

Return of Organization Exempt From Income Tax

2015

Open to Public Inspection

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

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

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

A For the 2015 calendar year, or tax year beginning **2015**, and ending **20**

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

C Name of organization: _____
 Doing business as: _____
 Number and street (or P.O. box if mail is not delivered to street address) _____ Room/suite _____
 City or town, state or province, country, and ZIP or foreign postal code _____

D Employer identification number: _____
E Telephone number: _____
G Gross receipts \$: _____

F Name and address of principal officer: _____
H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

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

J Website: ▶ _____

K Form of organization: Corporation Trust Association Other ▶ _____
L Year of formation: _____ **M** State of legal domicile: _____

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities:		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	
	5 Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)			
19 Revenue less expenses. Subtract line 18 from line 12			
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)		
	22 Net assets or fund balances. Subtract line 21 from line 20		

Part II Signature Block

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

Sign Here

Signature of officer: _____ Date: _____

Type or print name and title: _____

Paid Preparer Use Only

Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____ Check if self-employed PTIN: _____

Firm's name ▶: _____ Firm's EIN ▶: _____

Firm's address ▶: _____ Phone no.: _____

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	

Part IV Checklist of Required Schedules (continued)

		Yes	No
20 a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	
b	<i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>	20b	
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	
b	<i>If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable 1a		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O 3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		
b	If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? 5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? 8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966? 9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? 13a <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

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

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13		
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13	Did the organization have a written whistleblower policy?		
14	Did the organization have a written document retention and destruction policy?		
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official		
15b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ►
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: ►

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations 1d				
	e	Government grants (contributions)				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f				
	g	Noncash contributions included in lines 1a-1f: \$				
	h	Total. Add lines 1a-1f ▶				
	Program Service Revenue	2a		Business Code		
b						
c						
d						
e						
f		All other program service revenue .				
g		Total. Add lines 2a-2f ▶				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶				
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties ▶				
	6a	Gross rents (i) Real (ii) Personal				
	b	Less: rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) ▶				
	7a	Gross amount from sales of (i) Securities (ii) Other assets other than inventory				
	b	Less: cost or other basis and sales expenses				
	c	Gain or (loss)				
	d	Net gain or (loss) ▶				
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a				
	b	Less: direct expenses b				
	c	Net income or (loss) from fundraising events . ▶				
	9a	Gross income from gaming activities. See Part IV, line 19 a				
	b	Less: direct expenses b				
	c	Net income or (loss) from gaming activities . . ▶				
10a	Gross sales of inventory, less returns and allowances a					
b	Less: cost of goods sold b					
c	Net income or (loss) from sales of inventory . . ▶					
	Miscellaneous Revenue	Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d ▶					
12	Total revenue. See instructions. ▶					

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e				
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> If following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing		1
	2 Savings and temporary cash investments		2
	3 Pledges and grants receivable, net		3
	4 Accounts receivable, net		4
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6
	7 Notes and loans receivable, net		7
	8 Inventories for sale or use		8
	9 Prepaid expenses and deferred charges		9
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	
	b Less: accumulated depreciation	10b	10c
	11 Investments—publicly traded securities		11
	12 Investments—other securities. See Part IV, line 11		12
	13 Investments—program-related. See Part IV, line 11		13
	14 Intangible assets		14
	15 Other assets. See Part IV, line 11		15
16 Total assets. Add lines 1 through 15 (must equal line 34)		16	
Liabilities	17 Accounts payable and accrued expenses		17
	18 Grants payable		18
	19 Deferred revenue		19
	20 Tax-exempt bond liabilities		20
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22
	23 Secured mortgages and notes payable to unrelated third parties		23
	24 Unsecured notes and loans payable to unrelated third parties		24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25
	26 Total liabilities. Add lines 17 through 25		26
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets		27
	28 Temporarily restricted net assets		28
	29 Permanently restricted net assets		29
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		30
	31 Paid-in or capital surplus, or land, building, or equipment fund		31
	32 Retained earnings, endowment, accumulated income, or other funds		32
33 Total net assets or fund balances		33	
34 Total liabilities and net assets/fund balances		34	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	
2	Total expenses (must equal Part IX, column (A), line 25)	2	
3	Revenue less expenses. Subtract line 2 from line 1	3	
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

BYLAWS

SAMPLE

ARTICLE I
NAME

The name of this corporation is and shall be _____ with its principal business office located and maintained within the corporate limits in the City of _____, and State of _____.

ARTICLE II
PURPOSES AND LIMITATIONS

Section 1. The _____ ("Chamber") is organized for the general purpose of advancing the economic, industrial, professional, cultural and civic welfare of the _____ area.

Section 2. The specific purposes of the Chamber are:

- (a) To coordinate the efforts of commerce, industry and the professions in maintaining and strengthening a sound and healthy business climate in the _____ area.
- (b) To sponsor aggressive programs of work and stimulate activities which will provide for the total development and employment of the area's human and economic resources.
- (c) To provide creative business leadership and effective coordination of all interested parties in solving community problems and in initiating constructive community action.
- (d) To serve as the voice of business in legislative matters and to further the understanding of our free enterprise economic system.
- (e) To engage in any other activity permitted by law.

Section 3. LIMITATIONS. The Chamber serves as a nonprofit organization, free of special interests, through which all members of the community can support the collective actions determined by the Chamber to be in the interests of the _____ area as a whole.

The Chamber shall observe all local, state and federal laws which apply to a tax-exempt organization as defined in Section 501(C)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III
MEMBERSHIP

Section 1. ELIGIBILITY. Any individual or entity, including public and quasi-public entities, having an interest in the objectives of the Chamber shall be eligible to apply for membership. Subject to the approval of the Board of Directors of the Chamber (the "Board of Directors" or the

"Board," members of which are "Directors"), business entities may obtain multiple memberships.

Section 2. ELECTION. Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. The Executive Committee or President shall review all applications and report on all membership additions and withdrawals to the Board. Any applicant approved by the Executive Committee or President shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article III.

Section 3. MEMBERSHIP DUES. Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

Section 4. VOTING. All members who are in a dues-paying category of membership are voting members and shall be entitled to one vote on all matters submitted to the members for a vote. All members who are in a membership category for which no dues are required are non-voting members and shall not be entitled to vote on any matter submitted to the members for a vote. In any proceeding in which voting by dues paying members is called for, each voting member shall be entitled to one vote.

Section 5. TERMINATION.

- (a) Any member may resign from the Chamber upon notice to the Board of Directors.
- (b) The membership of any member shall be terminated for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- (c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 6. TRANSFER OF MEMBERSHIP.

Membership in the Chamber is not transferable except through the sale or transfer of ownership of a business entity which is a member.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The time and place of the annual meeting of members shall be fixed by the Board of Directors and notice thereof given to each member at least ten (10) days before said meeting.

Section 2. SPECIAL MEETINGS. Special meetings of members may be called by the Board of Directors at any time, or upon petition in writing of any 10% of voting members in good standing. Notice of special meetings of the members shall be given to each member at least ten (10) days prior to each meeting.

Section 3. QUORUM; VOTING REQUIREMENTS. At any meeting of members, five percent (5%) of the votes entitled to be cast on a matter must be represented in person, by proxy, by written ballot or by absentee ballot to constitute a quorum on that matter. If a quorum is present, the affirmative vote of a majority of the voting members represented is the act of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. GOVERNANCE. The governance and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board of Directors is responsible for adopting and approving all policies of the Chamber, and for establishing the procedures by which such policies are formulated.

Section 2. COMPOSITION OF THE BOARD.

- (a) The Board of Directors shall be composed of such number of Directors within the limits set forth in the Articles of Incorporation as the Board of Directors shall determine.
- (b) The terms of the Directors shall be staggered. Approximately one-third of the Directors shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. If the number of Directors is increased, to the extent feasible the Directors serving as the additional Directors shall be divided into three (3) classes. The first term of office of the first class shall be one (1) year. The first term of office of the second class shall be two (2) years. The first term of office of the third class shall be three (3) years. Thereafter, the term of office for successors to all classes shall be three (3) years.
- (c) The term of a Director serving as Chair of the Board shall be extended, to the extent necessary, so that such person remains a Director for the year following the termination of such person's service as Chair.
- (d) The term of a Director serving as an officer other than Chair of the Board shall be extended, to the extent necessary, so that such person remains a Director for the duration of such Director's service as an officer.
- (e) The President of the Chamber shall serve as a member of the Board of Directors.

Section 3. APPOINTMENTS. The Chair of the Board, upon recommendation of the Executive Committee, may appoint additional Directors, subject to the approval of the Board of Directors and the limitation upon the number of Directors set forth in the Articles of Incorporation, and they will serve until the next annual election and until their successors are elected and qualified.

Section 4. ELIGIBILITY.

- (a) Terms. Directors may serve two (2) consecutive three (3) year terms, plus any initial term that is shorter than three (3) years as a result of filling a vacancy on the Board, Section V.2.(b) or Section V.3 of these Bylaws, or otherwise.
- (b) Public or elected officials are not eligible to serve as Directors.

Section 5. NOMINATION AND ELECTION OF DIRECTORS. No later than the November meeting of the Board of Directors, the Executive Committee shall present to the Board a slate of candidates, each of whom shall have agreed to serve and to accept the responsibilities of a Director. Additional candidates may be nominated upon a petition signed by twenty five (25) voting members submitted to the Chamber within ten (10) days following the date of the November meeting of the Board. At the regular December meeting of the Board, the Board of Directors shall elect the new members of the Board by majority vote from among the candidates nominated by the Executive Committee and any other candidates nominated by petition of the members.

Section 6. SEATING OF NEW DIRECTORS. All newly elected Directors shall take office and shall be participating members of the Board of Directors effective January 1 of each year, and shall be seated at the regularly scheduled January Board of Directors' meeting. Retiring Directors shall serve until December 31 of each year.

Section 7. REMOVAL. A member of the Board of Directors who shall fail to comply with the attendance expectations adopted and publicized by the Board from time to time may be removed as a Director by the Board upon the recommendation of the Executive Committee. Any Director may be removed by a two-thirds vote of the Board upon the recommendation of the Executive Committee for conduct unbecoming a Director of the Chamber or prejudicial to the aims or repute of the Chamber.

Section 8. VACANCIES. Vacancies on the Board of Directors may be filled by the Board of Directors by a majority vote.

Section 9. MEETINGS. Meetings of the Board of Directors may be called by the Chair of the Board or by the Board of

Directors upon written application of one-third (1/3) of the Directors then in office. Notice of the meeting shall be given to each Director at least two (2) days prior to the meeting.

Section 10. QUORUM. A quorum of the Board of Directors consists of forty percent (40%) of Directors in office immediately before the meeting begins.

Section 11. INDEMNIFICATION. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for intentional misconduct in their performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for such misconduct.

ARTICLE VI OFFICERS

Section 1. NOMINATION AND YEAR-END ELECTION OF OFFICERS. No later than the November meeting of the Board of Directors, the Executive Committee will present to the Board a slate of candidates for Officer positions. At the Board's regular year-end meeting or the first meeting after the new Directors are installed, whichever occurs first, the Directors shall elect the Chair of the Board, Chair-Elect, President, Secretary, and Treasurer. Officers, except the President and Secretary, will be elected from among the Directors. The executive director of the Chamber shall serve as President, and a member of the Chamber staff other than the executive director shall serve as Secretary. All officers shall serve for a term of one (1) year or until their successors assume the duties of office, and all, except the President and Secretary, shall be members of the Board of Directors.

Section 2. DUTIES OF OFFICERS

- (a) **Chair of the Board.** The Chair of the Board shall serve as the chief volunteer officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chair of the Board shall, with advice and counsel of the Chair-Elect, and the President, determine all committees and select committee leaders subject to approval of the Board of Directors.

- (b) **Chair-Elect.** The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair of the Board in the absence or disability of the Chair of the Board.

- (c) **President.** The President shall be the chief executive officer of the Chamber.

The President shall advise the Chair of the Board and the Board of Directors on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the programs of the Chamber.

The President shall be responsible for administration of the Chamber's program of work in accordance with the policies, procedures and resolutions of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Executive Committee and Treasurer, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The President shall also be responsible for all expenditures within approved budget allocations.

- (d) **Secretary.** The Secretary shall cause to be prepared notices, agendas, and minutes of the Board meetings maintain records of the Chamber and perform statutory duties of the office.

- (e) **Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be deposited, invested and disbursed in a manner approved by the Board of Directors. The Treasurer or designee shall make regular financial reports to the Board.

Section 4. INDEMNIFICATION. The Chamber may, by resolution of the Board of Directors, provide indemnification by the Chamber of any and all of its Officers or former Officers under the terms set forth in Article V, Section 11, of these Bylaws.

Section 5. COMPENSATION. Except for the President and the Secretary, the Officers of the corporation shall receive no compensation for their services as such, provided that they may receive reimbursement for reasonable expenses incurred and compensation for services performed extending beyond the services incident to the office. The compensation for the President shall be fixed by the Executive Committee.

ARTICLE VII COMMITTEES

Section 1. CREATION OF COMMITTEES. The Chamber shall have an Executive Committee and a Policy

Committee, and may have one or more other committees. Committees shall carry on such activities as may be delegated to them by the Board consistent with the Act and these Bylaws. Committee meetings (other than the Executive Committee) are open to Chamber members and ad hoc participation of a non member if approved by the President. Committees may include the review of local, state and federal government issues pertaining to the business community.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair of the Board, Chair-Elect, Immediate Past Chair, Treasurer, and the Director serving as of Counsel. Up to two (2) additional Directors may serve as at-large members of the Executive Committee, as nominated by the ex officio members of the Executive Committee and approved by the Board. The Chair of the Board will serve as head of the Executive Committee. The Executive Committee may act for and on behalf of the Board of Directors in any matter not prohibited by these Bylaws or the Act, but shall be accountable to the Board for its actions. Vacancies occurring on the Executive Committee shall be filled by the Executive Committee by appointment with approval by the Board of Directors.

Section 3. POLICY COMMITTEE. The Policy Committee shall be a committee of not less than five (5) Directors nominated by the Executive Committee and approved by the Board of Directors. The Policy Committee has the authority to exercise the powers of the Board in analyzing and determining the Chamber's position on public policy issues.

Section 4. APPOINTMENT AND AUTHORITY. The Chair shall appoint the members of committees other than the Executive Committee and Policy Committees. Unless otherwise expressly determined by the Board, such other committees do not have the authority to exercise the powers of the Board but shall conduct research, studies, forums, and make recommendations to the Board of Directors.

Section 5. LIMITATION OF AUTHORITY. Except as expressly set forth in these Bylaws, no action by any member, committee, employee, Director or Officer shall constitute an official policy of the Chamber until it shall have been approved or ratified by the Board of Directors. No action or resolution of any kind shall be taken by any committee outside the scope of authority granted to such committee by the Board of Directors.

Section 6. MEETINGS. The same notice, quorum and voting requirements that apply to meetings of the Board of Directors shall also apply to meetings of committees.

ARTICLE VIII

FUNDS

Section 1. BUDGET. The Board of Directors shall adopt an annual budget for the Chamber and shall adjust and/or revise the annual budget to meet changing conditions throughout the year.

Section 2. DISBURSEMENTS. Upon approval of the annual budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3. DONATIONS AND/OR CONTRIBUTIONS. It shall be the policy of the Chamber to deny requests for special or regular donations to charitable, philanthropic, recreational, youth or promotional programs which do not conform with regular Chamber activities. Since most members are approached for individual contributions to these aforementioned appeals, and since general membership dues are collected to maintain the operations of the Chamber it is deemed inadvisable to expend dues money on programs for which members are individually and independently solicited. Funds for donations, contributions and/or dues in outside organizations must be included in the Chamber's annual budget at the beginning of each fiscal year.

Section 4. ANNUAL AUDIT. The Board of Directors shall determine the frequency and scope of audits of the Chambers accounting records. The audit shall at all times be available to members of the organization within the offices of the Chamber.

ARTICLE IX

FISCAL YEAR

The fiscal and business year of the Chamber shall commence January 1 of each calendar year and conclude at midnight on December 31 of each year.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed:

- (a) By the affirmative vote of two-thirds of the members of the Board of Directors present at any regular or special meeting, provided the proposed action be presented in writing at the regular meeting to the Board preceding such vote, or notice in writing be sent to each member of the Board at least ten (10) days prior to such vote.

-OR-

- (b) By a two-thirds affirmative vote of the members entitled to vote thereat, at the annual meeting of the members, or at any other meeting of the members called for that purpose by the Directors.

ARTICLE XI
DISSOLUTION

Section 1. PROCEDURE. The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation and these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed by the Board to one or more regularly organized and qualified business leagues, chambers of commerce, boards of trade, or similar organizations as defined in Section 501(c)(6) of the Code and/or one or more charitable, educational, scientific or philanthropic organizations as defined in Section 501(c)(3) of the Code.

Adopted: Date
Last Amended: Date

Sample Nonprofit Articles of Incorporation

Articles of Incorporation

(Not for Profit)

Article I Name

The name of the corporation shall be: _____. (Must include the suffix "Incorporated," "Corporation," "Inc.," or "Corp." You cannot use "Company" or "Co.")

Article II Principal Office

The principal street address is _____. (Must be a physical street address, not a P.O. Box)

The principal mailing address is _____. (Can be a P.O. Box)

Article III Purpose

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. (In any case, you should take care to limit the purposes of the organization to those permitted under section 501(c)(6).)

Article IV Manner of Election

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.(You will need to create bylaws)

Article V Initial Directors and/or Officers

List the name, title (President, VP, Secretary, Treasurer, Director), and address of each officer / director. You must have at least three directors.

Article VI Limitations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) 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.

Article VII Dedication of Assets

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII Initial Registered Agent and Street Address

The name and state street address (*P.O. Box is NOT acceptable*) of the registered agent is _____.

(Note: the registered agent is a person who will receive official correspondence on the organization's behalf, including legal summons, etc. That's why a street address is required. The registered agent could be your attorney or other representative, or an officer or director.)

Article IX Incorporator

The name and address of the Incorporator is:
_____.

(The incorporator is the person who is creating the corporation by signing the Articles of Incorporation and delivering / mailing them to the state. In most nonprofits this would be either the founder or the attorney who is preparing the articles. The Incorporator and the Registered Agent can be the same person, or not).

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent _____ Date _____.

Signature of Incorporator _____ Date _____.

(Disclaimer: This presentation of Sample Articles of Incorporation is not to be construed as legal advice. IRS language has been added as required to qualify for federal tax-exempt status. While many small nonprofits prepare their own Articles of Incorporation, there is no substitute for qualified legal counsel to address your specific needs).