

**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2021 or tax year beginning , and ending

Name of foundation <b>OPEN SOURCE SEED INITIATIVE INC.</b>		<b>A Employer identification number</b> <b>** - *** 0616</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 5664</b>	Room/suite	<b>B Telephone number</b> <b>413-624-0214</b>
City or town, state or province, country, and ZIP or foreign postal code <b>MADISON, WI 53705</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here ..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>100,622.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	21,471.			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....				
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....				
	<b>b</b> Gross sales price for all assets on line 6a .....				
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		0.		
	<b>8</b> Net short-term capital gain .....			0.	
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....	232.			STATEMENT 1
<b>b</b> Less: Cost of goods sold .....	146.				
<b>c</b> Gross profit or (loss) .....	86.		86.		
<b>11</b> Other income .....					
<b>12 Total.</b> Add lines 1 through 11 .....	21,557.	0.	86.		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	0.	0.	0.	0.
	<b>14</b> Other employee salaries and wages .....				
	<b>15</b> Pension plans, employee benefits .....				
	<b>16a</b> Legal fees .....				
	<b>b</b> Accounting fees .....	STMT 2	237.	0.	237.
	<b>c</b> Other professional fees .....				
	<b>17</b> Interest .....				
	<b>18</b> Taxes .....				
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....				
	<b>21</b> Travel, conferences, and meetings .....	208.	0.	0.	208.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses .....	STMT 3	3,094.	0.	3,079.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	3,539.	0.	0.	3,524.
	<b>25</b> Contributions, gifts, grants paid .....	0.			0.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	3,539.	0.	0.	3,524.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a</b> Excess of revenue over expenses and disbursements ...	18,018.				
<b>b Net investment income</b> (if negative, enter -0-) .....		0.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			86.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	82,138.	100,354.	100,354.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use	451.	268.	268.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis		
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		82,589.	100,622.	100,622.
17 Accounts payable and accrued expenses			15.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	15.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/>			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	82,589.	100,607.	
27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
28 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
29 Total net assets or fund balances	82,589.	100,607.		
30 Total liabilities and net assets/fund balances	82,589.	100,622.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	82,589.
2 Enter amount from Part I, line 27a	2	18,018.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	100,607.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	100,607.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		3	

**Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	0.
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3	Add lines 1 and 2		3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6	<b>Credits/Payments:</b>			
a	2021 estimated tax payments and 2020 overpayment credited to 2021	6a		0.
b	Exempt foreign organizations - tax withheld at source	6b		0.
c	Tax paid with application for extension of time to file (Form 8868)	6c		0.
d	Backup withholding erroneously withheld	6d		0.
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than 7, enter <b>amount owed</b>		9	0.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		10	
11	Enter the amount of line 10 to be: <b>Credited to 2022 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>		11	

**Part VI-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? .....		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition ..... If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year? .....		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0.</u> (2) On foundation managers. ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? .....		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes .....		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? .....		X
4b If "Yes," has it filed a tax return on Form 990-T for this year? .....		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? .....		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? .....	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV .....	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>WI</u>		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .....	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2021 or the tax year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII .....	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses .....		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions .....		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions .....		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....	X	
Website address ▶ <u>OSSEEDS.ORG</u>		
14 The books are in care of ▶ <u>PAUL N. LAWN</u> Telephone no. ▶ <u>413-624-0214</u> Located at ▶ <u>400 ADAMSVILLE RD., COLRAIN, MA</u> ZIP+4 ▶ <u>01340-9734</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ..... ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ..... ▶ <u>15</u> N/A		
16 At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? .....		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

**Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
<b>1a</b> During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? .....	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? .....	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? .....	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? .....	1a(4)	X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? .....		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) .....	1a(5)	X
	1a(6)	X
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions .....	1b	N/A
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here .....		<input type="checkbox"/>
<b>d</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2021? .....	1d	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021? .....	2a	X
If "Yes," list the years ▶ _____, _____, _____, _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.) .....	2b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? .....	3a	X
<b>b</b> If "Yes," did it have excess business holdings in 2021 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2021.) .....	3b	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021? .....	4b	X

Form 990-PF (2021)

**Part VI-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

	Yes	No
<b>5a</b> During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
<b>d</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ..... 0

**Part VIII-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 6	2,075.
2 SEE STATEMENT 7	208.
3 SEE STATEMENT 8	157.
4 SEE STATEMENT 9	13.

**Part VIII-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ..... 0.

**Part IX** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities .....	1a	0.
b	Average of monthly cash balances .....	1b	88,248.
c	Fair market value of all other assets (see instructions) .....	1c	168.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	88,416.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	0.
3	Subtract line 2 from line 1d .....	3	88,416.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) .....	4	1,326.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 .....	5	87,090.
6	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 .....	6	4,355.

**Part X** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here  and do not complete this part.)

1	Minimum investment return from Part IX, line 6 .....	1	
2a	Tax on investment income for 2021 from Part V, line 5 .....	2a	
b	Income tax for 2021. (This does not include the tax from Part V.) .....	2b	
c	Add lines 2a and 2b .....	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	
4	Recoveries of amounts treated as qualifying distributions .....	4	
5	Add lines 3 and 4 .....	5	
6	Deduction from distributable amount (see instructions) .....	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 .....	7	

**Part XI** Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 .....	1a	3,524.
b	Program-related investments - total from Part VIII-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 .....	4	3,524.



**Part XII Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
<b>1</b> Distributable amount for 2021 from Part X, line 7 .....				
<b>2</b> Undistributed income, if any, as of the end of 2021:				
<b>a</b> Enter amount for 2020 only .....				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2021:				
<b>a</b> From 2016 .....				
<b>b</b> From 2017 .....				
<b>c</b> From 2018 .....				
<b>d</b> From 2019 .....				
<b>e</b> From 2020 .....				
<b>f</b> Total of lines 3a through e .....				
<b>4</b> Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ .....				
<b>a</b> Applied to 2020, but not more than line 2a ...				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) ...				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) .....				
<b>d</b> Applied to 2021 distributable amount .....				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2021 (If an amount appears in column (d), the same amount must be shown in column (a).) .....				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed .....				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions .....				
<b>e</b> Undistributed income for 2020. Subtract line 4a from line 2a. Taxable amount - see instr. ...				
<b>f</b> Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022 .....				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) .....				
<b>8</b> Excess distributions carryover from 2016 not applied on line 5 or line 7 .....				
<b>9</b> Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a .....				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2017 ...				
<b>b</b> Excess from 2018 ...				
<b>c</b> Excess from 2019 ...				
<b>d</b> Excess from 2020 ...				
<b>e</b> Excess from 2021 ...				

**Part XIII Private Operating Foundations** (see instructions and Part VI-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2021	(b) 2020	Prior 3 years		
			(c) 2019	(d) 2018	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed	86.	197.	26.	58.	367.
b 85% (0.85) of line 2a	73.	167.	22.	49.	312.
c Qualifying distributions from Part XI, line 4, for each year listed	3,524.	10,711.	10,616.	12,861.	37,712.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,524.	10,711.	10,616.	12,861.	37,712.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed	2,903.	2,159.	1,732.	1,118.	7,912.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

**Part XIV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XIV** Supplementary Information *(continued)*

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NONE				
<b>Total</b> .....			<b>▶ 3a</b>	0.
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b> .....			<b>▶ 3b</b>	0.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory (02, 86.), 11 Other revenue (a-e), 12 Subtotal (0., 86., 0.), 13 Total (86.).

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

**Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations**

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash .....	1a(1)	X
(2) Other assets .....	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization .....	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization .....	1b(2)	X
(3) Rental of facilities, equipment, or other assets .....	1b(3)	X
(4) Reimbursement arrangements .....	1b(4)	X
(5) Loans or loan guarantees .....	1b(5)	X
(6) Performance of services or membership or fundraising solicitations .....	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?  Yes  No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: \_\_\_\_\_ Date: \_\_\_\_\_ Title: **TREASURER**

May the IRS discuss this return with the preparer shown below? See instr.  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

FORM 990-PF

INCOME AND COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 10

STATEMENT 1

INCOME

1. GROSS RECEIPTS . . . . .	232	
2. RETURNS AND ALLOWANCES . . . . .		
3. LINE 1 LESS LINE 2 . . . . .		232
4. COST OF GOODS SOLD (LINE 15) . . . . .	146	
5. GROSS PROFIT (LINE 3 LESS LINE 4). . . . .		86
6. OTHER INCOME . . . . .		
7. GROSS INCOME (ADD LINES 5 AND 6) . . . . .		86

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR . . . . .	314	
9. MERCHANDISE PURCHASED. . . . .		
10. COST OF LABOR. . . . .		
11. MATERIALS AND SUPPLIES . . . . .		
12. OTHER COSTS. . . . .		
13. ADD LINES 8 THROUGH 12 . . . . .		314
14. INVENTORY AT END OF YEAR . . . . .	168	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). . . . .		146

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUICKBOOKS ON LINE	125.	0.	0.	125.
CHARITABLE ORG REGISTRATION FOR WISCONSIN	10.	0.	0.	10.
ANNUAL CORPORATE REGISTRATION FOR WISCONSIN	54.	0.	0.	54.
PAY-PAL FEES	48.	0.	0.	48.
TO FORM 990-PF, PG 1, LN 16B	237.	0.	0.	237.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD EXPENSES	150.	0.	0.	150.
CONTRACT LABOR	235.	0.	0.	235.
EQUIPMENT	1,150.	0.	0.	1,150.
TRADEMARKS	1,050.	0.	0.	1,050.
OFFICE SUPPLIES	6.	0.	0.	0.
PODCASTS	144.	0.	0.	144.
POSTAGE	89.	0.	0.	80.
RENTALS	146.	0.	0.	146.
SHIPPING	70.	0.	0.	70.
WEBSITE EXPENSES	54.	0.	0.	54.
TO FORM 990-PF, PG 1, LN 23	3,094.	0.	0.	3,079.

FORM 990-PF	SALES OF INVENTORY			STATEMENT 4
DESCRIPTION OF SALES CATEGORY	GROSS SALES	COGS	GROSS PROFIT	
T-SHIRTS	232.	146.	86.	
TOTAL AMOUNTS	232.	146.	86.	

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL DEPPE 7263 VALLEY VIEW DR CORVALLIS, OR 97330	BOARD CHAIR 20.00	0.	0.	0.
JACK KLOPPENBURG 2318 ROWLEY AVE MADISON, WI 53726	BOARD SECRETARY 8.00	0.	0.	0.
TOM MICHAELS 613 OAK ST.W. STILLWATER, MN 55082	VICE CHAIR 2.00	0.	0.	0.
PAUL N. LAWN 400 ADAMSVILLE RD COLRAIN, MA 01340	TREASURER 5.00	0.	0.	0.
ERIC GEORGE 2772 KALMIA ST. EUGENE, OR 97404	BOARD MEMBER 1.00	0.	0.	0.
CLAIRE LUBY 3345 SW CASCADE AVE CORVALLIS, OR 97333	BOARD MEMBER 3.00	0.	0.	0.
MICHAEL MAZOUREK 46 BENJAMIN HILL NEWFIELD, NY 14867	BOARD MEMBER 1.50	0.	0.	0.
KEVIN MURPHY 925 E. B ST. MOSCOW, ID 82843	BOARD MEMBER 1.50	0.	0.	0.
ANDREW STILL 25079 BRUSH CREEK RD. SWEET HOME, OR 97386	BOARD MEMBER 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		0.	0.	0.



ACTIVITY ONE

BREEDER AND SEED COMPANY PARTNERSHIPS: OSSI MAINTAINS A LIST OF CROP VARIETIES THAT HAVE BEEN PLEDGED AS "FREED SEED" AND PROVIDES A LINK ON ITS WEBSITE TO COMMERCIAL SOURCES FOR THOSE VARIETIES. FREED SEED IS FREE TO BE PLANTED, SHARED, BRED AND SOLD WITHOUT INTELLECTUAL PROPERTY RESTRICTIONS. A VARIETY REVIEW COMMITTEE OF FIVE OSSI DIRECTORS, EACH A PLANT BREEDER, RIGOROUSLY REVIEWS ALL VARIETY PLEDGE APPLICATIONS TO ENSURE THAT EACH CULTIVAR IS GENETICALLY UNIQUE AND THAT ITS BREEDERS USED PLANT GERMPLASM THAT WAS NOT LEGALLY RESTRICTED BY IPR. THE PLEDGE IS OSSI'S PRIMARY TOOL TO FOSTER COMMITMENT TO THE UNFETTERED EXCHANGE OF GERMPLASM. OSSI HAS 531 PLEDGED VARIETIES FROM 50 BREEDER-PARTNERS. OSSI'S WEBSITE LINKS ITS 77 SEED COMPANY PARTNERS FROM 9 COUNTRIES TO EACH OF THEIR VARIETIES. THROUGH ITS PARTNERS OSSI REACHES AT LEAST 250,000 POTENTIAL SEED CUSTOMERS EACH YEAR WITH A POTENTIAL TO BUY MORE THAN ONE MILLION SEED PACKETS OF PLEDGED VARIETIES.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 1

2,075.

ACTIVITY TWO

OSSI INTERNATIONAL ADVOCACY. THE ISSUES THAT HAVE COMPELLED US ALL TO FOUND AND BE PART OF OSSI ARE INTERNATIONAL IN SCOPE. OPEN SOURCE IS INSPIRING AND MOTIVATING MANY PEOPLE IN MANY PARTS OF THE WORLD. OSSI HAS JOINED WITH SIBLING OPEN SOURCE PROJECTS IN GERMANY, KENYA, INDIA, ARGENTINA, ITALY, AND THAILAND TO FORM GOSSI -THE GLOBAL COALITION OF OPEN SOURCE SEED INITIATIVES. GOSSI HAS ADOPTED A SET OF CORE PRINCIPLES APPLICABLE TO ALL OPEN SOURCE SEED PROJECTS. CHECK IT OUT AT [HTTPS://WWW.OPENSOURCESEEDS.ORG/EN/GOSSI](https://www.opensourceseeds.org/en/goSSI). OSSI'S BOARD SECRETARY DEVOTES FOUR HOURS PER WEEK OF PRO BONO WORK TO THIS PROJECT.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 2

208.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 8

ACTIVITY THREE

FREE THE SEED PODCAST PROGRAM, INITIATED IN 2019, WAS PUT TOGETHER BY RACHEL HULTENGREN AND INCLUDES 12 PODCASTS POSTED ON OSSI'S WEBSITE. THESE TALKS FOCUS ON SPECIFIC PLANT BREEDING PROJECTS AND THE PRIMARY BENEFICIARIES ARE THE COMMUNITY OF SEVERAL HUNDRED FREE-LANCE PLANT BREEDERS AND AN EQUAL NUMBER OF SEED COMPANY TRIALERS AND PURCHASERS INSPIRED BY THEM. OSSI EXPENDED \$157 FOR ONLINE SUPPORT.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 3

157.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 9

ACTIVITY FOUR

OPEN SOURCE PLANT BREEDING FORUM, INITIATED BY VOLUNTEERS AND MAINTAINED ON OSSI'S WEBSITE, THIS INFORMATION EXCHANGE IS OF PRIME BENEFIT TO THE FREELANCE AND UNIVERSITY BREEDING COMMUNITY. IT HAS ATTRACTED 9,115 POSTS (1,200 NEW ONES IN THE PAST FOUR MONTHS) GROUPE UNDER THE FOUR MAJOR CATEGORIES PLANT BREEDING, SEED SAVING, COMMUNITY & FORUM BUILDING AND OSSI-PLEDGED VARIETIES ON 528 TOPICS FROM 293 MEMBERS.

EXPENSES

TO FORM 990-PF, PART VIII-A, LINE 4

13.

**BYLAWS  
OF  
OPEN SOURCE SEED INITIATIVE, INC.**

**A Wisconsin Nonstock Corporation**

**(Adopted July 16, 2014; Article 4.3 amended January 7, 2016; Article 6 “Executive Director” added May 25, 2016; Article 4.8(b) amended March 17, 2020; Article 5.2 Election and terms amended October 13, 2020)**

**Article 1. Name.**

The name of the Corporation is Open Source Seed Initiative, Inc.

**Article 2. Purpose.**

The purpose of the Corporation shall be as set forth in the Articles of Incorporation. In particular, the purpose of the Corporation is to enhance the broadest possible awareness and understanding of the critical issue of access to plant genetic resources. The Corporation is engaged in education and outreach that promotes sharing rather than restricting access to germplasm, revitalizing public plant breeding, integrating the skills and capacities of farmers with those of plant scientists, recognizing the work of plant breeders of all kinds, and supporting a diversified and decentralized seed industry. The Corporation shall build a branded, ethical framework that farmers, breeders, and communities may freely choose to employ in order to ensure the availability of their lines to this and future generations.

**Article 3. Members.**

**3.1 Voting members.** Voting members shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote. Voting members shall be the Board of Directors themselves and any individual approved upon a majority vote of the Board of Directors.

**3.2 Nonvoting members.** Nonvoting members shall be other interested persons whose applications for membership have been approved by the Board of Directors and who have paid the membership dues prescribed by the Board of Directors. Nonvoting members shall be entitled to receive publications, attend meetings, and have any other privileges as may be granted by the Board of Directors, but they shall not be entitled to vote.

**3.3 Eligibility for membership.** Application for membership shall be open to any person or organization wishing to support the purpose and operations of the Corporation.

**3.4 Annual Dues.** The Board of Directors shall annually establish membership dues for the year. Continued membership is contingent upon being up-to date on membership dues.

**3.5 Removal of members.** Upon a recommendation by a vote of a majority of the Board of Directors, members may be removed by a vote of two-thirds of all members entitled to vote (notwithstanding whether all members are present at a meeting to vote on such removal).

**3.6 Meetings of members.**

(a) Annual meeting. In each calendar year, an annual meeting of members shall be held during the month of February immediately following the meeting of the Board of Directors. The Board of Directors shall give at least 30 days written notice of an annual meeting to members at

the address of the member shown in the records of the Corporation. It shall be the responsibility of each member to inform the Corporation of any change in address.

(b) Special meetings. Special meetings of members may be called by the Chair, by a majority of the Board of Directors, or by a written request signed by five percent of the voting members. Special meetings shall be on five days written notice, which shall describe generally the business to be transacted at the meeting.

(c) Voting. Voting shall be by voting members present at a meeting. Proxy voting shall not be allowed.

(d) Procedure. Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a two-thirds vote of voting members present and voting.

Adjournment. Meetings may be adjourned from time to time without further notice.

#### **Article 4. Directors.**

**4.1 Number.** The number of Directors of this Corporation initially appointed shall be at least three (3) and not more than twelve (12).

**4.2 Powers of Directors.** Directors shall be granted the authority to manage the Corporation to the extent provided by Wisconsin law.

**4.3 Term.** The term of each Director shall be **two** years. In order to stagger the terms of Directors so that approximately one-half of the terms expire every two years, the initial Directors shall, by resolution, designate the terms of the initial Directors as two or four years, with approximately one half in each group. Upon the end of a Director's term, a Director may be replaced or may be re-elected to serve another term by action of a majority of the other Directors at the annual meeting of the Directors. If there is no vote on the matter at the annual meeting of the Directors, the Director shall be deemed to be re-elected to serve another term.

**4.4 Election.** Election of Directors shall take place at the annual meeting of members. Each voting member may cast one vote for each Director position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting, provided a quorum is present. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.

**4.5 Resignation.** A Director may resign at any time by filing a written resignation with the Chair of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Chair of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**4.6 Removal of Directors.** Any individual Director may be removed from office, with cause or without cause, by the action of a majority of Directors then serving.

**4.7 Vacancies.** A vacancy on the Board of Directors may be filled until the next succeeding annual meeting by the vote of a majority of Directors then serving.

**4.8 Meetings of Directors.**

(a) Annual meeting. There shall be an annual meeting of Directors held during the month of February during each calendar year immediately prior to the meeting of members. The Board of Directors shall give at least 30 days written notice of the annual meeting at the same time notice is given of the annual membership meeting.

(b) Regular meetings. At its annual meeting, the board shall set a schedule of regular board meetings for the period until the next annual meeting. A single written notice of regular board meetings will be given to all Directors within 10 days following the annual Directors' meeting. No further notice of regular Directors' meetings shall be required. A quorum for regular meetings of the Directors shall be a simple majority of currently serving board members.

(c) Special meetings. Special meetings of Directors may be called by the Chair or by any Director. Special meetings shall be on five days written notice, which shall describe generally the business to be transacted at the meeting.

(d) Attendance by Electronic Means. The Board of Directors may permit any Director to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication if:

(i) All participating Directors may simultaneously hear each other during the meeting; or

(ii) All communication during the meeting is immediately transmitted to each participating Director; and each participating director is able to immediately send messages to all other directors.

(e) If a meeting is conducted through the use of electronic means, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by electronic means is deemed to be present in person at the meeting.

(f) Voting. Voting shall be by Directors present at the meeting. Proxy voting shall not be allowed.

(g) Procedure. Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a two-thirds vote of Directors present and voting.

(h) Alternate voting procedures. Acting by unanimous consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by law.

**4.9 Actions Without a Meeting.** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any other provision of law to be taken by the Board of Directors at a meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all the Directors entitled to vote on the action. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon the effective date specified in the consent.

**4.10 Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of outofpocket expenses as approved by the Board of Directors.

**4.11 Indemnification.** Directors shall be entitled to indemnification for actions as Directors to the extent permitted by Wisconsin law.

**4.12 Committees.** The Board of Directors may establish any standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the board.

## **Article 5. Officers.**

**5.1 In General.** The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary, and Treasurer.

**5.2 Election and terms.** The officers shall be elected by the Board of Directors. Nominations by any board member, or by self-nomination, shall be made to the Board Secretary before the December meeting of the Board of Directors or to the board at the December board meeting. Before nominating anyone, the nominator will confer with the prospective nominee and make sure that the prospective nominee is willing to serve. Elections shall take place at the January board meeting. Election shall be by a majority of the voting members present at the meeting. Provided a quorum is present. Each officer shall serve a term of two years, starting at the February board meeting. An officer may be removed by a two-thirds vote of the board at any time.

**5.3 Resignation or Removal.** Any officer may resign at any time by giving written notice to the Chair. A resignation shall take effect when the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, acceptance of the resignation shall not be necessary to make it effective. The Board of Directors may remove any officer, with or without cause by a majority vote of Directors then serving.

**5.4 Duties.** The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The Chair may assign additional duties to any officer as the Chair deems appropriate.

(a) Chair. The Chair shall generally manage the daytoday operations of the Corporation subject to the direction of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and members.

(b) Vice-Chair. The Vice-Chair shall exercise the duties of the Chair in the absence or incapacity of the Chair. If the Chair should die, resign, or be removed from office, the Vice-Chair shall succeed to the office of the Chair.

(c) Secretary. The Secretary shall maintain all records of the Corporation and shall prepare minutes of all meetings of the Board of Directors and members.

(d) Treasurer. The Treasurer shall have custody of the funds of the Corporation and shall maintain all financial records of the Corporation. The Treasurer shall report to the Chair, Board of Directors, and members on the financial status of the Corporation.

**5.5** Officers may, but are not required to be, members of the Board of Directors.

**5.6** One person may hold not more than two of the above offices, except that the offices of Chair and Vice-Chair and Chair and Secretary may not be combined.

**5.7** All officers shall serve without compensation except that they may be reimbursed for actual outofpocket expenses incurred in performance of the duties of their office.

## **Article 6. Executive Director**

**6.1. Executive Director.** The Board of Directors may appoint and/or hire an Executive Director who shall be responsible for such duties as the Board of Directors may assign.

**6.2** The Executive Director will not be a member of the Board of Directors unless he/she was a member of the Board of Directors before being offered the Executive Director position. In that case, the Executive Director will be allowed to remain a member of the Board of Directors with full voting rights, subject only to the ordinary continuation and renewal processes for members of the Board of Directors. If the Executive Director is a member of the Board of Directors, he/she may not serve as an officer of the Board of Directors.

## **Article 7. Contracts, Loans, Checks, and Deposits.**

**7.1 Contracts.** These Bylaws or the Board of Directors may authorize any officer or officers, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. The authorization may be general or confined to specific instances. When an instrument is so executed, no other party to the instrument or any third party shall be required to inquire into the authority of the signing officer.

**7.2 Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. The authorization may be general or confined to specific instances.

**7.3 Checks and Drafts.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an officer or officers of the Corporation in the manner determined by the Board of Directors.

**7.4 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in banks, trust companies, or other depositories as may be determined by the Board of Directors.

## **Article 8. Miscellaneous.**

**8.1 Fiscal year.** The fiscal year of the Corporation shall end on December 31.

**8.2 Written Notice.** Whenever these Bylaws require written notice to members or Directors, such notice may be mailed to each member by regular first class mail to the member or Director's address, or by electronic communication to the member or director's email address. Each member and Director shall be responsible for advising the Corporation of his, her, or its current mailing address and email address. In all cases, notice shall be deemed given on the date of mailing.

## **Article 9. Amendment.**

**9.1 Amendment by Members.** These Bylaws may be amended by a vote of twothirds of the voting members of the Corporation present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaw amendment, must be given to each voting member at least 20 days prior to the date of the meeting.

**9.2 Amendment by Board of Directors.** These Bylaws may also be amended by a vote of two-thirds of the entire Board of Directors at a duly called regular or special meeting of the board, provided that written notice of the text of any proposed amendment must be given to each Director at least 10 days prior to the date of the meeting. Provided, however, that no amendment adopted by the voting members may be altered or repealed by the Board of Directors.

**Article 10. Certification.**

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on July 16, 2014.



May 25, 2016

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Secretary

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Date