

EXTENDED TO AUGUST 17, 2015

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

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

OMB No. 1545-0047

2014Open to Public
Inspection

A For the 2014 calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

TENNESSEE STATE COLLABORATIVE ON
REFORMING EDUCATION

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

1207 18TH AVENUE SOUTH

Room/suite

326

City or town, state or province, country, and ZIP or foreign postal code

NASHVILLE, TN 37212

F Name and address of principal officer: JAMIE WOODSON

SAME AS C ABOVE

D Employer identification number

26-3670335

E Telephone number

(615) 727-1545

G Gross receipts \$

1,734,663.

H(a) Is this a group return

for subordinates? ... ☐ Yes ☒ NoH(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number

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

J Website: WWW.TNSCORE.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: 2009

M State of legal domicile: TN

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities:	SEE SCHEDULE O	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	15
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	100
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 3,722,241.	Current Year 1,551,824.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,199.	4,006.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	182,204.	178,833.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,908,644.	1,734,663.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	66,000.	66,109.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,180,133.	1,323,279.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-11g)	991,643.	982,664.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,237,776.	2,372,052.
19	Revenue less expenses. Subtract line 18 from line 12	1,670,868.	-637,389.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 7,049,016.	End of Year 6,205,471.
	21	Total liabilities (Part X, line 26)	2,792,313.	2,586,157.
	22	Net assets or fund balances. Subtract line 21 from line 20	4,256,703.	3,619,314.

Part II Signature Block

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

Sign Here	Signature of officer	Date
	JAMIE WOODSON, CEO	7/14/15
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature
	STEPHEN T. DOLAN	[Signature]
Firm's name	Firm's address	Firm's EIN
	FRASIER, DEAN & HOWARD, PLLC	3310 WEST END AVE STE 550 NASHVILLE, TN 37203
Phone no.		615-383-6592

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

6H 7

SCANNED AUG 27 2015

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Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 1,330,756. including grants of \$) (Revenue \$)
SEE SCHEDULE O

4b (Code:) (Expenses \$ 585,479. including grants of \$) (Revenue \$)
SEE SCHEDULE O

4c (Code:) (Expenses \$ 294,614. including grants of \$ 66,109.) (Revenue \$)
SEE SCHEDULE O

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 2,210,849.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

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Part IV Checklist of Required Schedules *(continued)*

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

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	60		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

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

Section A. Governing Body and Management

	1a	1b	15	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year			15		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.					
b Enter the number of voting members included in line 1a, above, who are independent			15		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?				2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?				3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?				4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				5	X
6 Did the organization have members or stockholders?				6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?				7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?				7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:					
a The governing body?				8a	X
b Each committee with authority to act on behalf of the governing body?				8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				9	X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **TN, NY**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records: **THE JONESES, PLLC - (615) 371-6123**
750 OLD HICKORY BLVD, BLDG 2, #150, BRENTWOOD, TN 37027

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DR. WILLIAM H. FRIST CHAIRMAN	1.00	X		X				0.	0.	0.
(2) CHARLES W. CAGLE LEGAL COUNSEL	1.00	X		X				0.	0.	0.
(3) KEVIN T. CLAYTON DIRECTOR	1.00	X						0.	0.	0.
(4) ZAN GUERRY DIRECTOR	1.00	X						0.	0.	0.
(5) J.R. HYDE III DIRECTOR	1.00	X						0.	0.	0.
(6) ORRIN H. INGRAM II DIRECTOR	1.00	X						0.	0.	0.
(7) DR. THOM MASON DIRECTOR	1.00	X						0.	0.	0.
(8) GREGG F. MORTON DIRECTOR	1.00	X						0.	0.	0.
(9) SCOTT NISWONGER VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(10) JAMES J. POWELL DIRECTOR	1.00	X						0.	0.	0.
(11) DEE HASLAM DIRECTOR	1.00	X						0.	0.	0.
(12) GREG NELSON DIRECTOR	1.00	X						0.	0.	0.
(13) JANET AYERS SECRETARY	1.00	X		X				0.	0.	0.
(14) BILL GRACEY DIRECTOR	1.00	X						0.	0.	0.
(15) CHRISTINE RICHARDS DIRECTOR	1.00	X						0.	0.	0.
(16) JAMIE WOODSON PRESIDENT & CEO	50.00			X				297,512.	0.	20,802.
(17) SHARON ROBERTS COO	45.00			X				179,257.	0.	55.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DAVID MANSOURI EXECUTIVE VICE PRESIDENT	40.00			X				135,910.	0.	0.
1b Sub-total								612,679.	0.	20,857.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								612,679.	0.	20,857.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

**TENNESSEE STATE COLLABORATIVE ON
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Form 990 (2014)

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,551,824.			
	g Noncash contributions included in lines 1a-1f \$	1,551,824.			
h Total. Add lines 1a-1f					
Program Service Revenue	Business Code				
	2 a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	4,006.			4,006.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties	(i) Real (ii) Personal			
	6 a Gross rents				
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)				
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
	b Less: cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss)				
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a			
	b Less: direct expenses	b			
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities. See Part IV, line 19	a			
	b Less: direct expenses	b			
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less: cost of goods sold	b			
	c Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code			
11 a FISCAL AGENT FEES	900099	143,134.	143,134.		
b OTHER REVENUE	900099	35,699.	35,699.		
c					
d All other revenue		178,833.			
e Total. Add lines 11a-11d		1,734,663.	178,833.	0.	4,006.
12 Total revenue. See instructions.					

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Part IX Statement of Functional Expenses

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

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

☒ X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	66,109.	66,109.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	612,679.	572,717.	39,962.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	618,068.	577,755.	40,313.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	20,857.	19,497.	1,360.	
10 Payroll taxes	71,675.	67,000.	4,675.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	47,136.	40,812.	6,324.	
12 Advertising and promotion				
13 Office expenses	47,006.	1,052.	45,954.	
14 Information technology	87,634.	87,634.		
15 Royalties				
16 Occupancy	48,000.	38,400.	9,600.	
17 Travel	15,295.	15,295.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	527.	527.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	4,247.		4,247.	
23 Insurance	1,907.		1,907.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SCORE PRIZE SELECTION P	112,274.	112,274.		
b ONLINE ADVOCACY	109,623.	109,623.		
c PRINTING AND PUBLICATIO	89,439.	89,439.		
d SCORE PRIZE	72,232.	72,232.		
e All other expenses SEE SCH O	347,344.	340,483.	6,861.	
25 Total functional expenses. Add lines 1 through 24e	2,372,052.	2,210,849.	161,203.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**TENNESSEE STATE COLLABORATIVE ON
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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,318,207.	1	3,382,768.
	2 Savings and temporary cash investments	1,641,594.	2	1,643,133.
	3 Pledges and grants receivable, net	2,081,241.	3	1,136,668.
	4 Accounts receivable, net		4	35,000.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	22,858.		
	10b Less: accumulated depreciation	14,956.	10c	7,902.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	7,049,016.	16	6,205,471.	
Liabilities	17 Accounts payable and accrued expenses	48,780.	17	59,348.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,743,533.	25	2,526,809.
	26 Total liabilities. Add lines 17 through 25	2,792,313.	26	2,586,157.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,008,851.	27	2,332,885.
	28 Temporarily restricted net assets	2,247,852.	28	1,286,429.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	4,256,703.	33	3,619,314.	
34 Total liabilities and net assets/fund balances	7,049,016.	34	6,205,471.	

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REFORMING EDUCATION**

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Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,734,663.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,372,052.
3	Revenue less expenses. Subtract line 2 from line 1	3	-637,389.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,256,703.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,619,314.

Part XII Financial Statements and Reporting

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

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

Form 990 (2014)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No 1545-0047

2014

Open to Public
Inspection

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization **TENNESSEE STATE COLLABORATIVE ON
REFORMING EDUCATION**

Employer identification number
26-3670335

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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B.
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations _____

g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
Total						

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2988909.	2378199.	1602481.	3722241.	1551824.	12243654.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2988909.	2378199.	1602481.	3722241.	1551824.	12243654.
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)						3550023.
6 Public support. Subtract line 5 from line 4						8693631.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	2988909.	2378199.	1602481.	3722241.	1551824.	12243654.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,231.	7,757.	3,567.	4,199.	4,006.	24,760.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)			300.	182,204.	178,833.	361,337.
11 Total support. Add lines 7 through 10						12629751.
12 Gross receipts from related activities, etc. (see instructions)					12	
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 2014 (line 6, column (f) divided by line 11, column (f))	14	68.83 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	69.80 %
16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% 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 - 2014. 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 VI 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 - 2013. 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 VI 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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI.)						
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 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, 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 Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a	<input type="checkbox"/>	The organization satisfied the Activities Test. Complete line 2 below.
b	<input type="checkbox"/>	The organization is the parent of each of its supported organizations. Complete line 3 below.
c	<input type="checkbox"/>	The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).
2 Activities Test. Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	

	Yes	No
2a		
2b		
3a		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

TENNESSEE STATE COLLABORATIVE ON

Schedule A (Form 990 or 990-EZ) 2014 **REFORMING EDUCATION**

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations *(continued)*

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions)

PART II, LINE 10 - OTHER INCOME

SCORE SUPPORTS THE WORK OF KEY PARTNERS THROUGH GRANT FACILITATION AS PROJECTS ALIGN WITH SCORE'S THEORY OF CHANGE AND STRATEGIC PRIORITIES. IN ORDER TO EFFECTIVELY FACILITATE GRANTS, SCORE EARNS A FISCAL AGENT FEE FOR THE ADMINISTRATIVE FUNCTIONS OF ADMINISTERING GRANTS, INCLUDING BUT NOT LIMITED TO REVIEWING CONTRACTS WITH VENDORS; ADMINISTERING A COMPETITIVE BIDDING PROCESS TO SELECT VENDORS ON BEHALF OF KEY PARTNERS; PROCESSING PAYMENTS FROM GRANT ACCOUNTS; SUPPORTING THE GRANT REPORTING PROCESS THROUGH THE LIFE OF THE GRANT; AND VETTING AND SELECTING CONSULTANTS FOR PROJECTS ON BEHALF OF KEY PARTNERS, AS NEEDED. SCORE'S BOARD OF DIRECTORS HAS SET A RANGE OF BETWEEN TWO TO TEN PERCENT AS THE FEE SCORE MAY ASSESS FOR THIS WORK DEPENDING ON THE COMPLEXITY AND DURATION OF THE GRANT MANAGEMENT PROCESS. THE FISCAL AGENT FEE IS DETERMINED PRIOR TO FACILITATING THE GRANT AND IS TYPICALLY A PERCENTAGE OF THE ENTIRE GRANT. THE FEE IS COLLECTED BY SCORE ON A QUARTERLY BASIS AND IS BASED ON THE PERCENTAGE OF THE GRANT SPENT WITHIN THAT QUARTER.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2014

Open to Public
Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION	Employer identification number	26-3670335
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$

3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527
exempt function activities ▶ \$

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL,
line 17b ▶ \$

4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

TENNESSEE STATE COLLABORATIVE ON

Schedule C (Form 990 or 990-EZ) 2014 **REFORMING EDUCATION**

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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)	4,706.													
c Total lobbying expenditures (add lines 1a and 1b)	4,706.													
d Other exempt purpose expenditures	2,210,849.													
e Total exempt purpose expenditures (add lines 1c and 1d)	2,215,555.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	260,778.													
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)	65,195.													
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	198,610.	238,649.	255,009.	260,778.	953,046.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,429,569.
c Total lobbying expenditures	2,349.			4,706.	7,055.
d Grassroots nontaxable amount	49,653.	59,662.	63,752.	65,195.	238,262.
e Grassroots ceiling amount (150% of line 2d, column (e))					357,393.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2014

TENNESSEE STATE COLLABORATIVE ON

Schedule C (Form 990 or 990-EZ) 2014 **REFORMING EDUCATION**

26-3670335 Page 3

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization **TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION**

Employer identification number
26-3670335

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

**TENNESSEE STATE COLLABORATIVE ON
REFORMING EDUCATION**

Schedule D (Form 990) 2014

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition d ☐ Loan or exchange programs
b ☐ Scholarly research e ☐ Other _____
c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► _____ %
The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		21,509.	13,684.	7,825.
e Other		1,349.	1,272.	77.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				7,902.

Schedule D (Form 990) 2014

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Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) FUNDS HELD UNDER AGENCY AGREEMENTS	2,526,809.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	
	2,526,809.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2014

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	1,734,663.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1		3	1,734,663.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	1,734,663.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	2,372,052.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1		3	2,372,052.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	2,372,052.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

SCORE HAS QUALIFIED FOR TAX EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE
INTERNAL REVENUE CODE AND IS NOT A PRIVATE FOUNDATION.

SCORE FOLLOWS FINANCIAL ACCOUNTING STANDARDS BOARD ACCOUNTING STANDARDS
CODIFICATION (FASB ASC) GUIDANCE RELATED TO UNCERTAIN TAX PROVISIONS. THE
GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES
RECOGNIZED IN AN ORGANIZATIONS FINANCIAL STATEMENTS. THIS GUIDANCE
PRESCRIBES A MINIMUM PROBABILITY THRESHOLD THAT A TAX POSITION MUST MEET
BEFORE A FINANCIAL STATEMENT BENEFIT IS RECOGNIZED. THE MINIMUM THRESHOLD
IS DEFINED AS A TAX POSITION THAT IS MORE LIKELY THAN NOT TO BE SUSTAINED
UPON EXAMINATION BY THE APPLICABLE TAXING AUTHORITY, INCLUDING RESOLUTION

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Part XIII. Supplemental Information *(continued)*

OF ANY RELATED APPEALS OR LITIGATION PROCESSES, BASED ON THE TECHNICAL
MERITS OF THE POSITION. THE TAX BENEFIT TO BE RECOGNIZED IS MEASURED AS
THE LARGEST AMOUNT OF BENEFIT THAT IS GREATER THAN FIFTY PERCENT LIKELY OF
BEING REALIZED UPON ULTIMATE SETTLEMENT. SCORE HAS NO TAX PENALTIES OR
INTEREST REPORTED IN THE ACCOMPANYING FINANCIAL STATEMENTS. TAX YEARS THAT
REMAIN OPEN FOR EXAMINATION INCLUDE THE YEARS ENDED DECEMBER 31, 2011
THROUGH DECEMBER 31, 2014.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

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Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DRESDEN ELEMENTARY SCHOOL 759 LINDEN STREET DRESDEN, TN 38225	62-6000908	501(C)(3)	10,000.	0.			AWARD
HILLSBORO ELEMENTARY/MIDDLE SCHOOL 5412 PINEWOOD ROAD FRANKLIN, TN 37064	62-6000915	501(C)(3)	10,000.	0.			AWARD
COVINGTON HIGH SCHOOL 803 SOUTH COLLEGE STREET COVINGTON, TN 38019	62-6000870	501(C)(3)	10,000.	0.			AWARD
KINGSPORT CITY SCHOOLS 400 CLINCHFIELD STREET, STE 200 KINGSPORT, TN 37660	62-6000323	501(C)(3)	25,000.	0.			AWARD

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4.
- 3** Enter total number of other organizations listed in the line 1 table 4.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2014)

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

[illegible]

Part IV	Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.
---------	---

PART I, LINE 2:

THE NATURE OF THIS PARTICULAR GRANT IS SUB-GRANT. THE ORIGINAL GRANTOR IS RESPONSIBLE FOR MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES. THE GRANTS MADE TO SCHOOLS AND DISTRICTS WERE WITHOUT RESTRICTIONS (SCORE PRIZE WINNERS) BUT PROVIDED GENERAL GUIDELINES FOR SPENDING THAT REQUIRED THE FUNDS TO BE SPEND ON SCHOOL/DISTRICT NEEDS AS IDENTIFIED BY THE RESPECTIVE STAFFS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

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

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Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3:

THE BOARD ESTABLISHED A COMPENSATION COMMITTEE TO REVIEW COMPARABLE

ORGANIZATIONS TO SCORE AND DETERMINE A COMPENSATION PACKAGE. THE CEO IS

PROVIDED A WRITTEN EMPLOYMENT CONTRACT DETAILING COMPENSATION.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

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Inspection

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO ENSURE THAT EVERY TENNESSEE HIGH SCHOOL STUDENT GRADUATES READY FOR
COLLEGE AND CAREER AND THAT TENNESSEE IS THE FASTEST IMPROVING STATE IN
THE NATION.

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

SCORE'S MISSION IS TO ENSURE THAT EVERY TENNESSEE HIGH SCHOOL GRADUATES
READY FOR COLLEGE AND A CAREER AND THAT TENNESSEE IS THE FASTEST
IMPROVING STATE IN THE NATION IN TERMS OF KEY STUDENT ACHIEVEMENT
OUTCOMES. WE DO THIS THROUGH RESEARCH-BASED POLICY ADVOCACY, STRATEGIC
COMMUNICATIONS, TARGETED OUTREACH, PROGRESS MONITORING, AND
HIGHLIGHTING AND SHARING BEST-PRACTICES.

FORM 990, PART III, LINE 4A, DESCRIPTION OF PROGRAM SERVICE:

POLICY AND ADVOCACY: SCORE'S ADVOCACY, RESEARCH, COMMUNICATIONS, AND
OUTREACH EFFORTS IN 2014 SQUARELY ALIGNED WITH EFFORTS TO INSPIRE,
ILLUMINATE, AND INNOVATE. BELOW ARE THE MAJOR PROJECTS THAT SUPPORTED
THIS WORK:

-REPORTS AND POLICY MEMOS: ANNUALLY, SCORE PRODUCES A NUMBER OF TIMELY
AND REPORTS AND POLICY MEMOS AS DETERMINED BY THE NEEDS OF SCORE'S
COLLABORATIVE PARTNERS. EACH YEAR SCORE PRODUCES AN ANNUAL REPORT, "THE
STATE OF EDUCATION IN TENNESSEE," WHICH IS A COMPREHENSIVE ASSESSMENT
OF PUBLIC EDUCATION IN TENNESSEE. THIS REPORT PROVIDES AN UPDATE OF

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THE STATE'S PROGRESS IN IMPROVING STUDENT ACHIEVEMENT, ANALYZES THE WORK THAT HAS OCCURRED OVER THE LAST YEAR THAT HAS CONTRIBUTED TO ACHIEVEMENT GAINS, AND PROVIDES RECOMMENDATIONS TO THE STATE TO ENSURE THAT TENNESSEE CONTINUES ON A PATHWAY OF PREPARING ALL STUDENTS FOR SUCCESS IN COLLEGE AND THE WORKFORCE. THIS REPORT IS GROUNDED IN EXTENSIVE RESEARCH AND FEEDBACK FROM EDUCATORS, HIGHER EDUCATION FACULTY, THE TENNESSEE DEPARTMENT OF EDUCATION, AND BUSINESS AND PHILANTHROPIC PARTNERS FROM ACROSS THE STATE. OTHER POLICY MEMOS DEVELOPED AND DISTRIBUTED IN 2014 INCLUDE, "TENNESSEE'S STATE BOARD OF EDUCATION: ROLE, SELECTION AND THE CASE FOR APPOINTED MEMBERS", "MEASURING STUDENT GROWTH IN TENNESSEE: UNDERSTANDING TVAAS", AND "UNDERSTANDING STUDENT DATA PRACTICES: USAGE AND PRIVACY". SCORE ALSO FINALIZED A COMPREHENSIVE REPORT WHICH CONTAINS A HISTORY OF STUDENT ASSESSMENTS IN TENNESSEE ALONG WITH A SUMMARY OF THE IMPORTANCE OF ASSESSMENTS. THE REPORT ALSO ESTABLISHES AN EVIDENCE BASED-SET OF CRITERIA FOR HIGH-QUALITY, WELL-ALIGNED ASSESSMENTS.

-TENNESSEE EDUCATOR FELLOWSHIP: DURING THE SECOND HALF OF 2014, SCORE LAUNCHED THE TENNESSEE EDUCATOR FELLOWSHIP, WHICH PROVIDES TENNESSEE TEACHERS WITH AN OPPORTUNITY TO HAVE A GREATER IMPACT ON KEY STATE-LEVEL EDUCATION POLICY ISSUES. THE 22 TEACHERS SELECTED VIA A RIGOROUS SELECTION AND INTERVIEW PROCESS REPRESENT DIVERSE REGIONS, SUBJECT AREAS, GRADES TAUGHT, AND YEARS OF EXPERIENCE. THE FELLOWS PARTICIPATED IN TWO IN-PERSON AND ONE ONLINE CONVENING IN 2014. AS A RESULT OF THE TRAINING AND SUPPORT PROVIDED BY SCORE, THE FELLOWS DEVELOPED ADVOCACY ACTION PLANS WHICH INCLUDED SUCH THINGS AS PUBLISHED OP-EDS OR LETTERS TO THE EDITOR IN TENNESSEE NEWSPAPERS, TELEVISION FEATURES, LEADING CONVERSATIONS AT COMMUNITY MEETINGS, AND TALKING WITH

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POLICYMAKERS TO SHARE THEIR CLASSROOM EXPERIENCES.

**-OUTREACH AND COMMUNICATIONS: THROUGHOUT THE YEAR SCORE WORKED TO
EXPAND ITS OUTREACH AND COMMUNICATIONS STRATEGY INCLUDING, BUT NOT
LIMITED TO:**

***EXPANDING AND SUPPORTING THE EXPECT MORE, ACHIEVE MORE COALITION.
THE COALITION IS A GROUP OF EDUCATION, BUSINESS, AND PHILANTHROPIC
ORGANIZATIONS THAT ARE FOCUSED ON BUILDING AWARENESS AND SUPPORT FOR
HIGH ACADEMIC STANDARDS IN TENNESSEE. IN 2014, THE COALITION EXPANDED
TO INCLUDE MORE THAN 415 ORGANIZATIONS ACROSS THE STATE. SCORE UPDATED
ITS EXPECT MORE, ACHIEVE MORE MATERIALS AND DISTRIBUTED OVER 155,000
ITEMS TO DISTRICTS ACROSS THE STATE.**

***FACILITATING AND LEADING STRATEGIC PRESENTATIONS. SCORE TEAM
MEMBERS FACILITATED 96 PRESENTATIONS TO LOCAL, STATE AND NATIONAL
ORGANIZATIONS IN AN EFFORT TO SHARE TENNESSEE'S WORK TO IMPROVE STUDENT
ACHIEVEMENT, INSPIRE PARTNERS, SHARE RESOURCES, INNOVATE, AND/OR GATHER
INFORMATION THAT CONTINUES TO INFORM SCORE'S WORK.**

***LEADING SIGNIFICANT ADVOCACY EFFORTS ONLINE. THROUGHOUT 2014 SCORE
FOCUSED ON INCREASING FANS AND FOLLOWERS ON ITS SOCIAL MEDIA
PROPERTIES. ADDITIONALLY, SCORE SUPPORTED THE WORK OF THE EXPECT MORE,
ACHIEVE MORE COALITION'S SOCIAL MEDIA PROPERTIES. THESE EFFORTS ENSURE
THAT ACCURATE INFORMATION IS BEING SHARED WHILE ALLOWING INDIVIDUALS TO
ACTIVELY PARTICIPATE IN SUPPORTING THESE EFFORTS.**

-SCORE INSTITUTE: IN 2014, SCORE HOSTED A SCORE INSTITUTE INVITING

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DIVERSE EDUCATION STAKEHOLDERS FROM ACROSS THE STATE TO JOIN SCORE'S STEERING COMMITTEE FOR THE PURPOSE OF LEARNING SKILLS AND STRATEGIES THAT LEAD TO MORE EFFECTIVE EDUCATION ADVOCACY. ATTENDEES ENGAGED IN TRAINING THAT FOCUSED ON THE IMPACT OF HIGH ACADEMIC STANDARDS IN IMPROVING LEARNING IN K-12 CLASSROOMS, THE DETAILS OF WHAT COMPRISES A QUALITY ASSESSMENT, TENNESSEE'S PROCESS FOR REVIEWING AND REFINING TENNESSEE'S ACADEMIC STANDARDS, AND THE SELECTION OF AN ASSESSMENT THAT ALIGNS WITH THOSE STANDARDS.

FORM 990, PART III, LINE 4B, DESCRIPTION OF PROGRAM SERVICE:

TECHNICAL ASSISTANCE: SCORE WORKS TO COLLABORATIVELY SUPPORT KEY PARTNERS AS THEIR EFFORTS ALIGN WITH SCORE'S WORK TO INSPIRE, ILLUMINATE AND INNOVATE. BELOW ARE THE MAJOR PROJECTS THAT SUPPORTED THIS WORK:

-LIFT EDUCATION: IN 2014, SCORE CONTINUED ITS TECHNICAL ASSISTANCE SUPPORT OF LIFT EDUCATION (LEARNING INNOVATION FOR TENNESSEE EDUCATION). LIFT EDUCATION IS A SMALL COMMITTED GROUP OF SCHOOL SUPERINTENDENTS WHICH PROVIDES AN INSIGHTFUL, COURAGEOUS, AND STRONG PUBLIC VOICE TO THE EDUCATION REFORM CONVERSATION IN TENNESSEE, WHICH COLLECTIVELY LEARNING FROM EACH OTHER AND THE VERY BEST THOUGHT LEADERS, PRACTITIONERS, AND REFORM LEADERS IN THE WORLD.

-PROGRESS MONITORING AND COMMUNITY CONVERSATIONS: IN ORDER TO ASSESS THE STATES PROGRESS, SCORE CONDUCTED EDUCATOR FOCUS GROUPS AND EXTENSIVE INDIVIDUAL INTERVIEWS WITH EDUCATIONAL LEADERS AND OTHER PARTNERS. SCORE ALSO HOSTED A SERIES OF COMMUNITY CONVERSATIONS THAT

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WERE FOCUSED ON STUDENT-FOCUSED EDUCATION INITIATIVES AND PROVIDED
REGIONAL COMMUNITY MEMBERS A PLATFORM FOR DISCUSSING THEIR
CHALLENGES/OPPORTUNITIES IN PREPARING ALL STUDENTS FOR SUCCESS AFTER
HIGH SCHOOL. THIS INFORMATION, WHICH FOCUSED ON THE SUCCESSES AND
CHALLENGES OF IMPLEMENTATION, WAS SHARED WITH SCORE'S STEERING
COMMITTEE, AS WELL AS OFFICIALS FROM THE TENNESSEE DEPARTMENT OF
EDUCATION, AND WAS USED TO INFORM THE PROCESS OF IDENTIFYING THE
STATE'S EDUCATION PRIORITIES FOR 2015.

FORM 990, PART III, LINE 4C, DESCRIPTION OF PROGRAM SERVICE:

SCORE PRIZE: THE SCORE PRIZE, WHICH HAS BEEN GIVEN ANNUALLY SINCE 2011,
RECOGNIZES SCHOOLS AND DISTRICTS IN TENNESSEE THAT ARE ACHIEVING MORE
DESPITE THE CHALLENGES THEY FACE, HIGHLIGHTS AND SHARES BEST PRACTICES,
AND SHOWS OTHER SCHOOLS AND DISTRICTS IN TENNESSEE THAT IMPROVEMENT IS
POSSIBLE. IN LATE OCTOBER 2014, SCORE AWARDED THE FOURTH ANNUAL SCORE
PRIZE TO ONE ELEMENTARY, MIDDLE, AND HIGH SCHOOL, ALONG WITH ONE
DISTRICT IN TENNESSEE THAT HAVE MADE SIGNIFICANT PROGRESS IN IMPROVING
STUDENT ACHIEVEMENT. THROUGHOUT THE YEAR, SCORE HAS SHARED VIDEO CLIPS
FROM THE WINNERS; COLLABORATED WITH INDIVIDUALS FROM THE WINNING
SCHOOLS AND DISTRICT TO SERVE AS EXPERTS FROM THE FIELD DURING
COMMUNITY CONVERSATIONS AND PANELS; AND FEATURED BLOG POSTS
HIGHLIGHTING HOW EACH FINALIST IS IMPLEMENTING A SPECIFIC STRATEGY IN
THEIR SCHOOL OR DISTRICT THAT IS MAKING A DIFFERENCE TO STUDENTS.

FORM 990, PART VI, SECTION A, LINE 4:

THE BOARD OF DIRECTORS MADE TWO SIGNIFICANT CHANGES TO THE GOVERNING

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DOCUMENTS OF THE BOARD OF DIRECTORS SINCE THE 2013 990 WAS FILED. THE
BYLAWS WERE AMENDED NOVEMBER 25, 2014 TO NOTE THAT THE GOVERNANCE COMMITTEE
MAY RECOMMEND TO THE BOARD THAT A DIRECTOR BE RE-ELECTED FOR ADDITIONAL
TERMS OF OFFICE WITHOUT COMPLETING THE ONE (1) YEAR FURLOUGH IN BOARD
SERVICE PROVIDED FOR IN THE ORIGINAL BYLAWS WITH A TWO-THIRDS VOTE OF THE
FULL BOARD. A NEW BOARD POLICY, TENNESSEE EDUCATOR FELLOWS, WAS APPROVED
BY THE BOARD IN AUGUST 2014.

FORM 990, PART VI, SECTION B, LINE 11:

LINE 11A EXPLANATION - THE CEO AND COO, ALONG WITH THE BUSINESS ASSOCIATE
AND EXTERNAL ACCOUNTANT PERFORM THE INITIAL REVIEW OF THE FORM 990. A DRAFT
COPY OF THE FORM 990 IS SHARED WITH THE ENTIRE BOARD. IT IS THEN REVIEWED
WITH THE CHAIRMAN AND SECRETARY OF THE BOARD. (THE SECRETARY OF THE BOARD
ALSO SERVES AS THE CHAIR OF THE FINANCE/AUDIT COMMITTEE.)

FORM 990, PART VI, SECTION B, LINE 12C:

SCORE HAS A WRITTEN CONFLICT OF INTEREST POLICY WHICH IS REVIEWED AND
UPDATED, IF NECESSARY, ANNUALLY BY THE GOVERNANCE COMMITTEE. ADDITIONALLY,
A DISCLOSURE STATEMENT ALONG WITH THE COPY OF THE CURRENT POLICY IS MAILED
TO EACH BOARD MEMBER ANNUALLY FOR COMPLETION AND ACKNOWLEDGMENT. ALL
DISCLOSURE STATEMENTS ARE REVIEWED BY THE CEO AND CHAIRMAN OF THE BOARD TO
DETERMINE IF FURTHER ACTION IS NEEDED.

FORM 990, PART VI, SECTION B, LINE 15:

SAME AS ABOVE.

THE PROCESS FOR DETERMINING COMPENSATION INCLUDES: 1) A REVIEW AND APPROVAL
BY THE BOARD OF DIRECTORS OR COMPENSATION COMMITTEE OF THE ORGANIZATION, 2)
THE USE OF DATA REGARDING COMPARABLE COMPENSATION FOR OTHERS IN SIMILAR

Name of the organization	TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION	Employer identification number 26-3670335
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POSITIONS AND 3) CONTEMPORANEOUS DOCUMENTATION AND RECORD KEEPING.

FORM 990, PART VI, SECTION C, LINE 19:

GOVERNING DOCUMENTS, POLICIES, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON
REQUEST.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

EDUCATOR FELLOWSHIP:

PROGRAM SERVICE EXPENSES	69,733.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	69,733.

MISCELLANEOUS:

PROGRAM SERVICE EXPENSES	55,652.
MANAGEMENT AND GENERAL EXPENSES	6,377.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	62,029.

SURVEY:

PROGRAM SERVICE EXPENSES	55,000.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	55,000.

PARENT ENGAGEMENT:

PROGRAM SERVICE EXPENSES	52,614.
MANAGEMENT AND GENERAL EXPENSES	0.

Name of the organization **TENNESSEE STATE COLLABORATIVE ON
REFORMING EDUCATION**Employer identification number
26-3670335**FUNDRAISING EXPENSES** 0.**TOTAL EXPENSES** 52,614.**GUIDEBOOKS:****PROGRAM SERVICE EXPENSES** 40,000.**MANAGEMENT AND GENERAL EXPENSES** 0.**FUNDRAISING EXPENSES** 0.**TOTAL EXPENSES** 40,000.**EXPECT MORE, ACHIEVE MORE:****PROGRAM SERVICE EXPENSES** 32,273.**MANAGEMENT AND GENERAL EXPENSES** 0.**FUNDRAISING EXPENSES** 0.**TOTAL EXPENSES** 32,273.**REGIONAL & STATEWIDE EVENTS:****PROGRAM SERVICE EXPENSES** 10,715.**MANAGEMENT AND GENERAL EXPENSES** 0.**FUNDRAISING EXPENSES** 0.**TOTAL EXPENSES** 10,715.**MEETINGS:****PROGRAM SERVICE EXPENSES** 6,291.**MANAGEMENT AND GENERAL EXPENSES** 484.**FUNDRAISING EXPENSES** 0.**TOTAL EXPENSES** 6,775.**LOBBY EXPENSES:**

Name of the organization **TENNESSEE STATE COLLABORATIVE ON
REFORMING EDUCATION**

Employer identification number
26-3670335

PROGRAM SERVICE EXPENSES 4,706.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 4,706.

POLICY MAKER OUTREACH:

PROGRAM SERVICE EXPENSES 3,536.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 3,536.

STATE OF EDUCATION:

PROGRAM SERVICE EXPENSES 3,399.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 3,399.

SCORE INSTITUTE:

PROGRAM SERVICE EXPENSES 2,619.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 2,619.

INNOVATIVE THINKERS:

PROGRAM SERVICE EXPENSES 2,173.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 2,173.

Name of the organization **TENNESSEE STATE COLLABORATIVE ON
REFORMING EDUCATION**Employer identification number
26-3670335**STUDENT RISE TO THE CHALLENGE:****PROGRAM SERVICE EXPENSES** 1,772.**MANAGEMENT AND GENERAL EXPENSES** 0.**FUNDRAISING EXPENSES** 0.**TOTAL EXPENSES** 1,772.**TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A** 347,344.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only **Part I** and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION	Employer identification number (EIN) or 26-3670335
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1207 18TH AVENUE SOUTH, NO. 326	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37212	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE JONESES, PLLC

• The books are in the care of ► **750 OLD HICKORY BLVD, BLDG 2, #150 - BRENTWOOD, TN 37027**
Telephone No. ► **(615) 371-6123** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2014** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions

ADOPTED EFFECTIVE AS OF NOVEMBER 25, 2014.

BYLAWS
OF
TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION

ARTICLE I
PURPOSE AND MISSION

Section 1. TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION (hereinafter the "Corporation") is organized exclusively for charitable, literary, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and to the extent consistent with the Corporation's Charter, to do any and all things allowable under the Tennessee Nonprofit Corporation Act.

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

Notwithstanding any other provision of these Bylaws, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, members, officers, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and no Director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Notwithstanding anything herein to the contrary, at any time during which it is deemed a private foundation, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, as amended, or corresponding section of any future federal tax code; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as amended, or corresponding section of any

future federal tax code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, as amended, or corresponding section of any future federal tax code; the Corporation shall not make any investments in such manner as to subject the Corporation to the tax under Section 4944 of the Code, as amended, or corresponding section of any future federal tax code; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as amended, or corresponding section of any future federal tax code.

Section 2. Distribution of Assets upon Dissolution. Upon dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after the payment of the debts of the Corporation and the necessary expenses incident to such dissolution, be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Subject to the foregoing in all instances upon dissolution or termination, the assets of the Corporation shall be distributed in accordance with the provisions of Tennessee Code Annotated Section 48-64-106 and the Tennessee Nonprofit Corporation Act, as they now exist and as they may hereafter be amended or adopted.

Section 3. Tax Exempt Status. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as amended, or corresponding section of any future federal tax code and more specifically shall be an organization described in Section 501(c)(3) of the Code. These Bylaws shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Board of Directors In accordance with its Charter, the Corporation shall have no members. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its Board of Directors.

Section 2. Number, Tenure and Qualifications The Board shall consist of between three (3) and twenty (20) individuals with the initial Board consisting of three (3) individuals. The number of Directors may be fixed or changed from time to time, within the minimum and maximum, by the members of the Board of Directors; provided, however, that a decrease in the number of Directors shall not shorten an incumbent Director's term. The initial Directors shall be elected by the Incorporator of the Corporation. Thereafter, Directors shall be elected by a majority vote of the incumbent Directors of the Corporation

at any meeting of the Corporation. In order to promote and sustain the long-term intent of the mission and vision of the founder and founding partners, one (1) of the aforementioned Directors will be the Founding Director. The term of office of the Directors shall be for three (3) years. A Director may serve for two consecutive three-year terms, but must be nominated and voted upon by the Board for each term. The provision of this Article shall have no application to the Founding Director. Following two consecutive terms a Director becomes ineligible for nomination and service on the Board for one (1) year. After a required one (1) year furlough from the Board, the Director may become eligible again. The governance committee may recommend to the Board that a Director be re-elected for additional terms of office without completing the one (1) year furlough in Board service provided for herein above. Ratification of the governance committee recommendation by the Board shall require a two-thirds vote.. Succession of Directors will be on a staggered basis so that an approximately equal number of Director terms expire each year with no more than approximately one third of Director terms expiring. Directors whose terms of office are expiring shall be entitled to participate in the election of their successors. Despite the expiration of a Director's term, he or she shall continue to serve either until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 3. Eligibility and Method of Nomination When Directors are to be elected, the Governance Committee of the Board shall nominate and submit to the Board of Directors for election Director-nominees for the Directors' terms which are expiring plus nominees to fill any vacant Director positions.

Section 4. Resignation of a Director A Director may resign at any time by delivering written notice to the Board of Directors, the Chairman, or to the President/CEO of the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. A vacancy created by a resignation that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 5. Removal of Directors Any member of the Board of Directors may be removed with or without cause at any annual meeting or any special meeting of the Board of Directors called for that purpose and attended by a quorum by the affirmative vote of a majority of the then acting Directors. Any vacancy in the Board of Directors caused by removal, death, resignation or an increase in the number of Directors by reason of amendment of the Bylaws shall be filled as specified in Section 6 of Article II.

Section 6. Vacancies Any vacancy occurring on the Board of Directors before the term of an exiting Director is fulfilled, may be filled by appointment of the Chair of the Board and an affirmative vote of the Board for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by an affirmative vote of the Directors then in office.

Section 7. Regular Meetings of the Board of Directors Regular meetings of the Board may be held at such time and place as the Board shall from time to time determine.

The Chairman may waive any regular meeting of the Board. The Board of Directors shall permit any or all of the Directors to participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all of the Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 8. Annual Meeting of the Board of Directors The annual meeting of the Board of Directors shall be held in or out of the State of Tennessee on such date selected by the Board of Directors. The annual meeting may be conducted through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9. Special Meetings of the Board of Directors The Board of Directors may hold special meetings in or out of the State of Tennessee, and such meetings may be called by the Chairman or any two (2) Directors. The Board shall permit any or all of the Directors to participate in a special meeting by, or conduct the meeting through the use of, any means of communication by which all of the Directors participating can simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. At the next regularly scheduled meeting of the Board of Directors, following any special meetings, the special meeting event is to be registered in the minutes with results and actions.

Section 10. Notice of Meetings of the Board Regular meetings of the Board of Directors shall be held without notice. Special meetings of the Board of Directors shall be preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. Any Board action to remove a Director or to approve a matter which would require approval by the members if the Corporation had members, shall not be valid unless each Director is given at least seven (7) days' written notice that the matter will be voted upon at a Directors' meeting or unless notice is waived pursuant to the provisions of Article II, Section 12 of these Bylaws. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 11. Action Without Meeting Action required or permitted to be taken by the laws of the State of Tennessee at a meeting of the Board of Directors may be taken without a meeting. If all the Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or to take such action at a meeting shall be the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director in one (1) or more counterparts, indicating each signing Director's vote or abstention on the action, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the

consent, unless the consent specifies a different effective date. A consent signed under the section shall have the effect of a meeting vote and may be described as such in any document. At the next regularly scheduled meeting of the Board of Directors, following any action in the interim period between meetings, is to be registered in the minutes with the actions(s).

Section 12. Waiver of Notice A Director may waive any notice required by these Bylaws, the Charter, or by any provision of the laws of the State of Tennessee, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. In addition, a Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 13. Quorum and Voting Except as otherwise provided by the laws of the State of Tennessee, the Charter or these Bylaws, a quorum of a Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. When a quorum is once present to organize a meeting, a meeting may be later adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those Directors present. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board unless the laws of the State of Tennessee, the Charter or Bylaws require the vote of a greater number of Directors. A Director who is present at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless: (i) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (ii) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a Director who votes in favor of the action taken.

Section 14. Discharge of Duties A Director shall discharge his duties as a Director, including his duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the Corporation. In discharging his duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (iii) a committee of the Board of Directors of which he is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. However, a Director is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by this By-Law unwarranted. A Director shall not be liable for

any action taken as a Director, or any failure to take any action, if he has performed the duties of his office in compliance with this By-Law or if he is immune from suit pursuant to the provisions of Section 48-58-601 of the Tennessee Nonprofit Corporation Act, as now in effect or as may be hereafter amended. A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 15. Compensation No member of the Board of Directors shall receive compensation for his or her services as a Director; provided, however, that this provision shall not preclude the payment of compensation by the Corporation to a Director for any services rendered by him or her on behalf of the Corporation as an officer, agent, employee, engineer, attorney, accountant, or otherwise than a Director, or reimbursement for expenses incurred on behalf of the Corporation, or in attending meetings of the Board of Directors or any duly appointed committee.

ARTICLE III

OFFICERS

Section 1. Officers This Corporation shall have a Chairman, Vice Chairman, Secretary and Treasurer. The Founding Director shall serve as Chairman of the Board of Directors until such time as he gives notice of his intent to vacate said position. The Vice Chairman, Secretary, and Treasurer shall be elected by the Board of Directors. The President/CEO will serve as an ex-officio, non-voting member of the Board of Directors. The Board of Directors, or a duly appointed officer if authorized by the Board of Directors, may also elect additional officers, such as any number of Assistant Secretaries and/or Assistant Treasurers. The same individual may simultaneously hold more than one (1) office in the Corporation, except the offices of Chairman and Secretary. Subsequently, officers shall be elected by the Board of Directors at its Annual Meeting or at any regular or special meeting of the Board of Directors. Despite the expiration of an officer's term, he shall continue to serve until his successor is appointed and qualified. An officer may resign at any time by delivering his or her resignation to the Corporation. A resignation shall be effective when delivered unless it specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. The appointment of an officer does not itself create contract rights, and an officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 2. Duties of Chairman The Chairman shall preside at all meetings of the Board of Directors, appoint committees, and is responsible for the formation of the agenda of the Board of Directors in consultation with the President/CEO.

Section 3. Duties of Vice Chairman In the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman, and in addition shall have such other powers and duties as may be prescribed from time to time by the Chairman of the Corporation.

Section 4. Duties of the Secretary The Secretary shall assist the President/CEO in keeping the minutes of the meetings of the Board of Directors; he or she shall authenticate records of the Corporation; he or she shall attend to the giving and serving of all notices of the Corporation as required by him or her; he or she shall have charge of the minute book and such other records of the Corporation as the Board may direct; he or she shall attend to such correspondence as may be assigned to him or her and perform all duties incidental to the office.

Section 5. Duties of the Treasurer The Treasurer shall have the care and custody of all of the funds and securities of the Corporation and shall ensure that accurate record is kept of all funds in accordance with generally accepted accounting standards. With an understanding of financial accounting and reporting for non-profit organizations, the Treasurer shall assist the President/CEO to ensure that appropriate financial reports are made available to the Board on a regular basis.

Section 6. Discharge of Duties An officer with discretionary authority shall discharge his or her duties under that authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the Corporation. In discharging his or her duties, an officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. However, an officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes the reliance otherwise permitted by these Bylaws unwarranted. An officer shall not be liable for any action taken as an officer, or any failure to take any action, if he or she has performed the duties of the office in compliance with these Bylaws.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees of Directors The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, as so designated by the Board of Directors. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or an individual Director, of any responsibility imposed on it or him or her by law. Committees shall at all times remain subject to the control and supervision of the Board of Directors. There shall be an Executive Committee consisting of the Founding Director/Chairman of the Board, Officers of the Board, additional member(s) appointed by the Chairman, and the President/CEO who serves in a non-voting role. The Treasurer of the Board shall serve as the Chair of the Finance Committee and is elected by the Board of Directors as an Officer of the Board. The Chairman of the Board shall appoint the Chairs of the other Standing Committees. Standing Committees and their responsibilities generally include but are not limited to:

- Governance Committee
 - Nomination for the election of Directors to the Board
 - Review the process of establishing and revising Board by-laws and policies
 - Review organizational practices
 - Board self-assessment
- Finance Committee
 - Review and provide guidance in financial matters such as financial analysis and internal controls
- Development Committee
 - Develop and implement the fundraising strategy in accordance with the organization's strategic plan
 - Support the CEO in executing the campaign
- Audit Committee
 - Review and provide guidance to the independent audit process that complies with regulatory, best practice, and accounting standards

Section 2. Other Committees Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the Chairman of the corporation. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 4. Vacancies Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 5. Quorum Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V

INDEMNIFICATION

Section 1. Indemnification of Directors and Officers Subject to any limitations set forth in the Charter, the Corporation shall indemnify and advance expenses to each present and future Director or officer of the Corporation, or any person who may serve at its request as a Director or officer of another company (and, in either case, his or her heirs, estate, executors or administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the Corporation who is not a Director or officer (and his heirs, estate, executors or administrators) to the same extent as to a Director or officer, if the Board of Directors determines that it is in the best interests of the Corporation to do so. The Corporation shall also have the power to contract with any individual Director, officer, employee, or agent for whatever additional indemnification the Board of Directors shall deem appropriate. The Corporation shall have the power to purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify him or her against the same liability under these Bylaws.

ARTICLE VI

MISCELLANEOUS

Section 1. Notice

(a) Any notice required or permitted to be given shall be in writing, except that oral notice is effective if it is reasonable under the circumstances and not prohibited by the Charter or Bylaws. Oral notice is effective when communicated if communicated in a comprehensible manner.

(b) Notice may be communicated in person; by telephone, telegraph, teletype or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice by the Corporation to a Director, if in a comprehensible form, is effective when mailed, if mailed first class, postpaid and correctly addressed to the Director's address shown in the Corporation's current record of Directors or is effective when emailed, if emailed and correctly addressed to the Director's email address shown in the Corporation's current record of Directors where an electronic confirmation or receipt may be secured.

(d) A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to Directors shall constitute a written notice or report if addressed or delivered to the Director's address shown in the Corporation's current record of Directors, or in the case of Directors who are residents of the same household and who have the same address in the Corporation's current record of Directors, if addressed or delivered to one (1) of such Directors, at the address appearing on the current list of Directors.

(e) Written notice to a domestic or foreign corporation (authorized to transact business in this state) may be addressed to its registered agent at its registered office or to the Corporation or its Secretary at its principal office shown in its Charter or Application for a Certificate of Authority, as most recently amended.

(f) Except as provided above, written notice, if in a comprehensible form, is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed thereon; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (iv) twenty (20) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first class, registered or certified postage affixed; or (v) immediately upon receipt of delivery confirmation.

(g) If the laws of the State of Tennessee prescribe notice requirements for particular circumstances, those requirements govern. If the Charter or any By-Law prescribes additional notice requirements, not inconsistent with the laws of the State of Tennessee, those requirements govern.

Section 2. Records The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its Directors in a form that permits preparation of a list of the names and addresses of all Directors, in alphabetical order. The Corporation shall maintain its records in written form or in other form capable of conversion into written form within a reasonable time. The Corporation shall keep at its principal office a copy of its Charter or Restated Charter and all amendments thereto currently in effect; its Bylaws or Restated Bylaws and all amendments to them currently in effect; the minutes of all meetings of the Directors and records of all actions approved by the Directors for the past three (3) years; all written

communications to Directors generally within the past three (3) years, including the financial statements furnished for the last three (3) years under Section 48-66-201 of the Tennessee Nonprofit Corporation Act; a list of the names and business and home addresses of its current Directors and officers; and its most recent annual report delivered to the Secretary of State. The Corporation shall comply with any other state and local requirements regarding its records.

All books and records of the Corporation may be inspected by any member, or its agent or attorney, for any proper purpose during regular business hours.

Section 3. Reports The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statement must also be prepared on that basis. If the annual financial statements are reported upon by a public accountant, his report must accompany them. If not, the statements must be accompanied by a statement of the President/CEO or the person responsible for the Corporation's accounting records stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation, and describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The Corporation shall prepare an annual report which includes an overview of mission success, annual achievements, program outcomes, and strategic plan accountability.

Section 4. Seal The Corporation shall have the power to have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it, or in any other manner reproducing it; provided, however, that the Corporation shall not be required to have a seal and the absence of such seal on any document shall not affect its validity.

Section 5. Amendment of Bylaws The Bylaws may be amended by the Board of Directors of the Corporation. The Corporation shall provide notice of any meeting of Directors at which an amendment is to be approved at least five (5) days prior to such meeting. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

ARTICLE VII

CONFLICT OF INTEREST

Section 1. Conflict of Interest A conflict of interest may exist when the interests or activities of any Director, officer or staff member may be seen as competing with the interest or activities of this Corporation, or the Director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Disclosure Required Any possible conflict of interest shall be disclosed annually to the Board of Directors by the person concerned, if that person is a Director or the Chairman of the Corporation, or to the President/CEO, or to such person or persons as he or she may designate, if the person is a member of the staff.

Section 3. Abstinance from Vote When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof. Any committee, which votes upon a matter wherein a conflict of interest exists or may exist, must consist entirely of members of the Board of Directors.

Section 4. Absence from Discussion Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors or committee with any and all relevant information.

Section 5. Minutes The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 6. Annual Review A copy of this conflict of interest by-law shall be furnished each Director, officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, officers and staff members. Any new Directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

Original By-Laws Adopted: August 21, 2012
Amended and Restated: November 25, 2014

**TENNESSEE STATE COLLABORATIVE
ON REFORMING EDUCATION**

FINANCIAL STATEMENTS

December 31, 2014 and 2013

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Tennessee State Collaborative on Reforming Education
Brentwood, Tennessee

We have audited the accompanying financial statements of Tennessee State Collaborative on Reforming Education (a nonprofit organization), which comprise the statements of financial position as of December 31, 2014 and 2013, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tennessee State Collaborative on Reforming Education as of December 31, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Frasier, Dean & Howard, PLLC

Frasier, Dean & Howard, PLLC

Nashville, Tennessee

April 28, 2015

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
STATEMENTS OF FINANCIAL POSITION
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Cash and cash equivalents	\$ 5,025,901	\$ 4,959,801
Contributions receivable, net	1,171,668	2,081,241
Furniture and equipment, net of accumulated depreciation of \$14,956 and \$10,709, respectively	<u>7,902</u>	<u>7,974</u>
Total assets	<u>\$ 6,205,471</u>	<u>\$ 7,049,016</u>
Liabilities and Net Assets		
Accounts payable	\$ 59,348	\$ 48,780
Funds held under agency agreements	<u>2,526,809</u>	<u>2,743,533</u>
Total liabilities	<u>2,586,157</u>	<u>2,792,313</u>
Net assets:		
Unrestricted	2,332,885	2,008,851
Temporarily restricted	<u>1,286,429</u>	<u>2,247,852</u>
Total net assets	<u>3,619,314</u>	<u>4,256,703</u>
Total liabilities and net assets	<u>\$ 6,205,471</u>	<u>\$ 7,049,016</u>

See accompanying notes.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
STATEMENT OF ACTIVITIES
For the year ended December 31, 2014

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenue, gains, and other support:			
Grants and contributions	\$ 1,061,677	\$ 490,147	\$ 1,551,824
Other income	178,833	-	178,833
Investment income	4,006	-	4,006
Net assets released from restrictions	<u>1,451,570</u>	<u>(1,451,570)</u>	<u>-</u>
Total revenue, gains and other support	<u>2,696,086</u>	<u>(961,423)</u>	<u>1,734,663</u>
Expenses:			
Advocacy	1,330,756	-	1,330,756
Technical assistance	585,479	-	585,479
SCORE Prize	294,614	-	294,614
Management and general	<u>161,203</u>	<u>-</u>	<u>161,203</u>
Total expenses	<u>2,372,052</u>	<u>-</u>	<u>2,372,052</u>
Change in net assets	324,034	(961,423)	(637,389)
Net assets, beginning of year	<u>2,008,851</u>	<u>2,247,852</u>	<u>4,256,703</u>
Net assets, end of year	<u><u>\$ 2,332,885</u></u>	<u><u>\$ 1,286,429</u></u>	<u><u>\$ 3,619,314</u></u>

See accompanying notes.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
STATEMENT OF ACTIVITIES
For the year ended December 31, 2013

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenue, gains, and other support:			
Grants and contributions	\$ 1,072,241	\$ 2,650,000	\$ 3,722,241
Other income	182,204	-	182,204
Investment income	4,199	-	4,199
Net assets released from restrictions	<u>1,002,148</u>	<u>(1,002,148)</u>	<u>-</u>
 Total revenue, gains and other support	 <u>2,260,792</u>	 <u>1,647,852</u>	 <u>3,908,644</u>
 Expenses:			
Advocacy	1,122,849	-	1,122,849
Technical assistance	672,185	-	672,185
SCORE Prize	305,154	-	305,154
Management and general	<u>137,588</u>	<u>-</u>	<u>137,588</u>
 Total expenses	 <u>2,237,776</u>	 <u>-</u>	 <u>2,237,776</u>
 Change in net assets	 23,016	 1,647,852	 1,670,868
 Net assets, beginning of year	 <u>1,985,835</u>	 <u>600,000</u>	 <u>2,585,835</u>
 Net assets, end of year	 <u><u>\$ 2,008,851</u></u>	 <u><u>\$ 2,247,852</u></u>	 <u><u>\$ 4,256,703</u></u>

See accompanying notes.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
STATEMENT OF FUNCTIONAL EXPENSES
For the year ended December 31, 2014

	Advocacy	Technical Assistance	SCORE Prize	Management and General	Total
Salary and related expenses	\$ 777,632	\$ 459,337	\$ -	\$ 86,310	\$ 1,323,279
SCORE Prize selection process	-	-	112,274	-	112,274
Online Advocacy	109,623	-	-	-	109,623
Publications	89,303	-	136	-	89,439
Video online and digital strategy	86,740	894	-	-	87,634
SCORE Prize	-	-	72,232	-	72,232
Educator Fellowship	69,733	-	-	-	69,733
Awards	-	-	66,109	-	66,109
Other	3,148	50,940	1,564	6,377	62,029
Survey	55,000	-	-	-	55,000
Parent Engagement	52,614	-	-	-	52,614
Rent	19,200	19,200	-	9,600	48,000
Guidebooks	-	-	40,000	-	40,000
Office expenses	430	622	-	37,241	38,293
Expect More, Achieve More	33,158	-	-	-	33,158
Accounting and legal	12,648	12,648	-	6,324	31,620
Contract labor	6,516	9,000	-	-	15,516
Travel	5,739	9,556	-	-	15,295
Regional and statewide events	-	10,715	-	-	10,715
Equipment	-	-	-	8,713	8,713
Meeting	1,915	4,376	-	484	6,775
Depreciation	-	-	-	4,247	4,247
Lobbying	3,821	-	-	-	3,821
Policy Maker Outreach	3,536	-	-	-	3,536
State of Education	-	3,399	-	-	3,399
SCORE Institute	-	2,619	-	-	2,619
Innovative Thinkers	-	2,173	-	-	2,173
Insurance	-	-	-	1,907	1,907
Students Rise to the Challenge	-	-	1,772	-	1,772
LEAD conference	-	-	527	-	527
Total	\$ 1,330,756	\$ 585,479	\$ 294,614	\$ 161,203	\$ 2,372,052

See accompanying notes.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
STATEMENT OF FUNCTIONAL EXPENSES
For the year ended December 31, 2013

	Advocacy	Technical Assistance	SCORE Prize	Management and General	Total
Salary and related expenses	\$ 716,894	\$ 382,450	\$ -	\$ 80,789	\$ 1,180,133
Contract labor	3,258	40,337	174,561	-	218,156
Leadership	-	130,059	-	-	130,059
Video online and digital strategy	105,208	1,046	8,477	-	114,731
Publications	68,076	-	34,603	-	102,679
Online Advocacy	76,100	-	-	-	76,100
Other	2,679	1,071	69,385	1,327	74,462
Expect More, Achieve More	54,434	-	-	-	54,434
Leading Innovation for Tennessee Education	-	49,952	-	-	49,952
Rent	19,217	19,217	-	9,609	48,043
Survey	45,000	-	-	-	45,000
Travel	8,849	13,929	17,327	-	40,105
Office expenses	1,108	22	586	29,802	31,518
Accounting and legal	11,222	11,222	-	5,611	28,055
Regional and statewide events	-	16,700	-	-	16,700
Meeting	3,776	3,627	215	3,666	11,284
Policy Maker Outreach	6,348	-	-	-	6,348
Depreciation	-	-	-	4,053	4,053
Insurance	-	-	-	2,248	2,248
Innovative Thinkers	-	1,399	-	-	1,399
State of Education	-	1,154	-	-	1,154
Lobbying	680	-	-	-	680
Equipment	-	-	-	483	483
Total	\$ 1,122,849	\$ 672,185	\$ 305,154	\$ 137,588	\$ 2,237,776

See accompanying notes.

**TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
STATEMENTS OF CASH FLOWS**

For the years ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash flows from operating activities:		
Change in net assets	\$ (637,389)	\$ 1,670,868
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	4,247	4,053
Changes in operating assets and liabilities:		
Contributions receivable	909,573	(1,531,241)
Accounts payable	10,568	(11,132)
Accrued liabilities	-	-
Funds held under agency agreements	<u>(216,724)</u>	<u>98,518</u>
Net cash provided by operating activities	<u>70,275</u>	<u>231,066</u>
Cash flows from investing activities:		
Purchase of furniture and equipment	<u>(4,175)</u>	<u>(3,790)</u>
Net cash used in investing activities	<u>(4,175)</u>	<u>(3,790)</u>
Net increase in cash and cash equivalents	66,100	227,276
Cash and cash equivalents, beginning of year	<u>4,959,801</u>	<u>4,732,525</u>
Cash and cash equivalents, end of year	<u><u>\$ 5,025,901</u></u>	<u><u>\$ 4,959,801</u></u>

See accompanying notes.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Tennessee State Collaborative on Reforming Education (“SCORE”) is a non-profit, nonpartisan organization founded by former U.S. Senate Majority Leader, Bill Frist. The mission of SCORE is to work with state and local governments to encourage sound policy decisions in public education, and to advance innovative reform on a statewide basis. SCORE serves as a resource for information on state-level education reform, in part through monitoring and supporting implementation of Race to the Top in Tennessee. SCORE believes in the growing sense of urgency to make meaningful improvements in public education in Tennessee and the United States of America.

Financial Statement Presentation

The financial statements of SCORE have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are reported as follows:

Unrestricted net assets – net assets that are not subject to donor-imposed stipulations. Unrestricted net assets may be designated for specific purposes by action of the Board of Directors.

Temporarily restricted net assets – net assets subject to donor-imposed stipulations that can be fulfilled by actions of SCORE pursuant to those restrictions or that expire by the passage of time.

Permanently restricted net assets – net assets subject to donor-imposed restrictions that they be maintained permanently by SCORE. SCORE did not have any permanently restricted net assets at December 31, 2014 or 2013.

Cash and Cash Equivalents

SCORE considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Contributions Receivable

SCORE accounts for potential losses in contributions receivable utilizing the allowance method. Management believes that contributions receivable are fully collectible at December 31, 2014 and 2013. As a result, no allowance for uncollectible accounts has been provided.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2014 and 2013

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Furniture and Equipment

Furniture and equipment are stated at acquisition cost, or estimated fair value if donated, less accumulated depreciation, which is computed by the straight-line method over an estimated useful life of seven years.

Contributions

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions.

The expiration of a donor-imposed restriction on a contribution is recognized in the period in which the restriction expires and at that time the related resources are reclassified to unrestricted net assets. A restriction expires when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

Program and Supporting Services

The following program and supporting services are included in the accompanying financial statements:

Advocacy – Expenses related to building awareness and support and sustaining the momentum among organizations and individuals for education reform in the state of Tennessee.

Technical Assistance – Expenses related to advancing specific initiatives outlined in SCORE's education reform agenda by building capacity at a state, region, or local level.

SCORE Prize – Expenses related to the recognition of schools and school districts in Tennessee that are leaders in student learning and the opportunity to share their best practices on a broader scale.

Management and General – Includes the functions necessary to ensure an adequate working environment and costs not identifiable with a single program or activity. Includes costs associated with providing coordination and articulation of SCORE's program strategy, business management, general recordkeeping, budgeting and related purposes.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2014 and 2013

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allocation of Functional Expenses

Expenses that can be directly attributed to a particular function are charged to that function. Expenses that relate to more than one function are allocated among applicable functions on the basis of objectively evaluated financial and nonfinancial data or reasonable subjective methods determined by management.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

SCORE has qualified for tax exempt status under Section 501(c)(3) of the Internal Revenue Code and is not a private foundation.

SCORE follows Financial Accounting Standards Board Accounting Standards Codification guidance related to uncertain tax provisions. The guidance clarifies the accounting for uncertainty in income taxes recognized in an organization's financial statements. This guidance prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. SCORE has no tax penalties or interest reported in the accompanying financial statements. Tax years that remain open for examination include the years ended December 31, 2011 through December 31, 2014.

Subsequent Events

SCORE evaluated subsequent events through April 28, 2015, when these financial statements were available to be issued. SCORE is not aware of any significant events that occurred subsequent to the balance sheet date but prior to the filing of this report that would have a material impact on the financial statements.

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2014 and 2013

NOTE 2 – CONCENTRATIONS

SCORE maintains cash and cash equivalents in excess of amounts insured by the Federal Deposit Insurance Corporation (“FDIC”). In management’s opinion, risk related to each deposit is minimal.

NOTE 3 – CONTRIBUTIONS RECEIVABLE

Contributions receivable are scheduled to be received as follows at December 31:

	<u>2014</u>	<u>2013</u>
Amount receivable within one year	\$ 835,000	\$ 975,000
Amount receivable in 1 to 5 years	<u>350,000</u>	<u>1,150,000</u>
	1,185,000	2,125,000
Less discounts on contributions receivable	<u>(13,332)</u>	<u>(43,759)</u>
	<u>\$ 1,171,668</u>	<u>\$ 2,081,241</u>

Contributions receivable due in more than one year are reflected at the net present value of estimated future cash flows using a discount rate ranging from 3.91% to 3.96%.

NOTE 4 – TEMPORARILY RESTRICTED NET ASSETS

SCORE receives specific contributions for expenses associated with the mission of the organization. These contributions are classified as temporarily restricted net assets until the restricted purpose has been fulfilled. The following represents a summary of the activity for the years ended December 31:

<u>Purpose</u>	<u>Balance at January 1, 2014</u>	<u>Contributions received from January 1, 2014 to December 31, 2014</u>	<u>Expended and/or released by specific purpose being fulfilled</u>	<u>Balance at December 31, 2014</u>
Contributions receivable	\$ 2,081,241	\$ 35,000	\$ 944,573	\$ 1,171,668
Online advocacy	166,611	-	166,611	-
SCORE Prize	-	40,000	40,000	-
Advocacy	-	188,500	188,500	-
Educator Fellows	<u>-</u>	<u>226,647</u>	<u>111,886</u>	<u>114,761</u>
	<u>\$ 2,247,852</u>	<u>\$ 490,147</u>	<u>\$ 1,451,570</u>	<u>\$ 1,286,429</u>

TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2014 and 2013

NOTE 4 – TEMPORARILY RESTRICTED NET ASSETS (Continued)

Purpose	Balance at January 1, 2013	Contributions received from January 1, 2013 to December 31, 2013	Expended and/or released by specific purpose being fulfilled	Balance at December 31, 2013
Contributions receivable	\$ 550,000	\$ 2,400,000	\$ 868,759	\$ 2,081,241
Online advocacy	-	250,000	83,389	166,611
Leading Innovation for Tennessee Education	<u>50,000</u>	<u>-</u>	<u>50,000</u>	<u>-</u>
	<u>\$ 600,000</u>	<u>\$ 2,650,000</u>	<u>\$ 1,002,148</u>	<u>\$ 2,247,852</u>

NOTE 5 – FUNDS HELD UNDER AGENCY AGREEMENTS

SCORE is acting as a fiscal agent for certain organizations, receiving contributions and making disbursements restricted for the purpose of the agreement. Expenditures are made after approval by the management of the corresponding organization. All funds are held in a bank account separate from funds of SCORE.

NOTE 6 – COMMITMENTS

During 2014, SCORE entered into an employment agreement with its President and CEO that provides salary and related benefits for a three-year period ending June 2017.

NOTE 7 – RETIREMENT PLAN

During 2011, SCORE implemented an Internal Revenue Code Section 457 Retirement Plan for its President and CEO. Employer expense for the years ended December 31, 2014 and 2013 totaled \$12,283 and \$27,302, respectively, and is included in salary and related expenses in the accompanying statement of functional expenses.