

TAX-EXEMPT ORGANIZATIONS

Hodgson Russ has extensive experience working with tax-exempt and not-for-profit organizations of all types and sizes including colleges and universities, health care organizations, foundations, museums, religious institutions, social welfare organizations, trade associations and social clubs. We represent our nonprofit clients on issues that include tax exemption, private foundation issues, board operations, bylaws and certificates of incorporation, joint ventures, corporate structuring and governance, state agency approvals, legal agreements, fundraising and charitable giving issues, U.S. laws affecting foreign charities and cross border charitable activities.

Hodgson Russ has been awarded a prestigious “Best Law Firms” Metropolitan Tier 1 ranking by *Best Lawyers/U.S. News & World Report* in the Nonprofit/Charities Law category.

Our nonprofit law experience includes:

- Tax exemption, including initial and reinstatement applications (Forms 1023 and 1024); reporting information to the IRS including Forms 990-PF; unrelated business income tax; federal tax rules applicable to charities; advising on New York State sales tax and real property exemptions; and reporting to the New York State Charities Bureau
- Private foundation issues, including advising on IRS rules specific to private foundations such as self-dealing, minimum distributions, excess business holdings and other rules. Hodgson Russ represents a large number of private foundations, including some with assets in excess of \$500 million
- Board operation, including best practices relating to governance; director responsibilities and liabilities and D&O insurance; interactions among directors and staff; and adoption of board policies on ethics, conflicts of interest, whistleblowing, record retention, and gift acceptance procedures
- Bylaws and certificates of incorporation, including analysis of and amendments to these documents and necessary approvals from state agencies, the New York State attorney general, and the New York State Supreme Court
- Joint ventures with other not-for-profits and with for-profits, including service-sharing arrangements among a group of not-for-profits and health care projects between not-for-profit and for-profit providers
- Corporate structuring, including mergers, dissolutions, and creation of subsidiaries (both nonprofit and for-profit); examples include a merger of four hospital

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We assist nonprofit entities with all aspects of their tax-exempt status including applications, IRS reporting, audits, sales tax, property tax exemptions, and reporting to the New York State Charities Bureau.

foundations, purchase of a for-profit school by a nonprofit and converting the school to nonprofit status, creation of single-member LLC subsidiaries, creation of supporting foundations for nonprofits, and creation of for-profit entities owned by nonprofits for the conduct of unrelated business

- Approvals from state agencies, the New York State attorney general, and the New York State Supreme Court for real estate sales, asset sales, mergers, and dissolutions of New York religious corporations and nonprofit corporations
- Legal agreements, including drafting, analysis, and explanation of documents such as executive employment agreements, leases, confidentiality agreements, agreements with service providers, and joint venture operating agreements
- Endowments, pledge agreements, and planned-giving vehicles, including their creation and maintenance
- U.S. laws affecting foreign charities, including issues involving U.S. "friends" organizations to support foreign charities, U.S. withholding rules affecting foreign charities with U.S.-sourced investment income, and grants from U.S. private foundations to foreign charities
- Labor and employment law, including human resources issues, employee benefits, and managing employees and union relations, dispute resolution, and litigation
- Litigation involving such things as dissident members, property ownership, and governance issues
- Health law advice to hospitals, nursing homes, home health agencies, hospices, clinics, ambulatory surgery centers, behavioral health providers, and other providers, on matters such as reimbursement, regulatory, and compliance matters
- Counseling on legislative updates and government directives and regulations that affect nonprofits
- Advising schools, universities and colleges, and their foundations and related organizations on student housing projects and financing, tax issues, faculty-student associations, alumni associations, sponsorship and affinity agreements, and other matters
- Intellectual property matters, including patent, trademark, copyright, unfair competition, and trade secret laws
- Advising country clubs, homeowner and condominium associations, master associations, and property owners' ad hoc associations
- Advising religious organizations on all legal aspects of their operations
- Advising Tax-Exempt Equine Associations and Foundations on all types of nonprofit and tax-exempt matters

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Practice restricted to U.S. law



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