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**OPEN FIGURE DRAWING INC.**  
**BOARD OF DIRECTOR'S HANDBOOK**  
*last updated January 2010*

**General Guidelines**

**Legal Responsibilities of the Board of Directors:**

Many states have laws governing the responsibilities of the board of directors. They often use the following principles of nonprofit corporation law.

*Duty of Care:*

A board member has the duty to exercise reasonable care when he or she makes a decision for the organization. Reasonable care is what an "ordinarily prudent" person in a similar situation would do.

*Duty of Loyalty:*

A board member must never use information gained through his/her position for personal gain; and must always act in the best interests of the organization.

*Duty of Obedience:*

A board member must be faithful to the organization's mission. He or she cannot act in a way that is inconsistent with the organization's goals. The board member is trusted by the public to manage donated funds to fulfill the organization's mission.

**Directors also:**

- Make sure that the organization follows the law.
- Approve all major contracts.
- Are required to attend most board meetings, thus indicating their dedication to the organization.

**Selecting Members:**

Your board should have skills in those areas of organizational management that you will need such as finance, public relations, legal, and human resources; and in programmatic areas as well such as social services, education, religion, etc. OFD Inc is primarily driven by participants serving on the board but should also strive for models, outsiders, and university members.

Consider the fundraising potential of a board member. They are expected to set an example by donating to the organization themselves; and to open the doors to other contributions. Board members should be comfortable with fundraising.

**Links:**

Board of Directors: Directors & Boards Magazine: Free director's e-Briefing  
[www.directorsandboards.com](http://www.directorsandboards.com)

Download Fundraiser eBook: A Free Guide to Running Online Auctions. Download eBook  
[www.cmarket.com](http://www.cmarket.com)

Common Knowledge: Consulting to help nonprofit communities succeed online  
[www.CommonKnow.com](http://www.CommonKnow.com)

## Board Effectiveness:

Robert Herman and Associates, authors of *The Jossey-Bass Handbook of Nonprofit Leadership and Management*, say they have found no correlation of board effectiveness or lack thereof to factors such as board size. Here are some ways you can perk up those meetings and make board members feel that they are actually doing something:

Consent Agenda: bundle routine items for issues that need board approval so they can be dispensed with quickly and easily. Items that require discussion can be elsewhere on the agenda.

Discussion:

Agenda: Include as part of the agenda a session that encourages dialog about an issue, not decision making. Make the issue something of substance and include a summary of the discussion with the next board minutes.

Small Groups: Break the board into small groups for a discussion. Design the groups carefully so that shy board members are not with overbearing members. This will encourage speaking up and creativity.

Facilitator: Use an outside facilitator for discussion of issues. This will free the board chair and the CEO so they cannot so easily nudge the discussion in any one direction. The facilitator should be adept at using methods such as brainstorming.

Retreats: Set up periodic retreats away from the usual meeting site. When working with the Girl Scouts in St. Louis, we took the board members to one of our camps for an overnight. This allowed board members to bond and loosen up which favored good discussions.

Chair's Responsibility: Even during regular board meetings, the chair should set the stage for dialog by framing the context of the issue, explaining a possible strategy, or identifying the questions the board should address. Make sure that your board chair is someone who is genuine about inviting board members to raise concerns, voice criticisms, and express their ideas even when they challenge the status quo.

Provide information in your board packets that will help board members think about issues that will be discussed at the meeting. Include an article to read or a list of questions to think about.

Engaged board members are happy board members. Create an environment that is encouraging to that engagement and invite your board members to think about strategy, not just administrative trivia.

Resource: *The Jossey-Bass Handbook of Nonprofit Leadership and Management*, Robert D. Herman & Associates, 2005, Jossey-Bass.

[nonprofit.about.com](http://nonprofit.about.com)

## **Practical Information for Board Members**

*See Appendix F for a complete list - The To-Do list*

### **LEGAL DESCRIPTIONS**

#### **Charter Documents**

- Articles of Incorporation *included*
- IRS letter granting 501(c)(3) status *nonprofit-specific copy enclosed*

### **STRATEGIC PLAN**

#### **Strategic Plan Document**

- Mission, Vision and Values Statements *included*
- Status Reports- previous years budget *included*

### **BOARD ORGANIZATION/OPERATIONS**

#### **Bylaws and Policies**

- Board Bylaws *included*
- Code of Ethics and Code of Conduct *including conflict-of-interest policy - above*
- Board Meeting Attendance Policy *required 4 meetings per year*
- Guidelines for Recruiting, Orienting, Informing and Removing Members *included*

#### **Board Organization and Membership**

- Roles and Responsibilities of Board *included*
- List of Board Members *their organizations, contact information, etc on letterhead.*

#### **Board Operations**

- Board Calendar *posted on website [www.openfiguredrawing.com](http://www.openfiguredrawing.com)*
- Work Plans *"to-do" list for each Board Committee*

### **PROGRAMS/PRODUCTS AND MARKETING**

#### **Description of Programs, Products and Services**

- Descriptions *1)Weekly drawings sessions with live model, 2)monthly special events, 3)workshops or annual conference, 4) Model training, onsite and 2 annual roundtables, 5)Annual group show and catalog.*
- Service Objectives *nonprofit-specific. To provide opportunities for anyone with interest in drawing, formal, non-formal, or recreational.*
- Income Objectives: *To be self-sustaining for drawing sessions, surplus to be used for special events. Ideally to acquire and maintain a 50% operating budget.*

**FINANCE/FUNDRAISING** (*fundraising is nonprofit-specific*)

**Financial Management**

- Fiscal Policies all *reimbursements require a dated receipt*
- Internal Control Policies (*bookkeeping controls*) *each session must record model fee, # of participants, income for evening, # of tickets sold*
- Tracking In-Kind Donations (*nonprofit-specific*)
- Tracking Volunteer Hours (*nonprofit-specific*)
- Reimbursements *reimbursement cannot be made for sales tax – enclosed tax Exempt form*

**Financial Records/Data**

- Yearly Budget *included*
- Budget Narrative *included*
- Cash Flow Reports *YTD quarterly at meetings*

**COMMUNITY/PUBLIC RELATIONS**

- Interview Guidelines *see Model handbook or website*

**PERSONNEL AND POLICIES**

**Staff Organization and Data**

- Staff (*HOST*) *Address List*
- Staff Handbook *Board Manual, Host Manual, Participant Manual*

**Personnel (Staff) Policies and Procedures**

- Forms to Check Out Keys *LOCK BOX on rear of WCC*
- Large Mailings and Copy Lists *Webmaster*
- Snow Days *called by Syracuse Public School system*

## Guidelines for Board Training

### Timing of the Session

- Conduct board training once a year, whether you have new board members or not.

It's amazing how the "basics" help to ground and integrate the knowledge and understanding of even highly experienced board members. Recurring training also helps to ensure that board members are all "working from the same script".

- Conduct board training shortly after new members are elected to the board.

This helps new members quickly gain understanding of their roles and contributions to the organization. This understanding increases their participation and fulfillment regarding their roles as board members.

- If timing permits, discuss ideas with all board members to collect their feedback and review (self evaluation).

### Selecting Topics and Materials for Board Training

- Board self-evaluation should be taken into account when training topics are selected. For example, if board members don't understand their roles as board members, then the training should place strong focus on this topic.
- Be sure to include review of *The Board Manual* in the training session. The manual is the key resource for members to collect, organize and reference resources needed to carry out their roles as board members. Members should take seriously their manual and the use of it.
- Materials you'll need often include:
  - Board manual
  - Advertising and promotions materials about the organization and its programs
  - Copy of the most recent strategic plan

### Members' Preparation for Training

Provide the board training agenda, board manual and promotions materials to members at least two weeks before the meeting. Ask them to review the materials before the meeting.

NOTE: Many of the materials you may need for training and to present to members are included in the [Free Toolkit for Boards](#) in the [Free Management Library](#).

**Sample Agenda for Board Training**

Topic	Leader of This Section of Meeting	Length of Time (minutes)
Welcome	Board chair	
Review of agenda*	Board chair	
Introduction of participants	Each person introduces themselves	
Overview of organization*	Executive director reviews mission, history, programs and introduces key staff	
Orientation to board manual*	Board chair	
Roles and responsibilities of governing board*	Board chair reviews overview of roles, role of chief executive, and comparison of roles of board and staff	
Overview of board structure	Review listing of current officers, committees, and committee chairs	
Overview of board operations*	Board chair reviews key points from bylaws and board policies, board operations calendar, sample committee work plans, and sample meeting agenda and minutes	
Review of strategic plan*	Board chair reviews format of plan, highlights from the plan and key points about status of implementation of the plan	
Administrative activities	For example, set the schedule for next year's board meetings, refine the board operations calendar, update the list of board members, etc.	
Next steps	Board chair poses reminders of upcoming activities and events	
Meeting evaluation	Board chair	

## **Guidelines for Strategic Planning**

Very simply put, strategic planning identifies where the organization wants to be at some point in the future and how it is going to get there. The "strategic" part of this planning process is the continual attention to current changes in the organization and its external environment, and how this affects the future of the organization. Skills in strategic planning are critical to the long-term success of your organization. This form of planning includes:

- Taking a wide look around at what's going on outside the organization and how it might effect the organization (an environmental scan)
- Taking a hard look at what's going on inside the organization, including its strengths, weaknesses, opportunities and threats (a SWOT analysis)
- Establishing statements of mission, vision and values
- Establishing goals to accomplish over the next (usually) three years or so, as a result of what's going on inside and outside the organization
- Identifying how those goals will be reached (strategies, objectives, responsibilities and timelines)

Strategic planning determines the overall direction and goals of the organization. Consequently, strategic planning influences numerous aspects of the organization such as:

- Products and services that will be provided by the business and how they are designed.
- Organization and roles.
- Performance goals.
- Board committees.
- Resources that are needed to reach performance goals, and how much money is budgeted to procure those resources.

Two key points to remember while proceeding through this module:

- 1) The planning process is at least as important as the planning document itself.
- 2) The planning process is never "done" -- the planning process is a continuous cycle that's part of the management process itself.



## Appendix A

### **CERTIFICATE OF INCORPORATION OF Open Figure Drawing, Inc.**

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, hereby states:

FIRST: The name of the Corporation is Open Figure Drawing, Inc., hereinafter sometimes called "the Corporation."

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purposes for which the Corporation is formed are: to promote and engage in regular session of figure drawing, which activities include artistic instruction mainly focused on sketching and drawing objects, landscapes and most frequently the human form, utilizing materials including but not limited to ink, charcoal, graphite, watercolors, acrylic paints, canvass and paper. The corporations purpose also will be to provide regular weekly sessions, at a convenient central location in the community (Syracuse, New York) which sessions will be open to the public, to allow any interested party to engage in, practice and display figure drawing.

FIFTH: Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code , or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code , or the corresponding section of any future federal tax code.

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, director, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

SEVENTH: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), and the corporation shall not participate in, or intervene (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

EIGHTH: In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

NINTH: In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1954, the corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

TENTH: The office of the Corporation is to be located in the County of Onondaga, State of New York.

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three.

## Mission Statement

Open Figure Drawing is a community-based drawing group that gives people of all abilities an opportunity to draw from an unclothed model.

As part of our mission, we strive to provide the following:

**Open Figure Drawing Inc.** exists to:

- Offer an inexpensive self instructional drawing experience to the general community.
- Give artists and students access to a live model.
- Provide drawing opportunities without commitment, on a drop-in basis.
- Offer a very reliable schedule long term without breaks.
- Create an environment of artist community support and networking about shows, openings, workshops, grants, and other events pertinent to our membership.
- Organize group shows from among participants.
- Support and train talented artist models.
- Expose participants to non-commercial music.

### *Expanding our mission (2004)*

Open Figure Drawing Inc. exists to offer the general community an inexpensive, self-instructional drawing experience. We define the general community in a very special way, to include anyone with the interest to draw (rather than the present ability). Our approach focuses on the development of group of learners, instead of defining artists by their ability to complete works of art. We seek the development of artistic people, and view the production of their work as a creative and educational process. The making of art is not our ultimate goal; success comes in a person's motivation, fostering perceptual skills, and performance for themselves. We think aspiring artists need a failure-free environment. We are concerned with the process of creativity; what artists do when they paint, how a work of art is made. So if you ask us "Who is an artist?", we would respond: We all are. Everyone has the potential, no matter what his or her current ability.

The issue of access is reflected in our low cost rate structure. We believe figure drawing should be affordable to everyone. Therefore we do not limit the study the human form to a privileged few but remain open to those who cannot afford the time or expense of more formal institutional classes. As a volunteer organization, our fees are based on our expenses and our average attendance. We operate in a small margin between red and black, a non-profit organization.

*Appendix B - Mission Statement (Cont.)*

The first word our name, Open, is a statement to our tenant that art is for everyone. We all need the Arts. The Arts are not a luxury. Our open membership has many people in the process of becoming, but may not yet be recognized artists. Open Figure Drawing Inc. not only aims to aid future artists, but more importantly, people whom might become more creative persons. We feel that if we give people time for practice and self-reflection, in an environment that is supportive, safe, inviting, and rich with diverse skill levels, they will conceive and produce their work, which is part of their developmental process. It is important to note that we have a range of skills available, learning does not always occur from seeing the best of the best, but in ways which fit with their next personal step. The discoveries the full time artist makes are no more important than those who are exploring the initial stages of drawing. In short, we value the inexperienced as well as the proficient.

Part of mission statement is to give artists and students access to a live model. But something more happens at our sessions than individuals working on their art. There is a sharing by observing others artists at work; we all can learn something concrete about the act of creation. Our models not only give us inspiration or reference, but some of the best poses to be the subjects of our work. There is a challenge of working from life, not available from statuary, two-dimensional materials, or electronic simulations. Another component of our mission is to support and train talented artist models. We provide an important avenue for entry into the field, literature to encourage and educate, as well as opportunity for economic and creative outlets.

OFD Inc. provides drawing opportunities without commitment, on a drop-in basis with a very reliable, long term schedule without breaks. Although one can become an artist without ever going to an art school, many aspiring artists make their first serious commitment by enrolling in a class. Our group allows extremely flexible entry, customized to their schedules without the time constraints usually associated with educational formats. Our membership does not need to be committed to becoming artists; many are still in transition, deciding how this choice fits for them. Some participants have attained a reputation in the art world and visit us for an occasional practice session. There is a core membership who attends not only for regular practice, but the social and educational aspects of working in a group.

Our goal is to create an environment of community support and networking; about shows, openings, workshops, grants, and other events pertinent to our varied membership. There are many different careers and interests within our group. We not only see graphic talent in advertising art, industrial art, art education, or fine art, but in every occupation in our community; doctors, ice cream truck drivers, to teachers and writers. We try to address the broad spectrum of interest, from those who are just entering the field and those with spectator's view of art, to the artists just establishing themselves or with a long term a career in art.

The group show is fundamental part of our mission; to organize exhibits and promote figure drawing within our community. It is a showcase for our diversity; young members, high school students, college attendees, regular attendees as well as part time drop-ins. All levels are welcomed to participate for a number of important reasons. We find it important to honor those who are struggling with the process as well as those who are adept. For some, it may be the first time they are shown, for others it is a regular event, for all it is the opportunity to take work it another level of completion. There is an underrated benefit to finishing a work, matting and framing, and displaying it. The experience may take a piece of an exercise and develop it into a piece of artwork. The sense of pride and accomplishment is invaluable motivation. We are pleased to provide an exhibit of typically monumental scope for figurative work. The public needs exposure and awareness of our activity.

Figure drawing is often misunderstood and issue of nudity requires sensitive education on our part. It also serves to welcome those people typically outside of our reach, into our group activity.

Workshops address the needs of learners beyond the self-instructional phase. An instructor or guide can provide valuable insights for practitioners. Special events are not a new avenue for OFD Inc., in 2003 we presented two sessions each of marathon-drawing events, model roundtables, portfolio development, and peer critiquing. We also held three themed drawing events as well as a sculpting workshop that were supported by contributions of attendees and grant funding. In 2004 we are presenting lectures by Syracuse figure drawing instructors. The purpose is to connect participants with mentors, provide diverse insights in the process, and give an overview of the instruction in our community.

So who becomes an Artist? It is our belief that any one who chooses to do can become an artist. There are social issues that affect the fate of artists of any age. We are moving to foster people of all ages and abilities into world of art. Open Figure Drawing Inc. is also growing, evolving our mission. OFD Inc. is becoming an arts organization, a social institution, and perhaps a shaper of cultural conditions. Over thirty years ago, Mihali Csikszentmihalyi identified problems developing artists face.

*"For to earn a livelihood in our society, artists must learn to negotiate forces that are often in conflict with their deepest values, personality traits, talents, and aspirations. The cognitive abilities of the artist must be adapted to cope with the present socio-cultural environment and its requirements. As social conditions change, so do the stresses that affect the manifestation of creativity."*

*Csikszentmihalyi The Creative Process p7*

We allow everyone the opportunity to unlock his or her creativity. So our challenge becomes an alternative form of education; taking in the community of diverse talent, advancing them in a time honored tradition of figure drawing, and expanding the avenues of learning. We use the term self-instructional because Wednesdays do not have a teacher or guide, but many individuals making discoveries within a supportive environment. OFD Inc. is committed to providing the services that allow these broad new concepts to take place within an open and affordable venue. We are "creativity in action". We are a stepping-stone, opening the doors to the benefits of expression, learning, and creative process.

## Appendix C

# BYLAWS of OPEN FIGURE DRAWING, INC.

## ARTICLE I

### *NAME AND PURPOSES*

Section 1.01. Name. The name of the organization is OPEN FIGURE DRAWING, INC

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes to

- Offer an inexpensive drawing experience to the general community.
- Give artists and students access to a live model.
- Provide drawing opportunities without commitment, on a drop-in basis.
- Offer a very reliable schedule long term without breaks.
- Create an environment of artist community support and networking about shows, openings, workshops, grants, and other pertinent events.
- Organize group shows from among participants.
- Support and train talented artist models.
- Expose participants to non-commercial music

## ARTICLE II

### *AUTHORITY AND DUTIES OF DIRECTORS*

Section 2.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 2.02. Number, Selection, and Tenure. The Board shall consist of not less than two (2) directors. Each director shall hold office for a term of two (2) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 2.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 2.04. Regular Meetings. The Board of Directors shall hold at least three (3) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Typically these should be on a Wednesday prior to an OFD INC. session.

Section 2.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 2.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 2.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 2.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 2.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 2.11. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and the majority shall make decision.

Section 2.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

### **ARTICLE III**

#### *AUTHORITY AND DUTIES OF OFFICERS*

Section 3.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. The same person, except the offices of President and Secretary/Treasurer, may hold any two (2) or more offices.

Section 3.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment. Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 3.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 3.06. Vice-president. The Vice-president shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-president shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 3.07. Secretary/Treasurer. The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Council's finances. The Secretary/Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 3.08. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

**ARTICLE IV**

**INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

**ARTICLE V**

**ADVISORY BOARDS AND COMMITTEES**

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committee Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

**ARTICLE VI**

**FINANCIAL ADMINISTRATION**

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VII**

**BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

**ARTICLE VIII**

**AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant.

Appendix D

Application for 501-3 c

CHAR410
State of New York
DEPARTMENT OF LAW
Charities Bureau
120 Broadway New York, NY 10271
http://www.oag.statAny.us/charities

For Office Use Only:
No.
7-A EPTL DUAL

REGISTRATION STATEMENT

- 1 ORGANIZATION'S NAME: OPEN FIGURE DRAWING INC.
2.PRINCIPAL STREET ADDRESS: 826 Euclid Avenue
3.MAILING ADDRESS (if different from above): 101 ELOISE TERRACE SYRACUSE NY 13207 -1828
4.PRINCIPAL NEW YORK STATE ADDRESS (if different from above): NA
5.ADDRESS WHERE BOOKS/RECORDS ARE KEPT: 101 ELOISE TERRACE SYRACUSE NY 13207
6.ALL NAMES UNDER WHICH ORGANIZATION SOLICITS CONTRIBUTIONS (INCLUDING GRANTS): OPEN FIGURE DRAWING INC.
7.DAYTIME PHONE NUMBER: (315) 475-3400 FAX NUMBER: None
8.DATE FISCAL YEAR ENDS: Month 12 Day 31
9.DATE AND STATE IN WHICH INCORPORATED OR FORMED: Date: 12-12-02 States NY
10. DATE BEGAN DOING BUSINESS IN NEW YORK: 12-18-02.
11, DATE BEGAN MAINTAINING ASSETS IN NEW YORK:12-18-02.
12.HAS THE ORGANIZATION PREVIOUSLY BEEN REGISTERED WITH NEW YORK STATE OFFICE OF THE ATTORNEY GENERAL AND/OR CHARITIES SECTION OF DEPARTMENT OF STATE?
13 LIST PROFESSIONAL FUND RAISERS (PFR), FUND RAISING COUNSEL (FRC) AND COMMERCIAL CO-VENTURERS (CCV) WHO HAVE AGREED TO ACT ON BEHALF OF THE ORGANIZATION:
14. HAS THE ORGANIZATION APPLIED FOR OR BEEN GRANTED TAX EXEMPT STATUS BY THE IRS?
15. HAS TAX EXEMPTION EVER BEEN DENIED?
16. DESCRIBE PURPOSES OF ORGANIZATION:
17. DOES THE ORGANIZATION (INTEND TO) SOLICIT CONTRIBUTIONS (INCLUDING GRANTS) IN NEW YORK STATE AND/OR FROM-NEW YORK STATE RESIDENTS?



18. LIST DIRECTORS, OFFICERS, TRUSTEES, AND OFFICIALS IN CHARGE OF OVERALL MANAGEMENT, INCLUDING THOSE WHO SIGN REPORTS SUBMITTED TO THE BOARD:

Name	Address	Title/Term
<b>Jim Emmons</b>	<b>700 Danforth St.Syracuse NY 13208</b> <a href="mailto:Jemmons@toast.com">Jemmons@toast.com</a> <b>315-423-8244</b>	<b>Board President</b>
<b>Chuck Westfall</b>	<b>108 Argonne Dr.Syracuse NY 13207</b> 315-422-5334	<b>Board Member</b>
<b>Kevin Brunet</b>	<b>513 Boyden St.Syracuse NY</b> <a href="mailto:13206kpbrunet@cs.com">13206kpbrunet@cs.com</a> <b>315-476-0945</b>	<b>Board Member</b>
<b>Peter Laudin</b> <b>Board Member</b>	<b>107 Southfield DrFayetteville NY 13066</b> <a href="mailto:plaudin@cxtec.com">plaudin@cxtec.com</a> . home phone 637-7454 work 476-3100, x2284	
<b>Iver Johnson III</b>	<b>101 Eloise Terr.Syracuse NY</b> <a href="mailto:13207 Itjohnso@syr.edu">13207 Itjohnso@syr.edu</a> <b>315-475-3400</b>	<b>Treasurer</b>
<b>Pamela J. McCarthy</b>	<b>207 Miles AvenueSyracuse NY</b> <a href="mailto:13210 Pmccart5@twcnny.rr.com">13210 Pmccart5@twcnny.rr.com</a> <b>315-423-9986</b>	<b>Board Member</b>
<b>Jed Gordon</b>	<b>307 Scott Ave.Syracuse NY 13224</b> 315-446-3651 <a href="mailto:Jgordon1865@aol.com">Jgordon1865@aol.com</a>	<b>Secretary</b>
<b>Mardea Warner</b>	<b>816 Bellevue Ave.Syracuse NY 13204</b> <a href="mailto:mwarner@tls-onondaga.org">mwarner@tls-onondaga.org</a> <b>315-479-5757</b>	<b>Board Member</b>

19. ST CHAPTERS, BRANCHES AND AFFILIATES THAT SHARE IN CONTRIBUTIONS OR OTHER REVENUE RAISED IN NEW YORK STATE:

Name Address

**NONE**

20. LIST NAME, ADDRESS, & ACCOUNT NUMBERS FOR ALL ACCOUNTS OF THE ORGANIZATION:

Bank Name **SYRACUSE COOPERATIVE FEDERAL CREDIT UNION** Address **723 WESTCOTT ST./SYRACUSE NY 13210**  
Account

21. A. Is the organization authorized to solicit contributions by any other governmental agency?  YES\*  NO

B. Has the organization or any of its officers, directors, executive personnel or trustees ever been enjoined by any court from soliciting funds or been found to have engaged in unlawful practices in connection with the solicitation or administration of charitable assets?.....  YES\*  NO

C. Has the organization's registration or license been suspended by any government agency?  YES\*  NO

\* If YES to A, B or C, attach a complete statement of details.

VERIFICATION: We verify, under penalty of perjury, that the information furnished in this statement is true and correct to the best of our knowledge and belief.

(President or Other Authorized Officer)

Signature Print Name **JIM EMMONS** Title **PRESIDENT** Date

(Chief Fiscal Officer) Signature Print Name **IVER JOHNSON** Title **TREASURER** **Date**

**ENCLOSE APPROPRIATE DOCUMENTS:**

Certificate of Incorporation, by-laws or other organizational document and amendments

Certificate of Authority (If incorporated outside New York)

Letter of Tax Exemption from the Internal Revenue Service

Financial Report for the last fiscal year.

If registering to Solicit Contributions - \$25.00 fee payable to "NYS Department of Law".

NOTE; Registration Statements Will be Returned Unless Accompanied by ALL Required Documents

## Tax Exempt Certificate



New York State Department of Taxation and Finance  
**New York State and Local Sales and Use Tax  
 Exempt Organization  
 Exempt Purchase Certificate**

**ST-119.1**  
(7/02)

<input type="checkbox"/> Single purchase certificate <input type="checkbox"/> Blanket certificate	Your exempt organization number is <b>not your federal employer identification number</b> (see instructions).	Exempt organization number (6-digit number issued by the New York State Tax Department) EX -	
Name of seller		Name of exempt organization/purchaser	
Street address		Street address	
City	State	ZIP code	City                      State                      ZIP code

The exempt organization **must be the direct purchaser and payer of record.**  
 You may **not** use this form to **purchase motor fuel or diesel motor fuel exempt from tax.**  
**Representatives of governmental agencies or diplomatic missions** may **not** use this form.  
**Carefully read** the instructions and other information on the back of this document.

I certify that the organization named above holds a valid Form ST-119, *Exempt Organization Certificate*, and is exempt from New York State and local sales and use taxes on its purchases.  
 I also certify that the above statements are true and correct. I make these statements with the knowledge that knowingly making a false or fraudulent statement on this document is a misdemeanor under section 1817 of the New York State Tax Law and section 210.45 of the Penal Law, punishable by imprisonment for up to a year and a fine of up to \$10,000 for an individual or \$20,000 for a corporation. I understand that the Tax Department is authorized to investigate the validity of the exemption claimed or the accuracy of any information entered on this form.

Print or type name of officer of organization	Title
Signature of officer of organization	Date issued



New York State Department of Taxation and Finance  
**Exempt Organization Certificate**

**ST-119**  
(8/02)

The organization named below is exempt from payment of the New York State and local sales and use tax.  
 The number shown on this certificate must be entered on any Form ST-119.1, *Exempt Organization Exempt Purchase Certificate*, presented to a vendor. If this certificate is lost or destroyed, you may obtain a replacement by notifying the Exempt Organizations Unit.  
 This certificate will remain in effect unless it is revoked or canceled. Misuse of the authority granted under this certificate will result in the revocation of exempt status and subject the organization to substantial civil and criminal penalties.

OPEN FIGURE DRAWING INC  
 101 ELOISE TER  
 SYRACUSE, NY 13207-1828

Certificate number <b>EX 235558</b>
Date issued <b>July 06, 2004</b>

**This certificate may not be altered, changed, lent, or transferred to another organization or person.**

## To-Do List

### Practical Information as part of the Board Member's Handbook

Written by [Carter McNamara, MBA, PhD, Authenticity Consulting, LLC](#). Copyright 1997-2007.

Adapted from the [Field Guide to Developing and Operating Your Nonprofit Board of Directors](#).

Contents of board policies manuals may differ somewhat among different organizations, depending on the needs and nature of the organization. Regardless of the content, manuals should be provided to each Board member. This manual greatly helps to orient and train new Board members, and ensure efficient organization and access to these materials. The following items are certainly not required for all manuals, but provide handy reference for consideration by each organization about what to include in their manuals.

#### LEGAL DESCRIPTIONS

##### Charter Documents

- Articles of Incorporation *included*
- IRS letter granting 501(c)(3) status (*nonprofit-specific copy enclosed*)
- Licenses and Permits (NA)
- Registration for Solicitation (*nonprofit-specific NA*)

#### STRATEGIC PLAN

##### Strategic Plan Document

- Mission, Vision and Values Statements *included*
- Goals and Strategies
- Action Planning (objectives, responsibilities, timelines, etc.)
- Status Reports *previous years budget Appendix F To-Do List (Cont)*.

#### BOARD ORGANIZATION/OPERATIONS

##### Bylaws and Policies

- Board Bylaws *included*
- Resolutions - NA
- Code of Ethics and Code of Conduct (*including conflict-of-interest policy - above*)
- Board Meeting Attendance Policy *required 4 meetings per year*
- Guidelines for Recruiting, Orienting, Informing and Removing Members
- Guidelines for Evaluating Board
- Guidelines for Evaluation Chief Executive Officer

##### Board Organization and Membership

- Roles and Responsibilities of Board
- Job Descriptions of Board Officers and Other Members
- Board Committees and Charters
- List of Board Members (*their organizations, contact information, etc on letterhead.*)
- Board Member Biographies

##### Board Operations

- Board Calendar *posted on website [www.openfiguredrawing.com](http://www.openfiguredrawing.com)*
- Work Plans ("to-do" list for each Board Committee)
- Board Meeting Agendas and Minutes
- Committee Meeting Agendas and Minutes
- Reports from Chief Executive

## **PROGRAMS/PRODUCTS AND MARKETING**

*Appendix F To-Do List (Cont).*

### **Description of Programs, Products and Services**

- Descriptions *1)Weekly drawings sessions with live model. 2)monthly special events. 3)workshops or annual conference. 4) Model training, onsite and 2 annual roundtables. 5)Annual group show and catalog.*
- Service Objectives *(nonprofit-specific) To provide opportunities for anyone with interest in drawing, formal, non-formal, or recreational.*
- Income Objectives: *To be self-sustaining for drawing sessions, surplus to be used for special events. Ideally to acquire and maintain a 50% operating budget.*
- Evaluation Results

### **Marketing and Promotions**

- Marketing and Promotions Plan
- Market Analyses
- Positioning Statement
- Brochures, articles, etc.

## **FINANCE/FUNDRAISING** *(fundraising is nonprofit-specific)*

### **Financial Management**

- Fiscal Policies *all reimbursements require a dated receipt*
- Internal Control Policies *(bookkeeping controls) each session must record model fee, # of participants, income for evening, # of tickets sold*
- Collections for Accounts Past Due
- Tracking In-Kind Donations *(nonprofit-specific)*
- Tracking Volunteer Hours *(nonprofit-specific)*
- Reimbursements *reimbursement cannot be made for sales tax – enclosed tax Exempt form*

### **Financial Records/Data**

- Yearly Budget *included*
- Budget Narrative *included*
- Cash Flow Reports *YTD quarterly at meetings*
- Program Budgets
- Financial Statements
- Financial Analysis
- Audit Reports - NA

### **Fundraising** *(nonprofit-specific)*

- Fundraising Plan
- Lists of Sources
- Lists of Donors
- Fundraising Reports

## **COMMUNITY/PUBLIC RELATIONS**

- Interview Guidelines *see Model handbook or website*
- Scripts (for reference during interviews)
- Listing of Major Stakeholders and Contacts
- Public Event Planning

## **PERSONNEL AND POLICIES**

### **Staff Organization and Data**

- Organization Chart
- Job Descriptions
- Staff (*HOST*)*Address List*
- Staff Handbook

### **Personnel (Staff) Policies and Procedures**

- Benefits and Compensation
- Code of Ethics and Code of Conduct
- Conference Room Layout / Reserving Rooms
- Diversity Plan
- During Chief Executive's Absence
- In Case of Fire
- Forms to Check Out Keys *LOCK BOX on rear of WCC*
- Large Mailings and Copy Lists *Webmaster*
- Office Forms
- Office Supplies
- Performance Management Policies (performance appraisal, firing, etc.)
- Receptionist/Program Assistance Advance Notice
- Snow Days *called by Syracuse Public School system*
- Special Recognitions
- Telephone Coverage

## Letter from the IRS

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **FEB 05 2008**

OPEN FIGURE DRAWING INC  
101 ELOISE TER  
SYRACUSE, NY 13207-1828

Employer Identification Number:  
59-3763087  
DLN:  
17053012707098  
Contact Person: GREGORY K OLWINE ID# 31382  
Contact Telephone Number:  
(877) 829-5500  
Public Charity Status:  
509(a)(2)

Dear Applicant:

Our letter dated June 2003, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at [www.irs.gov](http://www.irs.gov).

If you have general questions about exempt organizations, please call our toll-free number shown in the heading.

Please keep this letter in your permanent records.

Sincerely yours,



Robert Choi  
Director, Exempt Organizations  
Rulings and Agreements

Appendix H

**Letter Thanking our Supporters**

You may use this as a guide for writing the letter, or contact the board secretary for a digital version on the OFD letterhead.

Date:

Dear \_\_\_\_\_

Many thanks for your generous donation of

\_\_\_\_\_

worth \$ \_\_\_\_\_

For the purpose of tax deductions, your donation qualifies as a charitable gift to a 501 c-3 non-profit organization. Our community-based drawing group gives people of all abilities an opportunity to draw from an unclothed model.

As part of our mission, we:

- Offer an inexpensive drawing experience to the general community. Give artists and students access to a live model.
- Provide drawing opportunities without commitment, on a drop-in basis.
- Offer a reliable schedule long term without breaks.
- Strengthen the artistic community by networking and sharing news about shows, openings, workshops, grants, and other pertinent events.
- Organize group shows
- Support and train talented artist models.
- Expose participants to non-commercial music.

Your kind support helps a wide community of artists in the local area.

Sincerely yours,

Board Member of Open Figure Drawing, Inc.

**OFD Logo and Letterhead**





