1023 or Form 990 complexities? This advanced nonprofit guide will take you through these tough challenges and many more that exempt organizations and their counsel are facing right now. Get your most pressing questions answered by seasoned faculty who know the in's and out's of this specialized industry. Filled with sample forms and real-world examples, this guide will help you navigate through the maze of compliance pitfalls and provide proven techniques for overcoming them in the ever-changing environment of exempt organizations. Order today!
*By: Michelle Huhnke, Jennifer L. Urban and Samuel Coppersmith.*
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**TRANSPORTATION CONTRACTS: FROM START TO FINISH**
© November 2015 (Product ID: 70989FP)
This guide will walk you through the major types of transportation contracts and give you cutting-edge tips for negotiating and wording their key provisions. Avoid contract language pitfalls; find out best practices for handling anti-indemnity issues; navigate freight claims and much more. You will also explore hot-button issues, including the legal dangers of using independent contractors vs. employee drivers and the latest trends in transportation litigation. Keep your clients' businesses running smoothly and successfully - order today!
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