

Contents

Foreword by Malcolm Baldrige	viii
Introduction	ix

Section I Nonprofit Governance and Management

Chapter 1	History of Laws Affecting Nonprofits & Associations	2
Chapter 2	Importance of Incorporation	6
Chapter 3	Incorporation Procedures.....	10
Chapter 4	Articles of Incorporation.....	13
Chapter 5	Bylaws	17
Chapter 6	Manual of Policies & Procedures	21
Chapter 7	Name.....	24
Chapter 8	Statement of Purpose	26
Chapter 9	Sarbanes-Oxley Governance Reforms	29
Chapter 10	Fiduciary Duty—Conflicts, Confidentiality, Opportunities	36
Chapter 11	Personal Liability of Officers & Directors	43
Chapter 12	Liability Insurance.....	48
Chapter 13	Terminating Employees.....	52
Chapter 14	Employment Discrimination.....	58
Chapter 15	Record Retention.....	63
Chapter 16	Member Requests for Records & Third-Party Subpoenas	68
Chapter 17	Legal Contracts	73
Chapter 18	Chief Executive Employment Contract	82
Chapter 19	Outsourcing—Contracts for Consultant & Vendor Services	92
Chapter 20	AMCs & Contract Management.....	94
Chapter 21	Nonprofit Organization Trademarks	97
Chapter 22	Mergers & Consolidations	100
Chapter 23	Legal Audit/Merger or Consolidation Due Diligence Review	106
Chapter 24	Legal Counsel—Selection & Use	115
Chapter 25	Legal Counsel—Attorney/Client Privilege	120
Chapter 26	Legal Counsel—Representing Members	124

Section II Nonprofit Activities & Political Endeavors

Chapter 27	Meeting Procedures	129
Chapter 28	Minutes of Meetings.....	132
Chapter 29	Parliamentary Procedure.....	135

Chapter 30	Contracts with Hotels & Convention Centers	138
Chapter 31	Contracts with Trade Show Exhibitors	144
Chapter 32	Music Licensing.....	150
Chapter 33	Publications & Copyright.....	155
Chapter 34	Contracts with Authors & Contributors to Publications	161
Chapter 35	Tort Liability for Injury or Damage.....	165
Chapter 36	Risk Retention Groups.....	170
Chapter 37	Joint Employer Collective Bargaining.....	173
Chapter 38	Filing Litigation	179
Chapter 39	Briefs <i>Amicus Curiae</i>	183
Chapter 40	Association-Related Political Action Committees	188
Chapter 41	Political Action Committee Bylaws	193
Chapter 42	Political Action Committee Organization.....	195
Chapter 43	Political Action Committee Solicitations	199
Chapter 44	Political Action Committee Receipts & Expenditures	207
Chapter 45	Political Action Committee Reporting & Record Keeping.....	211
Chapter 46	Independent Expenditures	215
Chapter 47	Political Communications	220
Chapter 48	Congressional Gifts & Travel.....	225
Chapter 49	Lobbying Registration & Reporting.....	232
Chapter 50	Lobbying & Federal Contracts or Grants.....	238

Section III Nonprofit Antitrust

Chapter 51	Discussions at Meetings.....	242
Chapter 52	Membership Restrictions	246
Chapter 53	Membership Classes & Sections	253
Chapter 54	Membership Termination.....	257
Chapter 55	Membership Services to Nonmembers.....	262
Chapter 56	Business or Professional Codes of Ethics & Self-Regulation.....	267
Chapter 57	Statistical Surveys	275
Chapter 58	Prices & Fees of Members.....	280
Chapter 59	Cost Programs	288
Chapter 60	Standards Development	291
Chapter 61	Product Certification	303
Chapter 62	<i>Hydrolevel</i> —The “Apparent Authority” Doctrine	308
Chapter 63	Joint Research.....	312
Chapter 64	Cooperative Research and Production Act	318

Chapter 65	Credit Reporting.....	323
Chapter 66	Group Buying & Selling.....	327
Chapter 67	Export Activities.....	330
Chapter 68	Certification of Professionals.....	336
Chapter 69	Accreditation of Programs or Entities	343
Chapter 70	Antitrust & Lobbying.....	348
Chapter 71	Antitrust Compliance Program.....	353
Chapter 72	Antitrust Enforcement.....	356

Section IV Nonprofit Taxation

Chapter 73	Business & Professional Associations.....	362
Chapter 74	Charitable/Educational/Scientific Organizations & Foundations.....	372
Chapter 75	Unrelated Business Income Tax.....	377
Chapter 76	Advertising Income	384
Chapter 77	Sponsored Affinity Programs.....	393
Chapter 78	Corporate Sponsorship Income.....	403
Chapter 79	Real Estate	407
Chapter 80	Trade Shows & Expositions.....	412
Chapter 81	Subsidiaries.....	415
Chapter 82	Deductibility of Meeting Expenses.....	421
Chapter 83	Deductibility of Foreign Convention Expenses.....	425
Chapter 84	Non-Deductibility of Dues Because of Lobbying	429
Chapter 85	Lobbying & Political Activity by Section 501(c)(3) Organizations..	436
Chapter 86	Excess Benefits from Section 501(c)(3) & (c)(4) Organizations ..	443
Chapter 87	IRS Forms & Procedures	448
Documents Supplement		453
Index		465