



The New Hampshire Orchid Society's

HANDBOOK

FISCAL YEAR:

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NEW HAMPSHIRE ORCHID SOCIETY

HANDBOOK

1 Statement of Purpose

Why do we need a Society Handbook? Most people who are elected to the Board of Directors or a committee chairmanship are unaware of their precise duties and obligations.

There are several areas of responsibility, particularly for Board Members where their failure to act can have dire consequences. This handbook is meant to comprise a copy of ALL current data which board members and chairpersons need to know. In here are copies of the current bylaws, society policies, and position descriptions for each key individual and group. Also, there is a copy of ALL data files used, such that everything is public and available, and acts as a backup in the event of catastrophic loss. Finally, this handbook is to be a reference, and a living document. There are placeholders for future editors to fill in more details; the timeline is a prime example of this. As a living document it is assumed this document will always be in a state of flux, in need of updates. We have included references to relevant state law, federal law, as well as other public references which have been found useful. This handbook has arisen from the school of hard knocks.

2 What is the NHOS?

The NHOS is the New Hampshire Orchid Society, founded circa 1983.

On 23 Aug. 93 we received an advanced ruling notice from the IRS that we are an organization described in section 501(c)(3), and foundation class 509(a)(2).¹ Our advanced ruling period was from 18 Jun. 93 through 31 Aug. 97. Contributions to us were deductible as of 18 Jun 93. Our Tax ID Number (TIN) is 02-0437639.

On 05 Aug. 97 we received a letter from the IRS requesting data to support our claim that we were not a private foundation, but a publicly

¹ See the IRS folder associated with this document for copies of the available data.

supported organization. On 11 Nov. 97 we responded to their request and filed the necessary documentation. On 27 Feb. 98 we received a letter from the IRS stating that our 501(c)(3) status remains in effect.

We are referred to as a non-profit organization.² We currently have trustee records dating back to 1995, some trustee minutes back to 1990. This handbook attempts to outline the responsibilities of being a board member, committee chair, and calls attention to some of the pitfalls we have run into.

During 2003 we became aware of the need to file as a charitable trust, and after receiving a ruling in Aug. 2003 indicating we are a charitable trust, we filed to become one in Sept. 2003.

3 Board Member Responsibilities

Congratulations, you are on the Board but what is expected of you?

For the purpose of this handbook, we will refer to Board Members as Board Members or Trustees. There is no distinction. Some Trustees hold positions which convey more responsibility, for example: President, Vice-President, Secretary, etc.

From “Non-Profit Board Membership – A Legal Primer”: The most important rules Board Members need to follow to comply with their fiduciary duties are ones that should be obvious: Pay attention, read materials, question assumptions, attend meetings, and serve the interests of the organization.

The thesis of “Welcome to the Board”³ is that there are several specific responsibilities of a Board Member, of which six apply to us:

- Attendance - To attend Board Meetings and participate in some committee work.
- Mission – To define the mission and participate periodically in strategic planning to review purposes, programs, priorities, funding needs and targets of achievement.

² We are not a “not-for-profit” organization. The term not-for-profit is properly used to refer to an activity that is engaged in without a profit motive. “Starting and managing a non-profit by “Bruce Hopkins, p27”.

³ Books cited are listed in the Bibliography section.

- Finances – To assure the financial responsibility by:
 - Approving the annual budget and overseeing adherence to it.
 - Contracting for an independent review.
 - Controlling the investment policies and management of capital or reserve funds.
- Program oversight and support - To oversee and evaluate all programs and support the chairpersons.
- Fundraising – To contribute by participation in identification, cultivation and solicitation of prospective supporters.⁴
- Board Effectiveness – To assure the board fulfills the foregoing governance responsibilities and maintains effective organization, procedures, and recruitment.

The above list is an accurate list of what Board Members need to be involved in. There is another shorter form which is frequently referenced:

Fiduciary Duty – describes the responsibility of each board member. Fiduciary is a legal term referring to an individual or individuals in whom property or power is entrusted for the benefit of another.⁵ This implies accountability the Trustees have to the organization. Accountability accumulates and flows upward in an organization resting ultimately with our President. As a Board member one is expected to be prepared to attend to the affairs of the New Hampshire Orchid Society. A Trustee/Chairperson performs their duties in best interests of NHOS.

- Duty of Obedience – requires that a Board Member act only within the scope of the powers granted by the bylaws. Ultra vires actions are those that fall outside the scope of a Board Member's authority. An individual Board Member or the entire Board can be held personally responsible for ultra vires acts. The common law duty of obedience also required the Board adopt and follow conduct protocols, or rules and procedures which govern its actions.

⁴ In our case this may be helping in finding new donors to the auction, or new vendors/exhibitors for our show.

⁵ Non-Profit Boards Page 17

- Duty of Loyalty – requires one to act in good faith, avoiding activities which will harm the organization and not allow personal interests to prevail over the interests of the organization.

- Duty of Care – requires use of diligence in governing the organization. Based on the “business judgement rule” directors are immune from personal liability attributed to business judgement if no illegal conduct takes place and the Director acts **responsibly**. The Board must implement programs/safeguards which promote appropriate conduct and address inappropriate conduct (Policies).
 - Must know their responsibilities, i.e., obedience, loyalty and care.
 - A Director’s liability depends on whether a duty to act in a certain manner existed outside of the bylaws.
 - The Board must be diligent and consistent in its management of the society.
 - Board Members have a duty to stay up to date on the affairs of the organization.
 - Civil and criminal actions can be brought alleging harm based on the mismanagement of the organization.
 - Every Board Member must be cognizant of their responsibilities and must report suspected breaches of fiduciary duty to the Vice-President and President.
 - We are registered with the IRS as “New Hampshire Orchid Society Corp.” and with the State of NH as “The New Hampshire Orchid Society Corp.”. We are a non-profit organization, having gained this status effective 18-Jun-1993.

If you are still in doubt about what your obligations are then you should read the charitable trust guidebook, available at the www.nh.gov website. The document “GUIDEBOOK for Directors of New Hampshire Charitable Trusts and Non-Profit Organizations” gives an overview of your duties as a Board Member, your rights as a Board Member, and what is expected of you; including the fact that you “must be well informed”, “encourage open discussion and pursue the charity’s mission and best interests with determination”.

A paper that should really be read by all Board Members is the ‘INCORPORATION AND TAX EXEMPTION FOR NEW HAMPSHIRE ARTS AND OTHER NON-PROFIT ORGANIZATIONS: AN INTRODUCTORY GUIDE’. This paper is a living document about being a non-profit in NH. Its purpose is similar to this document, in that it covers the essentials one should be cognizant when serving on the Board. The meat of the paper that is relevant to you the reader starts around page 10, on the “Post-Incorporation Responsibilities”. This document covers your responsibilities as a director including:

- Duty of Care
- Ordinary Prudence
 - Sound Judgement, Common Sense and Informed Decisions
 - Diligence and Attentiveness
 - Reasonable Inquiry
 - Circumstances Dictate Degree of Care Required
- Selection and Retention of Competent Management
 - Reasonable Reliance
 - Ongoing Review
 - Circumstances Should be Considered
- Duty of Loyalty
 - Avoid Appearance of Impropriety
 - Full Disclosure
- How to Avoid Conflicts of Interest
 - Composition of the Board
 - Conflict of Interest Policies

4 Risk Management

Means leaving nothing to chance – having a plan to identify the risks, minimize the likelihood of harm, and establishing a response to deal with unfortunate events.

- Have a Risk Management Plan – a plan that sits on a bookshelf gathering dust is of little value.
- Insurance is not a substitute for an overall commitment to managing risk.
- Minimize the likelihood of harm – why? Because when things go wrong it can easily result in financial loss.

- A Risk Management policy describes “WHY” safety is important how the organization views the issues of risk and safety.
- Every Board Member must take the time to understand the issues, including provisions of the insurance policies.
- Risk Management and concerns for safety start at the TOP; if the Board isn’t serious why anyone else should be?
- How to manage risk:
 - Avoidance – don’t offer or conduct an activity which is too risky.
 - Modification – change the activity to minimize risk.
 - Retention – acceptance of all or part of the risk (i.e., the deductible).
 - Sharing or Transfer – Insurance is a form of sharing.
- Everyone, at an event, needs to be proactive about avoiding problems; a slippery floor, an exit door that is unmanned which could lead to theft, improper electrical cords on the floor, etc.
- Establish a response for unfortunate events – set of standard forms for gathering information. Injury Reporting Form is located in the Library in the NHOS Book of Knowledge along with instructions on the gathering of information.
 - Everyone needs to be aware that what **IS** said at an accident scene becomes evidence.
 - As members of the Society, you are speaking on behalf of the Society.
 - Information gathering: Injured parties name, address, email address, phone and cell phone numbers, date and time of accident.
 - List of witnesses with their names, address, email address, phone and cell phone numbers.
 - Description of accident.
 - Photographs of the scene, and descriptions of the area, noting the time of day, lighting in the area, any foreign objects, etc.
 - Name of the person preparing the report along with their address, email address, phone and cell phone numbers.
 - Place to store all such reports so that they are accessible. (Reports are stored in the library in a book call “The NHOS Book of Knowledge”). The Secretary also has the originals on her hard drive.

- When we contract groups to provide us services, do we have them execute indemnification agreements, or Hold Harmless agreements? Do we get proof of insurance from them???? (Leigh Coolidge is working on beefing up the contract.)
- How much can the organization afford to lose in a lawsuit – zero. Does the organization have adequate insurance? YES

5 Insurance Issues

“Insurance coverage is not a substitute for diligent trusteeship and responsible governance”.⁶

5.1 Volunteer Protection Act

The Federal Volunteer Protection Act of 1997 (the VPA or the ACT) aims to promote volunteerism by limiting, and in many cases completely eliminating, a volunteer’s risk of tort liability (tort liability refers to the responsibility a person, or entity, has for injuries caused) when acting for nonprofit organizations or government entities. No volunteer of a nonprofit organization or governmental entity shall be liable for harm caused by an act or omission of the volunteer on behalf of the organization or entity.

- The Federal Volunteer Protection Act was passed in 1997 to protect the personal assets of those who volunteer their time to a service organization. This act was passed in response to escalating liability claims against non-profits and public service organizations.
- States may opt out of providing coverage under the act, may provide greater coverage than the Federal Law, and/or may require non-profit organization to carry insurance for the law to be effective.⁷ NH may have opted out in 1998.
- The Volunteer Protection Act of 1997 does not cover volunteers who cause harm while operating a motor vehicle, vessel, aircraft or other vehicle for which the state requires an operating license or insurance.⁸

⁶ Welcome to the Board page 82

⁷ <http://www.nonprofitlaw.com/volrisk/tsld015.htm>

⁸ <http://www.nonprofitlaw.com/volrisk/tsld013.htm>

- Does not protect a volunteer from liability for harm “caused by willful or criminal misconduct, gross negligence, reckless misconduct, or a conscious flagrant indifference to the rights or safety of the individual harmed by the volunteer action”.
- Most common insurance exclusions are for claims based on a volunteer’s
- Intentional or unprovoked misconduct, criminal acts, or self-dealing (acting in one’s own best interest and not the best interest of the Society).
- A non-profit can be held liable for its own actions (direct liability) and the actions for those working on its behalf (vicarious liability).
- Does not prohibit lawsuits against volunteers (i.e., members).
- Does not prohibit lawsuits or limit liability for harm caused by its volunteers.
- Does not shield a volunteer from having to defend a lawsuit themselves.
- Does not prevent the society from seeking indemnity from a volunteer whose actions resulted in harm.
- Does not negate the need for liability insurance.

5.2 D&O Liability Insurance (Directors’ and Officers’)

The NHOS is not carrying D&O Insurance currently. It was felt that the protection it offers, and the need to continue carrying it to obtain benefits, made it an unwise choice. Several benefits of D&O Insurance are available to most as part of their homeowner policy. We include this section here since it is a topic which has come up repeatedly and this section attempt to outline what D&O Insurance covers.

- May provide defense against allegations of fraudulent, criminal or dishonest acts, these acts themselves are not insurable as a matter of public policy. Many policies amend the exclusion so that it only applies when a final adjudication establishes such acts.
- Does not provide coverage for bodily injury or property damage.
- Claims by the organization against the Directors and Officers are usually excluded.
- The policy should contain a severability clause that preserves coverage for any insured that is unaware of misstatements and

misrepresentations made by other insured on the application for coverage.

- Covers “wrongful acts” NOT negligent acts that result in bodily injury or property damage.
- Misrepresentation by the person completing an insurance application could void coverage for everyone intended as an insured.
- Obtain insurance specific for a non-profit, not just a corporate policy.
- D&O Insurance is written on a claims-made basis, meaning coverage is triggered based on when the claim is made not when the incident giving rise to the claim occurred.
- Cannot insure prior acts.

5.3.2 Bonding

NHOS does not carry bonding insurance for the Treasurers position resulting from insurance stipulations and cost that render it unfeasible for Society.

Bonding has specific requirements including that there be dual, unrelated signatures required on all outgoing checks, and that there will be a monthly bank reconciliation performed by an organization officer other than that officer normally responsible for banking functions.

Bonding contains a condition that immediately cancels any future coverage for any volunteer upon discovery by the insured organization of any dishonest act committed by that volunteer either before or after becoming a volunteer of the insured organization.

As a result of the cost associated with Bonding the Treasurers position, it has been determined to be cost prohibitive.

6 The Bylaws

6.1 Clarification of items in the bylaws

6.1.1 Article III – Section C. Dues

The membership chair gives “final notice” by a note on the mailing label; the note is highlighted first in blue (November) and then in red

(December). Newsletters stop after December's issue to lapsed members.

6.1.2 Article V – Officers

6.1.2.1 President

- “President shall prepare an annual report for the membership to be delivered at the annual meeting”. The Board passed a motion in 2001 or 2002 that this be a report in writing.

6.1.2.2 Secretary

- “Investment and management of funds must be done in accordance with RSA 564-A: 3-b. This RSA was repealed in 2004.....

7 Society Approved Policies

7.1 Code of Ethics

- Originals with Secretary, copies on the website.

7.2 Conflict of Interest

- Originals with Secretary, copies on the website.

7.2.1 Conflict of Interest Disclosure Form

- Originals with Secretary, copies on the website.

7.3 Harassment

- .Originals with Secretary, copies on the website.

7.4 Financial Management

- Originals with Secretary, copies on the website.

7.5 Expense Reimbursement

- Originals with Secretary, copies on the website.

8 Lists of Officers (Directors & Trustees)

Office	Person	Term Starts	Term Ends
President			
Vice President			
Past President			
Secretary			
Treasurer			
Trustee			
Trustee			
Trustee			
Trustee			

9 Standing Committee's

- Committee Members are appointed by the Committee Chairperson.

Committee	Chair	Originally Appointed	Reappointed
Advertising/Publicity			
AOS & Affiliated Societies Rep.			
Editorial			
Hospitality			
Library			
Historian			
Membership			
Programs			
Risk Management ¹⁰			
Show			
Show Table			
Auction ¹¹			
Education & Conservation ¹²			

10 Ad Hoc Committees

- Committee members are appointed by the Committee Chairpersons.

11 List of all Committees & their descriptions

- Contain position descriptions for all appointed persons & Standing Committees. Not all Standing Committee Chairpersons know their responsibilities under the bylaws.

11.1 Advertising/Publicity

- We should have a database printout of all the contacts we use and what we paid for various advertising.

11.2 AOS & Affiliated Society Representative

11.3 Auction

- See Auction Guidelines and Auction Guides located on the website.

11.4 Conservation and Education

11.5 Editorial/Newsletter

- Information for the Newsletter needs to be forwarded to the Newsletter Editor two (2) weeks prior to the next monthly meeting of the Society. This information includes but is not limited to: Show Table Results, Presidents Message, Minutes of the prior months Member meeting, photos and any other information that is pertinent to the membership. Members can submit articles of interest directly to the Newsletter Editor.

11.6 Election (ad hoc)

This Committee is appointed annually ideally by October. The purpose of this Committee is to oversee all votes that the membership makes and see that the voting is in accordance with the bylaws and that nothing is overlooked.

In addition, this Committee is responsible for seeing that the election/voting related activities are dealt with. Specifically, this

Committee is a failsafe that at the June meeting the nominating chair is announced to the membership.

In the case of a vote needing to be taken at a membership meeting this Committee would see to it that:

- The Membership Chair certifies that we have a quorum.
- The Secretary records the motion, and the number voting in favor and opposed.

At the annual election the Committee would:

- See to it that any member of this committee who are running for office steps aside due to the conflict of interest.
- Ensure nominations from the floor are called for.
- Verify the Membership Chair certifies we have a quorum.
- Verify the Secretary records the names of each person running for office.
- If more than one candidate is running for an office this Committee would prepare paper and distribute slips of paper to the members eligible to vote (according to the records of the Membership Chair).
- Collect from the members the completed ballots.
- Aid in the counting of the ballots and certifying of the election.
- Report to the Secretary the number of votes cast for each candidate so that they can be recorded according to the bylaws.

11.7 Hospitality

11.8 Librarian

- Should maintain the library list and ensure the list is accurate.
- Should adhere to Article VII Item 5.
- The list of what is in the library should be on a spreadsheet
- The rules established by the Librarian as described in Article VII shall be published in this book.

11.9 Historian

- The Historian Committee maintains a listing of honors and awards of NHOS.

- The Committee shall keep a historical record of the activities of NHOS to include, the names of all present and past Officers, Trustees, Committee Chairpersons and a record of significant Society events such as Annual Meeting, picnics, field trips, shows, exhibits, guests and speakers. Whenever possible this record shall include photographs and newspaper clippings. This Historical Record shall be maintained in an orderly manner, arrange chronologically, and available for use by NHOS.

11.10 Membership

- The Membership Committee Shall create and maintain a list of the name, address, e-mail address and phone number of each Society member which is only available for current members on the NHOS website. This list shall identify all current Officers, Trustees, Life Members, Honorary Members, and Committee Chairpersons. This list shall be used for all Society mailings and shall be used to determine if an individual is a member in good standing within NHOS. Further, the Board shall use this list to determine the count of members in good standing when requested. This membership listing is for NHOS use only; it is not intended to be sold or otherwise distributed for personal business.
- The Committee shall provide an application form for individuals wishing to join NHOS and should make these available at all NHOS functions, except Board meetings. As new members join NHOS, the Membership Committee shall provide the Editorial Committee with only their names for publication in the monthly newsletter.
- The Committee shall be responsible for collecting membership dues and shall disburse all collected dues to the Treasurer in a timely manner.

11.11 Nominating

The Nominating Committee shall consist of three individuals. At the regular May membership meeting each year, the President shall announce the appointment of the Nominating Committee Chairman, chosen from the current Board, without Board approval. The Chairman shall select from the general membership but not including the current Board members, the two remaining nominating committee members.

- The President shall with the advice and consent of the Board, appoint an alternate to fill any vacancy occasioned by the resignation or failure of any member of the Nominating Committee to serve.
- The Nominating Committee shall present a list of willing candidates for Officers and Trustees at the July Membership Meeting.⁹ All such nominations shall be made with the prior consent of the nominees who shall declare that they are aware of the duties of office as set forth in these Bylaws.
- The Nominating Committee shall ensure that at least one eligible candidate be nominated for each open office. The list of nominees shall be sent to NHOS members with the notice of the Annual Meeting.
- Any member, in good standing, of NHOS shall be eligible for nomination, provided they meet the requirements of these Bylaws specified in Article V, Section B.
- No member of the Nominating Committee shall, solely by his or her service on that committee, be ineligible for nomination.

11.12 Picnic (ad hoc)

11.13 Programs

- A list of “materials as requested to organize the recruitment of the speakers”.
- “Recruitment Checklist”
- Contracts or letters of understanding.
- How housing, along with Travel & Expenses are accounted for.

11.14 RMC

11.15 Show

- See Show binder to cover all aspects of the show responsibilities.

11.16 Show Table

- Show Table Rules
- Ribbons

⁹ Amended 08-Aug-2020

11.17 Monthly raffle table (ad hoc)

Raffle items are donated by members and or visiting speaker/vendors. Tickets are sold prior to and during the monthly meetings. Fifty percent (50%) of the income from the raffle is used for hospitality expenses; the remaining fifty percent (50%) goes to the library. Any person bringing in a plant for the Show Table and/or food for the Hospitality Table are rewarded with one raffle ticket per plant and/or food dish.

12 Inventory of what the Society owns

2020 – Inventory of NHOS assets completed and documented information available.

13 Timeline for NHOS Activities

To aid Board Members in keeping the society running smoothly a timeline has been prepared to show when key items need to be undertaken.

- At least ten (10) days prior to each board meeting the President must prepare an agenda and provide it to the board.

13.1 September

September 1 – Start of the new fiscal year.

September 1 – Annual dues are due.

September 29 – Deerfield Fair (contingent upon volunteers)

Board Meeting:

- Contact The Bedford Town Hall with the upcoming years meeting dates.
- Division of Charitable Trusts paperwork and 990 paperwork should be available from past Treasurer for the new Treasurer.
- Begin developing 990-N and State forms for Charitable Trust and Secretary of State (every 5 years)
- Membership provides a list of non-renewing members to the Board and the Librarian (the Librarian can ascertain if actions need to be

taken to get books returned and to prevent non-members from utilizing the library).

- Secretary presents Board Members and identified Committee Chairs, with their Conflict-of-Interest declarations in accordance with our Conflict-of-Interest Policy

Monthly Meeting:

- Call on Auction Committee to update membership on what new material has arrived.
- Recruit someone for the MOS Show.
- President should ascertain any openings in Standing Committee Chairs and give notice, as outlined in the bylaws, so that appointments can be made at the next Board Meeting.

Auction Committee:

- **Getting Ready!**
- One (1) – two (2) weeks prior to the auction:
 - Touch base with Bedford Town Hall and see if it is possible to get into the building the evening before the auction to set up. Bring in the bulk of the plants received.
 - Touch base again with Clerks and Auctioneers, if necessary.
 - Round up the auction bidding numbers, paper, pens, calculators and other items needed to make clerking smoother.
- One (1) day prior to the auction:
 - Set-up and drop off plants if possible.
- Auction Day:
 - One free plant is offered to each plant sitter for the Annual Auction.
- Post Auction:
 - Send Thank You letters to all donors.
 - Send Thank You letters to Clerks and Auctioneers.
 - Write a Thank You article for the newsletter; list everyone who donated clerked, auctioneered. Everyone should get a Thank You.

- Update the Auction Contact List identifying who donated what. Review the list and see if anyone can be dropped from the list. If a vendor hasn't donated in several years, or can't be contacted by mail, it is time to consider dropping them.

Show Committee:

- Vendor/Exhibitor invitations and contracts mailed; offer early bird discounts.
- Pick a photo for the postcard and get the approval of the committee.
- Have a Show Committee Meeting about the postcards; make sure the sub-committee chairs understand their duties and timelines.
- Order ribbons for the show, be sure they say annual show.
- Get AOS Judge approval for the Show; refer to attachment XX for all the requirements needed.
- Begin working of the Plant Category listing to be used for the Show.

13.2 October

October 1 – Membership Chair gives final notice to members who dues have not been paid. Membership provides a list of all lapsed members.

Make sure all AOS information required in Attachment XX has been completed.

Board Meeting:

- Check with AOS Judges to see if they will be judging at our annual Holiday Party in December and determine the date.
- Notify Bedford Town Hall if Christmas Party date changes as a result of AOS Judging.
- Board Members and Committee Members should present to the President and Secretary their Conflict-of-Interest declarations in accordance with our Conflict-of-Interest Policy.
- President appoints a Financial Review Committee.
- President appoints with advice and consent of the Board and appropriate notice to the General Membership, one chairperson for each Standing Committee.

- Division of Charitable trusts paperwork and 990 paperwork that were handed over from past Treasurer should be certified by the new Treasurer and reviewed by the Board.

Monthly Meeting:

- Annual Auction
- Recruit someone for the MOS Show.

Auction Committee:

- One (1) – two (2) weeks prior to the auction:
 - Touch base with Bedford Town Hall and see if it is possible to get into the building the evening before the auction to set up. Bring in the bulk of the plants received.
 - Touch base again with Clerks and Auctioneers, if necessary.
 - Round up the auction bidding numbers, paper, pens, calculators and other items needed to make clerking smoother.
- One (1) day prior to the auction:
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 - Write a Thank You article for the newsletter; list everyone who donated clerked, auctioneered. Everyone should get a Thank You.
 - Update the Auction Contact List identifying who donated what. Review the list and see if anyone can be dropped from the list. If a vendor hasn't donated in several years, or can't be contacted by mail, it is time to consider dropping them.

Show Committee:

- Get the latest list of AOS Judges and their addresses; be sure postcards get to all the upcoming shows (MOS in November, CAIOS in Jan, etc.).
- Make sure we have the letter back from AOS acknowledging our show.
- Ask the Hotel for a special room rate for the show weekend; give that information to the Vendor Liaison and exhibitors as we communicate with them.

13.3 November

November 1st – Membership Chair notifies Librarian of anyone who has not paid their yearly dues.

Board Meeting:

- Check with AOS Judges to see if they will be judging at our annual Holiday Party in December and determine the date.
- Notify Bedford Town Hall if Christmas Party date changes as a result of AOS Judging.
- President appoints new Auction Chair for the upcoming year.
- Begin preparation for Fed 990-N and State Report to the Charitable Trust.

Monthly Meeting:

- Have the Auction Chair announce the results of last month's auction and post in the Newsletter.
- Recruit someone for the CAIOS show end of January

Auction Committee:

- Insure you got the post auction items done in time for the November Newsletter.

Show Committee:

- Send letters inviting all the judges to the show; include a RSVP postcard for them to send back.
- Begin preparation for the Trophies (purchasing and engraving – usually engraved with a copy of the postcard for that year).

- Put requests in the newsletter asking for volunteers to work the show, sponsors for trophies.
- Invite past exhibitors, invite members to exhibit via the newsletter and advertise the special rate at the Hotel in the newsletter.
- Order slides/videos from AOS if they are being used. Order the AOS display that is required at an AOS sponsored show.
- Have a Show Committee meeting to be sure everything is still on track.

13.4 December

Board Meeting:

- Submission of 990-N form by 12/31 and Charitable Trust by 1/15.

Monthly Meeting:

- Our annual Holiday Party/potential for AOS Judging.
- Recruit someone for the CAIOS Show end of January
- Recruit someone for the Amherst Show second to last week in February.

Auction Committee:

Show Committee:

- Start asking for NHOS Members to sign-up for duty on the Admissions Table, set-up, breakdown, lectures, clerking, question mark people, Hospitality, Co-Op Table, Membership Tour and Signage (Road Signs).
- Keep selling party tickets at meetings and on the web, ask members to sign out tickets to sell to friends and family.
- Line-up the art/floral judges.
- Have a Show Committee meeting with the Hotel, if needed.
- Make sure the Judging Kit has arrived (AOS should send it to the Judging Chair per our application).
- Have the road signs updated with the correct date.
- Begin solicitation of Member plants for the Co-Op Table. Provide documentation on procedures to be followed for plant submission.

13.5 January

January 31st or 1st week of February – CAIOS show

Board Meeting:

- Submit Charitable Trust paperwork if required. It is due on January 15th. Secretary of State report due every 5 years.
- Begin conversation regarding the Diamond Award recipient.

Monthly Meeting:

- Recruit someone for the CAIOS show end of February.
- Recruit someone for the Amherst Show in February.

Auction Committee:

- Review and update Auction Contact List.

Show Committee:

- Make sure the Lecture schedule is shaping up and posted on the website.
- Send out press releases to local newspapers, radio and television stations.
- Mail Postcards and have Postcards on hand for the upcoming shows.
- Purchase ads in newspapers.
- Have a Show Committee meeting with the Hotel to be sure all details are nailed down.
- Have culture sheets printed (one ream each).
- Make sure new member packages are ready (at least 20 packages).
- Make sure that the aprons and pointers for the clerks are in good shape, locate AOS kit.
- Check to make sure the Judge's Luncheon is on track.
- Purchase tickets or wristbands for the admissions table (3 rolls each a different color).
- Ask local businesses to loan us benches for on the show floor (4 or 5 benches). Comp. two (2) show tickets to the owners/managers that loan us benches.

- Send out forms for pre-registration of plants and art.
- Trophies completed.
- Complete order for plant tags.
- Complete signs stating “Tripods not allowed”, signs for Vendors and Exhibitors and sign indicating photographers’ hours of operation.
- Begin solicitation of Member plants for the Co-Op Table. Provide documentation on procedures to be followed for plant submission.
- Begin the Show Program.

13.6 February

Amherst Show end of February.

CAIOS

Set date for Show.

Monthly Meeting:

- Recruit some for the Amherst Show end of February.
- Ask Members for plants for the NHOS Display and the Co-Op Table.

Auction Committee:

- Review and update Auction Contact List.

Show Committee:

- Get a Hawkers Permit no later than day before the Show is to start.
- Pick a date for next year’s show and confirm it with the Hotel. Get a contract.
- Make sure the draping is clean, fluffed and being delivered to the Hotel for set-up.
- Schedule set-up time to start at 7:00AM on that Thursday.
- Make sure that the floor plan goes to the hotel one week prior to the set-up date noting how many tables are needed and how they should be draped (we provide black drape for the exhibit and vendor area).
- Give the final party count the Tuesday before the show.

- Make name tags for judges, clerks, speakers, all members working the show tables, show committee members.
- Cut black plant tags.
- Send a reminder to the photographer reminding him/her of the date and time for AOS judging,
- Be sure to have a map with just exhibit numbers for use by the judges/clerks.
- Make sure Lecture Schedule is on the website along with registration forms for plants and art.
- Have someone take lots of pictures for the website and historical records.
- Finalize solicitation of Member plants for the Co-Op Table. Provide documentation on procedures to be followed for plant submission.

13.7 March

Board Meeting:

- Ask AOS Judges to come to NHOS' December Meeting and verify date. If the answer is "yes" contact town Hall to confirm the date (sometimes the AOS Judges come the first weekend in December).

Monthly Meeting:

- Ask Members for plants for the NHOS Display at the Show.

Auction Committee:

- Review and update Auction Contact List.

Show Committee:

- At the March Meeting round out the volunteer lists, sell party tickets, ask for food to be delivered during setup. Take the plates, utensils, etc. from regular hospitality supplies to use during the show set-up.
- Show program created and printed no later than March 15th.

Day before Set-Up:

- Pick up Vendor (Hawkers) permit from the town Hall where the show is being held. This needs to be done with a certificate of insurance and the list of vendors.
- Deliver the other supplies to the Hotel Thursday during set-up if possible.

Show Set Up Thursday:

- Collect and deliver items from the Storage Unit.
- Put out the signs pointing the way to the show outside the Hotel.
- Start construction at 7:30 – 8:00 AM on Thursday.
- Pipe and Drape goes up.
- Have a map of the floor plan available for exhibitors as they arrive.
- Put a sheet of paper in each space with the name of the vendor or exhibitor assigned.
- Plants should start arriving at 10:00 AM.
- Have benches delivered.
- Be sure there is a table set-up for the ribbons in the exhibit area for judging the next day.

Judging Day:

- The breakfast items (Continental Breakfast) need to be set up by 07:30 AM. Clerks and Judges should start arriving at 8:00 AM.
- Judging starts at 09:00 AM. Usually we have five (5) teams plus one (1) team for the Art/Floral Judging.
- Be sure the Judges are instructed that each plant can receive only one (1) trophy. The bulk of the ribbon judging should be done by noon.
- Lunch is scheduled for noon.
- Have cards available “Plant removed for AOS Judging – Tag # xxxx”. Be sure the clerks are instructed to use them.
- Be sure all trophies are awarded.
- Have the printed Show Program available and deposited at the ticket area.

Show Time:

- Make sure cash boxes are available for the Admissions, Membership and Co-Op Tables.
- Make sure the culture sheets get to the show.
- Make sure AOS display is set-up.
- Ask someone to take lots of pictures for the website and historical records.
- Doors open at 13:00 (1:00 PM) on Friday (Show Day).
- Preview Party from 5:00 – 7:00 PM – Trophies and Awards.
- Show breakdown is scheduled for the Sunday from 4-7 P.M.

13.8 April

Check on AOS Judging again if response has not been received for the December Meeting.

Check Bedford Town Hall availability for December.

Treasurer should be preparing a rough draft of the budget for the next fiscal year.

President must appoint a Show Chair within six (6) weeks of the end of the show.

Monthly Meeting:

Auction Committee:

- Review and update Auction Contact List.

Show Committee:

13.9 May

May 31st - "Treasurer must submit to the Board for their approval, NHOS Budget for the following year. This budget shall be submitted at least 60 days prior to the conclusion of the fiscal year."¹⁰ This means the

¹⁰ Bylaws Article V: Section A: Subsection 4

budget must be submitted by June 30th or earlier. Ideally it should be submitted by at least the June Board Meeting.

Drop-dead date for President to appoint Show Chair for the following year.

Build Show Team.

Schedule post-mortem show meeting (via ZOOM); invite Committee Members. Discuss possible show themes.

Nominating chair appointed.

Board Meeting:

Monthly Meeting:

- President recruits for the August Annual Picnic.
- Appoints an ad-hoc Picnic Committee.
- President appoints a Nominating Committee Chair.

Auction Committee:

Show Committee:

- Publicity needs to be discussed.
- Get drop-dead dates for public calendar listings in magazines, etc.

13.10 June

June 30 – Last day to submit budget for upcoming fiscal year to the Board.

Board Meeting:

- President needs to verify the ad-hoc Nominating Committee is organized.
- Treasurer should have the Budget draft ready for submission to the Board.
- President recruits for the August Annual Picnic.

Auction Committee:

- Begin formulation of Auction Donation Vendor listing.

Show Committee:

- Work on Show Team.
- Announce Show Team to the Membership.
- Show Theme announced.

13.11 July

Deerfield Fair recruitment????

Board approves Annual Budget.

Submit approved Annual Budget to the Newsletter Editor.

Board Meeting:

- President needs to verify the ad-hoc Election Committee is organized.
- Remind President and Treasurer their Annual Reports (in writing) must be given at the Annual Meeting and copies of written reports given to the Secretary.

Monthly Meeting:

- President recruits for the August Annual Picnic.
- Nominating Committee “Shall present a list of willing candidates for Officers and Trustees”. All such nominations shall be made with the prior consent of the nominees who shall declare that they are aware of the duties of office as set forth in the Bylaws. See American Institute of Parliamentarians Standard Code of Parliamentary Procedure regarding additional guidance in Chapter 19, and on page 159.

Auction Committee: Auction Committee:

- Arrange Auction Committee Meeting.
- Review the Donation Request Letter and make appropriate changes.
- Develop Vendor Listing

- Find an individual who is willing to act as the recipient for all donations (if Auction Chair is unable). This individual can then farm out plants to various plant sitters.
- Line up plant sitters. NOTE: Some vendors will begin sending plants upon receipt of the letter.
- Touch base with those invited to clerk and act as auctioneer.
- Keep records of items received.
- Upon arrival of plants, begin creation of Auction Catalog.
- Develop a list potential clerks (at least 3) and auctioneers (2-3).
- Consider how to best budget the Auction Funds.

Show Committee:

13.12 August

Annual Meeting

Deerfield Fair recruitment

Board Meeting:

Monthly Meeting:

- Annual Meeting and Picnic.
- President and Treasurer deliver their Annual Reports, in writing, and are then read aloud to the Membership.
- An Election Committee should have been appointed to oversee the election. The Committee's purpose is to ensure the election is in accordance with our Bylaws. The Committee supervised the preparation of ballots, their distribution to voting members, the collection and counting of ballots, and the preparation of a report showing the results of the election. Thus, the Committee need to verify the following:
 - The Election Committee (comprised of the Secretary and the membership Chair) need to certify we have a quorum of 30 voting members. Only members with up-to-date paid memberships can vote.
 - There must be a call for nomination from the floor prior to the vote.
 - No member can accept nominations to hold two (2) offices.

- Election of officers: The elections become effective immediately if the candidate is present and does not decline. Election of a candidate who is absent and has consented to the nomination becomes effective as soon as the person is notified.
- President should ascertain any openings in Standing Committee Chairs and give notice, as outlined in the Bylaws, so that appointments can be made at the next Board Meeting.
- Budget to be approved by the Membership.
- By-law changes (if any) must be approved by the Membership.
- Call on Auction Committee to update membership on what new material has arrived.
- Recruit someone for the Deerfield Fair at the end of September.
- Recruit someone for the MOS Show, 3rd weekend in October.

Auction Committee:

- Auction Committee update to membership.
- Send donation letters. It is recommended that the individual sending the letters put his/her return address on the envelop. This way any piece of mail that is undeliverable will be identified more quickly.
- From this point on, write a monthly piece for the newsletter about the Auction.
- Include items received to date, requests for donations and assistance.

Show Committee:

- Continue to work on the Postcard.
- Send the photo and copy for the postcards to the printer. (1-800-Postcards has been used in the past).
- Make sure the postcards are printed and delivered before the MOS Show in the fall. Our best advertising is done at shows prior to ours.
- Make sure AOS has us on their calendar.
- Make sure that the postcard spreadsheet has been updated.

14 Contracts NHOS has entered into

- We need copies of ALL contracts, including addendums. Remember the Board is supposed to have read every contract.

14.1 Old Bedford Town Hall Contract

- Old Bedford town Hall is now entered using a key pad (keys are obsolete). The President, Vice-President and Secretary have the code.

14.2 Storage Unit

- Copy of the rental agreement for the storage unit.
- List of people who have access.
- Information on how access is obtained.

14.3 Insurance contracts and binders

- Copies of all insurance papers.

14.4 Show Contracts

14.4.1 Vendor Agreements

14.4.2 Exhibitor Agreements

14.4.3 Floral Exhibitor Agreements

15 Government and State Filings

- Copy of NHOS' latest IRS filed forms.
- Copies of relevant correspondence with State and Government entities.
- Can anyone tell me where I can get copies of the latest 1023 and 990 forms that were filed? The Secretary does not have them.

15.1 Federal Laws regarding 501(c)(3)

- IRS uses the term EO to refer to Exempt Organization
- <http://www.nasconet.org> – The National Association of State Charity Officials website.

16 NH State Laws regarding Non-Profit Corporations

- Division of charitable trusts:
<http://www.nh.gov/nhdoj/CHARITABLE/char.html>
- The Division of charitable trust has a guidebook for Directors of NH charitable trusts and Non-Profit Organizations. [Charitable Trust-Guidebook.htm](http://www.nh.gov/nhdoj/CHARITABLE/Trust-Guidebook.htm)
- State laws, known as RSA's can be found:
<http://gencourt.state.nh.us/rsa/html/indexes/default.asp>. A reference to RSA 292 means to look down the list of RSA's to Chapter 92.

16.1 Chapter 292 – Voluntary Corporations and Associations –

<http://gencourt.state.nh.us/rsa/html/indexes/292.html>

- 292:2: Articles of Agreement
 - 292:2-a: Charitable Corporations, Required Provisions
- 292:4 Fees for Recording
 - “The fee for recording the articles of agreement in the office of the Secretary of State as required in RSA 292:4 shall be \$25.00.”
 - “The fee for recording any record of amendment in the Office of the Secretary of State as required in RSA 292:7 shall be \$25.00.”
 - The fee for recording the articles of agreement or amendments to such articles in the office of the Town or City Clerk as required in RSA 292:4 and RSA 292:7 shall be \$5.00.”
- 292:6 Bylaws, Organization
 - 292:6-A Board of Directors of Charitable Non-Profit Corporations
 - “...The Board of Directors of charitable non-profit corporations shall have at least 5 voting members, who are not of the same immediate family or related by blood or marriage. No employee of a charitable non-profit corporation shall hold the position of chairperson or presiding officer of the board.”
- 292:7 Change of Name; Amending Articles

16.2 Chapter 508 Limitations of Actions

<http://gencourt.state.nh.us/rsa/html/indeses/508.html>

- 508.16 Directors and Officers of Charitable Organizations or Societies, Liability Limited
- 508:17 Volunteers; Non-Profit Organizations; Liability Limited
 - “II. Liability of a non-profit organization for damage or injury sustained by any one person in actions brought against the organization alleging negligence on the part of an organization volunteer is limited to \$250,000. Such limit applies in the aggregate to all actions to recover for damage or injury sustained by one person in a single incident or occurrence. Liability of a non-profit organization for damage or injury sustained by any number of persons in a single incident or occurrence involving negligence on the part of an organization volunteer is limited to \$1,000,000.”
- For Discussion:
 - What are our fund-raising practices and policies? Do they conform to State Law? Are they documented so others can find them? Do they meet standards set by the National Charities Information Bureau (NCIB) (www.give.org)? With the NSFRE (National Society of Fund-Raising Executives)?
 - Does the Board do an annual review of the Board, all committees and appointments? A self-assessment of the Board itself? Are such reviews written so others can learn from them?

16.3 Chapter 564-A: Uniform Trustee’s Power Act

564-A:3-b provides investment guidelines for the prudent investment and management of funds.

17 Useful Resources

17.1 Bibliography

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- “The Best Defense – 10 steps to surviving a lawsuit”. Washington, DC: Non-Profit Risk Management Center, 1998.
- “D&O: What you need to know”. Washington, DC: Non-Profit Risk Management Center, 1998.
- “Guidebook for Directors of Non-Profit Corporations”. Chicago, IL: American Bar Association, 1993.

- “Healthy Non-Profits: Conserving scarce resources through effective internal controls”. Washington, DC: Non-Profit Risk Management Center, 1996.
- “Managing Special Event Risks”. Washington, DC: Non-Profit Risk management Center, 1997.

17.2 New Hampshire Center for Non-Profits

www.nhnonprofits.org – The New Hampshire Center for Non-Profits (NHCN) is a member-based association of over 400 diverse New Hampshire Non-profit organization all working together to make their communities a better place for all our citizens. New Hampshire Center for Non-Profits membership includes non-profit of all types and sizes serving every community in New Hampshire. Members pay annual dues on a sliding scale based on budget size. Founded in 1986, New Hampshire Center for Non-Profits has been working hard to increase the capacity and effectiveness of its members and their missions.

This group offers several excellent resources such as seminars which have proved to be very beneficial to RMC and Board members.

17.3 IRS

- Generic FAQs for charities and non-profits:
<http://apps.irs.gov/charities/content/0..id=96986.00.html>
- Pages provided locally on this cd from the above FAQs:
 - IRS FAQs regarding Applying for Tax-Exemption files
 - IRS FAQs regarding the Annual Reporting Requirements files
 - IRS FAQs regarding Life as an Exempt Organization.html
 - IRS FAQs regarding General Issues of Interest.htm
 - IRS FAQs regarding Public Disclosure.htm
- Pub 1771 – “Charitable contributions – substantiation and disclosure requirements” (A copy is included in the folder with this document).

17.4 Other internet resources

- National database of US Charitable organizations:
<http://www.guidestar.org/about/>
- Useful site to search for documents: <http://www.unclefed.com/>

- Verify IRS still shows us as a non-profit:
<http://www.irs.ustreas.gov/charities/page/0..id=15053.00.html>
- <http://apps.irs.gov/charities/content/0..id=96986.00.html>
- www.nonprofitrisk.org