

Return of Organization Exempt from Income Tax

2004

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2004 calendar year, or tax year beginning Sep 1, 2004, and ending Aug 31, 2005

- B** Check if applicable:
- Address change
 - Name change
 - Initial return
 - Final return
 - Amended return
 - Application pending

C Name of organization
NATIONAL WILDLIFE FEDERATION
 Number and street (or P O box if mail is not delivered to street addr) Room/suite
11100 WILDLIFE CENTER DRIVE
 City, town or country State ZIP code + 4
RESTON VA 20190-5362

D Employer Identification Number
53-0204616
E Telephone number
(703) 438-6000
F Accounting method: Cash Accrual
 Other (specify) ▶

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

- H and I are not applicable to section 527 organizations
- H (a)** Is this a group return for affiliates? Yes No
 - H (b)** If 'Yes,' enter number of affiliates ▶
 - H (c)** Are all affiliates included? Yes No
(If 'No,' attach a list See instructions)
 - H (d)** Is this a separate return filed by an organization covered by a group ruling? Yes No
 - I** Group Exemption Number ▶ **N/A**
 - M** Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

G Web site: ▶ **www.nwf.org**

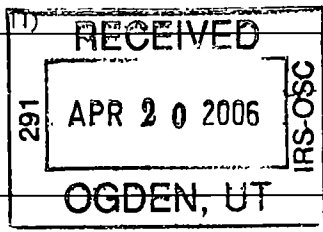
J Organization type (check only one) ▶ 501(c) 3 ◀ (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **117,071,529.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Instructions)

REVENUE	1 Contributions, gifts, grants, and similar amounts received.				
	a Direct public support	1a	41,571,732.		
	b Indirect public support	1b	4,271,153.		
	c Government contributions (grants).	1c	417,495.		
	d Total (add lines 1a through 1c) (cash \$ 46,181,127. noncash \$ 79,252.)	1d			46,260,380.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			1,202,919.
	3 Membership dues and assessments	3			19,647,857.
	4 Interest on savings and temporary cash investments	4			8,021.
	5 Dividends and interest from securities	5			46,151.
	6a Gross rents	6a	55,380.		
	b Less: rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			55,380.
	7 Other investment income (describe)	7			
	8a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
		1,224,921.	8a	69,327.	
		b Less: cost or other basis and sales expenses	1,210,412.	8b	68,721.
		c Gain or (loss) (attach schedule) Schedule 1	14,509.	8c	606.
	d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			15,115.
	9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
	a Gross revenue (not including \$ of contributions reported on line 1a)	9a			
	b Less: direct expenses other than fundraising expenses	9b			
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c				
10a Gross sales of inventory, less returns and allowances	10a	45,118,140.			
	b Less: cost of goods sold	10b	16,324,875.		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a) Schedule 2	10c			28,793,265.
11 Other revenue (from Part VII, line 103)	11			3,438,433.	
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			99,467,521.	
13 Program services (from line 44, column (B))	13			86,652,011.	
14 Management and general (from line 44, column (C))	14			7,588,583.	
15 Fundraising (from line 44, column (D))	15			8,452,350.	
16 Payments to affiliates (attach schedule).	16			0.	
17 Total expenses (add lines 16 and 44, column (A))	17			102,692,944.	
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18			-3,225,423.	
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			3,555,241.	
20 Other changes in net assets or fund balances (attach explanation) Schedule 3	20			-4,866,263.	
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			-4,536,445.	



SCANNED JUN 14 2006

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (att sch) Schedule 4 (cash \$ 1,230,010. non-cash \$ 0.)	1,230,010.	1,230,010.		
23	Specific assistance to individuals (att sch)				
24	Benefits paid to or for members (att sch)				
25	Compensation of officers, directors, etc	759,754.	601,573.	105,682.	52,499.
26	Other salaries and wages	25,610,435.	20,278,343.	3,562,411.	1,769,681.
27	Pension plan contributions	683,029.	540,822.	95,010.	47,197.
28	Other employee benefits	2,873,682.	2,275,382.	399,729.	198,571.
29	Payroll taxes	2,254,739.	1,785,303.	313,634.	155,802.
30	Professional fundraising fees	975,511.			975,511.
31	Accounting fees	131,955.	92,791.	11,137.	28,027.
32	Legal fees	312,748.	225,196.	30,456.	57,096.
33	Supplies	221,968.	171,569.	28,846.	21,553.
34	Telephone	1,138,110.	1,027,982.	58,438.	51,690.
35	Postage and shipping	20,324,109.	18,417,707.	390,224.	1,516,178.
36	Occupancy	1,810,593.	1,602,782.	110,374.	97,437.
37	Equipment rental and maintenance	995,767.	930,046.	32,463.	33,258.
38	Printing and publications	7,923,217.	7,306,791.	133,902.	482,524.
39	Travel	1,260,350.	965,175.	214,135.	81,040.
40	Conferences, conventions, and meetings	614,170.	482,115.	76,142.	55,913.
41	Interest	1,385,006.	1,063,131.	185,590.	136,285.
42	Depreciation, depletion, etc (attach schedule)	1,637,765.	1,529,672.	53,392.	54,701.
43	Other expenses not covered above (itemize)				
	a Schedule 6	30,550,026.	26,125,621.	1,787,018.	2,637,387.
	b				
	c				
	d				
	e				
44	Total functional expenses (add lines 22 - 43). Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	102,692,944.	86,652,011.	7,588,583.	8,452,350.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ 17,397,687.; (ii) the amount allocated to Program services \$ 11,279,393.; (iii) the amount allocated to Management and general \$ 1,060,671.; and (iv) the amount allocated to Fundraising \$ 5,057,623.

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? <input checked="" type="checkbox"/> Conservation & education - See Schedule 7	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a Education outreach, publications and films. Development and implementation of classroom and outdoor nature education programs, maintaining a nature content website, publication of five educational magazines and production of nature films and documentaries. (Grants and allocations \$ 1,230,010.)	24,421,876.
b Other nature education materials. Creation and distribution of nature education merchandise to raise public awareness and concern for wildlife and natural resources to over a million people. (Grants and allocations \$)	32,281,958.
c Conservation and advocacy programs. Scientific and policy research, public education on environmental policy issues and legal actions to enforce environmental laws. (Grants and allocations \$)	16,629,580.
d Membership education programs. Provide supporters with the information and inspiration to make a difference in their own backyards and communities. (Grants and allocations \$)	13,318,597.
e Other program services (Grants and allocations \$)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	86,652,011.

Part IV Balance Sheets (See Instructions)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A)		(B)
		Beginning of year		End of year
ASSETS	45 Cash – non-interest-bearing	346,224.	45	338,972.
	46 Savings and temporary cash investments	69,022.	46	5,287.
	47a Accounts receivable	47a 4,046,056.		
	b Less: allowance for doubtful accounts	47b 158,173.	2,091,573.	47c 3,887,883.
	48a Pledges receivable	48a 10,708,842.		
	b Less: allowance for doubtful accounts	48b	8,823,065.	48c 10,708,842.
	49 Grants receivable		2,715,135.	49 2,296,261.
	50 Receivables from officers, directors, trustees, and key employees (attach schedule) <u>Schedule 8</u>			50 1,706.
	51a Other notes & loans receivable (attach sch)	51a		
	b Less: allowance for doubtful accounts	51b	172,911.	51c
	52 Inventories for sale or use		6,554,637.	52 7,364,853.
	53 Prepaid expenses and deferred charges		7,279,297.	53 6,394,700.
	54 Investments – securities (attach schedule) <u>Schedule 9</u> <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		2,630,277.	54 2,467,096.
	55a Investments – land, buildings, & equipment basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b		55c
56 Investments – other (attach schedule)			56	
57a Land, buildings, and equipment basis <u>Schedule 5</u>	57a 42,508,162.			
b Less: accumulated depreciation (attach schedule) <u>Schedule 5</u>	57b 15,464,845.	28,038,723.	57c 27,043,317.	
58 Other assets (describe <u>Schedule 10</u>)		17,486,595.	58 11,986,995.	
59 Total assets (add lines 45 through 58) (must equal line 74)		76,207,459.	59 72,495,912.	
LIABILITIES	60 Accounts payable and accrued expenses	16,265,559.	60	20,313,570.
	61 Grants payable		61	
	62 Deferred revenue	12,393,743.	62	12,103,174.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule) <u>Schedule 11</u>		26,601,499.	64a 25,192,324.
	b Mortgages and other notes payable (attach schedule) <u>Schedule 11</u>		5,005,469.	64b 5,175,994.
	65 Other liabilities (describe <u>Schedule 12</u>)		12,385,948.	65 14,247,295.
66 Total liabilities (add lines 60 through 65)		72,652,218.	66 77,032,357.	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	-16,063,240.	67	-22,353,868.
	68 Temporarily restricted	17,134,262.	68	15,234,100.
	69 Permanently restricted	2,484,219.	69	2,583,323.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19; column (B) must equal line 21)		3,555,241.	73 -4,536,445.
	74 Total liabilities and net assets/fund balances (add lines 66 and 73)		76,207,459.	74 72,495,912.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

BAA

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See instructions.)

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total revenue, gains, and other support per audited financial statements	a	122,362,669.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments \$ 359,248.		
(2)	Donated services and use of facilities \$ 373,048.		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify) <u>Schedule 13</u> \$ 26,082,852.		
	Add amounts on lines (1) through (4)	b	26,815,148.
c	Line a minus line b	c	95,547,521.
d	Amounts included on line 12, Form 990 but not on line a :		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify) <u>Schedule 13</u> \$ 3,920,000.		
	Add amounts on lines (1) and (2)	d	3,920,000.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	99,467,521.

a	Total expenses and losses per audited financial statements	a	123,732,309.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$ 373,058.		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$ 2,298,289.		
(4)	Other (specify) <u>Schedule 14</u> \$ 18,647,234.		
	Add amounts on lines (1) through (4)	b	21,318,581.
c	Line a minus line b	c	102,413,728.
d	Amounts included on line 17, Form 990 but not on line a :		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify) <u>Schedule 14</u> \$ 279,216.		
	Add amounts on lines (1) and (2)	d	279,216.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	102,692,944.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see instructions)

(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 and other allowances
<u>Schedule 15</u>		759,754.	84,066.	2,547.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No

If 'Yes,' attach schedule - see instructions.

Part VI Other Information (See instructions)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes	X	
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
78b	If 'Yes,' has it filed a tax return or Form 990-T for this year?	X	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc, to any other exempt or nonexempt organization?	X	
b If 'Yes,' enter the name of the organization <u>Schedule 16</u> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.			
81a	Enter direct and indirect political expenditures. See line 81 instructions	81a	0.
81b	Did the organization file Form 1120-POL for this year?		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)			
82b		82b	49,523.
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85a	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	N/A	
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year	N/A	
85c	Dues, assessments, and similar amounts from members	85c	N/A
85d	Section 162(e) lobbying and political expenditures	85d	N/A
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86a	501(c)(7) organizations Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
86b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87a	501(c)(12) organizations Enter: a Gross income from members or shareholders	87a	N/A
87b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	88	X
89a	501(c)(3) organizations. Enter. Amount of tax imposed on the organization during the year under section 4911 <u>N/A</u> , section 4912 <u>N/A</u> , section 4955 <u>N/A</u>		
89b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	89b	X
c Enter. Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <u>0.</u>			
d Enter. Amount of tax on line 89c, above, reimbursed by the organization <u>0.</u>			
90a	List the states with which a copy of this return is filed <u>Schedule 17</u>		
90b	Number of employees employed in the pay period that includes March 12, 2004 (See instructions)	90b	652
91	The books are in care of <u>Dulce Gomez-Zormelo</u> Telephone number <u>(703) 438-6000</u> Located at <u>11100 Wildlife Center Drive, Reston VA</u> ZIP + 4 <u>20190-5362</u>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u>		

Part VII Analysis of Income-Producing Activities (See instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
Note: Enter gross amounts unless otherwise indicated					
93 Program service revenue:					
a Registration Fees					232,597.
b Summit Activities					35,807.
c Litigation Fees					702,273.
d eNature Service Rev					230,463.
e Other					1,779.
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					19,647,857.
95 Interest on savings & temporary cash invmnts			14	8,021.	
96 Dividends & interest from securities			14	46,151.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	55,380.	
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	15,115.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					28,793,265.
103 Other revenue a					
b					
c Schedule 18	Sch 18	591,852.	Sch 18	2,796,776.	49,805.
d					
e					
104 Subtotal (add columns (B), (D), and (E))		591,852.		2,921,443.	49,693,846.
105 Total (add line 104, columns (B), (D), and (E))					53,207,141.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
19	Schedule 19

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
eNature.com, LLC EIN #94-3353703 1045 Sansome St., STE 304 San Francisco, CA 94111	100.0000 %	Nature related web site	375,676.	0.

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See instructions.)

a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions)

Please Sign Here

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

Signature of officer: Dulce Gomez-Zormelo Date: 4/14/06

Type or print name and title: Dulce Gomez-Zormelo, Treasurer

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 4/14/06

Check if self-employed:

Preparer's SSN or PTIN (See General Instruction W): _____

Firm's name (or yours if self-employed), address, and ZIP + 4: BDO SEIDMAN, LLP
7101 WISCONSIN AVENUE, SUITE 900
BETHESDA MD 20814-4827

EIN: _____ Phone no: _____

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under
Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information— (See separate instructions.)

OMB No 1545-0047

2004

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization NATIONAL WILDLIFE FEDERATION	Employer identification number 53-0204616
-----------------------------------------------------------------	-----------------------------------------------------

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See instructions. List each one. If there are 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 and other allowances
<u>Lawrence J. Amon</u> ----- 11100 Wildlife Center Dr, Reston, VA 20190	Former Executive VP and COO 40	236,386.	127,821.	854.
<u>Wayne Schmidt</u> ----- 11100 Wildlife Center Dr, Reston, VA 20190	Former VP, Program Communicatio 40	237,239.	26,420.	348.
<u>Jaime B. Matyas</u> ----- 11100 Wildlife Center Dr, Reston, VA 20190	Executive VP/COO 40	172,515.	22,714.	119.
<u>Carole Fox</u> ----- 11100 Wildlife Center Dr, Reston, VA 20190	Former VP, Merchandise 40	167,986.	13,805.	388.
<u>James S. Lyon</u> ----- 11100 Wildlife Center Dr, Reston, VA 20190	Sr VP, Conservation Prgs 40	139,405.	20,706.	242.
Total number of other employees paid over \$50,000 ▶	181			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None'.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>Donor Services Group</u> ----- 11500 W. Olympic Blvd. #540, Los Angeles, CA 90064	Professional Fundraiser	607,350.
<u>Share Group, Inc.</u> ----- 99 Dover Street, Somerville, MA 02144	Professional Fundraiser	368,161.
<u>Ernst & Young LLP</u> ----- 8484 Westpark Drive, McLean, VA 22102	Accounting & Auditing	154,100.
<u>Fahey/Davidson Inc</u> ----- 1612 K Street, NW, Washington, DC 20006	Strategic Planning	105,995.
<u>KSC Studio LLC</u> ----- 5553 Ravenswood Rd, STE 104, FT Lauderdale, FL 33312	Photography	105,775.
Total number of others receiving over \$50,000 for professional services ▶		3

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2004

Part III Statements About Activities (See instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities. \$ 306,559. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	X	
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions:)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit? Schedule 8	X	
c Furnishing of goods, services, or facilities? See Part V, Form 990		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e Transfer of any part of its income or assets?		X
3a Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments) Schedule 20	X	
b Do you have a section 403(b) annuity plan for your employees?	X	
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5** A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6** A school. Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7** A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii)
- 8** A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v)
- 9** A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** _____
- 10** An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11a** An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b** A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 12** 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 charitable, etc, 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) (Also complete the **Support Schedule** in Part IV-A.)
- 13** An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations (See instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14** An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	44,964,180.	43,523,225.	48,486,411.	41,168,204.	178,142,020.
16 Membership fees received	20,586,116.	20,201,914.	24,130,887.	18,832,093.	83,751,010.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc. purpose	49,572,645.	51,542,478.	49,215,732.	49,114,402.	199,445,257.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	3,294,738.	3,496,656.	3,520,692.	3,761,354.	14,073,440.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets. Schedule 21	132,088.	84,293.	115,407.	244,905.	576,693.
23 Total of lines 15 through 22	118,549,767.	118,848,566.	125,469,129.	113,120,958.	475,988,420.
24 Line 23 minus line 17	68,977,122.	67,306,088.	76,253,397.	64,006,556.	276,543,163.
25 Enter 1% of line 23	1,185,498.	1,188,486.	1,254,691.	1,131,210.	

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 **26a** 5,530,863.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts **26b** 0.

c Total support for section 509(a)(1) test. Enter line 24, column (e) **26c** 276,543,163.

d Add: Amounts from column (e) for lines. **18** 14,073,440. **19** **26d** 14,650,133.

e Public support (line 26c minus line 26d total) **26e** 261,893,030.

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) **26f** 94.70 %

27 Organizations described on line 12:

a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year:
 (2003) _____ (2002) _____ (2001) _____ (2000) _____

b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals. Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:
 (2003) _____ (2002) _____ (2001) _____ (2000) _____

c Add. Amounts from column (e) for lines. **15** _____ **16** _____ **27c** _____
17 _____ **20** _____ **21** _____ **27d** _____

d Add. Line 27a total _____ and line 27b total _____ **27e** _____

e Public support (line 27c total minus line 27d total) **27e** _____

f Total support for section 509(a)(2) test. Enter amount from line 23, column (e) **27f** _____

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) **27g** %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) **27h** %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A	
		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe; if 'No,' please explain (If you need more space, attach a separate statement) ----- ----- -----		
32	Does the organization maintain the following.		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered 'No' to any of the above, please explain (If you need more space, attach a separate statement.) ----- -----		
33	Does the organization discriminate by race in any way with respect to.		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If 'No,' attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked **a** and 'limited control' provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term 'expenditures' means amounts paid or incurred)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	76,675.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	229,884.
38	Total lobbying expenditures (add lines 36 and 37)	38	306,559.
39	Other exempt purpose expenditures	39	102,386,385.
40	Total exempt purpose expenditures (add lines 38 and 39)	40	102,692,944.
41	Lobbying nontaxable amount Enter the amount from the following table—		
	If the amount on line 40 is—		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is—		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
41	Lobbying nontaxable amount (enter 25% of line 41)		1,000,000.
42	Grassroots nontaxable amount (enter 25% of line 41)		250,000.
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36		0.
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38		0.
Caution: If there is an amount on either line 43 or line 44, you must file Form 4720			

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 instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
46 Lobbying ceiling amount (150% of line 45(e))					6,000,000.
47 Total lobbying expenditures	306,559.	182,282.	141,837.	371,314.	1,001,992.
48 Grassroots non-taxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
49 Grassroots ceiling amount (150% of line 48(e))					1,500,000.
50 Grassroots lobbying expenditures	76,675.	54,864.	19,448.	54,518.	205,505.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines through h.)			
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 other means			
i Total lobbying expenditures (add lines through h.)			

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.

SCHEDULE 1

NATIONAL WILDLIFE FEDERATION
 EIN 53-0204616
 FORM 990 - PART I - LINE 8
 GAIN OR LOSS FROM SALE OF ASSETS OTHER THAN INVENTORY

SALE OF MARKETABLE SECURITIES, LINE 8, COLUMN A

	GROSS SALES PRICE	BOOK VALUE	GAIN(LOSS)
Equities and mutual funds	\$ 1,224,921	\$ 1,210,412	14,509

SALE OF OTHER ASSETS, LINE 8, COLUMN B

Asset	Date Acquired	How Acquired	Date Sold	Purchaser	Cost	Depreciated Amount	Book Value	Gross Sales Price	(Gain)/Loss
Land	October 1992	Donation valued at \$7,500	January 2005	Bradley & Donna Wentworth	\$ -	\$ -	\$ -	\$ 32,002	\$ (32,002)
Polar Mohr Paper Cutter	September 1998	Purchase	February 2005	Devilbiss Printing	37,000	23,036	13,964	19,000	(5,036)
Heidelberg Embosser/Stamper	September 1998	Purchase	July 2005	Creative Print Group, Inc	4,500	3,037	1,463	6,650	(5,187)
Sickinger Univ Speed Punch	September 1998	Purchase	July 2005	GM Distributors	700	472	228	6,675	(6,447)
Workstation	1997	Purchase	December 2004	Burkett & Wong	58,087	30,859	27,228	5,000	22,228
Workstations	1997	Purchase	N/A	N/A	51,955	26,117	25,838	0	25,838
TOTALS FOR SALE OF OTHER ASSETS					\$ 152,242	\$ 83,521	\$ 68,721	\$ 69,327	\$ (606)

SCHEDULE 2

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART I, LINE 10
SALES OF INVENTORY

GROSS SALES		\$ 45,118,140
NATURE EDUCATION MATERIALS	15,410,655	
FREIGHT	802,775	
SALES TAX	<u>111,445</u>	
TOTAL COST OF GOODS SOLD		<u>16,324,875</u>
GROSS PROFIT		<u>\$ 28,793,265</u>

SCHEDULE 3

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
PART I - LINE 20
OTHER CHANGES IN NET ASSETS

PENSION AND POSTRETIREMENT MARKET ADJUST	\$ (2,298,289)
LOSS ON PENSION INVESTMENT	(374,949)
LOSS ON IMPAIRMENT OF ASSETS	(146,355)
CHANGE IN SPLIT INTEREST AGREEMENTS	1,662,041
UNREALIZED GAIN ON VALUATION OF INVESTMENTS	359,248
LOSS ON DISPOSAL OF SUBSIDIARY	<u>(4,067,959)</u>
TOTAL	<u>\$ (4,866,263)</u>

NATIONAL WILDLIFE FEDERATION
EIN 53-0204616
FORM 990 - PART 2, LINE 22
GRANTS AND ALLOCATIONS

CONSERVATION & EDUCATIONAL GRANTS

RECIPIENT	ADDRESS	AMOUNT
** National Wildlife Federation Endowment	11100 Wildlife Center Dr , Reston, VA 20190-5362	279,216
Oregonians for a Balanced Tillamook	Wells Fargo Bank, Pearl District, PO Box 6995, Portland, OR 97228	110,000
Michigan United Conservation Clubs	PO Box 30235, Lansing, MI 48909-7735	105,611
Yellow Dog Watershed Preserve	PO Box 5, Mining Fund, Big Bay, MI 49808	73,740
WY Chapter - FNAWS	PO Box 192, Farson, WY 82932	47,000
Natural Resources Council (of Maine)	3 Wade St , Augusta, ME 04330	36,000
Brown Bear Resources	222 N Higgins, Missoula, MT 59802	33,000
Elaine Allestad	PO Box 679, 48 Meadowlark Circle, Big Timber, MT 59011	30,000
Great Lakes Radio Consortium	535 W William St , Suite 110, Ann Arbor, MI 48103	28,800
Tip of the Mitt Watershed Council	426 Bay St , Petoskey, MI 49770	18,788
Alliance for the Great Lakes	700 Washington Ave , Suite 150, Grand Haven, MI 49417	17,750
Center for Public Interest Research	103 E Liberty St , Suite 202, Ann Arbor, MI 48104	17,500
Michigan Land Use Institute	205 S Benzie Blvd , Beulah, MI 49617	15,000
Prince William Sound Keeper	PO Box 2832, Valdez, AK 99686	15,000
Public Sector Consultants Inc	600 W St Joseph St , Suite 10, Lansing, MI 48933-2265	13,000
Save the Wild Upper Penninsula	PO Box 146, Marquette, MI 49855	12,000
Ohio Environmental Council	1207 Grandview Ave , Suite 201, Columbus, OH 43212	11,401
Ducks Unlimited	331 Metty Dr , Suite 4, Ann Arbor, MI 48103	11,000
The Potomac Conservancy	8601 Georgia Ave , Suite 612, Silver Spring, MD 20910	10,436
LCC Stormwater, Lake Champlain	106 Main Street, Burlington, VT 05401-8434	10,202
Save Our Wild Salmon	424 3rd Ave W , Suite 100, Seattle, WA 98119	10,000
Centro De Investigacion	Ave Camaron Sabalo # 424, Zona Dorada, Mazatlan, Sinaloa, Mexico	8,800
Feltstet Disposal	3201 Spurgin Rd , Missoula, MT 59801	8,800
Georgia Wildlife Federation	11600 Hazelbrand Rd , Covington, GA 30014	8,507
The Biodiversity Project	214 N Henry St , #201, Madison, WI 53704	8,000
University of Michigan	2044 Wolverine Tower, 3003 S State St , Ann Arbor, MI 48109-1273	7,838
Eagle Alliance	PO Box 5, Big Bay, MI 49808	7,648
Clean Water Fund	38875 Harper, Clinton Township, MI 48046	7,500
Gregory Green	640 Running Water Circle, SE, Albuquerque, NM 87123	7,500
Wisconsin Wildlife Federation	720 St Croix St , Suite 101, Prescott, WI 54021	7,000
Kate Clavijo	3908 W Street NW, Washington, DC 20007	5,117
Concerned Citizens of Big Bay	PO Box 21, Big Bay, MI 49808	5,000
Great Lakes United	1300 Elmwood Ave . Buffalo State College, Cassety Hall, Buffalo, NY 14222	5,000
Nature Heritage Society	P O Box 330594, Houston, TX 77233-0594	5,000
SurfRider Foundation	PO Box 6010, San Clemente, CA 92674	5,000
EC F, Inc	3701 NW 98th St , Gainesville, FL, 32606	4,788
New York Rivers United	PO Box 1460, Rome, NY 13442	4,750
Storm Lake Growers, Inc	21809 89th St S E , Snohomish, WA 98290	4,721
Prairie Rivers Network	809 South Fifth Street, Champaign, IL 61820	4,500
Wyoming Wildlife Federation	PO Box 106, Cheyenne, WY 82003	4,500
Share Group Inc	99 Dover St , Somerville, MA 02144	4,389
Arkansas Wildlife Federation	9700 Rodney Parham, Suite I-2, Little Rock, AR 72227	4,000
Minnesota Environmental Partnership	394 Lake Ave , S , Suite 315A, Duluth, MN 55802	3,625
Indiana Wildlife Federation	950 N Rangeline Rd , Ste A, Camel, IN 46032	3,000
Premier Ponds, LLC	16010 Kruhm Rd , Burtonsville, MD 20866	2,934
Merrifield Garden Center	8132 Lee Hwy, Merrifield, VA 22116	2,875
Laura Dunleavy	1767 Willard St , NW, Washington, DC 20009	2,618
University of Colorado - Boulder	150 Regent Administrative Center, 43 UCB, Boulder, CO 80309	2,561
Apalachicola Bay and River Keep	PO Box 484, Eastpoint, FL 32328	2,500
Clean Water Action	38875 Harper Ave , Clinton Township, MI 48036	2,500
Duke University	Campus Box 90228, Durham, NC 27708-0228	2,500
Idaho Wildlife Federation	PO Box 6426, Boise, ID 83707-6426	2,500
Chesapeake Bay Foundation	6 Herndon Ave , Annapolis, MD 21403	2,420
Boston Natural Areas	62 Summer St , 2nd Floor, Boston, MA 02111-1008	2,400
North Carolina Wildlife Federation	1024 Washington St , Raleigh, NC 27605	2,250

** Related Entity reported on Part VI, line 80 a, b

NATIONAL WILDLIFE FEDERATION
EIN 53-0204616
FORM 990 - PART 2, LINE 22
GRANTS AND ALLOCATIONS (continued)

CONSERVATION & EDUCATIONAL GRANTS (Continued)+A117

RECIPIENT	ADDRESS	AMOUNT
Vanessa Snyder	2039 Wildwood Blvd , Interactive Technology, Toledo, OH 43614	2,240
Christine L'Ecluse	3238 64th Ave S W , Seattle, WA 98116	2,216
The Wildlife Society	5410 Grosvenor Ln , Bethesda, MD 20814	2,190
Benchmark Conference Centers of Wisconsin	33 East Four Mile Rd , c/o The Guest House, Racine, WI 53402	2,134
Patricia Celis	Unknown	2,100
Shore Road Nursery	616 Shore Road, Port Angeles, WA 98362	2,094
Friends of Earth	1717 Massachusetts Ave , NW, Suite 600, Washington, DC 20036-2008	2,000
Pediatric Foundation of Michigan	1733 High Hollow Dr , Ann Arbor, MI 48103	2,000
The Nature Conservancy	8 S Michigan Ave , Suite 2301, Chicago, IL 60603	2,000
Michael Bailey	PO Box 2923, Honolulu, HI 96802	1,591
Lake Michigan Fedetation	220 S State St . Suite 1900, Chicago, IL 60604	1,566
Lanny Thomas	PO Box 10626, Raleigh, NC 27605	1,506
Crespo Elem Magnet Fine Arts	7500 Office City Dr , Houston, TX 77012-4115	1,500
Durkee Elementary	7301 Nordling, Houston, TX 77076	1,500
Earth Day Coaliton	3606 Bridge Ave . Cleveland, OH 44113	1,500
F M Black Middle School	1575 Chantilly Ln , Houston, TX 77018-4150	1,500
Patterson Literature Magnet School	5302 Allendale, Houston, TX 77017-6214	1,500
W G Love Elementary	1120 W 13th St , Houston, TX 77008	1,500
Environmental Advocates of NY	353 Hamilton St , Albany, NY 12210	1,421
Stan Frasier	PO Box 1175, Helena, MT 59624-1175	1,417
Jerry Knuth	720 St Croix St , Suite 101, Prescott, WI 54021	1,302
Harold Schultz	PO Box 106, Cheyenne, WY 82003	1,278
Sage Sweetwood	6344 Palm Dr . Carmichael CA 95608-4538	1,260
Ellery Worthen	2921 Carlisle Blvd , NE, Suite 200 J, Albuquerque, NM 87110	1,229
Dwight Shelton	950 N Rangeline Rd . Ste A, Camel, IN 46032	1,228
Leonard Mitchell	642 West Broad St . Columbus, OH 43215	1,211
Steve Leonard	14 Beacon St , #714, Boston, MA 02108	1,211
Dennis Buechler	15781 East Crestridge Circle, Centennial, CO 80015	1,207
Shelynda N Diaz	PO Box 195166, San Juan, P R 00919-5166	1,200
Wild West Shirt Works	12626 Interurban Ave S , Tukwila, WA 98168	1,154
Dan Halleman	11660 Bellaire Way Thornton, CO 80233-5130	1,128
Kevin Cabble	PO Box 71238, Reno, NV	1,090
Albert Phillips	728 West Main St . Jefferson City, MO 65101-1559	1,069
Bush's Nursery	13419 208th Street N E , Arlington, WA 98223	1,063
Tom Wittinger	1760 Mullan Trail, Missoula, MT 59808	1,053
Steven Maunce	1224 Hickory St , Fairmont, MN 56031-4403	1,048
Lynn Alan Thompson	7 High Dr , Crawfordville, FL 32327	1,047
Carlton Harford	PO Box 3332, Des Moines, IA 50316-0332	1,023
Dame School	14 Canterbury Rd , Concord, NH 03301	1,000
Cynthia Flash	13239 S E 51st Place, Bellevue, WA 98006	1,000
Eton School	2701 Bellevue-Redmond Road, Bellevue, WA 98009	1,000
National Association of State PIRGS	103 E Liberty Street, Suite 202, Ann Arbor MI 48104	1,000
Ohio Wildlife Federation	642 West Broad St , Columbus, OH 43215	1,000
Sierra Club Foundation	214 N Henry St , #203, Madison, WI 53703	1,000
Swan Ecosystem Center	6887 Highway 83, Condon, MT 59826	1,000
Trout Unlimited	222 S Hamilton, Suite 3, Madison, WI 53703	1,000
Grants And Allocations Individually Less Than \$1,000		97,249

TOTAL FORM 990 - PART II , LINE 22 (Grants & Allocations)

\$ 1,230,010

SCHEDULE 5

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART II, LINE 42
 FORM 990 - PART IV, LINE 57
 LAND, BUILDINGS & EQUIPMENT

<u>FIXED ASSETS</u>	<u>COST</u>	<u>ACCUM. DEPN</u>	<u>NET BOOK VALUE</u>	<u>DEPN & AMORT FY 2005</u>
Land	4,455,553	0	4,455,553	0
Land Improvements	\$ 731,154	\$ 95,718	\$ 635,436	\$ 24,367
Buildings	15,680,235	2,000,125	13,680,110	310,374
Building Improvements	3,911,337	778,244	3,133,093	85,459
Eqmt/Furniture/Vehicles	17,000,283	12,590,758	4,409,525	1,132,410
Conservation Properties	<u>729,600</u>	<u>0</u>	<u>729,600</u>	<u>0</u>
Total Fixed Assets	<u>\$ 42,508,162</u>	<u>\$ 15,464,845</u>	<u>\$ 27,043,317</u>	<u>\$ 1,552,610</u>
<u>INTANGIBLE ASSETS</u>				
License Rights & URL, eNature	\$ 307,203	\$ 281,605	\$ 25,598	\$ 61,441
Bond Issue Costs	<u>679,445</u>	<u>121,110</u>	<u>558,335</u>	<u>23,714</u>
Total Intangible Assets	<u>\$ 986,648</u>	<u>\$ 402,715</u>	<u>\$ 583,933</u>	<u>\$ 85,155</u>
Total Depreciation and Amortization				<u>\$ 1,637,765</u>

SCHEDULE 6

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART II, LINE 43
 OTHER EXPENSES

	<u>TOTAL</u>	<u>PROGRAM SERVICES</u>	<u>MGMT & GENERAL</u>	<u>FUND- RAISING</u>
Major program supplies	\$ 12,983,369	\$ 11,743,986	\$ 393,082	\$ 846,301
List rental services	3,049,857	2,812,578	51,543	185,736
Text editorial services	669,269	590,909	19,414	58,946
Photo rights and art work	1,529,281	1,410,303	25,845	93,133
Insurance	378,509	290,543	50,721	37,245
Award Presentations	52,601	40,376	7,049	5,176
A/V Production costs	14,942	13,780	252	910
Consultants/service agreements	9,226,835	7,185,099	887,935	1,153,801
Other departmental expense	2,171,834	1,674,294	287,883	209,657
Other general operating expenses	<u>473,529</u>	<u>363,753</u>	<u>63,294</u>	<u>46,482</u>
 Total Other Expenses:	 <u>\$ 30,550,026</u>	 <u>\$ 26,125,621</u>	 <u>\$ 1,787,018</u>	 <u>\$ 2,637,387</u>

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART III
PRIMARY EXEMPT PURPOSE

The mission of the National Wildlife Federation is to inspire Americans to protect wildlife for our children's future

At National Wildlife Federation we envision a world where:

- We are able to pass on abundant wildlife and wild places to our children
- People consider the welfare of wildlife when making lifestyle choices
- Decision makers consider the welfare of wildlife when creating policy
- Future generations have the values, skills and interest to be engaged stewards in protecting wildlife
- People are united to work to protect wildlife
- People understand the urgency of species extinction and what it means to life on earth
- People are concerned enough about the threat of global climate change to minimize their dependency on carbon

NATIONAL WILDLIFE FEDERATION
EIN. 53-0204616
FORM 990 - PART IV, LINE 50
OTHER RECEIVABLES

RECEIVABLES FROM OFFICERS, DIRECTORS, AND KEY EMPLOYEES \$ 1,706

Borrower's Name & Title: Faith Gemmill, Director

Original Amount: \$ 3,334

Balance Due: \$ 1,706

Date of Note: 02/28/05

Purpose of note: Reimbursement for personal expenses

Interest: None

SCHEDULE 9

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART IV, LINE 54
INVESTMENTS

INVESTMENTS IN MARKETABLE SECURITIES

EQUITIES	\$	498,641
MUTUAL FUNDS - EQUITIES		999,012
MUTUAL FUNDS - BONDS		<u>969,443</u>
TOTAL INVESTMENTS	\$	<u><u>2,467,096</u></u>

SCHEDULE 10

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART IV, LINE 58
 OTHER ASSETS

Charitable Gift Annuities	\$ 8,482,366
Interest In Perpetual Trusts	1,895,425
Charitable Gift Remainder Trusts	381,938
Intangible Asset, Pension Plan	416,821
Intangible Assets, License Rights & URL, eNature	25,598
Unamortized Bond Issue Costs	558,335
Escrowed Bond Funds	157,442
Deposits	<u>69,070</u>
Total Other Assets	<u><u>\$ 11,986,995</u></u>

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART IV, LINE 64a & 64b
 TAX-EXEMPT BOND LIABILITIES
 OTHER NOTES PAYABLE

LINE 64a : TAX-EXEMPT BOND LIABILITIES:	
WINCHESTER BOND PAYABLE	\$ 7,213,502
HEADQUARTERS BOND PAYABLE	<u>17,978,822</u>
TOTAL TAX-EXEMPT BOND	<u>\$ 25,192,324</u>

WINCHESTER BOND PAYABLE:

Issuing Authority:	Industrial Development Authority of the County of Frederick , Virginia & Winchester Wildlife Trust
Interest Rate:	Variable
Due Date:	30 Years
Frequency Of Payment:	Monthly
Issue Date:	June 14, 1996
Purpose Of Issue:	Warehouse Expansion
Original Amount Of Issue:	\$ 9,810,000
Project Completion Date:	August 1997
Unexpended proceeds:	None

HEADQUARTERS BOND PAYABLE:

Issuing Authority:	Fairfax County, Virginia Economic Development Authority
Interest Rate:	Average Coupon Rate of 5.28%
Due Date:	Through 2029
Frequency Of Payment:	Annual
Issue Date:	June 24, 1999
Purpose Of Issue:	Building Project
Original Amount Of Issue:	\$ 19,500,000
Project Completion Date:	February 2001
Unexpended proceeds:	None

LINE 64B: OTHER NOTES PAYABLE.

LINE OF CREDIT	<u>\$ 5,175,994</u>
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LINE OF CREDIT:

NWF has an unsecured operating line of credit of up to \$8,000,000 from Bank of America that expires March 31, 2006. The line of credit bears interest at the 30-day LIBOR plus 175 basis points, 5.67%, as of August 31, 2005. The interest rate is subject to increase up to the 30-day LIBOR plus 200 basis points.

SCHEDULE 12

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART IV, LINE 65
OTHER LIABILITIES

ANNUITY AND OTHER RESERVES	\$ 4,612,894
ACCRUED PENSION EXPENSE	4,091,933
POSTRETIREMENT BENEFITS RESERVE	5,539,713
LEASE LIABILITY	<u>2,755</u>
TOTAL	<u><u>\$ 14,247,295</u></u>

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART IV - A & B

Reconciliation of Revenue (Part IV - A)

Other amounts included on line a, Part IV-A, but not on line 12, Form 990 - **Line b (4):**

Cost of Goods Sold	\$ 16,324,875
Change in Split Interest Agreements	1,662,041
Income From Related Entities Consolidated in Audited Financial Statements:	
National Wildlife Federation Endowment, Inc.	7,729,524
National Wildlife Productions, Inc.	330,186
National Wildlife Action	36,226
Total	<u>\$ 26,082,852</u>

Other amounts included on line 12, Form 990, but not on line a, Part IV-A - **Line d (2):**

Inter-entity Transfers	<u>\$ 3,920,000</u>
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NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART IV - A & B

Reconciliation of Expenses (Part IV - B)

Other amounts included on line a, Part IV-B, but not on line 17, Form 990 - **Line b (4):**

Cost of Goods Sold	\$ 16,324,875
Loss on Impairment of Assets	146,355
Minimum Pension Liability	374,949

Expenses From Related Entities Consolidated
in Audited Financial Statements:

National Wildlife Federation Endowment, Inc.	229,525
National Wildlife Productions, Inc.	1,558,516
National Wildlife Action	13,014
Total	<u>\$ 18,647,234</u>

Other amounts included on line 17, Form 990 but not on line a, Part IV-B - **Line d (2):**

Inter-entity Transfers	<u>\$ 279,216</u>
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NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART V
 OFFICERS AND DIRECTORS

Name And Address	Title	Average Hours Per Week	Amount of Compensation	Contribution To Plans	Expense Account
Larry J. Schweiger 11100 Wildlife Center Drive, Reston, Va. 20190	President	40	250,016	15,699	1,813
Dulce M. Gomez-Zormelo 11100 Wildlife Center Drive, Reston, Va 20190	Treasurer	40	127,398	19,387	530
Natasha B. Perkins 11100 Wildlife Center Drive, Reston, Va 20190	Asst Treasurer	30	20,181	3,978	0
Eileen M Johnson 11100 Wildlife Center Drive, Reston, Va 20190	Secretary	40	283,925 **	30,833 **	177
Kimberly H. Berry 11100 Wildlife Center Drive, Reston, Va 20190	Asst Secretary	40	78,234	14,169	27
Jerome C Ringo 11100 Wildlife Center Drive, Reston, Va 20190	Chair	10	0	0	0
Rebecca L. Scheibelhut 11100 Wildlife Center Drive, Reston, Va 20190	Immediate Past Chair	10	0	0	0
Steve Petron 11100 Wildlife Center Drive, Reston, Va 20190	Eastern Vice Chair	5	0	0	0
Spencer Tomb 11100 Wildlife Center Drive, Reston, Va 20190	Central Vice Chair	5	0	0	0
Craig D. Thompson 11100 Wildlife Center Drive, Reston, Va 20190	Western Vice Chair	5	0	0	0
Stephen K. Allinger 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
James L Baldock 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0

**Includes transitional compensation

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART V
 OFFICERS AND DIRECTORS (continued)

<u>Name And Address</u>	<u>Title</u>	<u>Average Hours Per Week</u>	<u>Amount of Compensation</u>	<u>Contribution To Plans</u>	<u>Expense Account</u>
Paul Beaudette 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Andrew C Brack 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
David Carruth 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
John Mack Carter 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Lyvier Conss 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Daniel J Deeb 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Michael P Dombeck 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Faith Gemmell 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Thomas Gonzales 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Kathleen Hadley 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Marck Heckert 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Levi Joseph Holt 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Thea Levkovitz 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0

SCHEDULE 15 (continued)

NATIONAL WILDLIFE FEDERATION
 EIN. 53-0204616
 FORM 990 - PART V
 OFFICERS AND DIRECTORS (continued)

<u>Name And Address</u>	<u>Title</u>	<u>Average Hours Per Week</u>	<u>Amount of Compensation</u>	<u>Contribution To Plans</u>	<u>Expense Account</u>
Jerry L. Little 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
James T. Martin 11100 Wildlife Center Drive, Reston, Va. 20190	Director	3	0	0	0
Earl B. Matthew 11100 Wildlife Center Drive, Reston, Va. 20190	Director	3	0	0	0
Gerald Meral 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Rodolfo Ogarrio 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Gene T Oglesby 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
J Stephen O'Hara, Jr. 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Charles E. Olmsted, III 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Bryan Pritchett 11100 Wildlife Center Drive, Reston, Va 20190	Past Chair	3	0	0	0
Christine Thompson 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Walter Umphrey 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
Beatrice Busch Von Gontard 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0
David Wimberly 11100 Wildlife Center Drive, Reston, Va 20190	Director	3	0	0	0

SCHEDULE 16

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART VI, LINE 80b
RELATED ORGANIZATIONS

	<u>EXEMPT</u>	<u>NON- EXEMPT</u>
National Wildlife Federation Endowment, Inc.	X	
National Wildlife Productions, Inc.	X	
National Wildlife Action	X	
eNature.com, LLC (a disregarded entity of NWF)		X

NATIONAL WILDLIFE FEDERATION

EIN: 53-0204616

FORM 990 - PART VI, LINE 90a

STATES IN WHICH 990 IS FILED

ALABAMA

MAINE

OHIO

ALASKA

MARYLAND

OKLAHOMA

ARIZONA

MASSACHUSETTS

OREGON

ARKANSAS

MICHIGAN

PENNSYLVANIA

CALIFORNIA

MINNESOTA

RHODE ISLAND

COLORADO

MISSOURI

SOUTH CAROLINA

CONNECTICUT

MISSISSIPPI

UTAH

DISTRICT OF COLUMBIA

NEW HAMPSHIRE

TENNESSEE

FLORIDA

NEW JERSEY

VERMONT

GEORGIA

NEW MEXICO

VIRGINIA

ILLINOIS

NEW YORK

WEST VIRGINIA

KANSAS

NORTH CAROLINA

WASHINGTON

KENTUCKY

NORTH DAKOTA

WISCONSIN

LOUISIANA

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990, PART VII, Line 103
 Other Revenue

	<u>Unrelated Business Income</u>		<u>Excluded by Section 512,513 or 514</u>		<u>Related or Exempt Function Income</u>
	<u>Code</u>	<u>Amount</u>	<u>Code</u>	<u>Amount</u>	
Advertising	511120	422,315			
Advertising	518111	95,613			
List Royalties			13	916,034	
Other Royalties	524298	73,924	15	1,880,742	
Honorarium					25,590
Recycling Fees					4,028
Other					20,187
		<hr/>		<hr/>	<hr/>
Total		<u>591,852</u>		<u>2,796,776</u>	<u>49,805</u>

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
FORM 990 - PART VIII
RELATED BUSINESS ACTIVITIES

For purposes of Part VIII of this return as well as Internal Revenue Code Section 6661 and Revenue Ruling 69-247, 1969-1 C.B. 303, we submit the following statement of "business activities" of the National Wildlife Federation (the "Federation") undertaken during the period covered by this report:

Line 93(a): Registration Fees

NWF sponsors an annual Family Summit and other educational seminars with the objective of educating and increasing the awareness of the participants regarding wildlife and conservation.

Registration fees for the Federation's summit amounted to \$185,283.

Registration fees for other conservation education seminars amounted to \$47,314.

Line 93(b): Summit Activities

The collection of program activity fees at the Federation's summit programs amounted to gross revenues of \$35,807. for the period covered by this return. These activities allow individuals and families to experience nature and conservation activities first hand.

Line 93(c): Litigation Fees

NWF acts as plaintiff in many litigation matters that pertain to conservation and preservation of the environment and wildlife. \$702,273 in settlements on behalf of wildlife and conservation issues were collected.

Line 93(d): eNature service revenue:

Service revenue of \$230,463 was collected by eNature.com, a nature related website. The company partnered with local, national, and international nature and wildlife organizations to further expand its content and service offerings which helps to carry out the mission of protecting wildlife for our children's future. eNature.com was dissolved 7/31/05 and is considered a disregarded entity by the IRS.

Line 93(e): Other revenue:

Affiliate fee revenue of \$1,779 was collected to help support NWF's efforts in conserving and protecting wildlife for our children's future.

Line 94: Membership Fees

The collection of membership dues during the period covered by this report accounted for \$19,647,857 of revenue. Dues payments by members are made to provide support for the Federation's activities and mission of protecting wildlife. Most members of the National Wildlife Federation receive the organization's conservation education magazines that educate readers on the importance of protecting wildlife and conserving the environment.

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 FORM 990 - PART VIII
 RELATED BUSINESS ACTIVITIES (Continued)

Line 102: Educational and Nature-related Materials

The educational and nature-related materials sold by the National Wildlife Federation include stationery items, audio materials, books, juvenile games and toys as well as a line of nature-related gift items such as bedding, bath, table and desk accessories, serving items, and clothing. These materials have various wildlife and conservation themes and are decorated with accurately depicted wildlife species, where appropriate. These items are generally accompanied by descriptive literature concerning the depicted species as well as literature pertaining to the organization and its programs.

The sale of these educational and nature-related materials by the National Wildlife Federation to its members and those being solicited for membership materially contributes to the accomplishment of the Federation's exempt purpose. All of the educational and nature-related materials sold by the Federation are selected and produced with the objectives of furthering the education of the general public regarding conservation matters and the wise use of natural resources, and stimulating and enhancing an awareness, interest and appreciation of wildlife and other natural resources.

The National Office Technical Advice Memorandum issued by the Internal Revenue Service (IRS Letter Ruling 81-07006) on October 30, 1980, concluded that the sale of the educational and nature-related items described above was related to the Federation's education purposes and did not constitute an unrelated trade or business within the meaning of the Code.

The sale of educational and nature-related materials resulted in net sales of \$28,793,265 for the period covered by this return.

Line 103: Other

The total of \$49,805 in the other category is composed of the following:

Honorariums - Revenue received by speakers within NWF from outside groups for speaking about conservation related concerns at an event.	\$ 25,590
Recycling Fees - Reduces the need for raw materials and helps to protect wildlife habitat.	4,028
Miscellaneous Revenue - Refunds, reimbursements and other income related to exempt purpose.	20,187
Total	\$ 49,805

NATIONAL WILDLIFE FEDERATION
EIN: 53-0204616
SCHEDULE A - PART III, LINE 3a

ENVIRONMENTAL PUBLICATION AWARDS

Selection of the Environmental Publication Award recipients is based on the following criteria:

1. Clarity and conciseness of the publication.
2. Originality and intellectual rigor of the research.
3. Relevance of the article to NWF interests and programs.
4. Satisfactory recommendations from faculty.
5. Significance of the publication to science.

CAMPUS ECOLOGY® FELLOWSHIP PROGRAM

Eligibility

Graduate and undergraduate students from any college or university in the United States may apply. Applicants need not be environmental studies majors. Current and former employees of National Wildlife Federation are ineligible to apply. Former NWF interns are eligible to apply following one year from their final work date.

Selection Criteria

All Fellowship proposals will be evaluated on how well they meet the following goals.

- Demonstrating measurable improvement on the campus and in the surrounding community
- Engaging staff, faculty, administrators and/or students
- Building commitment to institutionalize and maintain the project
- Educating the campus and broader community, including K-12 schools, about the project (e.g. Powerpoint presentation, campus-organized workshop or Campus Ecology Training Clinic, website, releases to local and campus newspapers)
- Securing matching funds or other financial support from your campus or another source
- Arranging academic credit for successful completion of the project, as an independent study or integration of Fellowship project into course curricula
- Serving as a model for the national campus greening movement

Strong candidates will demonstrate the following attributes.

- Commitment to advancing conservation initiatives on academic, personal, and professional levels
- Creative thinking to engage non-traditional stakeholders
- Strong communication skills to build diverse coalitions
- Initiative to overcome barriers and seek alternative avenues of project advancement when necessary
- Proactive research and outreach to ensure project will successfully achieve the above

NATIONAL WILDLIFE FEDERATION
 EIN: 53-0204616
 SCHEDULE A - PART IV-A, LINE 22
 OTHER INCOME

Line Number	22(a) 2004	22(b) 2003	22(c) 2002	22(d) 2001	22(e) Total
HONORARIUM	\$ 38,293	\$ 42,710	\$ 34,839	\$ 24,559	\$ 140,401
LITIGATION FEES	44,691	22,492	13,872	24,826	105,881
RECYCLING FEES	8,174				8,174
AFFILIATE FEES			1,407	1,483	2,890
REIMBURSEMENTS			36,286	71,027	107,313
MISCELLANEOUS REVENUE	40,930	19,091	29,003	123,010	212,034
TOTAL	<u>\$ 132,088</u>	<u>\$ 84,293</u>	<u>\$ 115,407</u>	<u>\$ 244,905</u>	<u>\$ 576,693</u>

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(Amended April 2, 2005)

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NATIONAL WILDLIFE FEDERATION ARTICLES OF INCORPORATION

- Name* **FIRST:** The name of the corporation is NATIONAL WILDLIFE FEDERATION.
- Acceptance of Nonprofit Corporation Act* **SECOND:** A resolution that the corporation accept the District of Columbia Nonprofit Corporation Act was adopted at a meeting of members held on March 16, 1975, at which a quorum was present, and the resolution received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- Purposes* **THIRD:** The purpose or purposes which it will hereafter pursue are:
- Coordination* (a) To coordinate all agencies, societies, clubs and individuals which are or should be interested in the restoration, wise use, conservation and scientific management of wildlife and other natural resources into a permanent, unified, active agency for the purpose of securing adequate public recognition of the needs and values of wildlife resources and other natural resources.
- Educational Program* (b) To develop, promote and support a comprehensive educational program based upon scientific study and technical research for the advancement, restoration, wise use, management and conservation of wildlife and other natural resources.
- Educate the Public* (c) To inform and educate the public through the dissemination of pertinent facts, scientific and research discoveries and information that may contribute to the solution of the problem involved in the restoration, wise use and conservation of wildlife and other natural resources.
- Public Attitude* (d) To stimulate a proper public attitude and appreciation regarding the use and management of all natural resources, enabling our people to appraise the aesthetic value and importance of all resources.
- Cooperation Teachers* (e) To cooperate with other conservation and wildlife organizations and to promote improved educational methods by encouraging the training of teachers and providing educational materials for the enlightened understanding of resource management.
- Exercise of Powers* Consistent with the foregoing, the corporation may exercise all powers that may be conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act, as from time to time amended. The corporation shall not pursue any purpose, exercise any power, or carry on any activity not permitted to be pursued, exercised, or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, and exempt from federal income taxation under Section 501(a) thereof (or the corresponding provisions of any future United States Internal Revenue law), contributions to which are deductible for federal income tax purposes.

Members

FOURTH: The corporation is to have members.

Classes of Members

FIFTH: The corporation shall have two classes of members: voting and non-voting. The designation of each class and category of voting and non-voting member including the qualifications, rights and limitations of the rights of the members of each class and category, and provisions conferring, limiting or denying the right to vote are as follows:

(A) The voting members of the Federation shall be:

Affiliates

1. (a) Autonomous statewide organizations, hereinafter referred to as “affiliates,” whose primary purpose is the conservation, wise use and restoration of wildlife and other natural resources and the protection of human health and the environment. Affiliates shall be selected in the manner hereinafter provided. (When used in this Article, the words “state” or “states” shall be deemed to include the states and territories of the United States, the Commonwealth of Puerto Rico and the District of Columbia.)

One Affiliate Per State

(b) Affiliate membership shall be limited to one organization in any state. If two or more organizations in any state request membership, the Federation Board of Directors shall determine which organization, if any, is better qualified for membership.

Voting Delegate and Alternate

(c) Each affiliate shall elect, annually, one person as its Voting Delegate who shall represent it at and in connection with meetings of the voting members of this Federation. Each Alternate affiliate may also elect annually an Alternate Voting Delegate authorized to represent it in the absence of the Voting Delegate.

Affiliates Should Be Federations

(d) In so far as practicable, and regardless of whether the word “Federation” forms part of the name, affiliates shall in fact be state federations of already existing organizations which support and continue to support the objectives of this Federation.

Affiliate Membership Application

(e) An organization desiring to become an affiliate shall make written application therefore to the Federation Board of Directors and shall furnish all such information regarding itself and its qualifications for such membership as the Federation Board of Directors shall require.

Annual Report

(f) An organization which has applied for affiliate membership shall become an affiliate upon approval of its application for affiliate membership by the Federation Board of Directors. Each affiliate shall, as one condition of continued membership, furnish to the Federation once during each year within thirty (30) days after written request therefore by the President or other officer designated by the President or by the Federation Board of Directors, true and proper financial statements covering its fiscal year, a description of each class and category of members, the number of members in each class and category, the amounts of dues paid by the members in each class and category of member, other sources of revenue, the name and kinds of projects in which such affiliate is engaged and/or participating or cooperating with other organizations, the names and addresses of the

officers, time and place of all meetings, and such other information regarding the organization and its activities and membership as shall be required by the Federation Board of Directors.

Conditions of Affiliation

(g) Affiliate membership shall in each case be held while and only so long as an affiliate shall, in good faith, comply with the conditions herein stated and shall satisfy the following continuing qualifications for affiliation:

Statewide Organization

i. That it is a representative, statewide organization of persons or groups sincerely in sympathy with the objectives of this Federation and primarily devoted to the wise use, conservation, aesthetic appreciation and restoration of wildlife and other natural resources and the protection of human health and the environment.

Sound Management

ii. That it is managed and conducted in a way which accords with sound and reasonable standards as from time to time established and prescribed by the Federation Board of Directors.

Conservation Education

iii. That it recognize and appreciate the values of conservation education regarding the use and management of all natural resources and/or the protection of human health and the environment.

Application for Renewal

iv. That it submit, annually, in accordance with policies and procedures established from time to time by the Federation Board of Directors, a timely application for renewal of its affiliation.

Credentials

v. That it submit, annually, on or before the 90th day preceding each Annual Meeting of this Federation proper credentials for a Voting Delegate and, if it chooses, an Alternate Voting Delegate.

Vacancy in Affiliation

(h) The Federation Board of Directors may declare the affiliate membership for a state to be vacant if it shall determine, after due notice and investigation, that the affiliate then holding such membership has failed to comply with or to meet the conditions herein set forth.

Voting Associate Organizations

2. (a) A Voting Associate Organization is an organization with which NWF has a written memorandum of understanding (“MOU”), approved annually by the Federation Board of Directors, which recognizes it as a Voting Associate Organization. The Federation Board of Directors may not recognize a Voting Associate Organization in a state where NWF has an affiliate. Each Voting Associate Organization shall, as one condition of continued membership, furnish annually to the Federation within thirty (30) days of the receipt of written request therefore by the President or other officer designated by the President, or by the Federation Board of Directors, (i) true and proper financial statements covering its fiscal year, (ii) a description of each class and category of members, both individual and organizational, (iii) the number of members in and dues paid by each class and category of members, (iv) other sources of revenue, (v) the name and a description of the projects in which it is engaged and/or is participating or cooperating with other organizations, (vi) the names and addresses of its officers and the time and place of all meetings of the members, and the

Board of Directors, and such other information regarding the organization's activities and membership as shall be required by the Federation Board of Directors.

Compliance With MOU

(b) A Voting Associate Organization's membership shall in each case be held while and only so long as that Voting Associate Organization shall, in good faith, comply with the MOU and the conditions herein stated and shall satisfy the following continuing qualifications for membership:

Federation's Objectives

i. That it is an organization of persons or groups sincerely in sympathy with the objectives of this Federation and primarily devoted to the wise use, conservation, aesthetic appreciation and restoration of wildlife and other natural resources and/or to the protection of human health and the environment.

Sound Management

ii. That it is managed and conducted in a way which accords with sound and reasonable standards prescribed from time to time by the Federation Board of Directors.

Conservation Education

iii. That it recognizes and appreciates the values of conservation education regarding the use and management of natural resources and/or the protection of human health and the environment.

Voting Delegate

(c) The Voting Associate Organization or Voting Associate Organizations, if any, in each state where this Federation has no affiliate shall select in a manner approved by the Federation Board of Directors a Voting Delegate and, if it or they so chose, an Alternate Voting Delegate. If there is more than one Voting Associate Organization within a state where this Federation has no affiliate, those Voting Associate Organizations shall select a single Voting Delegate and a single Alternative Voting Delegate to represent them collectively. (In no case shall any state or the Voting Associate Organizations in any one state have more than one vote on any matter submitted to a vote of the voting members of this Federation regardless of the number of Voting Associate Organizations this Federation may have in that state.)

Purposes of Membership

(B) It is hereby declared that membership in this Federation is for the purpose of attaining greater cooperation and effectiveness in advancing the causes of wildlife conservation and the wise use of natural resources and/or protecting human health and the environment.

Non-voting Associate Organizations

(C) In addition to affiliates and Voting Associate Organizations which shall together make up the voting membership of this Federation, non-voting associate memberships may be obtained by persons and groups under rules and regulations promulgated from time to time by the Federation Board of Directors.

Annual Dues

(D) The Federation Board of Directors may establish rules requiring the payment of annual dues or contributions by affiliates and Voting Associate Organizations as well as nonvoting associate members.

*Election of
Directors*

SIXTH: The Directors shall be elected and appointed as provided by the Bylaws of the corporation.

*Dissolution of
Corporation*

SEVENTH: Provision for the regulation of the internal affairs of the corporation are as set forth in the Bylaws of the corporation. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Federation, dispose of all the assets of the Federation exclusively for the purposes of the Federation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court for the District of Columbia having jurisdiction thereof exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

NATIONAL WILDLIFE FEDERATION BYLAWS

(Amended April 2, 2005)

PREAMBLE

Identification Believing that the natural resources of this Continent are economic, social, recreational and aesthetic assets which should be restored, wisely used and perpetuated for our posterity, and realizing that this can be achieved only through an aroused and enlightened opinion among the people of this nation, we dedicate this Federation to these ends.

ARTICLE I - NAME

Name The name of the organization shall be "National Wildlife Federation," hereinafter called the "Federation," incorporated as a nonprofit membership corporation under the laws of the District of Columbia.

ARTICLE II - MISSION

Mission (a) The mission of the National Wildlife Federation is to educate inspire and assist individuals and organizations of diverse cultures to conserve wildlife and other natural resources and to protect the Earth's environment in order to achieve a peaceful, equitable and sustainable future.

Objectives (b) The objectives of the Federation are more particularly stated in Article Third of the Articles of Incorporation.

ARTICLE III - OPERATIONS

Corporate Actions (a) The Federation may, for the development and furtherance of its program and activities thereunder, accept donations of funds and other aids, purchase, receive, exchange and convey real estate and interests therein, and it may hold title to property, both real and personal. The Federation may exercise all other powers and rights granted to it by the District of Columbia Nonprofit Corporation Act.

Principal Office (b) The principal office of this Federation shall be in such place as the Board of Directors may, from time to time, designate.

Annual Meeting (c) The Annual Meeting of the Federation shall be called at such time and place as may be fixed by the Federation Board of Directors. Notice of such Annual Meeting shall be given at least ninety (90) days in advance of the time for such Meeting.

Special Meetings (d) Special Meetings of the Federation may be called at such time and place as may be fixed by the Federation Board of Directors. Fifteen (15) days notice shall be given for a special meeting. Affiliate Representatives may participate in a Special Meeting by any means approved by the District of Columbia Nonprofit Corporations Act.

Compensation (e) Officers, Directors, and committee members shall not receive compensation for their services to the Federation except that employees may receive compensation for their services and all others shall be entitled to reimbursement for expenses reasonably incurred in performance of services to or on behalf of the Federation.

Fiscal Year (f) The fiscal year of the Federation shall be as from time to time fixed by the Federation Board of Directors.

ARTICLE IV - OFFICERS OF THE FEDERATION

Chair (a)(1) The affiliate representatives shall elect, as the Federation's highest elected official, a Chair who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the second Annual Meeting following his or her election or until a successor is elected. Election by the affiliate representatives of a Chair-Elect who automatically assumes the office of Chair shall satisfy the requirement that the Chair be elected by the affiliate representatives.

Term (a)(2) No person shall be elected Chair to more than one consecutive full term provided, however, that after the interim of one term or more, any former Chair may be re-elected Chair-Elect.

Duties of Chair (a)(3) The Chair of the Federation shall preside at the Annual Meeting and at meetings of the Board of Directors and the Executive Committee, and shall perform such other duties as are authorized and directed by the Federation Board of Directors.

Chair-Elect (b) At the Annual Meeting following the Chair's first year of office, the affiliate representatives shall elect a Chair-Elect who shall take office at the conclusion of the meeting at which he or she is elected and serve until the conclusion of the next Annual Meeting following his or her election at which time the Chair-Elect shall assume the position of Chair without further election by the affiliate representatives.

Vice Chair (c) The affiliate representatives shall also elect at Annual Meetings of the Federation three Vice Chairs who shall take office at the conclusion of the meeting at which they are elected and serve until the conclusion of the third Annual Meeting following the Annual Meeting at which they were elected or until a successor is elected. One Vice Chair shall represent and reside in each of the following regions of the United States:

Eastern: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, North Carolina, South Carolina, Georgia, Florida, West Virginia, Virgin Islands, Puerto Rico, District of Columbia, Alabama, Mississippi

Central: North Dakota, South Dakota, Nebraska, Kansas, Ohio, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Wisconsin, Illinois, Kentucky, Tennessee, Michigan, Indiana

Western: Alaska, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Montana, Wyoming, Colorado, New Mexico, Hawaii, Guam

*Board
Membership*

(d) The Chair, Chair-Elect and Vice Chairs shall serve as members of the Federation Board of Directors during their respective terms.

*Honorary
Officers*

(e) The Federation, by a vote of its Board of Directors, may elect Honorary officers recognizing such individuals who have rendered some conspicuous service or made an outstanding contribution in the field of resource conservation, whose term of office, privileges and duties shall be defined by the Federation Board of Directors.

ARTICLE V - NOMINATIONS

*Call for
Nominations*

(a) The Secretary shall send out a call for nominations to the affiliate representatives of record and the current Board of Directors ninety (90) days prior to the time set for the election.

*Nomination of
Chair-Elect*

(b) The Board of Directors operating as a committee of the whole shall present a nominee for Chair-Elect.

*Advise Secretary
of Nominations*

(c) Affiliate representatives who intend to nominate anyone for any office should, if possible, advise the Secretary of the name of each person he or she intends to nominate at least forty-eight (48) hours prior to the time set for the election and provide information as to how the person being named can be reached or evidence that the individual would accept the position if elected.

*Notice of
Nominations
Received*

(d) The Secretary shall send notice to each affiliate representative of all nominations received by him or her thirty (30) days prior to the next scheduled annual meeting and shall post a list of the offices to be filled and the names of each person whom any affiliate representative has indicated an intent to nominate not less than twenty-four (24) hours prior to the time set for the election.

ARTICLE VI - VOTING

(a) Voting shall be conducted as hereinafter provided.

Quorum

(b) Each affiliate representative shall be entitled to one vote upon each matter submitted to a vote at the Annual Meeting or as otherwise provided herein. A majority of the affiliate representatives shall constitute a quorum.

Voting

(c) Each member of the Board of Directors shall have one vote at meetings of the Board of Directors. Board members may not vote by proxy. Board members may not vote at the Annual Meeting.

Majority Vote

(d) Except as required by parliamentary law as set forth in *Robert's Rules of Order, Newly Revised*, published by Scott, Foresman & Company, these Bylaws, the Articles of Incorporation or applicable law, a majority of all qualified votes cast shall operate to elect a candidate, pass or reject any measure voted on, provided a quorum is present or represented. In the event of a tie vote on a measure or a candidate receiving less than a majority, an immediate re-vote on the measure or run-off on the two high or top candidates, shall be had.

ARTICLE VII - BOARD OF DIRECTORS

Board of Directors

(a) The Board of Directors shall consist of a) the Chair of the Federation selected as provided in Article IV of these Bylaws; b) the Chair-Elect and the three Vice Chairs selected as provided in Article IV of these Bylaws; c) thirteen directors, known as Regional Directors, selected as provided in section (b) of this Article VII; d) the immediate Past Chair of the Federation as provided in section (d) of this Article VII; e) one (or more) former Chair who is not the immediate Past Chair as provided in section (d) of this Article VII; f) and up to seventeen directors, known as At-Large Directors selected as provided in section (e) of this Article VII.

Regional Directors

(b) One Regional Director shall be elected by the Affiliate Representatives for each of the following thirteen regions at the Annual Meeting of the Federation.

- No. 1 Maine, New Hampshire, Vermont, Massachusetts, Connecticut, and Rhode Island
- No. 2 New York, New Jersey, District of Columbia, Pennsylvania, Delaware, and Maryland
- No. 3 West Virginia, Virginia, North Carolina, and South Carolina
- No. 4 Georgia, Florida, Mississippi, Alabama, Puerto Rico, and Virgin Islands
- No. 5 Tennessee, Kentucky, Arkansas, and Missouri
- No. 6 Ohio, Indiana, and Illinois
- No. 7 Michigan, Wisconsin, and Minnesota
- No. 8 Oklahoma, Louisiana, and Texas
- No. 9 North Dakota, South Dakota, Nebraska, Kansas, and Iowa
- No. 10 Colorado, Utah, Arizona, and New Mexico
- No. 11 Washington, Oregon, and Alaska
- No. 12 California, Nevada, Hawaii, and Guam
- No. 13 Idaho, Wyoming, and Montana

Election of Directors

The terms of the Regional Directors are staggered so that the Regional Directors from Regions 1, 4, 8, and 11 shall be elected in one year, the Regional Directors for Regions 5, 6, 7, 9, and 13 in another year and the Regional Directors for regions 2, 3, 10, and 12 are elected in the third year.

Residency Requirements

(c) A Regional Director must be a resident of the region which he or she is elected to represent; and upon his or her removal of his or her residence from such region, he or she shall cease to be a member of the Federation Board of Directors.

Past Chair

(d) The Immediate Past Chair shall serve a term as a Director for one year following the conclusion of service as Chair. A former Chair who is not the Immediate Past Chair may be elected to additional one-year terms by a favorable vote of the other members of the Board at the Board's annual organizational meeting. A Past Chair may serve up to three one-year terms on the Board following service as the Immediate Past Chair for one year for a total of up to four years combined service as Immediate Past Chair and Past Chair.

*At-Large
Directors*

(e) The Federation Board of Directors may elect a maximum of seventeen (17) additional members of the Board of Directors known as At-Large Directors. Directors so elected shall serve a term of three (3) years. The Terms of the At-Large Directors are staggered so that six At-Large Directors shall be elected in one year, six At-Large Directors shall be elected in the second year and five At-Large Directors shall be elected in the third year. During the first three years after this change is made, At-Large Directors may be elected for full or partial terms at any time so long as no more than six At-Large Directors share the same term of office at any time. No more than ten (10) At-Large Directors may be elected by the Board in any one (1) year.

Quorum

(f) A majority of the actual membership of the Federation Board or fifteen (15) Directors whichever is greater shall constitute a quorum of the Federation Board of Directors and shall have power to transact all business of the Board. The "actual membership" of the Federation Board is the number of sitting directors. It excludes any unfilled vacancies or any directorship which could have been, but was not filled.

*Executive
Committee*

(g) The Federation Board of Directors shall elect from among its own members an Executive Committee consisting of the Chair and six (6) other members. Said Executive Committee shall have and may exercise all of the powers as delegated to them by the Federation Board of Directors between meetings of the Board. A majority of the members of the Executive Committee shall constitute a quorum.

Paid Employees

(h) No paid employee of this Federation while so employed or for three years thereafter shall be eligible to become or serve as a Director of this Federation.

ARTICLE VIII - MEETINGS OF THE BOARD

*Meetings of the
Board*

The Federation Board of Directors shall hold its organizational meeting at the time and place of the Annual Meeting of the Federation. The Chair may call special meetings at other times and places and shall call a meeting upon written request of seven (7) members of the Board. Fifteen (15) days notice shall be given of all meetings. Board members may participate in meetings by any means approved by the District of Columbia Nonprofit Corporations Act including telephone conference calls.

ARTICLE IX - DUTIES OF THE BOARD

*Duties of the
Board*

(a) The duties of the Federation Board of Directors shall be to direct the business and financial affairs of the Federation, and to engage in such activities as are appropriate to carry out its purposes and objectives, and to establish conservation policy in the interim between Annual Meetings. Where conservation policy matters are determined by the Board, such action must be immediately reported to the affiliates for their information.

*Directors on
Committees*

(b) Directors shall serve on Committees and have the privilege of the floor at annual or special meetings of the Federation without vote.

*Selection of a
President,
Secretary and
Treasurer*

(c) The Federation Board of Directors shall, by a majority vote, select a President who shall serve at the will of the Board as the Chief Executive Officer of the Federation for one or more terms none of which shall exceed three years, and define his or her duties, authority, powers and compensation. The Board shall also select annually at its regular organizational meeting, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers as they deem necessary or convenient and define their duties, authority and powers. These Officers, who shall also serve at the will of the Board, shall take office at the conclusion of the regular organizational meeting of the Board at which they are elected and serve until the conclusion of the next such meeting or until a successor is elected. Officers selected by the Federation Board of Directors or by the President as provided below, shall not be members of the Board of Directors, but shall, at Federation expense, furnish bond in such amount, if any, as the Board may require for faithful performance of the duties assigned to them by these Bylaws or by the Board of Directors.

*Selection of Vice
Presidents*

(d) In addition to the Officers herein before provided for, the President is authorized to appoint, from time to time, an Executive Vice President who shall serve as the Chief Operating Officer and such Vice Presidents as he or she deems necessary or advisable to the proper accomplishment of the work of the Federation. The Executive Vice President and any Vice Presidents appointed by the President shall serve at the will of the President for such terms as he or she shall determine.

*Other Officers,
Employees*

(e) The Federation Board of Directors shall authorize the President to employ such persons and to obtain such employees' services as may be required to carry on the work of the Federation. The compensation of all these employees of the Federation shall be set by the President and, through the budget process, subject to the control of the Federation Board of Directors.

ARTICLE X - ORDER OF BUSINESS

Order of Business

(a) The Order of Business at the Annual Meeting of the Federation shall be determined by the Board of Directors or in the event that the Board of Directors fails so to do, then such order shall be determined by the Chair and such Order of Business shall be a part of the notice of such annual meeting, and may not be changed except by a majority vote of the voting delegates.

*Parliamentary
Authority*

(b) All meetings of the Federation and of its Board of Directors shall be conducted in accordance with parliamentary law, usage and custom. In the event of conflict, *Robert's Rules of Order, Newly Revised*, shall govern.

*Suspension of
Bylaws*

(c) These Bylaws or any part thereof may be suspended by a three-fourths (3/4) majority vote of the voting delegates at a Federation meeting.

ARTICLE XI - CONSERVATION POLICY RESOLUTIONS

*Conservation
Policy*

(a) The conservation policy of the National Wildlife Federation shall be established by resolutions adopted by the affiliate representatives at Annual Meetings of the Federation.

- How Proposed* (b) Resolutions may be proposed by: (i) any state affiliate, (ii) any member of the Board of Directors, or (iii) the President.
- Call for Resolutions* (c) The Secretary should send out a call for resolutions not less than ninety (90) days prior to the Annual Meeting. Proposed resolutions must be submitted in writing to the Secretary not less than sixty (60) days prior to the Annual Meeting.
- Appointment of Committees* (d) The Chair shall appoint, at least forty-five (45) days prior to each Annual Meeting, one or more committees on conservation policy resolutions consisting of affiliate representatives, alternate affiliate representatives and, as *ex-officio* members, members of the Board of Directors, provided that a majority of the members of each committee shall be affiliate representatives or alternate affiliate representatives.
- Assignment of Resolutions* (e) Thirty (30) or more days prior to the Annual Meeting, the Secretary shall assign proposed resolutions to an appropriate committee for investigation and discussion.
- Committee Function* (f) Each committee shall investigate the purposes and effect of each proposed resolution submitted to it and the chair of each committee shall report the recommendation of the committee, together with any amendments, to the affiliate representatives for action on the proposed resolution at the next Annual Meeting.
- Emergency Resolutions* (g) Resolutions not submitted on or before the sixtieth day preceding the Annual Meeting (i.e., emergency resolutions) shall not be considered unless two-thirds (2/3) of the affiliate representatives present at the Annual Meeting vote in favor of such consideration.

ARTICLE XII - COMMITTEES

- Standing Committees* (a) The standing committees of the Board of Directors shall be Audit, Credentials and Affiliate Standards, Conservation Program Planning, Development, and Finance. The Audit Committee shall consist of five members who shall be board members. The members of the Audit Committee shall be elected by the board; the committee chair shall be elected by the committee. The Chair shall appoint the other committee chairs and members.
- Committee on Credentials* (b) Prior to any annual meeting or special meeting of the Federation, the Chair shall appoint a Credentials and Affiliate Standards Committee from among the members of the Board of Directors who shall consult with the Secretary and prepare a list of those who are entitled to vote at the meeting.
- Other Committees* (c) The Chair of the Federation Board of Directors shall appoint annually from among the representatives, alternate representatives and members of the Board of Directors, such committees as may be deemed necessary.

*Voting in
Committees*

(d) All members of committees appointed by the Chair, as well as members of any subcommittees, shall have the right in committee or subcommittee to make motions, participate and vote, provided that voting in committees on conservation policy resolutions shall be by affiliate representatives and alternate affiliate representatives and that any recommendations issuing from any conservation policy resolution committee shall be subject to the approval of the voting delegates as provided in Articles XI and VI of these Bylaws.

*Board may
establish
committees*

(e) The Federation Board of Directors may, by resolution, establish such committees as are from time to time needed. Unless the resolution appointing a committee provides for some other method of selecting the members of the committee, the members shall be appointed by the Chair of the Federation who shall be an *ex-officio* member of all such committees. The President shall also be an *ex-officio* member of all such committees but shall not be entitled to vote.

ARTICLE XIII - VACANCIES

Chair

(a) In the event of a vacancy in the Office of Chair, the Chair-Elect shall serve as the Chair until the next Annual Meeting. If there is no Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair until the next Annual Meeting at which time a successor shall be elected by the affiliate representatives to fill the unexpired term.

Chair-Elect

(b) In the event of a vacancy in the office of Chair-Elect, the Board of Directors shall elect a replacement to serve as the Chair-Elect until the next Annual Meeting. The Chair-Elect shall be the nominee of the Board of Directors for the Office of Chair for election by the affiliate representatives at the next Annual Meeting.

*Vice Chair or –
Regional Director*

(c) In the event of a vacancy in the Office of a Vice Chair or a Regional Director between Annual Meetings, a successor shall be elected by the Board of Directors to fill the vacancy until the next Annual Meeting at which the affiliated representatives shall elect a successor to serve for the remainder of the unexpired term.

At-Large Director

(d) Vacancies among the At-Large Directors shall be filled by the remaining Directors at their discretion. The Board of Directors is not required to fill all At-Large Director vacancies.

*Vacancy Due to
Election*

(e) If a Vice Chair is elected Chair or Chair-Elect or a Regional Director is elected Chair, Chair-Elect or Vice Chair, the vacant Vice Chairship or Regional Directorship shall be filled by the affiliate representatives at the same meeting.

*Executive
Committee*

(f) Vacancies on the Executive Committee shall be filled by the Federation Board of Directors.

ARTICLE XIV - AMENDMENTS

Amendments

(a) These Bylaws may be amended at any Federation meeting:

Submission to Secretary

1. Not less than sixty (60) days prior to a regular or special Federation meeting, amendments to these Bylaws may be proposed by any state affiliate representative or any Federation Director by filing the same with the Secretary. The Secretary shall, not less than thirty (30) days prior to the said meeting, transmit copies of the proposed amendments to each affiliate representative and to the members of the Federation Board of Directors. In addition, proposed amendments shall be referred to the Federation Committee on Bylaws appointed by the Chair for its consideration and recommendation.

Voting Requirements

Proposed amendments and any modification recommended by the Committee on Bylaws shall be submitted to the affiliate representatives by the chair of the Federation Committee on Bylaws with the Committee's recommendation, and if approved by two-thirds (2/3) of the affiliate representatives voting, shall become part of the Bylaws.

Emergency

2. Amendments may be proposed at any Federation meeting and when so offered shall be referred to the Committee on Bylaws. If such Committee determines that an emergency exists, such proposal shall be submitted to the affiliate representatives for approval or rejection as provided in the preceding paragraph.

ARTICLE XV - INDEMNIFICATION

(a) Director and Officer Indemnification

Directors and Officers

1. The National Wildlife Federation shall defend, indemnify and hold harmless any director or trustee to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person's service on the board of the National Wildlife Federation, National Wildlife Federation Endowment, Inc., National Wildlife Productions, Inc., and any related entities. This undertaking applies only to the extent that any such claim, demand, allegation or civil action is not covered by insurance procured by National Wildlife Federation or the related entity.

Determination for Directors

2. Any director or trustee requesting indemnification shall submit such a request to the Chair and General Counsel. Any question arising under or out of subpart (a) of this Article shall be determined by a quorum of the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or proceeding in which one or more concurrent or former directors or officers is a party, after receipt of the written opinion of independent legal counsel. If a quorum consisting of directors who are not parties to nor involved in an action, suit or proceeding is not obtainable with due diligence, the final determination shall be made by independent legal counsel selected by the affiliate representatives at an Annual Meeting or at a special meeting called in whole or in part for that purpose.

*Reliance on
Right of
Indemnification*

3. Each and every person who is serving or who has served as a director or officer of this Federation or as a director, officer, trustee or partner of any other corporation, trust, partnership, or other enterprise at the request of this Federation including, but not limited to, the trustees and officers of the National Wildlife Federation Endowment, Inc., shall be deemed to have done so or to be doing so in reliance upon the right of indemnification provided for in subpart (a) of this Article, though that right shall not be deemed exclusive of any other rights to which such person may be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the affiliate representatives.

*Employees
Conditions for
Indemnification*

(b) Employee Indemnification

1. The National Wildlife Federation shall defend, indemnify and hold harmless any person who is or was an employee of the Federation to the full extent permitted by law from any claim, demand, allegation or civil action of any kind arising out of such person being or having been an employee of the Federation PROVIDED, that such person acted in the course of his or her employment, in good faith and on the basis of a reasonable belief that his or her conduct was in accordance with any and all written guidelines and instructions he or she has been given and in the best interest of this Federation (or, in the case of an employee benefit plan, was in the best interests of the participants in or beneficiaries of the plan) except in relation to matters as to which he or she shall be finally adjudged in an action, suit or proceeding to be liable for any dishonest, deliberately fraudulent, criminal, or intentionally and knowingly wrongful acts or omissions arising out of or in the course of his or her employment with this Federation.

*Determination for
Employees*

2. Any employee or former employee requesting indemnification shall submit such a request to the President. The President or any former President requesting indemnification shall submit such a request to the Chair. Any question arising under or out of subpart (b) of this Article shall be determined by a quorum of the Executive Committee of the Board of Directors of this Federation consisting of directors who are not parties to or involved in any action, suit or proceeding for which indemnification is sought.

Advances

(c) Expenses incurred with respect to any action, suit, proceeding, inquiry, or investigation of the character described in subpart (a) or (b) of this Article shall be advanced by this Federation prior to the disposition thereof. Notwithstanding the foregoing, this Federation may refrain from, or suspend, payment of expenses in advance if, at any time before delivery of the final finding described above, the Board, or independent counsel, acting in accordance with the procedures set forth herein, decides that a preponderance of the evidence supports a finding that the person who has requested indemnification has not met the relevant standards of conduct set forth above. Should a final

determination be made that such person is not entitled to indemnification under subpart (a) or (b) of this Article, this Federation shall have the right to indemnity against him or her for all amounts advanced under subpart (a) or (b) of this Article.

Additional Rights

(d) The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled by law, other agreement, a vote of a quorum of disinterested directors, or, if such is not obtainable, pursuant to the written opinion of independent legal counsel selected by the Board.

Interpretation

(e) This Article shall be interpreted and applied to provide the broadest protection and right of indemnification permitted by law.

Attachment to Form 990

Part VI, Line 77- Changes in organizing or governing documents

Name of organization: **NATIONAL WILDLIFE FEDERATION, INC.**

EI Number: **53-0204616**

DECLARATION REGARDING GOVERNING DOCUMENT

I hereby certify that the foregoing copies of changes to the governing documents are complete and accurate copies of the original documents.

Signed: Dulce Arroyo-Zamora

Date: 4/14/06

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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.**

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

Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print	Name of Exempt Organization NATIONAL WILDLIFE FEDERATION	Employer identification number 53 : 0204616
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. 11100 WILDLIFE CENTER DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RESTON, VA 20190-5362	

Check type of return to be filed (file a separate application for each return):

- | | | |
|----------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **DULCE GOMEZ-ZORMELO, TREASURER**

Telephone No. ▶ (**703**) **438-6000** FAX No. ▶ (**703**) **438-6060**

- 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 will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **APRIL 15**, 20**06**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 .. or

▶ tax year beginning .. **SEPTEMBER 01** .., 20**04**, and ending .. **AUGUST 31** .., 20**05**.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 0

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 0

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ 0

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