

# WILENTZ

—ATTORNEYS AT LAW—

WILENTZ, GOLDMAN & SPITZER, P.A.

## Not-for-Profit

Results achieved in prior matters are not meant to be a guarantee of success as the facts and legal circumstances vary from matter to matter.

At Wilentz, Goldman & Spitzer, P.A., we represent tax exempt organization of all types, including charitable organizations, private foundations, trade associations, and public entities (including municipalities and public authorities) on all life cycle events, ranging from entity formation to establishing and maintaining tax exempt status and, if and when appropriate, dissolution, including proper distribution of charitable assets and termination of exempt status.

As part of the entity formation for exempt organizations, we draft Charters and ByLaws or Trust Instruments with necessary and appropriate provisions tailored to their needs, including any special provisions as to voting as may be appropriate and indemnification provisions. We support our non-profit clients in the analyses to achieve public charity status, including addressing the public support test and meeting the tests for the various types of supporting organizations.

We conduct compliance reviews for established non-profit organizations to verify status of the organization with the relevant State authorities and the IRS, and assess whether the entity is acting in accordance with its governing documents and the scope and purposes of its recognition of exemption.

We understand and appreciate the tax considerations which are the backdrop for everyday operations of non-profit organizations. Accordingly, we can counsel clients as to how to operate consistently within their exempt status, including identification and avoidance of private inurement and private benefit issues, how to proceed with advocacy efforts in the context of restrictions on lobbying and political activities, complying with State charities' registrations and fundraising regulations, and addressing charitable gaming licensure issues at the State and local levels. We are well-versed in review of transactions with disqualified persons including assessment of potential excess benefit transactions and advising Boards on following proper procedures to avail themselves of the rebuttable presumption under the intermediate sanctions regulations. We coordinate with accounting professionals in unrelated business income tax analyses and Form 990 completion and reporting issues.

We also recognize that non-profit organizations are businesses with employees, contracts, leases and various assets and intellectual properties to protect. We draw on the experience of attorneys in other practice areas as needed to provide our clients with an approach to the various and unique legal issues in each representation.

Many of our non-profit clients are regulated as exempt organizations, and are social services organizations or in health-related fields, so we work closely with the attorneys practicing in our health law and administrative law practice areas. For organizations seeking funding from foundation, corporate or governmental sources, we assist with grant submissions, negotiation of grant agreements and grant-recipient compliance matters, including ongoing reporting requirements. Lawyers of our Administrative Law & Government Agencies team may also be of assistance to our non-profit clients in addressing government contracting matters.

We assist with our non-profit clients in developing and implementing corporate governance best practices, including emphasis on Board training and education, policy development and implementation, strategic planning and mission statement development. We regularly attend Board meetings to counsel on general issues which may arise as well as parliamentary procedures and to supervise Board elections. We also attend or act as resources for advisory boards and Board committees.

Our practice also includes representation of private foundations, often in conjunction with the work for business owners by members of our corporate team, and planning matters handled by our Trusts & Estates lawyers. We form private foundations, in either corporate or trust structures, and work with founding trustees on mission statement development. We assist in grant making due diligence, philanthropic planning, development of funding agreements and establishment of endowments.

Brett R. Harris, Esq., shareholder with the firm who leads the Non-Profit practice group, serves on the Legal Working Group of The Center for Non-Profits, the only umbrella organization for all New Jersey 501(c)(3)s. Since 1982, the Center has provided advocacy, resources, training and information to strengthen non-profits and help them thrive.