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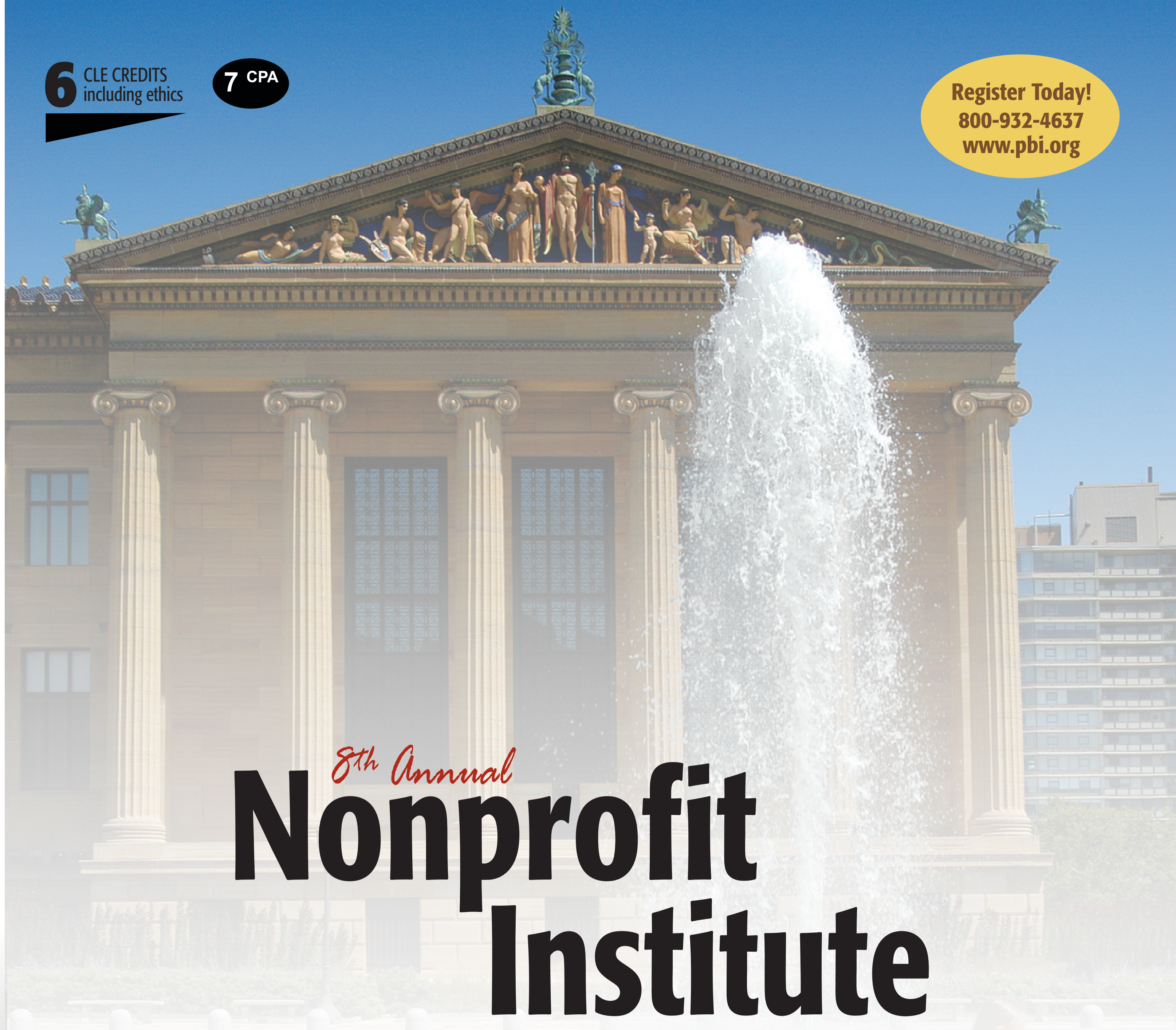
8th Annual

Nonprofit Institute



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8th Annual

Nonprofit Institute

Philadelphia

Tuesday, May 18, 2010

9:00 am – 5:00 pm

PENNSYLVANIA BAR INSTITUTE
Continuing Education Arm of the Pennsylvania Bar Association
BRINGING EXCELLENCE TO CLE

8th Annual Nonprofit Institute

For seven consecutive years, the Nonprofit Institute has been a dynamic source of information and a **MUST ATTEND** for anyone involved in the nonprofit sector.

Returning for an eighth year, our course planners are, once again, developing a wide array of hot topics for lawyers, nonprofit executives, employees and volunteers, accountants, nonprofit board members, fundraisers and anybody who is thinking of starting up a nonprofit. Join your colleagues in Philadelphia on **Tuesday, May 18th**. Breakfast and lunch are included with your tuition, along with one of the best course manuals available for the nonprofit world.

WHY ATTEND

- A top notch, impressive faculty.
- Something for everyone – from basic level sessions to sessions on the most sophisticated issues. You design a program uniquely suited to you!
- Not just for Lawyers – the various workshops choices are designed to include all aspects for the nonprofit sector.
- The best way to make sure you are completely up to speed on all the latest Nonprofit updates.
- Terrific course materials.
- Enjoy renewing acquaintances and seeing colleagues from all around the region.
- Hear what's new in the Nonprofit World.
- Earn up to 6 CLE credits, including ethics or up to 7 accounting credits and get a free breakfast and lunch.

CLE Credits
PBI is an accredited CLE provider. This course has been approved by the Pennsylvania Continuing Legal Education Board for **6** hours of CLE credit. Your choice of sessions determines whether credit earned counts as substantive law, practice and procedure CLE credit or as ethics, professionalism or substance abuse.

CPA Credits
The Pennsylvania Bar Institute has been accepted as a program sponsor by the PA State Board of Accountancy and the State of New Jersey Board of Accountancy. This program qualifies for a total of 7 hours of continuing education credit.

Registration Policy
We encourage early registration. Save $25 on registrations received more than 2 business days before the presentation date. Early registration helps us ensure there will be sufficient course materials, seating and refreshment. Walk-in registrations will be accepted on a space-available basis. Pre-registered customers receive priority on the distribution of course materials. Those intending to register at the door should check www.pbi.org or call (800) 247-4724 to ensure that the course has not sold out and that there have been no schedule changes.

PBI Registration Ticket Policy
Time permitting, you will receive a registration ticket that will expedite your registration at the door. A registration confirmation ticket is *not* required for admittance.

Cancellation Policy
In order to receive a refund for cancellation (less a $25 administrative fee), you must notify PBI by mail or FAX no later than 2 working days prior to the course presentation date for the appropriate site. Otherwise, you will receive the course materials in full consideration of tuition paid.

Weather Related Cancellations
Check www.pbi.org or call (800) 932-4637 ext. 2205.

Registration Transfers
Requests for transfers will be honored if they are received prior to the date of the course.

Registration Confirmation:
Be sure to include your email address on the registration form to receive a confirmation. Expedite your check-in by bringing this confirmation to the seminar, but is not required for admission.

Scholarships
PBI offers substantially reduced tuition for most PBI seminars to allow attorneys experiencing financial hardship to fulfill their mandatory education requirement. For details and an application, contact Scholarship Administrator at scholarships@pbi.org or (800) 932-4637 Ext. 2284 at least 30 days before the program. Go to **www.pbi.org** and click the Scholarship link for instructions on applying, and to print a scholarship application form.

Services for Persons with Disabilities
If special arrangements are required, please contact Customer Service at (800) 932-4637 at least ten days prior to the presentation date.

Faculty Substitution
PBI reserves the right to substitute any speaker at any time.

9646

8th Annual Nonprofit Institute

Philadelphia
Tuesday, May 18, 2010
The CLE Conference Center, Wanamaker Building
10th Floor, Ste. 1010, Juniper St. entrance
(between 13th & Broad Sts., opposite City Hall)
9:00 am to 5:00 pm; check-in begins at 8:30 am

TUITION

(includes book and lunch)

*Early**		*Standard*
❒ $359	**Members — Pa., or any co. bar assn.**	❒ $384
❒ $339	**Members admitted after 1/1/06**	❒ $364
❒ $379	Nonmembers	❒ $404
❒ $199	Paralegals attending with an attorney	❒ $224
❒ $249	Paralegals attending alone	❒ $274
❒ $180	Judges and judicial law clerks	❒ $205
❒ $170	Judges and judicial law clerks admitted after 1/1/04	❒ $195
❒ $200	For nonprofit organizations with gross annual revenue of $500,000 or less	❒ $225

COURSE MATERIALS

❒ **I cannot attend, but would like to purchase the Course Book (2010-6131): $109**
Include $6.00 shipping and $6.90 sales tax for a total of $121.90

❒ **I cannot attend, but would like to purchase the Audio CD (selected sessions ONLY) (ACD-6131): $39**
Include $6.00 shipping and $2.70 sales tax for a total of $47.70

❒ **I cannot attend, but would like to purchase the Audio CD (selected sessions ONLY) & Book Set (ACDS-6131): $139**
Include $6.00 shipping and $8.70 sales tax for a total of $153.70

If you are ordering course materials separately, please allow two weeks after the Forum for their shipment. A ten-day return privilege applies to all book orders, less a handling & restocking fee of $6.00.The return privilege does not apply to CDs, however, we will be happy to replace defective CDs at no cost to the customer.

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Janice R. Black
CEO/President
The Foundation for Enhancing Communities, Harrisburg

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Montgomery McCracken Walker & Rhoads, LLP Philadelphia

Leslie T. White
Croydon Consulting, LLC, Severna Park, MD

THANK YOU!

To all of the faculty who volunteer their time and help to make this Institute a success!

COURSE PLANNERS

Joseph M. Geiger
Executive Director, Pennsylvania Association of Nonprofit Organizations, Harrisburg

Mr. Geiger is the Executive Director of the Pennsylvania Association of Nonprofit Organizations. He brings more than twenty-eight years experience in the fields of education, human resources and association management. He facilitates the Charities Build Communities Coalition, comprised of the 175 charities that forged the passage of Act 55. He has delivered programs on the role of charities in the public policy process, change, feasibility, shared vision, team building, strategic planning and more, to organizations throughout the nonprofit community.

Donald W. Kramer, Esq.
Montgomery McCracken Walker & Rhoads, LLP, Philadelphia

Mr. Kramer is chair of the Nonprofit Law Group at the Philadelphia law firm of Montgomery McCracken Walker & Rhoads, LLP. Mr. Kramer has more than 35 years of experience dealing with the concerns of nonprofit organizations, not only as a lawyer, but also as a teacher, writer, publisher, and board member. Mr. Kramer is editor and publisher of Don Kramer's Nonprofit Issues®, a national electronic newsletter of "Nonprofit Law You Need to Know" (www.nonprofitissues.com.), which he started at Montgomery, McCracken in 1989. He writes and lectures frequently on nonprofit legal issues, and teaches a course on nonprofit organization law at the University of Pennsylvania Law School.

Lois Mufuka Martin
Executive Director, Bethlehem Haven, Pittsburgh

Ms. Martin came to Bethlehem Haven in March 2008 with a background in social work, nonprofit management and nonprofit consulting. She received her bachelor's degree in History from Lander University in Greenwood, South Carolina, and her Master of Education in Counseling from Clemson University in Clemson, South Carolina. Founded in 1981, Bethlehem Haven understands that efforts towards collaborative and systemic change should always include a dignified continuum of care to address the root causes of homelessness and to stabilize those who are recently re-housed after homelessness. Bethlehem Haven is a thriving nonprofit that is recognized locally and nationally as a model service provider due to its strong focus on program outcomes, human resources, development, earned income, social entrepreneurship and the power of collaborations and partnerships. In 2008, Ms. Martin was selected as a "Woman of Excellence" by the New Pittsburgh Courier. In 2009, she and her daughter Vimbai were chosen to serve as "Change Agents" for the Women and Girls Foundation of Pittsburgh. As part of the WGF Allegheny County Change Agents team, they will undertake an advocacy initiative and a girls as grant makers project to help change the lives of women and girls in Allegheny County.

Tracy L. McCurdy, Esq.
Director, Bureau of Charitable Organizations, Pennsylvania Department of State, Harrisburg

Ms. McCurdy is responsible for the management of the Bureau that oversees the administration and enforcement of the State's charitable solicitation law. The Bureau also maintains registration and financial information for more than 10,000 charitable organizations, as well as nearly 400 professional solicitors and professional fundraising counsels. Ms. McCurdy has been serving the Department of State since November 1999.

Mark A. Pacella, Esq.
Chief Deputy Attorney General, Pennsylvania Office of Attorney General, Harrisburg

Mr. Pacella received a B.A. from the University of Pittsburgh and J.D. from the Antioch School of Law. He currently serves as the Chief Deputy Attorney General of the Charitable Trusts and Organizations Section, which performs the Attorney General's supervisory role over property committed to charitable purposes. Mr. Pacella is a Past-President of the National Association of State Charity Officials ("NASCO," an affiliate of the National Association of Attorneys General), and has served on several NASCO committees. He is also a member of the Pennsylvania Bar Association's Charitable Organizations Committee.

Laura N. Solomon, Esq.
Laura Solomon Esq. & Associates, Wynnewood

Ms. Solomon is the founder of Laura Solomon Esq. & Associates, a law firm devoted to the representation of nonprofit, charitable, and other tax-exempt organizations. She provides a full range of corporate and tax legal services, including representation for mergers, joint ventures, and complex financings. Her clients include public charities and private foundations, museums, hospitals, schools, religious groups, business environmental, animal welfare, and amateur sports organizations, social clubs, and political action committees, and range from small start-up organizations to large health systems and multi-national charities. Ms. Solomon currently serves on the Pennsylvania Association of Nonprofit Organizations Public Policy and Standards for Excellence Advisory Committees and is a Trustee of the Delaware County Community Foundation. She frequently speaks to lawyers, accountants, and other professional and community groups on nonprofit, corporate, and tax issues, and is a lecturer at the Pennsylvania Bar Institute, the La Salle University Nonprofit Center, and Temple University Law School Center for Nonprofit Community Organizations. Prior to starting her firm, Ms. Solomon was associated with Ballard Spahr Andrews & Ingersoll, LLP. She is a member of the American Bar Association and the Tax Exempt Organizations Subcommittee of its Tax Section, and the Pennsylvania Bar Association. Ms. Solomon received her B.A., magna cum laude, from Tufts University, and her J.D. from the University of Pennsylvania.

Deborah J. Zateeny, Esq.
Zateeny Loftus, LLP, Bala Cynwyd

Ms. Zateeny is a founding partner in Zateeny Loftus, LLP, a law firm devoted to the representation of nonprofit organizations. Ms. Zateeny regularly counsels clients about the formation and operation of nonprofit corporations and charitable trusts, particularly in the areas of governance; federal, state, and local tax matters; fiduciary duties; charitable fund raising; and related matters. Her clients' operations are international, national, regional, and local in scope. They include universities, health systems, hospitals, private foundations, private schools, and organizations devoted to cultural, international and local aid, community and economic development, social entrepreneurship, workforce training, research, and amateur sports activities. Ms. Zateeny also represents non-charitable tax-exempt organizations, including governmental instrumentalities, title holding corporations, business leagues, and social clubs.

9:00 – 9:10	Welcoming Remarks
9:10 – 10:10	Plenary Session

Charities That Planned Well to Survive Challenging Times

Ms. Dewey, Ms. Kessler, Ms. Lavallias, Ms. Otten & Mr. Geiger (moderator)

SCHEDULE

10:10 – 10:20 Break & move to workshops

10:20 - 11:20	1	2	3	4
	Starting and Running an Effective Nonprofit Organization (Part I) *Ms. Bullock, Ms. Dougherty & Ms. Zateeny (moderator)*	Copyright Issues for the Nonprofit *Ms. Bischoff*	Time Tested Models of Nonprofit Innovative Management *Ms. Bucco, Ms. Davis & Ms. Mufuka Martin*	The Prudent Investor Rule, Endowments and Fiduciary Duty *Mr. Barth & Mr. McElhill*

11:20 – 11:30 Break & move to workshops

11:30 - 12:30	5	6	7	8
	Starting and Running an Effective Nonprofit Organization (Part II) *Ms. Bullock, Ms. Dougherty & Ms. Zateeny (moderator)*	The Don Kramer Annual Legislative and Case Law Update *Mr. Kramer*	Risk Analysis for the Nonprofit – Examining Liability Exposure, Indemnification and Insurance Coverage *Ms. White*	Community Foundations – Issues and Oppportunites *Ms. Black & Ms. Friday*

12:30 – 1:15 Luncheon for faculty and registrants

1:15 - 2:15	9	10	11	12
	Becoming a Charitable Organization – Completing and Filing IRS Form 1023 *Ms. Cheshire & Mr. Fleming*	Commercial Co-Venturing *Mr. Emerson & Ms. Sikes*	Lobbying Versus Advocacy – Understanding the Difference *Mr. Geiger & Ms. Mogan*	Compensation Reporting on the Form 990 *Mr. Clouser, Mr. Gruber & Ms. Zateeny (moderator)*

2:15 – 2:30 Break & move to workshops

2:30 - 3:30	13	14	15	16
	Insights from the Attorney General – Regulation Triggers for Pennsylvania Nonprofits and the Power of the AG *Mr. Barth & Mr. Pacella*	Top Ten Checklist for Small All-Volunteer Nonprofits *Mr. Kramer & Ms. Schlossberg*	Best Practices in Managing Reductions in Force *Mr. Crawford & Ms. Kramer*	Financing Options to Meet the Capital and Cash Flow Needs of a Nonprofit *Ms. Archbold, Ms. Hannan & Ms. Solomon*

3:30 – 3:40 Break

3:40 - 4:40	17	18
	Keeping Fundraising Activities Accountable and Legal *Ms. McCurdy & Ms. Mogan*	When Confidentiality Conflicts with a Duty to Report Wrongdoing by a Client – Which Obligation Prevails ETHICS *Mr. Auth, Ms. Ingersoll & Ms. Rosenberg*

TRACK KEY

Basic Sessions

WORKSHOP DESCRIPTIONS

9:10 – 10:10 am
Plenary Session

Charities That Planned Well to Survive Challenging Times
Ms. Dewey, Ms. Kessler, Ms. Lavallias, Ms. Otten & Mr. Geiger (moderator)

Solid charitable nonprofit organizations have been changing the way they conduct business since the attacks on 911, through the tsunami and again after Hurricane Katrina. The changes made some of them better prepared to deal with the perfect storm dealt to them by the economy, but a lot of charities are struggling and/or going out of business. Our well respected panel will share what has worked for their organizations and offer tips on how to survive in both good and challenging times.

10:20 – 11:20 am
Concurrent Workshops (choose one)

1. Starting and Running an Effective Nonprofit Organization (Part I)
Ms. Bullock, Ms. Dougherty & Ms. Zateeny (moderator)

This workshop will review the process and benefits of starting a nonprofit corporation in the Commonwealth of Pennsylvania. Topics will include: how to incorporate; how to adopt Bylaws and corporate policies; and a review of choice of entity, fiscal sponsorship, and board roles and responsibilities. Participants may also want to attend "Becoming a Charitable Organization – Completing and Filing IRS Form 1023."

2. Copyright Issues for the Nonprofit
Ms. Bischoff

Do copyrights matter for nonprofits? This seminar will identify the copyrights that matter most and what you can do to protect them; the pitfalls nonprofits need to avoid when hiring independent contractors; the dangers lurking in your computer systems; issues to be aware of when creating organizational websites; and the do's and dont's of using the works of others in the Internet age, including a practical approach to "fair use."

3. Time Tested Models of Nonprofit Innovative Management
Ms. Bucco, Ms. Davis & Ms. Mufuka Martin

Successful nonprofits thrive when they are open to implementing collaborative, strategic and often risky innovative management initiatives. Learn what funders consider innovative local and national models; why a successful time tested model in Pittsburgh Pennsylvania is gaining national recognition and how sorting through the risk and reward is often stewarded by a supporting cast of consultants and attorneys.

4. The Prudent Investor Rule, Endowments and Fiduciary Duty
Mr. Barth & Mr. McElhill

Discussion (from perspectives of private practitioner and Attorney General) of how to ascertain appropriate investment of funds held by a nonprofit corporation or a charitable trust, including liability of trustees, corporate institutional trustees, investment managers, and "control persons" for these investments. Includes discussion of Prudent Investor Rule, duty to diversify under UPIA, the polestar of settlor's (donor's) intent, community concerns, allocation between principal and income for charitable trusts and diminishing charitable distributions in a down economy, UPMIFA and "underwater funds" under UMIFA elsewhere, jeopardizing investments under IRC 4944, and oversight over investments by Attorney General as parens patriae.

11:30 am – 12:30 pm
Concurrent Workshops (choose one)

5. Starting and Running an Effective Nonprofit Organization (Part II)
Ms. Bullock, Ms. Dougherty & Ms. Zateeny (moderator)

This workshop will review the process and benefits of starting a nonprofit corporation in the Commonwealth of Pennsylvania. Topics will include: how to incorporate; how to adopt Bylaws and corporate policies; and a review of choice of entity, fiscal sponsorship, and board roles and responsibilities. Participants may also want to attend "Becoming a Charitable Organization – Completing and Filing IRS Form 1023."

6. The Don Kramer Annual Legislative and Case Law Update
Mr. Kramer

Mr. Kramer will review the year's developments in nonprofit law, with particular focus on developments in Pennsylvania. Topics will include fallout from implementation of the new Form 990 tax information return, the aftermath of the Sen. Fumo conviction, why nonprofits are a business in Pennsylvania, unfair competition under the Institutions of Purely Public Charity Act, standards for changing the use of property donated for public use, standards for suing accountants for bad financial reports when the nonprofit has gone bankrupt, and whatever else may be hot at the moment.

7. Risk Analysis for the Nonprofit – Examining Liability Exposure, Indemnification and Insurance Coverage
Ms. White

Nonprofits in providing services and raising funds have extensive liability exposures, ranging from the mundane to severe. Explore how to identify and analyze liability risks. Learn how to use indemnification agreements and insurance to aid in managing your liability risks

8. Community Foundations – Issues and Opportunites
Ms. Black & Ms. Friday

Community Foundations can provide assistance and opportunities to smaller nonprofit organizations in the communities they serve. From grant funding, to technical assistance, to backroom management services. Learn about the valuable resources a Community Foundation can provide, as well as some of the particular legal issues and rules applicable to these unique nonprofit organizations.

1:15 – 2:15 pm
Concurrent Workshops (choose one)

9. Becoming a Charitable Organization – Completing and Filing IRS Form 1023
Mrs Cheshire & Mr. Fleming

Federal tax-exempt status can provide many benefits to charitable nonprofit organizations. To be eligible for such benefits, however, most nonprofit organizations are required to apply to the Internal Revenue Service, by filing IRS Form 1023, to obtain recognition that they qualify as tax-exempt charitable entities. This session will explain how to effectively complete and file IRS Form 1023 to obtain this favored status and address important upcoming changes in the application process. The presenters will share lessons learned and impart tips for streamlining the review process and responding to follow-up inquiries from IRS agents.

10. Commercial Co-Venturing
Mr. Emerson & Ms. SIkes

Commercial Co-Venturing: During both good and bad economic times a charity can often raise significant sums by partnering with a for-profit business that agrees to donate a portion of its product sales to the charity. The charity receives additional income to support its programs and the for-profit business increases its sales as consumers select its product over its competitors' because their purchases will benefit a charity. Because many states regulate these types of mutually beneficial relationships, it is crucial to know which states require registration of commercial co-venture agreements and what the various filing requirements are. In addition, it is important to determine whether income generated by these arrangements may constitute unrelated business income and necessitate the filing of a 990-T Return by the charity.

11. Lobbying Versus Advocacy – Understanding the Difference
Mr. Geiger & Ms. Mogan

Lobbying and advocacy are some of the best ways for nonprofit organizations to fulfill mission. It gives us the opportunity to work with policy makers to prevent people from falling through the cracks. Most nonprofits do not engage in lobbying and advocacy. They know there is something that they are not permitted to do (electioneering) and assume if they don't do anything they will not get into trouble. They are missing the boat big time. This workshop will dispel the myths and provide specific direction on how nonprofits have the responsibility to educate and influence lawmakers. This is a "Can't miss" workshop if you have been on the sidelines.

12. Compensation Reporting on the Form 990
Mr. Clouser, Mr. Gruber & Ms. Zateeny (moderator)

Reporting compensation for directors, trustees, officers, key employees, and the five highest paid employees and independent contractors is a challenge. What compensation must be reported and how? Who is an officer? Who is a key employee? What is reportable with respect to payments to former directors or officers? Does an organization have to report on a fiscal year or calendar year basis or both? What are the reporting rules for compensation paid by organizations other than the reporting organization? When is Schedule J required? What is the significance of fringe benefits reported on Schedule J, such as first class travel or companion travel expenses? Who reads this information and should my organization care? Learn how to complete Part VII of the core Form 990 and Schedule J.

2:30 – 3:30 pm
Concurrent Workshops (choose one)

13. Insights from the Attorney General – Regulation Triggers for Pennsylvania Nonprofits and the Power of the AG
Mr. Barth & Mr. Pacella

Overview of the Attorney General's role regarding nonprofit charities, followed by practical insights into when the AG is likely to take an interest in an organization's activity.

14. Top Ten Checklist for Small All-Volunteer Nonprofits
Mr. Kramer & Ms. Schlossberg

The program will present a Top Ten checklist of issues for effectively managing a small all-volunteer nonprofit organization such as a parent-school group, kids sports league, or environmental advocacy group. The discussion will include understanding the legal structure of the organization, implementing reasonable financial controls, understanding board responsibilities, avoiding potential personal liabilities, getting the right insurance, handling contributions, and fulfilling governmental reporting requirements.

15. Best Practices in Managing Reductions in Force
Mr. Crawford & Ms. Kramer

A reduction in force (RIF) has the potential to strengthen or weaken an organization, so the use of best practices is extremely important. First, we will discuss when RIFs are likely to help an organization and when they are not. Second, we will address the many legal issues that must be considered in any job elimination, as well as in RIF's. Third, we will discuss how to see if a RIF has a disparate impact on groups of employees defined by age, gender, race, ethnicity, or disability. Finally, we will explain how to execute the RIF carefully, thereby avoiding pitfalls.

16. Financing Options to Meet the Capital and Cash Flow Needs of a Nonprofit
Ms. Archbold, Ms. Hannan & Ms. Solomon

Nonprofit organizations use a range of financing options to solve their cash flow and capital needs when they start-up, as they grow, and when they acquire and improve their facilities. Laura Solomon, Esq. will moderate this practical discussion about financing options for nonprofits and will be joined by Cassandra Archbold, Associate Director of the Nonprofit Finance Fund, and Irene Hannan, Senior Vice President of Citizens Bank. The session will cover a wide array of options available to nonprofits, from traditional bank financing like lines of credit and working capital loans, to pooled bond financing and tax-exempt bank qualified bonds.

3:40 – 4:40 pm

17. Keeping Fundraising Activities Accountable and Legal
Ms. McCurdy & Ms. Mogan

One of the prevalent areas where abuse occurs in the charitable nonprofit sector is fundraising. In this program, the Pennsylvania Association of Nonprofit Organizations and the Bureau of Charitable Organizations will provide guidelines and updates on how to promote an ethical fundraising culture and ensure attention to legal requirements for fundraising both in Pennsylvania and in other states. This program will cover policies and procedures that organizations should have in place and regulations that must be followed.

ETHICS

18. When Confidentiality Conflicts with a Duty to Report Wrongdoing by a Client – Which Obligation Prevails
Mr. Auth, Ms. Ingersoll & Ms. Rosenberg

What are the responsibilities of counsel to an organization when a board member or employee engages in self-dealing, misappropriation, or diversion of resources from organization's mission? The panel will discuss reporting requirements and will analyze the conflict provisions of the Rules of Professional Conduct, including when an attorney may have the duty to report misconduct to the organization's board, Attorney General or IRS."