

Board Manual

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ABOUT THE ORGANIZATION

POWR was incorporated on October 21, 1993 to be a statewide voice for rivers in Pennsylvania. It operated for about one year with a volunteer board of directors and no staff. The first Executive Director was hired on a part-time basis in 1994. Within five years, there was a full time Executive Director and seven staff members. The Pennsylvania Organization for Watersheds & Rivers (POWR) is a tax-exempt, 501 (c) (3), nonprofit corporation with a mission to protect Pennsylvania's watersheds both through direct work and support of other organizations with similar missions. The organization's geographic focus is statewide.

In 2008, the Pennsylvania Environmental Council (PEC) and POWR joined together, designating POWR as a 509(a) supporting organization of PEC. This agreement offers much to both organizations including expanding the grassroots impact on conservation, as well as increasing organizational efficiencies. Further, it has stimulated an effort to reinvigorate POWR and more specifically identify a path forward to greater impact on the environment. Part of this was driven by a strategic planning consultant, Andy Robinson, from the Institute for Conservation Leadership who helped lay out alternative futures to POWR's board of directors. His advice included merging POWR with another organization. Currently, POWR is staffed with leadership from PEC, and supported by financial, accounting, and communications staff.

POWR serves a constituency of over 400 watershed associations across the state of Pennsylvania. Some of these organizations are well established, having incorporated many years ago. They have stable foundations consisting of committed boards, active memberships and a well known position in their community. Other organizations are relatively new and unincorporated with somewhat uncertain futures. The vast majority of the groups are between these two extremes; they are typically incorporated nonprofits, under 10 years old, run by a core of dedicated volunteers and in need of funding. All the groups have an ongoing need to communicate their message and grow their membership because most depend heavily on members for dues, communication and volunteer work. POWR's role is to provide capacity building services, leadership on rivers conservation and recreation, and an active voice in Harrisburg on key policy issues.

ACCOMPLISHMENTS

Over the years, we have helped create and support many of the nearly 400 watershed associations in Pennsylvania. We created the Fact Pack instructional materials to provide guidance on forming watershed associations, developing strategic plans, fundraising, and membership development. POWR implemented a stream signage program to locate named signs on watersheds all around the state. We created a national model in the Sojourns program, reaching a thousand participants, who paddle over 500 river miles and receive over 100 educational programs each year. In 2009, POWR began to enhance its communications materials, developing new brochures, a new e-newsletter called "Flow," and launched its first blog. Finally, POWR also established the Keystone Monitoring Network with dozens of local volunteer monitoring organizations providing countless datapoints on water quality across the state.

MISSION STATEMENT

POWR advocates for the protection, restoration and enjoyment of our common wealth of water resources, and conducts programs that foster stewardship, communication, leadership and action.

VISION

POWR will be the leading environmental non-profit membership organization for watershed and river protection. By continuing in the tradition of Pennsylvania's environmental pioneers and the

visionary Environmental Rights Amendment to the Pennsylvania Constitution (Article 1, Section 27), POWR will:

- Ensure Pennsylvania watershed associations are healthy, locally supported, and a benefit to their communities;
- Ensure the citizens of Pennsylvania are educated and enlightened as to the value of our abundant water resources and the importance of their management;
- Ensure access to quality resources including informational publications and website, educational workshops and trainings, networking and capacity building conferences, regional outreach, and dynamic activities connecting people to resources;
- Ensure all of Pennsylvania's waters meet 1972 Clean Water Act standards;
- Ensure a healthy holistic environment that recognizes our far-reaching connections up and downstream.

Through passionate determination, POWR will honor the voice of the rivers as they beckon us to ensure their enduring legacy for generations to embrace and enjoy.

CONSTITUENCY

The market POWR serves is primarily a constituency of some 380 watershed associations. Some of these organizations are well established, having incorporated dozens of years ago. They have stable foundations consisting of committed boards, active memberships and a well known position in their community. Others are relatively new, unincorporated, and unstable. The vast majority of the groups are between these two extremes; they are incorporated, under 10 years old, run by a core of dedicated volunteers and in need of funding. All the groups have an ongoing need to communicate their message and grow their membership because most depend heavily on members for dues, communication and volunteer work.

SERVICES AND PROJECTS

- Watershed association capacity building & technical assistance including the online Watershed learning Center
- Statewide coordination of the 12 PA Sojourns (multi-day paddling and educational events) and development of the River of the Year Poster
- State-level advocacy on water conservation issues
- Communications and watershed awareness through diverse outlets such as the website, blog, e-newsletter, events listing, action alerts, etc.
- Host annual member meeting
- General liability insurance program for members
- Coordination of the Keystone Monitoring Network, a web-based source and repository for local watershed monitoring data

INFORMATION & OUTREACH

- Training
- Newsletters
- Website
- Conferences
- River Signage
- River Sojourns

TECHNICAL ASSISTANCE

Monitoring Network

BUSINESS SUPPORT

POWR has responded to needs articulated by watershed associations, such as insurance, access to legal professionals and communication support.

In addition, through a contract with PA Department of Environmental Protection (DEP) and the Susquehanna River Basin Commission (SRBC), POWR is leading the development of a statewide Center for Water Conservation, the first of its kind center for information on water quantity issues and conservation in Pennsylvania. The new center and its website will offer technical assistance to industry, nonprofits, and homeowners on water conservation measures, as well as provide outreach and educational services to target audiences.

These services further the goals of watershed conservation by enabling the local watershed associations to maintain strong organizations that perform education and field projects, such as monitoring and stream restoration. In addition to these primary services, POWR is also directly engaged in monitoring activities associated with the removal of dams.

LOOKING FORWARD

In the 2009 and 2010, POWR will be undertaking several innovative projects that will aid our members in their conservation efforts. Specifically, in the fall of 2009, we will be launching the **Watershed Learning Center**, an online “college” for watershed volunteers and association staff. By visiting <http://learn.pawatersheds.org>, any individual will be able to take 1 to 2 hour courses on a range of topics. Experts from conservation organizations will develop short courses on planning, restoration, monitoring, policy and legal issues, as well as organizational issues like fundraising and board development.

In addition, POWR is leading the creation of the first Pennsylvania **Center for Water Conservation**, a new nonprofit organization that will provide diverse client base with information about water conservation measures. Proposed in the latest State Water Plan, POWR will develop the Center in partnership with the Pennsylvania Environmental Council and Eastern Research Group, focusing on creating a business plan and an interactive website that will cater to water users of all kinds including utilities, nonprofits, and the general public.

POWR is also anticipating completing a **review of Pennsylvania’s Rivers Conservation Plans**. While 83 have been completed to date, no comprehensive evaluation of their effectiveness or degree of implementation has been done. In partnership with PA DCNR, POWR will work with the range of groups involved with the development of these plans to assess and make recommendations.

Finally, there are several other unique projects in the conceptual phase that POWR is investigating. All revolve around raising awareness about water resources in Pennsylvania. For instance, we are working with the state’s microbrewing community – which is world class – to build a cadre of leaders on water conservation through a statewide **Craft Brewers Campaign for Clean Water**. Their industry depends upon clean water and with their help, we are exploring a viral marketing campaign to reach a new audience and build water conservationists. We are also looking into a project that would **video document local watersheds** in Pennsylvania. With a simple camcorder setup, we would work with local watershed associations to video resources, threats, and conservation opportunities, which would then be posted online at YouTube or other social media outlets.

BY-LAWS OF THE PENNSYLVANIA ORGANIZATION FOR WATERSHEDS AND RIVERS, INC.

(Ratified June 26, 1993; amended October 29, 1994, November 7, 1998, April 16, 2002 and September 5, 2003.)

ARTICLE I - NAME

The name of this incorporated non-profit Pennsylvania corporation is Pennsylvania Organization for Watersheds and Rivers, Inc.

ARTICLE II - PURPOSES

The Pennsylvania Organization for Watersheds and Rivers (POWR) is committed to the protection, sound management and enhancement of the Commonwealth's rivers and watershed systems and to the empowerment of local organizations with the same commitments. The Pennsylvania Organization for Watersheds and Rivers shall accomplish these aims by raising public awareness of river and watershed resource issues; gathering and publishing information related to watersheds and rivers; advocating for the formulation and implementation of sound public policies and programs relating to river conservation, water quality protection, water resources management, and watershed management; developing through communication and education the abilities of member organizations to pursue common goals; and other such related activities that meet the group's objectives. POWR will make no endorsement of political candidates, or engage in any political activity on behalf of or in opposition to a candidate for public office.

ARTICLE III - OFFICES

The principal business office of the Pennsylvania Organization for Watersheds and Rivers shall be at such location as the Board of Directors may from time to time determine.

ARTICLE IV - MEMBERS

Section 1. ELIGIBILITY FOR MEMBERSHIP. All interested persons and groups which support the purposes of POWR as set forth in Article II may become members upon payment of dues and approval of application for membership by the Board of Directors. Memberships shall be twelve months from the date of dues payment.

Section 2. CLASSES OF MEMBERSHIP. The Board of Directors may by resolution establish one or more classes of membership. One or more, but not all, of such classes may be designated as non-voting classes of membership.

Section 3. VOTING. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by mail will be permitted. There will be no voting by proxy.

Section 4. PROPERTY RIGHTS. No member shall have any right, title, or interest in any of the property or assets including any earnings or investment income of POWR, nor shall any such property or asset be distributed to any member upon the dissolution of POWR.

Section 5. POSITIONS. Policy positions POWR takes are not binding on the members.

Section 6. LIABILITY OF MEMBERS. No member of POWR shall be personally liable for any of its debts, liabilities, or obligations nor shall any member be subject to any assessment.

Section 7. REMOVAL. The Board of Directors of POWR may, at a board meeting, by vote of not less than two-thirds (2/3) of the board, remove any member of POWR who, in the judgment of the directors, shall have violated or refused to comply with any of the provisions of these bylaws or such Articles of Incorporation and rules and regulations as it may from time to time adopt, or who, in the opinion of the Board of Directors of POWR, fails to support the purposes and objectives of POWR.

Section 8. REFUNDS. In case of voluntary withdrawal, termination of membership, or removal of a member, no part of the contribution for membership or dues shall be refunded.

ARTICLE V - DUES

The Board of Directors may by resolution establish and/or adjust rates of annual dues for the various classes of membership.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1. RULES. The meetings shall be conducted according to Roberts Rules of Order, unless otherwise specified by the Board.

Section 2. ANNUAL MEETING. There will be an annual meeting each year, at a time and place determined by the Board of Directors for the purpose of electing directors, for establishing priorities for POWR, and for the transaction of such other business as may come before the meeting. All members shall be notified of the annual meeting at least 30 days in advance, and the notice shall state the time, place, and objectives of the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of members of POWR may be called at any time by order of the board or may be called by the President at any time upon written request of at least 10 percent of the members. All members shall be notified of special meetings at least 30 days in advance, and the notice shall state the time, place, and objectives of the meeting.

Section 4. VOTING. Each member, whether group or individual, shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members present and voting and members voting by mail. Motions made at meetings shall be adopted if voted on favorably by a majority of members present and voting. Under certain circumstances determined by the board, electronic voting will be permitted.

Section 5. POWERS & DUTIES OF MEMBERS. The members of POWR shall have the following powers and duties:

1. They shall receive reports from the president, secretary, treasurer, committees and staff of treasurer
2. The members shall elect the Board of Directors by a majority vote.
3. The members shall set the priorities of POWR by means of a process developed and approved by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. POWERS & DUTIES OF THE BOARD. The Board of Directors shall be vested with the management of the affairs of POWR. The Board shall be charged with the development of programs and policies consistent with the purposes outline in Article II and with the priorities established by the members at the annual meeting. The Board of Directors shall have the power to receive and disperse funds, seek and accept contributions, enter into contracts, and authorize and

terminate employment of staff and auditors. The Board of Directors shall prepare a budget and an annual work plan which reflects the priorities established by the members at the annual meeting and operate POWR within the budget approved by the Board.

Section 2. COMPOSITION. POWR shall have a Board of Directors of no less than 9 and no more than 15 members. The officers of POWR, upon election and qualifications, shall automatically be members of the Board of Directors. Insofar as possible, the Board shall aspire to represent the interests of Pennsylvania's local and regional watershed groups and be composed of representatives from each of the Commonwealth's 4 major watershed areas: Great Lakes, Ohio, Delaware & Chesapeake.

Section 3. ELECTION & TENURE. The Board of Directors shall be elected by the members at the annual meeting of the members to serve a three-year term. No Director shall be eligible for re-election to a third consecutive term, and may not be re-elected until he or she shall have been out of office for at least two years. In the first year of POWR, half the membership of the Board will be elected to 1-year terms. The remaining elected members will serve 2-year terms. Thereafter, all board terms will be for 3 years.

Section 4. REGULAR MEETINGS. There shall be at least 4 regular meetings annually of the Board of Directors at such time, manner, place, and hour as shall be determined by the Board of Directors from time to time. The Board of Directors shall provide, by resolution, the time, manner, place, and hour for holding of additional regular meetings of the Board. Meetings shall be conducted using Roberts Rules of Orders, unless otherwise specified by the Board.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Executive Director, President, or a majority of the Directors by giving notice of the date, time, place, and purpose of such meeting to all Directors at least two days in advance of such meeting.

Section 6. NOTICE. Written notice of the time and place of regular Board of Directors meetings shall be sent to each Director via regular mail, e-mail, or other means not less than 10 days before such meeting.

Section 7. QUORUM. Five members of the Board of Directors shall constitute a quorum provided that two of those members are members of the Executive Committee. [By-laws amended 10/29/94].

Section 8. VOTING. Business is transacted upon a majority vote of a quorum except as otherwise specified within these bylaws.

Section 9. VACANCIES. Vacancies shall be filled by appointment by the Board of Directors until the next annual meeting, at which time a Director shall be elected to fill the unexpired or full term.

Section 10. REMOVAL OF DIRECTORS. A Director may be removed with just cause by a two-thirds (2/3) vote of Directors, as specified by statute. Neglect of duty by a Director shall be included as a cause for removal, and is defined as follows: any member of the Board who misses 3 consecutive meetings without notifying the Executive Director beforehand of good cause for his or her absence, shall be considered unable or unwilling to fulfill the obligations and duties of a member of the Board of POWR. Thereupon, that person may be removed from the Board of Directors and notified in writing of such action at least 10 days in advance of the meeting at which removal is to be considered. The vacancy shall be filled pursuant to Article VII, Section 9 of these by-laws.

Section 11. COMPENSATION. No Director shall receive compensation as a Director, but with prior approval of the Board may be entitled to expenses necessarily incurred in the discharge of his or her duties.

Section 12. INDEMNIFICATION. The officers, Directors and employees of the corporation shall not be personally liable for its debts, liabilities, or other obligations. POWR shall indemnify any person who was, is, or will be an officer, Director, or employee of POWR, and any of such person's personal representatives, against all costs and expenses reasonably incurred by or imposed upon such person or personal representative in connection with or resulting from any action, suit, or proceeding to which such person or personal representative may be a party by reason of office, Directorship, or employment with POWR. POWR shall not provide such indemnification, however, if such person or personal representative is finally adjudicated in the above-described action, suit, or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of duties as an officer, Director, or employee of POWR. Costs and expenses shall include, but are not limited to: attorney fees, damages, and reasonable amounts paid in settlement.

Section 13. PERSONAL LIABILITY OF DIRECTORS.

(a) Directors of POWR shall not be personally liable as such, for monetary damages for any action taken unless:

(1) the Director has breached or failed to perform the duties of his office under the Pennsylvania Non-Profit Corporation Law, 15 PA C.S.A. Sections 5711 to 5717 (Subchapter B); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of subsection (a), above, shall not apply to:

(1) the responsibility or liability of a Director pursuant to any criminal statute; or

(2) the liability of a Director for the payment of taxes pursuant to Federal, State, or local law.

(c) POWR shall carry liability insurance for its Directors and officers.

Section 14. SELECTION OF ALTERNATES. Each Director may designate one person from the membership to serve as an alternate. The alternate will have voting privileges in the absence of the regular Director. Each Director must notify the Executive Director in writing of the name and address of the selected alternate 10 days prior to the next scheduled Board meeting.

Ratification of alternates will then be voted upon at the scheduled meeting. Alternates will be encouraged to attend all Board meetings and serve on set committees. Nominees who do not receive a sufficient number of votes to serve as a regular Board member may be seated in an alternate position. [By-laws amended 10/29/94].

ARTICLE VIII - OFFICERS

Section 1. OFFICERS. The officers of POWR shall be a president, a vice- president, a treasurer, a secretary and such other officers as may be elected with the provisions of this article. No one person may hold more than one office simultaneously. Officers whose authority and duties are not prescribed in these bylaws shall have the authority to perform the duties prescribed from time to time by the Board of Directors.

Section 2. QUALIFICATIONS, ELECTIONS, AND TERM OF OFFICE. The president, vice-president, secretary, and treasurer shall be elected by and from the Board of Directors immediately after election for Board of Directors at the annual meeting of members. Term of office shall be 1 year and reelections may occur yearly for a maximum of 4 years.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. PRESIDENT. The President is the chief executive officer of POWR and shall preside over meetings whenever possible.

Section 5. VICE-PRESIDENT. The Vice-President shall assist the chief executive officer in his or her duties, shall preside at meetings in the President's absence, shall replace the President if necessary.

Section 6. SECRETARY. The Secretary shall keep the minutes of all proceedings of POWR and make them available for inspection by any member at any reasonable time.

Section 7. TREASURER. The Treasurer shall keep all financial records current and in proper order and shall make said records available for inspection by any member at any reasonable time. The treasurer shall be the custodian of all funds of POWR subject to the direction of its members in a body and shall provide a financial report to the Board at each of its meetings, a report to the membership at the annual meeting, and a written report at the end of POWR's fiscal year.

ARTICLE IX - STAFF

Section 1. EXECUTIVE DIRECTOR. An Executive Director shall be appointed annually by a majority vote of the Board of Directors and shall serve at its pleasure at a rate of compensation to be set annually.

Section 2. POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director shall serve as chief administrator of POWR, serve as ex-officio member of the Board of Directors, and carry out those duties which are prescribed by the Board of Directors. The Executive Director shall not be a voting member, is not eligible to be elected as a Director, shall have no conflict of interest with the purposes of POWR.

It shall be the responsibility of the Executive Director to manage the day-to-day affairs of POWR, including the maintenance of records and membership lists, and these shall be made available for inspection by any member at any reasonable time. The Executive Director shall report to the Board of Directors on financial and operational affairs of POWR at regular Board meetings and at other such times as the Board may direct, advise the Board on matters before them, and seek by his or her own efforts and by management of POWR resources to carry out the annual work plan developed by the Board of Directors.

Section 3. OTHER STAFF. Upon authorization by the Board of Directors within the approved annual budget, the Executive Director shall hire employees to fill any staff positions.

Section 4. REVIEW. The Executive Director shall conduct an annual review of POWR's employees and make recommendations to the Board. The Executive Committee shall conduct an annual review of the Executive Director and make recommendations to the Board.

ARTICLE X - COMMITTEES

Section 1. COMMITTEES. Committees may be created by resolution of the Board of Directors. Except as otherwise provided in such resolution, members of each committee shall be members of POWR and recommended by the President and approved by the Board. One member of each

committee shall be appointed chairperson by the President. Committees shall make the regular reports to the Board of Directors of their activities.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee is a standing committee of POWR composed of the President, Vice-President, Secretary, and Treasurer and the Immediate Past President. Each president will spend the year following his or her term of office on the Executive Committee to provide administrative continuity and aid. If their Board term has expired, he or she shall serve as an ex-officio member in a non-voting capacity. The Executive Committee shall act in accordance with the direction of the Board of Directors under the established policies and budget. The Executive Committee shall make recommendations to the Board of Directors concerning general operations, policies, and budgets. The Executive Committee shall serve as the liaison between POWR and its employees. The Executive Committee shall meet at the call of the President.

Section 3. NOMINATIONS COMMITTEE. A nominations committee of three POWR members, at least one of whom is a member of the Board of Directors, shall be appointed annually by the President of POWR with the approval of the Board of Directors. The nominations committee shall solicit nominations for Directors from the membership prior to the annual meeting. No nominations shall be made from the floor of the annual meeting. The slate of candidates shall be presented to the Board of Directors at the annual meeting, and members of the Board of Directors shall vote by secret ballot. The candidates receiving the most votes for available seats on the Board of Directors shall be considered elected.

Section 4. AD HOC COMMITTEES. Ad hoc committees may be created by the President. The President shall appoint chairs of ad hoc committees and members of ad hoc committees shall be determined by the appointed chair.

Section 5. ADVISORY COUNCIL. An advisory council may be created by the Board of Directors and shall consist of such persons as the Board of Directors designates. An advisory council may or may not have Directors as members, as the Board of Directors determines. The advisory council may not act on behalf of POWR or bind it to any actions but may make recommendations on POWR programs and policies to the Board of Directors or to the officers of the corporation.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize the President or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of POWR.

Section 2. DEPOSITS. All funds of POWR not otherwise invested as provided for in Section 5 of this Article, shall be deposited in a depository insured by FDIC and selected by the Board of Directors.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of POWR shall be signed by such officer or officers, agent or agents of POWR and in such manner as shall be determined from time to time by such determination by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of POWR.

Section 4. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of POWR.

Section 5. INVESTMENTS. The funds of POWR may be retained in whole or in part in cash or otherwise, or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, as the Board may deem desirable.

ARTICLE XII - BOOKS AND RECORDS

POWR shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, Executive Committee and other committees as submitted, and shall keep at the principal office a record giving the names and addresses of the members. The fiscal records will be audited on an annual basis.

ARTICLE XIII - FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XIV - DISSOLUTION

Dissolution shall occur by majority vote of the Board of Directors. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Court having jurisdiction over the dissolution of corporations organized under the Non-Profit Corporation Law of 1988, 15 Pa. C.S.A., exclusively for such purposes or to such organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - RATIFICATION AND AMENDMENTS

Initial ratification of bylaws shall be two-thirds (2/3) vote of the Board of Directors. Provided that Article II, as originally adopted shall not in any way be contravened, bylaws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Directors present. At least 30 days prior notice of the proposed amendment(s) shall be given to the Board of Directors. Amendments become effective immediately upon passage.

Ratified June 26, 1993

Amended October 29, 1994

Further amended November 7, 1998

Further amended April 16, 2002

Further Amended September 5, 2003

STRATEGIC PLAN 2003 – 2005

MISSION STATEMENT

POWR advocates for the protection, restoration and enjoyment of our common wealth of water resources, and conducts programs that foster stewardship, communication, leadership and action.

VISION

Pennsylvania Organization for Watersheds and Rivers will be the leading environmental non-profit membership organization for watershed and river protection. By continuing in the tradition of Pennsylvania's environmental pioneers and the visionary Environmental Rights Amendment to the Pennsylvania Constitution (Article 1, Section 27), POWR will:

- Ensure Pennsylvania watershed associations are healthy, locally supported, and a benefit to their communities;
- Ensure the citizens of Pennsylvania are educated and enlightened as to the value of our abundant water resources and the importance of their management;
- Ensure access to quality resources including informational publications and website, educational workshops and trainings, networking and capacity building conferences, regional outreach, and dynamic activities connecting people to resources;
- Ensure all of Pennsylvania's waters meet 1972 Clean Water Act standards;
- Ensure a healthy holistic environment that recognizes our far-reaching connections up and downstream.

Through passionate determination, POWR will honor the voice of the rivers as they beckon us to ensure their enduring legacy for generations to embrace and enjoy.

CORE VALUES

Stewardship, Resourcefulness, Expertise, Passion, Integrity, Courage, Diversity

GOALS

- I. To empower watershed groups to influence water resources legislation. (Policy and Advocacy)
- II. To create outlets through mass media to better communicate our message and strengthen our voice. (Marketing and Communication)
- III. To enhance and further develop financial resources and membership. (Fundraising and Membership)
- IV. To strengthen POWR's infrastructure to effectively fulfill its mission. (Board Operations, Management and Operations, Business and Financial Operations)

GOAL I: TO EMPOWER WATERSHED GROUPS TO INFLUENCE WATER RESOURCES LEGISLATION.

OBJECTIVES

Become the statewide advocate for water resources issues.

- Select core policy issues and develop ways for POWR to achieve these policy goals.
- Select, individually or in partnership, one major "Flagship" advocacy issue for POWR to lead to success during the 2004 calendar year.
- Develop a fundraising strategy to hire a Science and Policy Director and develop an appropriate work plan on how he/she could pursue significant policy issues.

- Distribute scientifically based reviews and analysis of significant water resource issues.
- Assemble and compile all of the policy positions taken by the POWR Board and create an appropriate method to track on activities relating to these issues.
- Better utilize the Science and Policy Committee to guide and advise POWR through policy/advocacy efforts.

Empower local watershed associations and river groups to become more actively involved in advocacy activities.

- Develop a program to educate local watershed associations and river groups on how to effectively be involved at the local and state levels.
- Create a diverse program to solicit, involve and communicate with POWR members interested in advocacy issues.

Involve key policy- and decision-makers in outdoor river and watershed activities.

- Compile list of target individuals.
- Identify 3-4 activities in 2003-2004.

Improve staff and Board understanding of the policy-making process for watershed and river issues.

- *Create an in-house training program/schedule for staff.*

GOAL II: TO CREATE OUTLETS THROUGH MASS MEDIA TO BETTER COMMUNICATE OUR MESSAGE AND STRENGTHEN OUR VOICE.

OBJECTIVES

Assess stakeholders needs to target audience.

- Conduct research to develop programs and strategy for publications and dissemination of information and web site.

Maintain and continuously increase POWR's database.

- [Need action steps]

Continue enhancing POWR's newsletter and expanding its distribution.

- Secure adequate funds.
- Ensure that POWR obtains good printing services that balance costs and quality.
- Consider use of e-mail for distribution, in addition to hard copies.

Position POWR to be the voice of statewide water-related issues.

- Obtain training in earned media to increase marketing/communication opportunities for POWR.
- Expand POWR into new markets by developing relationships with new media contacts.
- Develop an annual media strategy.
- Develop a media database with phone, fax and e-mail information.
- Produce and disseminate press releases announcing impact events, grant projects, etc.
- Submit, periodically, letters to the editors.
- Be prepared to respond to media inquiries.

- Inventory existing television and radio talk shows and offer to provide speakers/experts.
- Inventory newspaper environmental reporters, editors, etc. and periodically contact those individuals.

Expand POWR's outreach capabilities through the creation of a speakers' bureau and exhibits.

- Identify topics for a speakers' bureau and events where speakers might be needed.
- Select staff, POWR Board Members, and others who can participate in the speakers' bureau.
- Produce attractive power point presentations for each selected speaking topic.
- Publicize the availability of the speakers through flyers, press releases, newsletter, web site and other media.
- Expand POWR's displays and exhibiting capabilities, and attend key statewide conferences.

Continue enhancing POWR's web site as a critical outreach tool.

- Secure adequate funding.
- Assess annual upgrade needs and new modifications.
- Keep content current and update frequently.

Create guidelines for and standardize the use of POWR's brand image for all products.

- Explore funding and get quotes from a graphic designer.
- Reprint postdated products using new image.

Develop new products.

- Evaluate, semi-annually, existing programs, fundraising, training and partnerships to determine product needs.
- Consider targeting publications specific to individual watersheds to enhance services to the watershed associations.
- Produce an attractive annual report.
- Produce 1-2 page fact sheets that follow a question and answer format.

GOAL III: TO ENHANCE AND FURTHER DEVELOP FINANCIAL RESOURCES AND MEMBERSHIP.

OBJECTIVES

Create and maintain a Fundraising/membership Committee of Board, staff and others with diverse backgrounds.

- Establish POWR membership categories, giving levels and member-only services/benefits.
- Develop standard language to include in all POWR membership brochures and organizational literature.
- Rewrite and reprint POWR's membership brochure.

Maintain and expand foundation funding.

- Establish a list of possible foundations to approach.
- Ensure foundation income is 25% of budget by April 2004.
- Maintain giving by foundations at 25% of budget or increase each year.

Establish and maintain corporate donations.

- Get 3 corporations to financially support POWR by December 2003.
- Maintain corporate donors annually and add 3 new corporate donors annually.

Hold a staff-organized Annual Meeting/Dinner each fall with built-in fundraiser(s).

- Show profit of \$2,000 income in 2003 and increase by \$2,000 each year.
- Ensure at least 150 attendees in 2003 and maintain or increase each year thereafter.

Initiate a Board-organized recreational fundraiser.

- Make plans to hold first board-organized fundraiser in Spring 2004.
- Show profit of \$2000 income in 2004 and increase by \$2000 each year.
- Evaluate success of fundraiser for future plans.
- Establish this fundraiser as an annual spring event.

Establish and maintain a major individual donor list.

- Seek 10 donors at \$500 or more.
- Maintain 75% of current donors while increasing number of new donors each year.

Develop a planned-giving program.

- Contact an attorney to draft materials and packet for planned-giving program.
- Create and use a bequest statement on all POWR materials.

Increase membership.

- Increase goal numbers annually: 200 by end of 2004, 400 by end of 2005, etc.
- Use Main Stream newsletter and brochure to promote memberships while exploring new marketing options and promotional tools/campaigns. (Re: membership promotion campaign.
- Research grants and funding opportunities for marketing, promotional and membership campaigns.
- Research ways to finance and hire a development/fundraiser/membership director.

Create an entrepreneurial culture among staff and Board members.

- Provide fundraising/membership training opportunities for staff and Board.
- Look for opportunities for staff and board to visit other organizations and learn about their membership and development work.

GOAL IV: TO STRENGTHEN POWR'S INFRASTRUCTURE TO EFFECTIVELY FULFILL ITS MISSION.

OBJECTIVES

Improve Board productivity.

- Develop and implement a Board Manual.
- Review and approve business plan by September 5, 2003 Board meeting.
- Review Task & Activity progress of Strategic Plan at quarterly Board meetings.
- Provide guidance to the E.D. in identifying policy priorities and developing positions.
- Diversify POWR Board membership.
- Reconnect with all former POWR Board members during 2003.

- Achieve 100% financial participation of the Bd. and maintain at least two-thirds of all former Board members as donors.
- Engage Board Finance Committee in Auditors Report to advise E.D. of developing priorities for improvements made in next fiscal year.

Improve tracking and reporting system for finances and programs.

- Create and support the implementation of a Business & Finance Development Plan.
- Research, fund and implement a fund accounting system for all projects/programs.
- Implement a system of resource allocation to accurately bill materials costs (printing, paper, ink, postage) to projects.
- Improve and standardize grant program record keeping in an archive system.

Track communications with funders and potential funders.

- Train staff to create program budgets to submit to Executive Director for inclusion in Annual Budget.
- Maintain current calendar of financial deadlines.
- Develop a schedule for Operational Budget Development, engage all staff in the process.
- Review operational budget spending on a regular basis.
- Train staff to track their own program expenses and create reports to check on current status of expenditures.
- Create template and implement standard monthly progress reports on programs, when necessary.
- Summarize monthly program reports into quarterly progress reports (text) for presentation to Board at meetings.
- Standardize monthly financial and text reports for presentation to staff and Board Committees, and quarterly financial reports (overall and by program) for Board Meetings.
- Quantify and benchmark the progress and impact of each project.

Establish a Personnel Management System that will ensure the highest level of expertise and staff morale.

- Keep Strategic Plan implementation at the forefront of the overall POWR program goals.
- Standardize and document office procedures in Operational Manual.
- Maintain and enhance staff expertise.
- Create and implement staff development program.
- Budget for continuing education / training for staff members.
- Encourage staff to be more in touch with nature and recreational activities to embody the mission of the organization.
- Conduct staff meetings and annual retreats.
- Establish lines of supervision and communications.
- Maintain current job descriptions.
- Conduct annual personnel reviews.
- Create and implement a new staff orientation program.

Establish and maintain an Information Technology Management Plan.

- Review the plan semi-annually.
- Implement and maintain a data archive and disaster recovery system for data integrity and protection and secure an off-site location for important paper and electronic office files.
- Develop and implement a procedure to copy and secure electronic data at the location on a regular schedule.

FINANCES

Funding is derived primarily from state government grants, specifically under the “Growing Greener” program. Growing Greener grants from the PA Department of Environmental Protection (DEP) support the Information & Outreach, Signage and Leadership Training projects. The Sojourn Program is sponsored by the Pennsylvania Department of Conservation and Natural Resources (DCNR). Together, grants for these projects constitute approximately 80% of POWR’s budget. Supplemental funding has been supplied for some of these programs by private foundations.

Approximately 80% of POWR's overall budget comes from State Growing Greener Funds. The Growing Greener budget is decreasing. The limit for administrative expenses under these grants is 2%. POWR's actual administrative costs are between 10% and 15%. To view copies of the 2003 and 2004 budgets please see appendices A & B at the back of the manual.

CURRENT PROGRAMS

OUTREACH EDUCATION

SOJOURNS

River Sojourns have become a statewide ecotourism feature in Pennsylvania thanks in part to the partnership between the Department of Conservation and Natural Resources' (DCNR) and POWR. DCNR has selected a Feature River for Pennsylvania every year. A Sojourn can serve as an interactive outdoor classroom that allows those who participate to have an up close and personal experience that will change the way they view their effect on water resources.

PA STREAM SIGNAGE

POWR, in partnership with the Resource Conservation and Development (RC&D) Councils, Pennsylvania Department of Environmental Protection, and the Pennsylvania Department of Transportation have established a Stream Signage Program to install PENNDOT-approved signs identifying streams, rivers, and creeks in Pennsylvania. The signs are being placed immediately before both sides of bridges on state-owned roads that cross over the waterways front.

The purpose of the Stream Signage Program is to raise awareness, connect people to their watersheds and encourage them to protect their water resources.

NEWSLETTERS & PUBLICATIONS

POWR is dedicated to providing a series of informational materials designed to give the public the tools to successfully address the organizational and technical issues facing watershed groups throughout the state.

Monitoring Matters is a quarterly newsletter to keep groups involved in citizen-based monitoring informed of the latest issues, developments, opportunities and events affecting volunteer monitors in Pennsylvania.

Watershed Weekly is a publication produced by POWR to help watershed groups statewide gain visibility and network with each other. The newsletter also includes information on upcoming events, conferences, funding source information, training, and job opportunities.

KEYSTONE WATERSHED MONITORING NETWORK

The Network is the facilitated communication and support to 180 volunteer watershed monitoring groups. Other goals include establishing and coordinating training protocols and materials, identifying solutions for addressing current and future needs of volunteer watershed monitors, and advancing the recognition and credibility of volunteer watershed monitors. POWR is undertaking a major project to develop a database system to house this data under grants from the GE Foundation, William Penn Foundation and the PA DEP.

ORGANIZATIONAL DEVELOPMENT

POWR is pleased to offer assistance to new watershed groups that are just getting started and incorporated groups that face sustainability challenges. Members of POWR have full access to workshop materials developed by the Nonprofit Center at LaSalle University as well as future workshops.

For example, here are a few that are available to-date:

- Board Overview
- Creating and Maintaining Program Budgets
- Strategic Planning
- Grant Proposal Writing
- Fundraising

INSURANCE

POWR is offering group general liability coverage to Pennsylvania watershed group/members. For example, if an attendee at one an educational events fell and injured him or herself, the policy would pay to defend the organization against the claim and pay an award if one were made, within the limits of the policy." The water group gets added as an additional insured party onto POWR's general liability policy.

LEGAL RESOURCES

POWR offers links to legal resources to its members. The web page contains links to PA lawyers who provide environmental & land use counseling. We also provide web-based information about non-profit incorporation and liability.

THE ECO NETWORK

The ECO Network is a sophisticated email listserv that allows a coalition of environmental organizations from across the state to activate its members on a moment's notice to affect an important state issue.

TECHNICAL ASSISTANCE

POWR has sought to provide support to local watershed groups in order to preserve and enhance their capacities to act locally as effective watershed stewards. During the course of 2003-2004 and with funding from the William Penn Foundation, POWR is delivering leadership training to groups in southeastern Pennsylvania, including on topics such as fundraising, strategic planning and board management. In accordance with POWR's own strategic plan, we are strengthening our services to watershed groups and will be offering new services, which are currently being developed.

The monitoring program currently focuses on POWR's coordination of the Steering Committee of the Keystone Watershed Monitoring Network, which meets regularly to exchange information about volunteer monitoring, and publishes, through POWR, a well-respected, quarterly newsletter, Monitoring Matters. These volunteer monitoring efforts are valuable to the participants as well as our environment in general. As the monitors learn through hands-on experiences they also contribute to the body of knowledge about the condition of the environment. However, the utility of this information is presently limited because the data collected throughout the state is stored locally, often in paper files that are not readily accessible for assessment policy or other valuable uses. POWR seeks to harness this data as a platform for measuring and comparing environmental criteria in a larger effort to both evaluate the effectiveness of stewardship efforts and enhance the foundation for future environmental advocacy.

CONFLICT OF INTEREST FORM

A conflict of interest exists when a volunteer leader has a direct or indirect¹ business, professional, or personal situation or relationship that might influence, or that might be perceived to influence, the judgment or actions of the leader when serving the Organization. Conflicts of interest may arise under numerous scenarios, including but not limited to:

- 1) Serving as an officer or director of another nonprofit organization in the general areas of interest to the Organization.
- 2) Receiving compensation (e.g., consulting fees, speaking or writing honoraria, etc.) from a company offering products or services related to the interests of the Organization.
- 3) Doing business with Organization or having a relationship with any company or organization doing business or wishing to do business with Organization.

DISCLOSURE

The most fundamental concept in the area of conflicts of interest is disclosure. Those Organization officials subject to this Conflict of Interest Policy must disclose all conflicts as defined above. It should be noted that the definition of conflict of interest adopted in this Policy includes any relationship that might influence or that might be perceived to influence the actions or decisions of an Organization official. Therefore, even if one believes that a relationship or other circumstance will not affect one's judgment or conduct, if it could do so or if it reasonably could be perceived as having an improper influence, then it should be disclosed. Those covered by this Policy will have the burden of defending any decision not to disclose and therefore should err on the side of disclosure.

Disclosure shall be made on at least an annual basis on forms provided by Organization. Completed forms will be shared with the Organization Board of Directors, which may take such further action it deems appropriate. In addition, any relationship or circumstance that is created or arises in the interim should be disclosed to the Chairman of the Board and Executive Director of Organization as soon as possible, who will then notify the Board.

Finally, all those covered by this Policy have an obligation to bring to the attention of Organization any conflict or perceived conflict of any other Organization official also subject to this Policy.

COVERED OFFICIALS

All directors are subject to the Organization Conflict of Interest Policy:

EFFECT OF A CONFLICT OR PERCEIVED CONFLICT

Once a conflict of interest arises, in addition to disclosure, the person with the conflict should use their best judgment as to whether and to what extent they" should recuse themselves from deliberations, voting, decision making, and other participation with respect to the matter at issue, and whether they should resign from an office or position. In making this determination, the best interests of the Organization should be the sole criteria. The Board of Directors may require full or limited recusal or other measures, including resignation from an Organization office or position.

VIOLATION OF THIS POLICY

Violations of this Policy may result in disciplinary action, up to and including removal from an Organization office or position and expulsion from Organization.

¹ E.G., THROUGH A CLOSE FAMILY MEMBER OR A BUSINESS ASSOCIATE.

ELECTRONIC MAIL POLICY

As an advanced technology company, we increasingly use and exploit electronic forms of communication and information exchange. Employees and directors have access to one or more forms of electronic media and services (computers, e-mail, telephones, voicemail, fax machines, external bulletin boards, wire services, on-line services, the Internet and the World Wide Web).

The company encourages the use of these media and associated services because information technology is our business, because they make communication more efficient and effective, and because they are valuable sources of information, e.g., about vendors, customers, new products and services. However, electronic media and services provided by the company are company property, and their purpose is to facilitate company business.

We are aware that other companies have experience with employees allowing this informality to degenerate into improper use. Some have experience with personnel using E-mail to make derogatory comments about others, violate policy, or even to commit crimes. Because the E-mail system often feels like a less formal method of communication than paper, and it is not a face-to-face mode of communication, users may feel free to be less cautious or more candid in the contents of messages. Please remember, however, that the E-mail system is not a private mode of communication, and defamatory material distributed through the E-mail system could expose the user to liability as well as disciplinary action.

With the rapidly changing nature of electronic media, and the "netiquette" that is developing among users of external on-line services and the Internet, this policy cannot lay down rules to cover every possible situation. Instead, it expresses the company's philosophy and sets forth general principles to be applied to use of electronic media and services.

The following procedures apply to all electronic media and services that are:

- accessed on or from company premises
- accessed using company computer equipment, or via company-paid access methods, and/or
- used in a manner which identifies the individual with the company.

Electronic media may not be used for knowingly transmitting, retrieving or storage of any communications of a discriminatory or harassing nature, or which are derogatory to any individual or group, or which are obscene or X-rated communications, or are of a defamatory or threatening nature, or for "chain letters," or for any other purpose which is illegal or against company policy or contrary to the company's interest.

Anyone obtaining electronic access to other companies' or individuals' materials must respect all copyrights and may not copy, retrieve, modify or forward copyrighted materials except as permitted by the copyright owner or a single copy for reference use only.

CONFLICT OF INTEREST DISCLOSURE FORM

I have read and understand the Conflict of Interest Policy, and understand that it is my obligation to act in a manner that promotes the best interests of the Organization and to avoid conflicts of interest when making decisions and taking actions on behalf of the Organization.

To the extent that I have served in any of the following capacities for any company, organization or other entity or person over the past 12 months or anticipate doing so in the next 12 months, I hereby disclose on a separate piece of paper (a) the nature of the activity; (b) the identity of the organization, company, or other relevant entity or person involved; and (c) a description of the activity sufficient to allow the Board of Directors to make a determination as to the existence of a conflict of interest:

- consultant
- employee
- advisory board member or review panelist
- author
- speaker
- officer, director, partner, or owner
- recipient of royalties

I shall also disclose on a separate piece of paper any other direct and indirect² business, professional, or personal situations and relationships that might influence, or that might be perceived to influence, my judgment or actions relative to my service for the Organization, during the past 12 months and anticipated during the next 12 months.

I understand that it is my responsibility to update this information if there are any changed circumstances, including new relationships or activities, as they occur or arise.

Finally, I understand that in the course of my service for the Organization I may have access to confidential or other non-public information. I agree not to disclose this information, or make any use of this information, except as necessary to perform my duties for the Organization.

Signature

Date

Printed Name

Organization Position

BOARD MEMBER APPLICATION

Name: _____

Date: _____

Address: _____

Watershed of Residence: _____

Primary Occupation: _____

Credentials and Affiliations: _____

Position applying for: (i.e. Director): _____

Interest in POWR: (Please write a brief summary of the reasons you are interested in serving on POWR's Board of Directors):

Offerings (Please describe skills, associations, resources that you could offer the organization, such as contacts or financial resources, experience with nonprofit management, or other useful assets):

Interest in watersheds and the environment (please describe your interest in and commitment to water resources and the environment):

What length of service as a board member and how much time on a quarterly basis would you commit to POWR? _____

Would you be willing to maintain a membership in POWR and make an annual financial contribution? _____

Past interaction with POWR (if any): _____

What is your level of familiarity with POWR, its services and challenges?

If elected as a Board member, what measures would undertake to familiarize yourself with POWR, initially? On an ongoing basis?

Are you or have you been associated with a local watershed association? If so, in what capacity:

Other information you feel may be relevant?

Thank you for your interest in POWR and for taking the time to describe your candidacy.

IRS DETERMINATION LETTER

Internal Revenue Service
P.O. Box 2508
Cincinnati, Ohio 45201

Department of the Treasury

Date: **AUG 15 2008**

Person to Contact:

Dorothy Lawrence, ID# 31-07373

Contact Telephone Numbers:

877-829-5500 Toll-Free

Federal Identification Number:

25-1719174

Pennsylvania Organization for Watersheds
and Rivers, Inc.
610 N. 3rd Street, FL 3
Harrisburg, PA 17101

Dear Sir or Madam:

This modifies our letter dated March 1995. In that letter we determined that you were exempt under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c)(3). We determined that you were not a private foundation within the meaning of section 509(a) of the Code because you were an organization described in section 509(a)(1) and 170(b)(1)(A)(vi) of the Code.

In your letter dated July 21, 2008, you requested classification as a Type I organization described in sections 509(a)(3). Based on the information you provided, we have determined that you meet the requirements for the requested foundation classification. Accordingly, we have granted your request and modified your foundation status to reflect an organization described in section 509(a)(3).

We have determined that you are a Type 1 supporting organization under section 509(a)(3). A Type 1 is operated, supervised, or controlled by, a Type 2 is supervised or controlled in connection with, and a Type 3 is operated in connection with one or more publicly supported organizations.

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.

Grantors and contributors may rely on this determination until the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(3) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of such status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 509(a)(3) organization.

Because this letter could help resolve any questions about your exempt status and/or foundation status, you should keep it with your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

