Authority of the Board

State of NC

IRS

Corp Status

Secretary of State
Elaine F. Marshall

About

Divisions Programs Agency Information Online Services Form

Home > Business Registration > Search > Search Results

Search Results

BRD Search: Records Found: 2

Words: Starting With **Organization Name** North Carolina Tennis **Searc**

Key: Organization Name (SOSID)

Status • Organization Type

Search Again

North Carolina Tennis Association, Incorporated • 0105272
Current - Active • Non - Profit Corporation

North Carolina Tennis Foundation • 0105273
Current - Active • Non - Profit Corporation

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE

Guidestar – IRS Filings

Raleigh Tennis Association

RTA

Raleigh, NC | **EIN:** 20-2930399

(RTA) is a non-profit 501(c)3 organization established in 2004 and supported by volunteers within the Raleigh community. The RTA operates under the umbrella of the United States Tennis Association (*USTA*) and in conjunction with the North Carolina Tennis Association (NCTA). We also work with the Raleigh Tennis Foundation (RTF) in our mission which is: to promote the game of tennis in the city of Raleigh ... continually works with the *USTA*/NCTA , local tennis organizations and clubs, and the City of Raleigh Parks and Recreation's Tennis program, to respond to the needs of our tennis community. Our goals include the following: Provide a united front with the Raleigh Tennis Foundation as one voice for the growth and development of community wide tennis and have the backing of the *USTA* and NCTA. ...

GROSS RECEIPTS $479,696

ASSETS $506,685

Charlotte Tennis Association Inc

Charlotte, NC | **EIN:** 56-1803357

the Greater Charlotte area. The CTA organizes & promotes all aspects of play at area public and private tennis facilities. The CTA partners with Mecklenburg County Parks and Recreation to host four *USTA* sanctioned tournaments for beginning through highly ranked competitive players. Certain events draw players from the Southern Region and support economic impact in the community. The CTA collaborates ...

GROSS RECEIPTS $462,149

ASSETS $1,137,638

North Carolina Tennis Foundation Inc

Gold

Greensboro, NC | **EIN:** 56-6060900

nonprofit youth development organization that is part of the larger NJTL network. These chapters offer free or low-cost tennis and educational programming to under-resourced youth, supported by the *USTA* Foundation. They provide tennis instruction, academic enrichment, and life skills development. CONTRIBUTIONS, GRANTS, SCHOLARSHIPS, AWARDS AND ASSISTANCE TO JUNIOR TENNIS AID, HIGH SCHOOL/MIDDLE SCHOOL ...

GROSS RECEIPTS $459,899

ASSETS $1,747,483

Western Wake Tennis Association Inc

Cary, NC | **EIN:** 54-2072168

...organization for all *USTA*, WTT, local and JTT leagues as well as community tennis programming and events in western Wake County. Our mission is to promote the game and spirit of tennis in our area. We strive to grow tennis awareness in the communities we serve by facilitating adult, junior and special need leagues, programs and tournaments. The WWTA continually works with the *USTA*, local tennis organizations ...

GROSS RECEIPTS $368,736

ASSETS $695,464

USTA NORTH CAR

RCH CAE RobertCHarris,CAE

efile Public Visual Render | ObjectId: 202403319349301465 - Submission: 2024-11-26 | TIN: 56-1121513

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2023

Open to Public Inspection

A For the 2023 calendar year, or tax year beginning 01-01-2023 , and ending 12-31-2023

B Check if applicable:
- Address change
- Name change
- Initial return
- Final return/terminated
- ☑ Amended return
- Application pending

C Name of organization
NORTH CAROLINA TENNIS
ASSOCIATION INC

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) 2709 HENRY STREET | Room/suite

City or town, state or province, country, and ZIP or foreign postal code
GREENSBORO, NC 27405

D Employer identification number
56-1121513

E Telephone number
(336) 852-8577

G Gross receipts $ 3,799,779

F Name and address of principal officer:
KELLY GAINES
2709 HENRY STREET
GREENSBORO, NC 27405

H(a) Is this a group return for subordinates? ☐ Yes ☑ No
H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. See instructions.
H(c) Group exemption number

I Tax-exempt status: ☐ 501(c)(3) ☑ 501(c) (4) (insert no.) ☐ 4947(a)(1) or ☐ 527

J **Website:** NCTENNIS.COM

K Form of organization: ☑ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: 1974

M State of legal domicile: NC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
TO PROVIDE AND DEVELOP TENNIS THROUGHOUT NORTH CAROLINA BY WAY OF RECREATIONAL LEAGUES AND TOURNAMENTS. TO REACH OUT TO PEOPLE THAT MIGHT NOT ALREADY PLAY THROUGH COMMUNITY DEVELOPMENT PROGRAMS.

2 Check this box ☐

3	Number of voting members of the governing body (Part VI, line 1a)	3	35
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	35
5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5	13
6	Total number of volunteers (estimate if necessary)	6	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	

Prior Year | Current Year

(2) MARK DILLON
PRESIDENT
(3) KIM COSTON
FIRST VICE P
(4) LEANN NEASE BROW
VICE PRESIDE
(5) DEBBIE SOUTHERN
VICE PRESIDE
(6) JD WEBER
SECRETARY
(7) TERESA LINDSAY
TREASURER
(8) COOKIE GUARINI
IMMEDIATE PA
(9) KERMIT NIXON
AREA DIRECTO
(10) GAYLE HIGH
AREA DIRECTO
(11) SCOTT ALSTON
AREA DIRECTO
(12) ANNA MERCER-MC
AREA DIRECTO
(13) HOLLY HANEY
AT-LARGE DIR
(14) SCOTT HANDBACK
AREA DIRECTO
(15) SUSAN KNIGHT
AREA DIRECTO

USTA
NORTH CAROL

Activity	501(c)(3) Public Charity	501(c)(4)
Lobby for/against legislation	Limited	Unlimited
Support/oppose ballot measures	Limited	Unlimited

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE

	b	Net unrelated business taxable income from Form 990-T, Part I, line 11	**7b**	
			Prior Year	**Current Year**
Revenue	**8**	Contributions and grants (Part VIII, line 1h)	1,207,311	1,180,994
	9	Program service revenue (Part VIII, line 2g)	2,419,392	2,503,104
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,629	67,539
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,644,332	3,751,637
Expenses	**13**	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		0
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	737,697	864,075
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) 0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	2,245,978	2,750,057
	18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	2,983,675	3,614,132
	19	Revenue less expenses. Subtract line 18 from line 12	660,657	137,505
Net Assets or Fund Balances			**Beginning of Current Year**	**End of Year**
	20	Total assets (Part X, line 16)	3,626,065	3,844,770
	21	Total liabilities (Part X, line 26)		0
	22	Net assets or fund balances. Subtract line 21 from line 20	3,626,065	3,844,770

Part II **Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Signature of officer | 2024-11-26 Date

NORTH CAROLINA

RobertCHarris,CAE

Check if Schedule O contains a response or note to any line in this Part VI . . . .

Section A. Governing Body and Management

					Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	35			
b	Enter the number of voting members included in line 1a, above, who are independent	1b	35			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?			3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?			5		No
6	Did the organization have members or stockholders?			6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:					
a	The governing body?			8a	Yes	
b	Each committee with authority to act on behalf of the governing body?			8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the					

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE

			Yes	No
	organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe on Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe on Schedule O how this was done*	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14		No

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE

BOARD RESPONSIBILITIES©

Serving on the Board of Directors is a rewarding and important responsibility. This guide informs leaders of the unique aspects associated with governing a volunteer, membership organization.

BOARDS GOVERN STAFF MANAGE — Govern More - Manage Less!

Governance: Volunteer leaders are responsible for the direction of the organization. The board governs, develops policy and sets a course. The mission statement should frame all discussions. Purposes of a board of directors:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

Management: Staff are responsible for administration of the organization. Staff *partner* with the board to advance goals and strategies, while taking care of the daily administrative needs unique to nonprofit organizations.

Unique Terminology

Not-for-Profit refers to the legal corporate status of the organization. (It does not imply an exemption from paying or collecting *state sales tax*.) **Nonprofit** is the casual reference to Not-for-Profit

Exempt Organization is a reference to the IRS designation exempting the organization from paying most federal income tax (with exception of **UBIT** - **Unrelated Business Income Tax**.) The most common exempt designations:

IRS 501(c)(3) often refers to organizations with a religious, charitable, scientific or educational purpose.

IRS 501(c)(6) refers to trade associations, business leagues and professional societies.

Board Responsibilities

1. Determine and advance the organization's mission and purposes.
2. Select the chief paid executive *(not staff)* as well as CPA and attorney.
3. Support the chief executive and assess performance in the organization (i.e. budget, goal achievements, etc.)
4. Conduct organizational planning.
5. Ensure adequate resources (funds, time, volunteers, staff, etc.)
6. Resource and financial oversight.
7. Determine, monitor and enhance programs and services.
8. Promote the organization.
9. Ensure legal and ethical integrity and maintain accountability.
10. Develop future leaders.

(Adapted from Ten Responsibilities of Nonprofit Boards www.BoardSource.org.)

Good Governance

Scrutiny has increased on nonprofits from media, government and members. More recently the IRS has focused on organization governance and policies. Boards are expected to be accountable, independent and transparent.

Policy questions in IRS Form 990 include:

- Audit and Audit Committee
- Whistleblower
- Compensation
- Document Destruction
- Conflict of Interest
- Public Records
- Board and Committee Minutes

Insurance and Volunteer Immunity

State and federal governments afford certain protection to volunteer leaders. While the volunteer may have some protection, the organization is still open to legal suits. Insurance coverages add further protection

Directors and Officers (D&O) Liability may cover legal defense for employment, copyright, and antitrust claims, for instance.

General Liability insurance covers property damages and injuries relating to the organization.

Fidelity Bond covers losses resulting from fraudulent or dishonest acts committed by an employee.

Meeting Cancellation covers the loss of revenue due to a cancellation, curtailment, postponement because of weather, strikes, etc.

(Contact legal and insurance counselors for assistance.)

Legal Principles

Duty of Care requires leaders to use reasonable care and good judgement in making their decisions on behalf of the interests of the organization.

Duty of Loyalty requires leaders to be faithful to the organization, avoiding conflicts of interest.

Duty of Obedience requires leaders to comply with governing documents (i.e. bylaws, articles of incorporation, policies, etc.)

Board Tools

Documents available to leaders, often in a ***Leadership Manual*** or board portal.

- Statement of Purpose (Mission)
- Articles of Incorporation
- Bylaws
- Policy Manual
- Strategic Plan
- Financial Statement - Budget
- Meeting Minutes
- Organizational Charts
- IRS Form 990

Treat board discussions and documents with *confidentiality*.

Rules of Order

Quorum is the minimum number of directors required to conduct business.

Agenda ensures that important business is covered and discussions are on topic.

Motions are proposals for action, beginning with, "I move we......"

A **Second** is required for the motion to be discussed.

Amendments may be made to most motions if they improve the intent or clarify the original motion.

Tabling lays the motion aside.

Calling the Question refers to ending the discussion and voting on the motion.

Voting is the official action after discussion to adopt, amend, kill or table the motion.

Minutes protect the organization by recording the time and location of the meeting, participants, and the outcome of the motions. They are not a place to record conversations, assignments, reports, etc. Audio and video recordings are discouraged.

Recommended: *"ABC's of Parliamentary Procedure" www.channing-bete.com*

Committees

Committees supplement board and staff work. Organizations are streamlining or eliminating all but essential committees; aligning them with goals in the strategic plan. Short assignments are preferred.

Standing - identified in the bylaws, appointed annually, on-going committee work.

Ad Hoc - formed for specific or immediate needs and disbanded upon completion of work (a.k.a. **Task Force**)

Quick Action Team – very short term, precise call for volunteers.

Micro-Tasks – opportunities to engage members on brief projects.

Environmental Influences

Directors should be aware of member and environmental concerns and influences, for example:

- Regulatory Threats
- Economy, Employment
- Relevance, ROI
- Technology Advancements
- Generational Diversity
- Governance Adaptability, Structure

MISSION DRIVEN MEMBER FOCUSED

Guiding Principles

Organizational values develop over time that guide the board, for example:

- Transparency
- Accountability
- Respect, Diversity
- Innovation
- Member Focused
- Integrity
- Outcome Driven

Strategic Planning

A strategic plan focuses the board on mission and goals for 3 to 5 years. It serves as a roadmap.

Board members should be able to think beyond their term of office.

Environmental Scan – Review of external and internal influences on organization, as well as strengths, weaknesses, opportunities and threats *(SWOT)*.

Mission – Purpose for existence; concisely stated.

Vision – Inspiring statement of image of success.

Values – Guiding principles of board and staff.

Goals – The priorities to advance the mission. Usually 3 to 7 goals so as not to deplete resources.

Strategies – Fresh and continued approaches to achieve the mission and goals.

Tactics/Performance Measures – Delegation, deadlines, accountability and metrics.

Business Plan – Break down the strategic plan into a one year action plan.

Plan Champion – A director assigned to monitor and report on plan progress.

Risk Management

Be aware of potential risks and ways to reduce or avoid.

Public Records requests for the organization's annual federal tax return (Form 990) must be made available for the last three years. Significant fines occur for noncompliance.

Antitrust Violations occur when two or more persons from the same industry or profession discuss suppliers, processes, prices or operations. Remove yourself from any conversation that would change how business is conducted because of an agreement among competitors.

Apparent Authority arises when a board chair, though *not* granting actual authority, permits directors, committees or chapters to behave as if they have authority. Authority rests with the chief elected officer and may not be usurped.

Financial Audits by an independent financial expert to assets; appoint an audit committee to oversee and report on the process.

Conflicts of Interest disclosed at the start of the term and throughout the year.

Bob Harris, CAE 6-16 © RCH

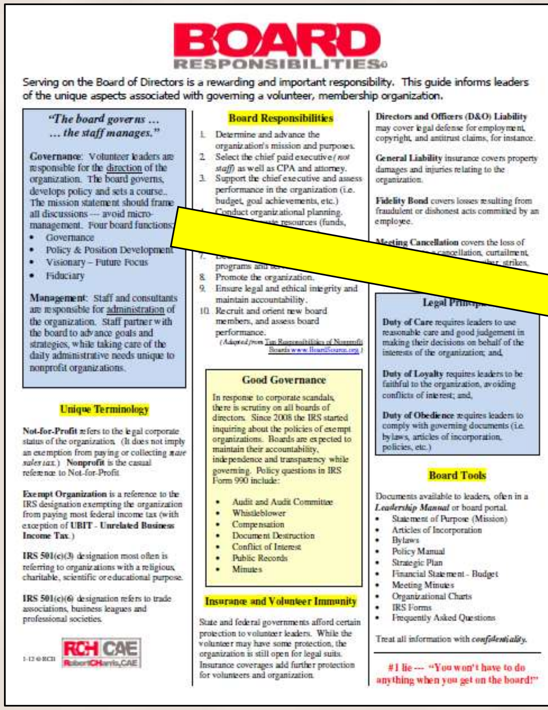
Protections of the Board

1. D & O Liability Insurance
2. Volunteer Immunity
3. Incorporated
4. <u>Indemnification</u>

59. *Indemnification of National Committee Members.* The USTA shall indemnify the members of its national committees to the same extent as officers of the USTA may be indemnified pursuant to the Constitution of the USTA and the laws of the state of New York.

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE



BOARD RESPONSIBILITIES©

Serving on the Board of Directors is a rewarding and important responsibility. This guide informs leaders of the unique aspects associated with governing a volunteer, membership organization.

"The board governs …
… the staff manages."

Governance: Volunteer leaders are responsible for the direction of the organization. The board governs, develops policy and sets a course.. The mission statement should frame all discussions — avoid micro-management. Four board functions:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

Management: Staff and consultants are responsible for administration of the organization. Staff partner with the board to advance goals and strategies, while taking care of the daily administrative needs unique to nonprofit organizations.

Unique Terminology

Not-for-Profit refers to the legal corporate status of the organization. (It does not imply an exemption from paying or collecting *state sales tax*.) **Nonprofit** is the casual reference to Not-for-Profit.

Exempt Organization is a reference to the IRS designation exempting the organization from paying most federal income tax (with exception of **UBIT - Unrelated Business Income Tax**.)

IRS 501(c)(3) designation most often is referring to organizations with a religious, charitable, scientific or educational purpose.

IRS 501(c)(6) designation refers to trade associations, business leagues and professional societies.

1-12 © RCH

RCH CAE
RobertCHarris,CAE

Board Responsibilities

1. Determine and advance the organization's mission and purposes.
2. Select the chief paid executive *(not staff)* as well as CPA and attorney.
3. Support the chief executive and assess performance in the organization (i.e. budget, goal achievements, etc.)
4. Conduct organizational planning.
7. programs and
8. Promote the organization.
9. Ensure legal and ethical integrity and maintain accountability.
10. Recruit and orient new board members, and assess board performance.

(Adapted from Ten Responsibilities of Nonprofit Boards www.BoardSource.org*)*

Good Governance

In response to corporate scandals, there is scrutiny on all boards of directors. Since 2008 the IRS started inquiring about the policies of exempt organizations. Boards are expected to maintain their accountability, independence and transparency while governing. Policy questions in IRS Form 990 include:

- Audit and Audit Committee
- Whistleblower
- Compensation
- Document Destruction
- Conflict of Interest
- Public Records
- Minutes

Insurance and Volunteer Immunity

State and federal governments afford certain protection to volunteer leaders. While the volunteer may have some protection, the organization is still open for legal suits. Insurance coverages add further protection for volunteers and organization.

Directors and Officers (D&O) Liability may cover legal defense for employment, copyright, and antitrust claims, for instance.

General Liability insurance covers property damages and injuries relating to the organization.

Fidelity Bond covers losses resulting from fraudulent or dishonest acts commited by an employee.

Meeting Cancellation covers the loss of … cancellation, curtailment, … strikes,

Legal Princip…

Duty of Care requires leaders to use reasonable care and good judgement in making their decisions on behalf of the interests of the organization; and,

Duty of Loyalty requires leaders to be faithful to the organization, avoiding conflicts of interest; and,

Duty of Obedience requires leaders to comply with governing documents (i.e. bylaws, articles of incorporation, policies, etc.)

Board Tools

Documents available to leaders, often in a *Leadership Manual* or board portal.

- Statement of Purpose (Mission)
- Articles of Incorporation
- Bylaws
- Policy Manual
- Strategic Plan
- Financial Statement - Budget
- Meeting Minutes
- Organizational Charts
- IRS Forms
- Frequently Asked Questions

Treat all information with ***confidentiality***.

#1 lie --- "You won't have to do anything when you get on the board!"

BOARDS GOVERN STAFF MANAGE

Govern More - Manage Less!

Governance: Volunteer leaders are responsible for the direction of the organization. The board governs, develops policy and sets a course. The mission statement should frame all discussions. Purposes of a board of directors:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

Management: Staff are responsible for administration of the organization. Staff *partner* with the board to advance goals and strategies, while taking care of the daily administrative needs unique to nonprofit organizations.

USTA NORTH CAROLINA

RCH CAE
RobertCHarris,CAE

Fiduciary and a Trustee

FIDUCIARY DUTIES

Directors serve a fiduciaries on behalf of the membership. These are guided by legal principles:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

SCAN ME

USTA

NORTH CAROLIN

BOARD RESPONSIBILITIES©

Serving on the Board of Directors is a rewarding and important responsibility. This guide informs leaders of the unique aspects associated with governing a volunteer, membership organization.

"The board governs …
… the staff manages."

Governance: Volunteer leaders are responsible for the direction of the organization. The board governs, develops policy and sets a course.. The mission statement should frame all discussions — avoid micro-management. Four board functions:

- Governance
- Policy & Position Development
- Visionary – Future Focus
- Fiduciary

Management: Staff and consultants are responsible for administration of the organization. Staff partner with the board to advance goals and strategies, while taking care of the daily administrative needs unique to nonprofit organizations.

Unique Terminology

Not-for-Profit refers to the legal corporate status of the organization. (It does not imply an exemption from paying or collecting *state sales tax*.) **Nonprofit** is the casual reference to Not-for-Profit.

Exempt Organization is a reference to the IRS designation exempting the organization from paying most federal income tax (with exception of **UBIT - Unrelated Business Income Tax**.)

IRS 501(c)(3) designation most often is referring to organizations with a religious, charitable, scientific or educational purpose.

IRS 501(c)(6) designation refers to trade associations, business leagues and professional societies.

Board Responsibilities

1. Determine and advance the organization's mission and purposes.
2. Select the chief paid executive (*not staff*) as well as CPA and attorney.
3. Support the chief executive and assess performance in the organization (i.e. budget, goal achievements, etc.)
4. Conduct organizational planning.
5. Ensure adequate resources (funds, time, volunteers, staff, etc.)
6. Resource and financial oversight.
7. Determine, monitor and enhance programs and services.
8. Promote the organization.
9. Ensure legal and ethical integrity and maintain accountability.
10. Recruit and orient new board members, and assess board performance.

(Adapted from Ten Responsibilities of Nonprofit Boards www.BoardSource.org.)

Good Governance

In response to corporate scandals, there is scrutiny on all boards of directors. Since 2008 the IRS started inquiring about the policies of exempt organizations. Boards are expected to maintain their accountability, independence and transparency while governing. Policy questions in IRS Form 990 include:

- Audit and Audit Committee
- Whistleblower
- Compensation
- Document Destruction
- Conflict of Interest
- Public Records
- Minutes

Insurance and Volunteer Immunity

State and federal governments afford certain protection to volunteer leaders. While the volunteer may have some protection, the organization is still open for legal suits. Insurance coverages add further protection for volunteers and organization.

Directors and Officers (D&O) Liability may cover legal defense for employment, copyright, and antitrust claims, for instance.

General Liability insurance covers property damages and injuries relating to the organization.

Fidelity Bond covers losses resulting from fraudulent or dishonest acts committed by an employee.

Meeting Cancellation covers the loss of revenue due to a cancellation, curtailment, postponement because of weather, strikes, etc.

Legal Principles

Duty of Care requires leaders to use reasonable care and good judgement in making their decisions on behalf of the interests of the organization; and,

Duty of Loyalty requires leaders to be faithful to the organization, avoiding conflicts of interest; and,

Duty of Obedience requires leaders to comply with governing documents (i.e. bylaws, articles of incorporation, policies, etc.)

- Articles of Incorporation
- Bylaws
- Policy Manual
- Strategic Plan
- Financial Statement - Budget
- Meeting Minutes
- Organizational Charts
- IRS Forms
- Frequently Asked Questions

Treat all information with ***confidentiality***.

#1 lie --- "You won't have to do anything when you get on the board!"

Good Governance

Scrutiny has increased on nonprofits from media, government and members. More recently the IRS has focused on organization governance and policies. Boards are expected to be accountable, independent and transparent.

Policy questions in IRS Form 990 include:

- Audit and Audit Committee
- Whistleblower
- Compensation
- Document Destruction
- Conflict of Interest
- Public Records
- Board and Committee Minutes

Be Aware

- Copyright Violation
- Discrimination – Harassment
- Embezzlement
- Price Fixing
- Apparent Authority
- Conflicts of Interest – Confidentiality
- Photo Notices and Social Media

Antitrust & Competition | Nonprofit Organizations

March 16, 2009

FTC to Associations: Lack of Antitrust Compliance Can Facilitate Coordination and Violate the FTC Act

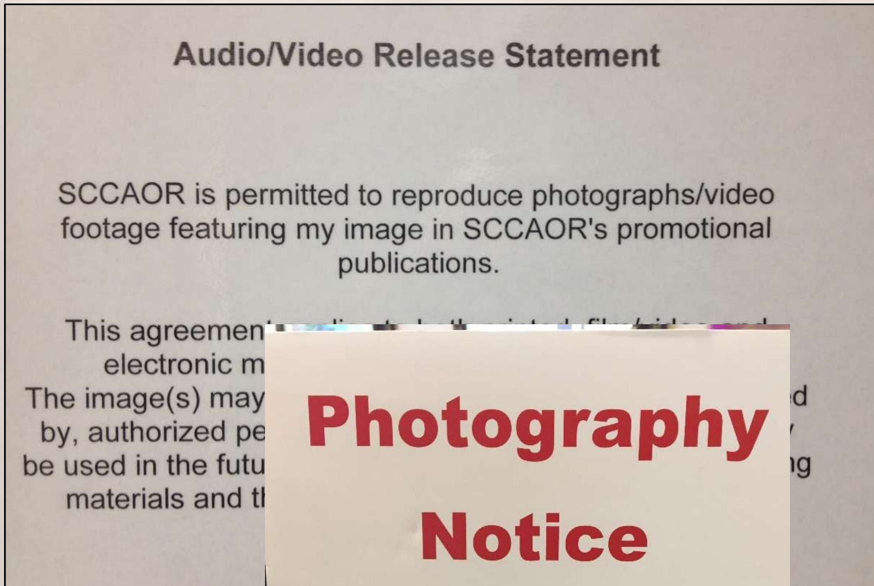
by Richard Liebeskind, Jerald A. Jacobs, Jefferson C. Glassie, Alvin Dunn and Cynthia Robertson

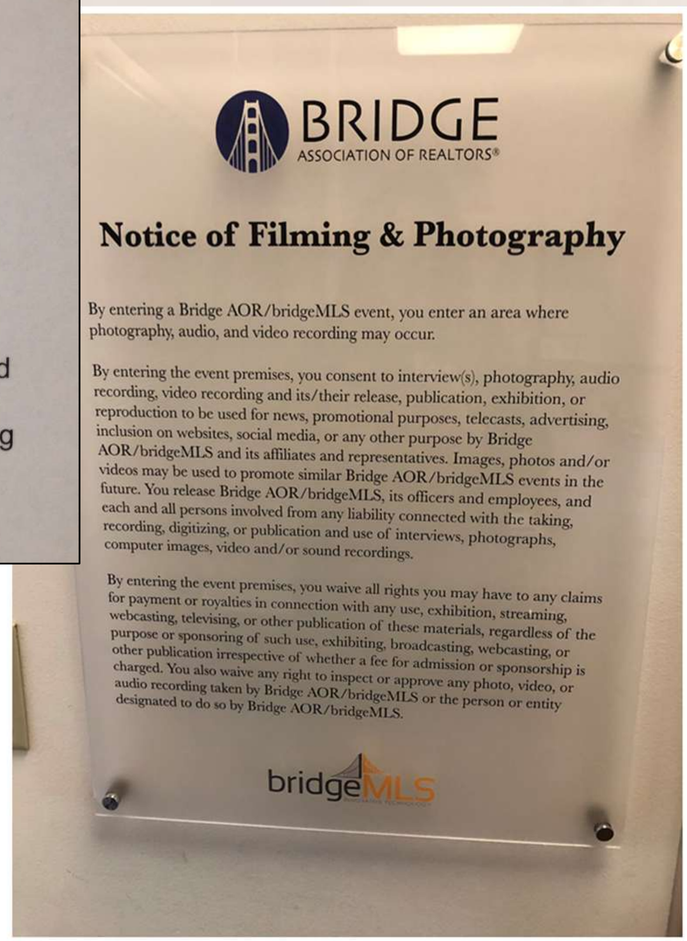
In a recent enforcement action, the Federal Trade Commission has made clear that it expects trade associations to adopt antitrust compliance measures to prevent discussions among competitors that would facilitate coordination on prices or competition. ***Failure to adopt customary antitrust compliance measures****, coupled with discussions of pricing policies, might constitute an "unfair method of competition" in violation of the FTC Act.*

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE

Photo Notice





USTA NORTH CAROLI

RCH CAE
RobertCHarris,CAE

Meeting Sign-In Sheet

Meeting Date________________________ Location ________________________

ATTENDEES SIGNATURES REQUIRED

ANTITRUST AVOIDANCE

Meeting attendees are reminded that state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting. These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

CONFLICTS OF INTEREST

There is a fiduciary duty to disclose any conflict or potential conflict of interest at the meeting. Should a conflict arise, please inform the chief elected officer.

CONFIDENTIALITY

Meeting discussions and handouts are for the purpose of discussion and deliberation. Please respect confidentiality after the meeting and recognize that the chief elected officer is the spokesperson for the board unless otherwise specifically indicated.

MISSION STATEMENT

The mission of the organization is to advance and protect…..*[insert your mission statement.]*

Meeting Sign In

SCAN ME

Annual **Board Orientation**

- Entire Board; include Committees.
- 1 -2 hours
- Conflicts, Confidentiality, Antitrust
- Board Meeting Expectations
- Transfer of Governing Documents
- Noted in the Minutes
- Who Does What…..

USTA NORTH CAROLINA

RCH CAE RobertCHarris,CAE

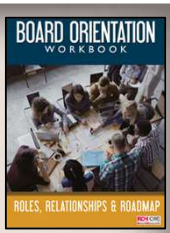
SCAN ME

Commitment Form

1. Read and uphold the **governing documents**.

2. Work to advance the **mission**; serve the **members**.
3. Respect **confidentiality** of discussions and documents.

4. Disclose **conflicts** of interest.
5. Avoid **antitrust** violations.
6. *Support **decisions** of the board.*



USTA
NORTH CAROLINA

RCH CAE
RobertCHarris,CAE

Volunteer Commitment to Serve

SCAN ME

Consent to Serve

(Board or Committee Commitment)

I have been nominated, asked, or expressed an interest in serving in a bo committee role in the organization. Should I be elected or appointed, I w responsibly and prudently, and I consent to the following:

❑ RESPONSIBILITIES
I understand the roles and responsibility of this position and have thoroughly reviewed the position description and have asked or will ask any questions I have regarding the post.

❑ ORIENTATION
I understand that I will be provided with orientation materials which includes general information about nonprofit service, current policies, background on the organization, recent activities, and other information relevant to my duties and I commit to reading this information prior to my first meeting.

❑ ACCOUNTABILITY
I understand that I may or will have legal, fiscal, and ethical[1] responsibility for the well-being of the organization. As such, I accept it as my responsibility to:

- Be familiar with and protect organizational resources, funds, and intellectual property.
- Understand the applica policies and programs oversee or support the implementation.
- Be responsible for ma decisions on organizat issues and matters, by an active participant at meetings.
- Respect the organizati values and recognize t official channels of communication.
- Stay current on the pro of the organization and environment in which i operates.
- Excuse myself from discussions, decisions votes where I may hav conflict of interest.
- Adhere to state and fe laws, as well as the organization's governi documents.

❑ ATTENDANCE
I understand attendance at m in person or by technology, is considered mandatory, recog that occasional absences ma

[1] Conducting myself with integrity and excellence.

excused. I will do everything possible to be present at duly called meetings. I understand absence as defined in the bylaws or policies may be cause for dismissal.

❑ COOPERATION
I understand that I will work in good faith with my fellow volunteers and professional staff in a constructive, collegial manner toward the achievement of the organization's goals.

❑ PREPARATION
I understand effective meetings and tasks require that I prepare by reading and asking questions.

❑ FIDUCIARY
I understand that I have fiduciary duties, including the principles of organizational loyalty, care, and obedience.

❑ DISMISSAL
I understand that if I fail to fulfill these commitments to the organization, the chief elected officer, chief staff officer, or the executive committee may call upon me to discuss my responsibilities. Should there be a time where I am no longer able to fulfill my obligations to the organization, it will be my responsibility to resign my position.

THEREFORE.
As a volunteer, I understand that the organization has a responsibility to me in the following ways:

1. I will be provided with information updates about policies, resources, and finances at meetings.
2. Opportunities will be provided for me to discuss with officers and/or staff the organization's programs, goals, activities, and status.
3. I can expect transparency and responsiveness so that I can fulfill my fiscal, legal, and ethical responsibilities to the organization.
4. I will work as a team in good faith towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I may call upon chief elected officer or executive director to discuss the organization's responsibilities.
6. My liabilities may be reduced through insurance, incorporation, volunteer immunity, and/or indemnification so long as I am prudent and follow governing and legal parameters.

Print Name **Signature** **Date**

USTA NORTH CAROLINA

Internal Lines of Communication

Board Performance

SCAN ME

BOARD EVALUATION

Board evaluation is an approach to improving *governance* --- with the intent to maintain a high performing board. The chief elected officer (not staff) leads the process. Input will be treated with confidence.

Indicate your understanding of and offer recommendations for these governance aspects.	Very Comfortable	Somewhat Comfortable	Somewhat Uncomfortable	Very Uncomfort-able	Not Sure N/A
Mission and Strategic Direction					
1. Board efforts advance the mission, vision, values and goals.					
2. The strategic plan portrays an image of the organization in 3, 5 or 10 years.					
3. Meetings and agendas are organized to achieve the mission and goals (and avoid operating matters.)					
Comments:					
Governing Documents					
4. Board understands and upholds all governing documents.					
5. Policies are adopted and followed to guide current and future leaders.					
Comments:					
Leadership, Succession and Transparency[1]					
6. Board selection process is transparent and ensures leadership succession.					
7. Board orientation and self-assessment is sufficient.					
8. New ideas and people are respected.					
Comments:					
Budgeting, Finances and Infrastructure					
9. Board adopts annual budget and is engaged in monitoring finances.					
10. Reserves/savings and investment strategies are					

U NO

CAE Harris,CAE

Monitor Accountability

Indio Chamber of Commerce Nominating Committee
Annual Board of Directors Evaluation

Please fill in the following values into the Chart Accordingly:
1-Poor | 2-Fair | 3-Good | 4-Very Good | 5-Exellent

CATEGORIES	Bonner, Joshua	Brakebill, Andy	Cailaway, Helen	Chalmers, Rodney	Curry, Dr. Frank	Dibley, Jim	Madick, Ray	Schneider, Bob	Schneider, Jason	Sanchez, Steve	Swarthout, Patrick	Thompson, Thaddeus	Tremblay, Jill	Ward, Valerie	Notes
Board Meeting Attendance															
Board Meeting Participation/Interaction															
Committee Involvement															
Event Attendance															
Event Volunteerism															
Communication with President/CEO & Fellow Board of Directors															
Time/Talent/Treasures															
Recruitment of Members															
Promoting Chamber Continuously															
Chairman of a Committee															
Social Media (F) friendly															
Total Points															
Average Score															

Comments:

Scorecard - Board of Directors

(As of October 28,)

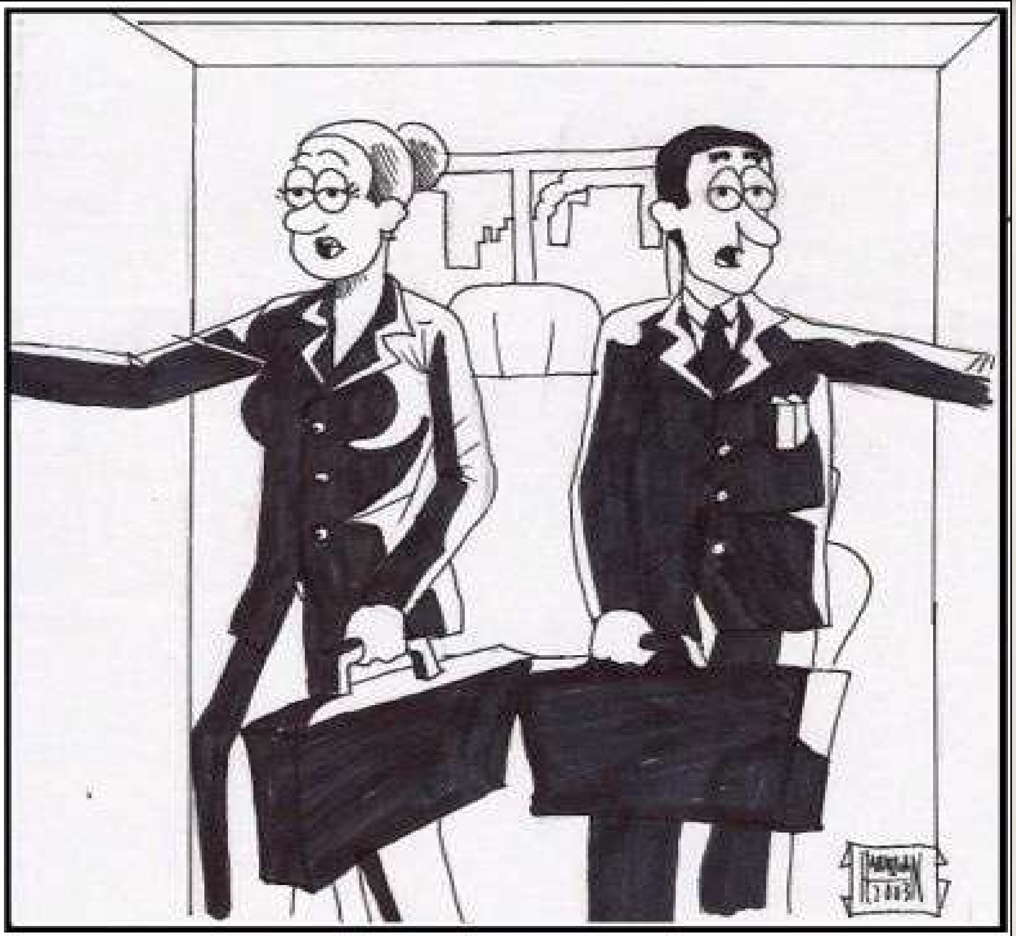
First Name	Last Name	PAC Contribution	Advocacy Fund Contribution	Stars of the Industry	Committee Engagement	Charitable Initiative	Foundation Contributor	Recruited Members	Qtrly Board Meeting Attendance: Annual Meeting	Monday, February	Wednesday, June	Monday, October
		✔		✔		✔	✔		✔	✔	✔	✔
		✔	✔	✔		✔	✔		✔	✔	✔	✔
		✔		✔	✔	✔	✔		✔	✔	✔	✔
			✔								✔	✔
		✔				✔			✔	✔	✔	✔
		✔		✔	✔	✔	✔		✔	✔	✔	✔
		✔	✔	✔	✔				✔	✔	✔	✔

		Tulsa	OKC	tba	Washington DC	Conf Call	OKC	OHLA	AHLA
as of 1/18/17	First	1/17 River Spirit	2/8/17	tba	5/15/17		9/19/17 Skirvin	STATE PAC	HOTELPAC
Board of Directors	Elected	Annual/BOD Mtg	OHLA Day on Capitol Hill	Board Mtg	AH&LA LAS	Board CCall	Board Mtg	CONTRIBUTOR	CONTRIBUTOR
Amsler, Rex	2007								
Blakley, Kathy	2007								
Brady, Julie	2006								
Browell, Chris	2014								
Beutler, Amber	2017								

NORTH CAROLINA

RobertCHarris,CAE

Come Prepared



"I didn't say anything during the meeting, but I don't agree with the rest of the Board on this issue."

Know WHO is Responsible *Elected Officer, Board, Staff, Committee?* (OK to check more than one box.)	Chief Elected Officer	Exec. Director-Staff	Board of Directors	Committee
1. Read, adhere to and enforce bylaws.				
2. Approve an annual budget.				
3. Set the board meeting agenda.				
4. Financial awareness and oversight.				
5. Queston or enforce conflicts of interest.				
6. Inform a Director of excessive absences.				
7. Assess performance of the board.				
8. Assess performance of the executive director.				
9. Hire and evaluate staff (other than the executive director)				
10. Set and monitor performance measures, metrics, KPIs.				
11. Promote board accountability.				
12. Review IRS Form 990 annually.				
13. Establish policies.				
14. Establish organizational procedures.				
15. Post updates and respond to issues on social media.				
16. Be aware of evolving industry and member needs.				
17. Approve selection of an auditor/CPA/lawyer.				
18. Evaluate and promote the value of benefits and services.				

USTA
NORTH CAROLINA

SCAN ME

Who Does What?

Know WHO is Responsible *Elected Officer, Board, Staff, Committee?* (OK to check more than one box.)	Chief Elected Officer	Exec. Director-Staff	Board of Directors	Committee
1. Read, adhere to and enforce bylaws.	✓	✓	✓	
2. Approve an annual budget.			✓	✓
3. Set the board meeting agenda.	✓	✓		
4. Financial awareness and oversight.	✓	✓	✓	
5. Question or enforce conflicts of interest.	✓			
6. Inform a Director of excessive absences.	✓			
7. Assess performance of the board.	✓			
8. Assess performance of the executive director.	✓		✓	✓
9. Hire and evaluate staff (other than the executive director)		✓		
10. Set and monitor performance measures, metrics, KPIs.			✓	✓
11. Promote board accountability.	✓			
12. Review IRS Form 990 annually.		✓	✓	
13. Establish policies.			✓	
14. Establish organizational procedures.		✓		
15. Post updates and respond to issues on social media.		✓		
16. Be aware of evolving industry and member needs.			✓	
17. Approve selection of an auditor/CPA/lawyer.			✓	✓
18. Evaluate and promote the value of benefits and services.			✓	✓
19. Identify and train current and future leaders.	✓	✓	✓	✓
20. Create a strategic roadmap every few years.			✓	✓
21. Create a program-of-work to track quarterly initiatives.		✓		
22. Respond to queries from the news media.	✓	✓		
23. Create government advocacy positions.			✓	✓
24. Revise/update the mission statement.			✓	
25. Renew insurance coverages.		✓		
26. Budget for staff professional development.			✓	
27. Appoint committees and task forces.	✓		✓	
28. Purchase office supplies and equipment.		✓		
29. Avoid violating antitrust laws.	✓	✓	✓	✓

RCH 11/24

RCH CAE
RobertCHarris,CAE