

**Checklist for Annual Meeting of Directors**

**a Nonprofit Corporation**

For Fiscal Year End Date \_\_\_\_\_

Corporation: \_\_\_\_\_

Date of Scheduled Annual Meeting: \_\_\_\_\_

Date of Checklist: \_\_\_\_\_

Next Annual Report Due: \_\_\_\_\_

Accountant's Name: \_\_\_\_\_

Accountant's Phone Number: \_\_\_\_\_

**Note to Corporation:** In the past year, have any of the following events occurred? If so, please indicate, giving particulars, making special reference to dates of occurrences. Also, please note any related questions which you might have. Also, please attach a copy of the President's report of activities for the preceding year.

**1. CORPORATE DIRECTORS AND OFFICERS:**

**1.1** Has any director or officer died or resigned? If so, list.

**1.2** Have any new officers, directors or executives been appointed? If so, list.

**1.3** Please provide a current list of the names, addresses, e-mail addresses, phone and fax numbers for all members of the Executive Board, the Advisory Board, the Associates Board, if any, and any standing committees

**1.4** Has the Corporation borrowed any funds from, or loaned any funds to, an officer or director? If so, list.

**1.5** Has the Corporation paid any bonus(es) to employees, officers or directors?

**1.6** Has any employee, officer or director of the Corporation attended any meeting, convention, seminar or training courses pertaining to the Corporation's business activities? Do you plan to pay this expense with corporate funds? Do you have receipts? Have you discussed this with your accountant?

**2. NEW CORPORATE ADVISERS AND INSURANCE:**

**2.1** Who is the Corporation's accountant? What is his name, address and phone number?

**2.2** Please list all law firms used by the Corporation during the last year. Please include the names and addresses of the attorneys and a brief statement of the purpose of the expenditure.

**2.3** Has the Corporation reviewed its insurance coverage? When?

**2.3.1** Are liability limits at least \$3 Million?

**2.3.2** Does the workmen's compensation policy cover all employees?

**2.3.3** Does your fire insurance include your computer hardware and software?

**2.4** Are you aware that your liability insurance policy may exclude all coverage for damages arising from hazardous materials? If not, please consider this as an important warning that you should discuss this with your insurance representative and consider purchasing special or supplemental insurance to cover these types of damages.

**2.4.1** Would you like to discuss this further at the annual meeting?

**2.4.2** Please describe what, if any, steps you have taken to evaluate the impact of hazardous materials on your business.

**2.5** Has the Corporation changed its insurance coverage or insurance carrier?

**2.6** What is the name, address and phone number of your insurance adviser?

**2.7** Has your insurance adviser (agent) reviewed the insurance provisions of your office lease to be sure that you are carrying all insurance coverage required by the lease?

**2.8** Do you have Directors and Officers liability coverage? If not, have you discussed the possibility of getting it with your insurance adviser?

**2.9** Has the corporation become a partner or entered into any joint ventures during the past year? If so, have these documents been reviewed with your insurance adviser?

**2.10** Have you reviewed any changes in the ownership of vehicles with your insurance adviser?

**2.11** Do you have umbrella liability insurance coverage?

**2.11.1** If so, have you reviewed the appropriateness of the limits of this coverage within the last 12 months?

**3. CORPORATE BUSINESS:**

**3.1** Has the Corporation added any product lines, initiated any new business, etc?

**3.2** Has the Corporation begun doing any business in states other than Arizona?

**4. CORPORATE FINANCE:**

**4.1** Has the Corporation either borrowed or loaned any money from any financial institution or from any personal lender? Is this borrowing evidenced by a promissory note?

**4.2** Has the Corporation purchased or leased any substantial new assets?

**4.3** Has the Corporation sold, purchased or leased any real estate, or does it contemplate selling, purchasing or leasing any real estate in the near future?

**4.4** Has the Corporation paid any bonus(es) to employees, officers or directors?

**4.5** Has the Corporation seriously considered any offer of merger or proposal of acquisition in the present fiscal year?

**4.6** Has the Corporation entered into any negotiations or given any serious consideration to selling any of its large assets or any portion of its operations?

**5. MISCELLANEOUS:**

**5.1** Has any tax return of the Corporation been examined by the IRS or any other taxing authority?

**5.2** Has the Corporation incurred any substantial casualty loss (fire, wind, flood, etc.)?

**5.3** Has any of the Corporation's property, real or personal, been condemned by the state or federal government, or have you heard any rumors that might cause you to believe that the possibility of condemnation exists?

**5.4** Has the Corporation received any notice of legal proceedings against it? Is the Corporation involved as a party (or potential party) to any litigation or arbitration?

**5.5** Has any employee of the Corporation filed a workmen's compensation claim?

**5.6** Has the Corporation installed any new employee benefit programs, i.e., health insurance, life insurance, thrift plans, etc., which have not been reviewed by our office?

**5.7** If the Corporation has existing pension, profit sharing or salaried savings, plans, have the percentages or contributions by the Corporation or employees been changed during the year?

**5.8** Has the Corporation installed a program of corporate reimbursement of medical and dental expenses for its officers, directors or employees? (In particular, please include a list of amounts reimbursed and names of recipients.)

**5.9** Are you aware of any pending or potential labor problems?

**5.10** Has the Corporation paid all property taxes, sales taxes, withholding taxes, FICA, etc?

**5.11** Below, please add any items which you believe should be disclosed, discussed and/or reviewed involving any corporate matter.

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Signature of Corporate Officer

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Date