**August 27, 2015: Email from Dan Hershey at Hurwit LLC**

Dan requested a meeting with the transitional board (after 2015 conference is held) to discuss incorporation and important related matters such as maintaining tax-exempt status, annual state and federal filing requirements and other compliance procedures, record-keeping and document retention, required disclosures, board procedures, banking, conflicts of interest, intellectual property and contracts, and any other questions or concerns you may have about ICPAN now that you have received your federal tax-exempt status. Action item: Joni to organize date for meeting with board and Dan.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| |  | | --- | | **Daniel Hershey** | | **Oct 12, 2015**  **https://mail.google.com/mail/u/0/images/cleardot.gif** |  | **https://mail.google.com/mail/u/0/images/cleardot.gif**  **https://mail.google.com/mail/u/0/images/cleardot.gif** |
| |  | | --- | | to Joni, Jeffrey, board\_chair, Pat, Laura, Megan, Susan, Ann, (Angie added on 10/14/15)  https://mail.google.com/mail/u/0/images/cleardot.gif | | | |

Dear Joni,

Thank you for this information.  Accordingly, please find below the various numbers to dial depending upon the country in which the participant is located.  Please circulate this to your team and let me know if you have any questions.  As you know the call is scheduled for 4pm Eastern on the 20th of this month.

|  |  |  |
| --- | --- | --- |
| **Country** | **Conference Call #** | **Access Code** |
|  |  |  |
| Australia | [+61 (0) 3 8672 0100](tel:%2B61%20%280%29%203%208672%200100) | 457874# |
| Canada | [(605) 781-0006](tel:%28605%29%20781-0006) | 457874# |
| Ireland | [+353 (0) 90 646 4160](tel:%2B353%20%280%29%2090%20646%204160) | 457874# |
| United Kingdom | [+44 (0) 330 606 0520](tel:%2B44%20%280%29%20330%20606%200520) | 457874# |
| United States | [(641) 715-3836](tel:%28641%29%20715-3836) | 457874# |
|  |  |  |

Sincerely,

Dan

**Daniel A. Hershey**

HURWIT & ASSOCIATES

*Legal Counsel for Philanthropy and the Nonprofit Sector*

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**October 20, 2015 conference call held from 1600 – 1650**

**Summary Points of Call with Attorney Jeff Hurwit (JH)**

* JH was pleased to report that ICPAN received an IRS determination letter in record time, just 10 days after submission. The IRS approved the application for exemption and recognized ICPAN as an IRC Sec. 501(c)(3) tax-exempt organization, with public charity status, effective August 10, 2015, the date of incorporation of the organization.
  + A copy of the determination letter should be maintained in permanent corporate records for ICPAN (JH will also keep copy on file in office).
  + Responsibility to Donors
    - Third party donors/entities will ask for a copy of IRS letter
    - Donors with US source income may receive a tax deduction under ICPAN tax status
    - Send acknowledgement with date on which funds were received

**Action Items**:

* + Permanent corporate records to be compiled/maintained in perpetuity by **ICPAN Secretary**.
    - Items recorded/mainatained to include
      * Letter of Incorporation
      * Bylaws
      * IRS Determination Letter
      * All minutes of meetings from Board, GAC and BGM
      * Tax filings
  + **ICPAN Treasurer** to develop an acknowledgement/receipt form for use with donations; send a receipt for the income accepted
* Please review publication referred to in IRS letter (Publication 4221-PC): <http://www.irs.gov/pub/irs-pdf/p4221pc.pdf>.  JH recommends to print out and/or save an electronic copy for your reference.

**Action Item**: **ALL**

* As a Delaware-based corporation, ICPAN will have ongoing annual filing requirements which can be found on Hurwit’s website: <http://www.hurwitassociates.com/l_s_annual_de.php>.
  + Hurwit will automatically send an email reminder to Chair and Treasurer regarding filing obligations when coming due; can coordinate with ICPAN for filing assistance.
    - March 1st annual filing due to Delaware Secretary of State
    - May 15th annual IRS filing deadline (use 990 EZ short form for income <$15K)
      * *ICPAN fiscal year Jan 1 – December 31*

**Action Items**:

* Annual filing compliance activity to be monitored by **ICPAN Treasurer** (contact Hurwit several weeks in advance if filing assistance is desired)
* Dan Hershey (Hurwit) will inform ICPAN about form needed for 2015 filing
* GAC will evolve over next 2 years: have ability to adjust Bylaws to reflect transition to new governance status
* Liability

LV asked several related questions for clarification on what type of liability coverage is needed and a volunteer code of conduct. JH stated director and officer liability insurance is appropriate as conference venue/host site should retain coverage as part of conference logistics.

**Action Items**:

* + **LV** will continue searching for coverage options
    - JH suggested asking broker exactly what is / is not covered in policy quote
  + **ALL :** JH advised to think about top 5 code of conduct scenarios envisioned by Board:
    - Develop a “directors are immune from rogue actions by volunteers” type of disclaimer to share with volunteers at time of volunteer involvement with signed (copy kept on file)
    - Develop volunteer policy to guide accountability in actions and deter untoward behavior
* **I**ntellectual property discussion

When ICPAN generated products begin to develop, can consult Hurwit for advice as needed.

Place a © symbol on any ICPAN work disseminated to public.

Re: website, JH advised to add a statement “Donations to this organization are tax deductible”

* Brief Bylaws discussion (clarification question from MB)

Nothing legally compelled regarding development of job descriptions – to be framed from Bylaws language. Operational policies outline roles, responsibilities, and expectations for respective positions and should reflect guidance for current ICPAN sponsored activities.