

Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009**Open to Public Inspection**

A For the 2009 calendar year, or tax year beginning July 1 , 2009, and ending June 30 , 20 10	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Project for Neighborhood Aftercare, Inc. Number and street (or P.O. box, if mail is not delivered to street address) Room/suite 2807 Bransford Avenue, Suite C City or town, state or country, and ZIP + 4 Nashville, TN 37204
D Employer identification number 62-1710735	E Telephone number 615-385-7067
F Group Exemption Number ►	

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: ☐ Cash ☒ Accrual
Other (specify) ►

I Website: ► www.projectforneighborhoodaftercare.com

J Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

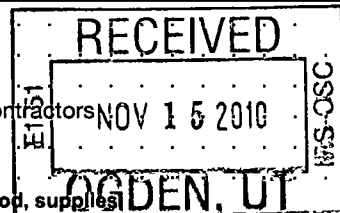
H Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts. If \$500,000 or more, file Form 990 instead of Form 990-EZ. ► \$ **403,136**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1 Contributions, gifts, grants, and similar amounts received	1	12,712
	2 Program service revenue including government fees and contracts	2	390,398
	3 Membership dues and assessments	3	
	4 Investment income	4	26
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b Less: direct expenses other than fundraising expenses	6b	
	c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	
	7a Gross sales of inventory, less returns and allowances	7a	
	b Less: cost of goods sold	7b	
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8 Other revenue (describe ► _____)	8	
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	403,136
	Expenses	10 Grants and similar amounts paid (attach schedule)	10
11 Benefits paid to or for members		11	
12 Salaries, other compensation, and employee benefits		12	330,831
13 Professional fees and other payments to independent contractors		13	6,500
14 Occupancy, rent, utilities, and maintenance		14	13,711
15 Printing, publications, postage, and shipping		15	1,148
16 Other expenses (describe ► <u>Insurance, depreciation, food, supplies</u>)		16	69,234
17 Total expenses. Add lines 10 through 16		17	421,424
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	(18,288)
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	150,797
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	132,509

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	89,420	94,104
23 Land and buildings		
24 Other assets (describe ► <u>Grants receivable, Equipment</u>)	86,165	45,885
25 Total assets	175,585	139,989
26 Total liabilities (describe ► <u>Accounts payable, deferred revenue</u>)	24,788	7,480
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	150,797	132,509

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

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21

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

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28	To provide a meaningful and enriching after-school program for Davidson County children, providing expanded learning opportunities to students in need. Approximately 503 children were served this year in the Davidson County, Tennessee area.		
	(Grants \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	28a	334,560
29			
	(Grants \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	29a	
30			
	(Grants \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	30a	
31	Other program services (attach schedule) <input type="checkbox"/>		
	(Grants \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	31a	
32	Total program service expenses (add lines 28a through 31a) ►	32	334,560

32	334,560
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[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b Did the organization file Form 1120-POL for this year?	37b	
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	39a	
b Gross receipts, included on line 9, for public use of club facilities	39b	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it 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? If "Yes," complete Schedule L, Part I	40b	✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	✓
41 List the states with which a copy of this return is filed. ▶ None		
42a The organization's books are in care of ▶ Sandy Johns Telephone no. ▶ 615-385-7067 Located at ▶ 2807 Bransford Avenue, Suite C, Nashville, TN ZIP + 4 ▶ 37204		
b 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)?	42b	✓
If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	✓
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
46 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	46	<input checked="" type="checkbox"/>
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?	49b	<input checked="" type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

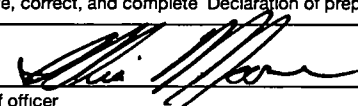
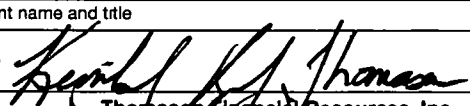
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 **None**

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 **None**

Sign Here	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.				
	 Signature of officer		Date 11/11/10		
Paid Preparer's Use Only	 Preparer's signature		Date 11/11/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 Thomason Financial Resources, Inc. 1809 Harding Trace Ct., Nashville, TN 37221		EIN 33-1040094		Phone no 615-673-7307
	May the IRS discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
	Form 990-EZ (2009)				

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

Project For Neighborhood Aftercare, Inc.

Employer identification number

62 : 1710735

Part I	Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- ☐ 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
 - ☐ 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
 - ☐ 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
 - ☐ 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
 - ☐ 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
 - ☐ 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
 - ☒ 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - ☐ 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - ☐ 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
 - ☐ 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
 - ☐ 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I
 - b ☐ Type II
 - c ☐ Type III—Functionally integrated
 - d ☐ Type III—Other
 - ☐ e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		
 - (ii) A family member of a person described in (i) above?

11g(ii)		
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 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

11g(iii)		
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 - h Provide the following information about the supported organization(s).

[illegible]

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	719,359	714,998	644,594	497,830	104,025	2,680,806
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0		0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0		0	0	0	0
4 Total. Add lines 1 through 3	719,359	714,998	644,594	497,830	104,025	2,680,806
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public support. Subtract line 5 from line 4.						2,680,806

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	719,359	714,998	644,694	497,830	104,025	2,680,806
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,416	3,215	1,309	1,400	26	8,366
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						2,689,172
12 Gross receipts from related activities, etc. (see instructions)					12	602,570
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	99.7 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	99.7 %
16a 33⅓% support test—2009. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33⅓% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33⅓ % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33⅓ %, and line 17 is not more than 33⅓ %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33⅓ % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓ %, and line 18 is not more than 33⅓ %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area for supplemental information with horizontal dashed lines.

**BY-LAWS
of
PROJECT FOR NEIGHBORHOOD AFTERCARE**

ARTICLE I – NAME and LOCATION

- A) NAME. The name of this corporation shall be Project for Neighborhood Aftercare(PNA).
- B) LOCATION. The principal office of the corporation in the State of Tennessee shall be located in the city of Nashville, county of Davidson. The corporation shall have and continuously maintain in the State of Tennessee a registered office and a registered agent whose office is identical with such registered office.

ARTICLE II – PURPOSE and GOVERNING INSTRUMENTS

- A) NONPROFIT CORPORATION. The corporation shall be organized and operated as a nonprofit corporation under the provision of the Tennessee nonprofit corporation code also within and subject to the limitation of section 501(c)(3) of the Internal Revenue Code.
- B) MISSION STATEMENT. PNA is a school-based before/aftercare providing expanded learning opportunities to students in need.
- C) PURPOSE. The general purpose of the corporation is to provide quality before and after-school child care for children in kindergarten through eighth grade who are enrolled in PNA. This childcare will provide activities that will include educational and recreational opportunities which contribute to the development of the children. This childcare will provide such meaningful before and aftercare in the child's neighborhood school (within walking distance of home).

ARTICLE III – GOVERNING STRUCTURE

- A) BOARD OF DIRECTORS.
 - 1). The Board shall have at least three members with the actual number as deemed necessary by the Board from time to time.
 - 2). The Board will also include one non-voting member: the Executive Director of PNA.
 - 3) The Board shall hire and oversee the Executive Director. The Executive Director shall hire and supervise other staff.
 - 4) The Board shall appoint an auditor to perform an annual audit of the corporation.
 - 5) Terms of office for Board members shall be July 1 through June 30. A Director shall serve for a term of three years, and a Director may serve two (2) consecutive terms after which a year off the Board is required before eligible for election. The initial Board under these revised by-laws will serve in three classes as evenly divided as possible: one class to serve 1 year with the right to be elected for two additional full terms, a second class to serve 2 years with the right to be elected for one additional full term, and a third class to serve 3 years.

- 6) Election. All members shall be elected from a slate presented by the Governance Committee by a majority vote of the Board at its regular fall meeting.
- 7) Removal. Any member may be removed with or without cause by a two-thirds vote of the Board. Absence from two regularly scheduled meetings will result in the automatic removal of that Board member, who may be reinstated upon a two-thirds majority vote of the Board.
- B) BOARD COMMITTEES. The Board Chair will appoint all committee chairs, and each chair shall staff its committee.
 - 1) Finance Committee shall consist of the Board Treasurer and at least two other members. With the Executive Director and Director of Finance, this committee shall prepare and submit to the Board a budget for the fiscal year for Board approval.
 - 2) Governance Committee shall consist of at least three Board members. This committee shall be responsible for the Board's performance and education, and also nominate candidates for officers and members of the Board.
 - 3) Additional committees shall be formed as deemed necessary by the Board from time to time.

ARTICLE IV – OFFICERS

- A) OFFICERS. The officers of the Board shall be a Chair, Secretary, Treasurer, and Vice-Chair and such others as deemed necessary by the Board from time to time.
- B) DUTIES OF OFFICERS
 - 1) The Chair shall preside at all meetings of the corporation and shall perform such other duties as may be prescribed in these by-laws or assigned by the corporation in order that the purposes may be promoted.
 - 2) The Secretary shall keep the minutes of all meetings of the Board and shall perform such other duties as may be delegated.
 - 3) The Treasurer and Director of Finance shall report the financial condition of the corporation to the Board. The Treasurer shall serve on the Finance Committee.
 - 4) The Vice-Chair shall perform the duties of the Chair in the absence or disability of the officer to act.
- C) ELECTION TO OFFICE. All officers shall be elected from a slate presented by the Governance Committee by a majority vote of the Board at its regular fall meeting. Additional officer vacancies may be elected at any time.
- D) REMOVAL FROM OFFICE. All officers may be removed with or without cause by a two-thirds vote of the Board.
- E) TERMS OF OFFICE. Terms of office shall be July 1 through June 30. Each officer shall serve a two-year term.

ARTICLE V – MEETINGS

- A) REGULAR BOARD MEETINGS. The Board of Directors shall meet at least four times a year, in person or by electronic means. Notice of each meeting and preliminary agenda items shall be distributed by mail or by electronic means at least seven days prior to the meeting.

- B) QUORUM. At meetings of the Board of Directors, the attendance in person by a majority of the voting members shall be necessary to constitute a quorum for the transaction of business.
- C) SPECIAL MEETINGS. Special meetings may be called by the Chair or by any three Board members, with notice distributed by mail or by electronic means at least seven days prior to the meeting.

ARTICLE VI – FISCAL

- A) CONTRACTS. The Board may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority must be by Board resolution and confined to specific circumstances. The Executive Director is authorized to enter into contracts with a value no greater than \$5000.00.
- B) CHECKS, DRAFTS, NOTES, ETC. The Executive Director is authorized to sign checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation with a value no greater than \$1000.00. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation with a value greater than \$1000.00 shall be signed by two Board members or by one designated Board member plus the Executive Director, and may be signed by such officer or officers, agent or agents, of the corporation and in such manner as may from time to time be determined by resolution of the Board.
- C) DEPOSITS. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.
- D) GIFTS. The Board may accept on behalf of the corporation any contributions, gifts, bequests, or devises for the general purpose or for any special purpose of the corporation.
- E) FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.
- F) BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office a record giving names and addresses of the Board of Directors.

ARTICLE VII – CONFLICT OF INTERESTS

- A) Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the corporation while serving in such capacity.
- B) Directors shall not conduct private business in a manner which places them at a special advantage because of their association with PNA.
- C) Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

- D) Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

ARTICLE VIII – IRC 501(c)(3) TAX EXEMPTION PROVISIONS

- A) **LIMITATIONS ON ACTIVITIES.** No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this 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 provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- B) **PROHIBITION AGAINST PRIVATE INUREMENT.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or 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 of this corporation.
- C) **DISTRIBUTION OF ASSETS.** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE IX – AMENDMENTS

These by-laws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board. By-law amendments must be sent by mail or by electronic means at least seven days prior to the meeting at which a vote is on the agenda.