

Form **990**

# Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

**2005**

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 2005 calendar year, or tax year beginning **APR 1, 2005** and ending **MAR 31, 2006**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	<b>C</b> Name of organization <b>AUDUBON SOCIETY OF NEW HAMPSHIRE</b>		<b>D</b> Employer identification number <b>02-6005322</b>			
		Number and street (or P.O. box if mail is not delivered to street address) <b>3 SILK FARM ROAD</b>		Room/suite	<b>E</b> Telephone number <b>603-224-9909</b>		
		City or town, state or country, and ZIP + 4 <b>CONCORD, NH 03301</b>		<b>F</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
		<input checked="" type="checkbox"/> Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).		<b>H and I are not applicable to section 527 organizations</b> <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> If "Yes," enter number of affiliates <b>N/A</b> <b>H(c)</b> Are all affiliates included? <b>N/A</b> <input type="checkbox"/> Yes <input type="checkbox"/> No <b>H(d)</b> Is this a separate return filed by an organization covered by a group ruling? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>I</b> Group Exemption Number <b>N/A</b>			

**G** Website: **WWW.NHAUDUBON.ORG**

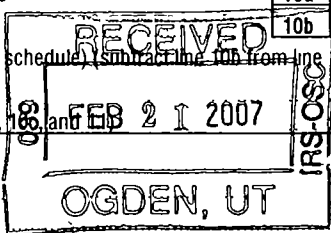
**J** Organization type (check only one)  501(c) ( 3 ) (insert no.)  4947(a)(1) or  527

**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 chooses to file a return, be sure to file a complete return. Some states require a complete return

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **6,863,620.**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue	1	Contributions, gifts, grants, and similar amounts received:					
	a	Direct public support	1a	1,600,266.			
	b	Indirect public support	1b				
	c	Government contributions (grants)	1c				
	d	Total (add lines 1a through 1c) (cash \$ <u>1,163,166.</u> noncash \$ <u>437,100.</u> )	1d		1,600,266.		
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		1,018,168.		
	3	Membership dues and assessments	3		348,430.		
	4	Interest on savings and temporary cash investments	4				
	5	Dividends and interest from securities	5		168,410.		
	6 a	Gross rents	6a				
	b	Less: rental expenses	6b				
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c				
7	Other investment income (describe _____)	7					
Revenue	8 a	Gross amount from sales of assets other than inventory	(A) Securities	3,355,837.	8a	(B) Other	40,563.
		Less: cost or other basis and sales expenses	3,094,086.	8b	39,000.		
	c	Gain or (loss) (attach schedule)	261,751.	8c	1,563.		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	STMT 1	STMT 2	8d	263,314.	
	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					
Revenue	10 a	Gross sales of inventory, less returns and allowances	10a	280,244.			
		Less: cost of goods sold	10b	188,930.			
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	STMT 3	10c	91,314.		
	11	Other revenue (from Part VII, line 103)	11		51,702.		
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		3,541,604.		
Expenses	13	Program services (from line 44, column (B))	13		3,460,580.		
	14	Management and general (from line 44, column (C))	14		926,261.		
	15	Fundraising (from line 44, column (D))	15		136,234.		
	16	Payments to affiliates (attach schedule)	16				
	17	Total expenses (add lines 16 and 44, column (A))	17		4,523,075.		
	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		-981,471.		
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		16,007,434.		
Net assets	20	Other changes in net assets or fund balances (attach explanation)	20		638,341.		
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		15,664,304.		



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**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 (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> . If this amount includes foreign grants, check here <input type="checkbox"/> 22				
23 Specific assistance to individuals (attach schedule) 23				
24 Benefits paid to or for members (attach schedule) 24				
25 Compensation of officers, directors, etc 25	180,503.	0.	180,503.	0.
26 Other salaries and wages 26	1,816,877.	1,593,274.	146,131.	77,472.
27 Pension plan contributions 27	17,973.	16,032.	1,539.	402.
28 Other employee benefits 28	546,972.	487,896.	46,832.	12,244.
29 Payroll taxes 29	153,811.	122,692.	25,153.	5,966.
30 Professional fundraising fees 30				
31 Accounting fees 31	61,840.		61,840.	
32 Legal fees 32	185,442.	87,315.	98,127.	
33 Supplies 33	86,714.	40,619.	42,419.	3,676.
34 Telephone 34	36,401.	32,104.	2,970.	1,327.
35 Postage and shipping 35	77,703.	64,342.	4,795.	8,566.
36 Occupancy 36	130,436.	118,745.	10,514.	1,177.
37 Equipment rental and maintenance 37				
38 Printing and publications 38	155,406.	128,685.	9,589.	17,132.
39 Travel 39	128,109.	121,648.	4,866.	1,595.
40 Conferences, conventions, and meetings 40	12,969.	6,095.	3,903.	2,971.
41 Interest 41	68,130.	5,016.	63,114.	
42 Depreciation, depletion, etc (attach schedule) 42	110,649.	106,480.	4,169.	
43 Other expenses not covered above (itemize)				
a 43a				
b 43b				
c 43c				
d 43d				
e 43e				
f 43f				
g SEE STATEMENT 5 43g	753,140.	529,637.	219,797.	3,706.
44 Total functional expenses. Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15) 44	4,523,075.	3,460,580.	926,261.	136,234.

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 \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;

(iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions)

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.

What is the organization's primary exempt purpose? ► <u>SEE STATEMENT 7</u>	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
<b>a</b> <u>SEE STATEMENT 6</u>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	3,460,580.
<b>b</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>c</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>d</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>e</b> Other program services (attach schedule)	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>f</b> <b>Total of Program Service Expenses</b> (should equal line 44, column (B), Program services) ►	3,460,580.

**Part IV Balance Sheets** (See the instructions)

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

		(A) Beginning of year	(B) End of year
<b>Assets</b>	45 Cash - non-interest-bearing	1,078,927.	983,808.
	46 Savings and temporary cash investments		
	47 a Accounts receivable	99,493.	
	b Less allowance for doubtful accounts	15,000.	84,493.
	48 a Pledges receivable	205,251.	
	b Less allowance for doubtful accounts		205,251.
	49 Grants receivable		
	50 Receivables from officers, directors, trustees, and key employees		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	52 Inventories for sale or use	152,114.	95,332.
	53 Prepaid expenses and deferred charges	4,694.	27,631.
	54 Investments - securities <b>STMT 8</b> <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	3,861,490.	3,648,385.
	55 a Investments - land, buildings, and equipment basis		
	b Less accumulated depreciation		
56 Investments - other			
57 a Land, buildings, and equipment basis	12,798,991.		
b Less accumulated depreciation <b>STMT 19</b>	1,198,213.	11,600,778.	
58 Other assets (describe <b>SEE STATEMENT 10</b> )	3,261,406.	3,059,348.	
<b>59 Total assets</b> (must equal line 74). Add lines 45 through 58	<b>17,978,178.</b>	<b>19,705,026.</b>	
<b>Liabilities</b>	60 Accounts payable and accrued expenses	324,627.	491,759.
	61 Grants payable		
	62 Deferred revenue	400,115.	517,797.
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable <b>STMT 11</b>	956,930.	2,776,001.
	65 Other liabilities (describe <b>SEE STATEMENT 12</b> )	289,072.	255,165.
<b>66 Total liabilities.</b> Add lines 60 through 65)	<b>1,970,744.</b>	<b>4,040,722.</b>	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/></b> and complete lines 67 through 69 and lines 73 and 74		
	67 Unrestricted	3,014,156.	1,749,730.
	68 Temporarily restricted	4,980,653.	5,245,089.
	69 Permanently restricted	8,012,625.	8,669,485.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/></b> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
<b>73 Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	<b>16,007,434.</b>	<b>15,664,304.</b>	
<b>74 Total liabilities and net assets/fund balances.</b> Add lines 66 and 73	<b>17,978,178.</b>	<b>19,705,026.</b>	





Part VI Other Information (continued)		Yes	No
82 a	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		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	N/A		
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?		
	N/A		
b	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		
c	Dues, assessments, and similar amounts from members		
	85c	N/A	
d	Section 162(e) lobbying and political expenditures		
	85d	N/A	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e	N/A	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f	N/A	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	N/A		
h	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?		
	N/A		
86	501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12		
	86a	N/A	
b	Gross receipts, included on line 12, for public use of club facilities		
	86b	N/A	
87	501(c)(12) organizations Enter a Gross income from members or shareholders		
	87a	N/A	
b	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		X
89 a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 0.; section 4912 0.; section 4955 0.		
b	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		X
	89b		
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed NH		
b	Number of employees employed in the pay period that includes March 12, 2005	90b	56
91 a	The books are in care of THE ORGANIZATION Telephone no. 603-224-9909 Located at 3 SILK FARM ROAD, CONCORD, NH, CONCORD, NH ZIP + 4 03301		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country N/A See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	91b	X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country N/A	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year		
	92		

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

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue					
a <b>CONSERVATION AND</b>					
b <b>ENVIRONMENT PROGRAMS</b>					392,783.
c <b>CONTRACT REVENUE</b>					625,385.
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					348,430.
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	168,410.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	263,314.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					91,314.
103 Other revenue					
a <b>OTHER INCOME</b>			01	51,702.	
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		483,426.	1,457,912.
105 Total (add line 104, columns (B), (D), and (E))					1,941,338.

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 the 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).
▼	SEE STATEMENT 16

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

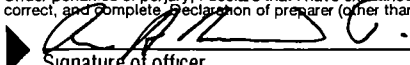
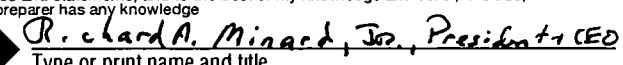
(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

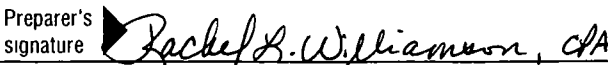
**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See the instructions)

- (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)

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.

Please Sign Here:  Date: 2-15-07  Type or print name and title: R. Charles A. Minard, Jr., President & CEO

Paid Preparer's Use Only: Preparer's signature:  Date: 2/12/07 Check if self-employed:  Preparer's SSN or PTIN: \_\_\_\_\_  
Firm's name (or yours if self-employed), address, and ZIP + 4: BERRY, DUNN, MCNEIL & PARKER, LLC  
1000 ELM STREET, 15TH FLOOR  
MANCHESTER, NH 03101  
EIN: \_\_\_\_\_  
Phone no.: (603) 669-7337

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

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

**Supplementary Information-(See separate instructions.)**  
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

**2005**

Name of the organization **AUDUBON SOCIETY OF NEW HAMPSHIRE** Employer identification number **02 6005322**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the 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 & deferred compensation	(e) Expense account and other allowances
<u>ERIC MASTERSON</u> 3 SILK FARM ROAD, CONCORD, NH 03301	VP DEVELOP 40.00	60,000.	2,367.	
<u>SARAH BARNUM</u> 3 SILK FARM ROAD, CONCORD, NH 03301	VP CONSERVATION 40.00	63,000.	3,321.	
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-----				
Total number of other employees paid over \$50,000 ▶	0			

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the 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>SHEEHAN, PHINNEY, BASS &amp; GREEN</u> 1000 ELM ST, MANCHESTER, NH 03101	LEGAL SERVICES	96,673.
<u>BRI</u> 19 FLAGGY MEADOW ROAD, GORHAM, ME 04038	ENVIRONMENTAL RESEARCH	74,806.
<u>MCLANE, GRAF, RAULERSON &amp; MIDDLETON</u> 900 ELM ST, MANCHESTER, NH 03101	LEGAL SERVICES	58,350.
<u>BDMP</u> 1000 ELM ST, MANCHESTER, NH 03101	ACCOUNTING SERVICE	51,414.
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Total number of others receiving over \$50,000 for professional services ▶	0	

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>NONE</u>		
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-----		
-----		
-----		
-----		
Total number of other contractors receiving over \$50,000 for other services ▶	0	

**Part III Statements About Activities** (See page 2 of the instructions.)

- 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 **▶** \$ \_\_\_\_\_ \$ 12,167. (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B.) **VI-B, LINE I**  
 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.
- 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? **2a**  **X**
- b** Lending of money or other extension of credit? **2b**  **X**
- c** Furnishing of goods, services, or facilities? **2c**  **X**
- d** Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? **SEE STATEMENT 17** **2d**  **X**
- e** Transfer of any part of its income or assets? **2e**  **X**
- 3 a** 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.) **3a**  **X**
- b** Do you have a section 403(b) annuity plan for your employees? **3b**  **X**
- c** During the year, did the organization receive a contribution of qualified real property interest under section 170(h)? **3c**  **X**
- 4 a** Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? **4a**  **X**
- b** Do you provide credit counseling, debt management, credit repair, or debt negotiation services? **4b**  **X**

	Yes	No
1	X	
2a		X
2b		X
2c		X
2d	X	
2e		X
3a		X
3b	X	
3c		X
4a		X
4b		X

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 6 of the 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)(v). (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) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: **▶**  Type 1  Type 2  Type 3

Provide the following information about the supported organizations. (See page 6 of the 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 page 6 of the 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) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	2,708,892.	1,378,879.	1,656,119.	2,944,381.	8,688,271.
16 Membership fees received	288,130.	272,228.	248,930.	315,829.	1,125,117.
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	1,045,108.	1,060,764.	921,626.	714,649.	3,742,147.
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	122,633.	115,152.	128,041.	152,222.	518,048.
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		43,200.	16,841.	SEE STATEMENT 18	60,041.
23 Total of lines 15 through 22	4,164,763.	2,870,223.	2,971,557.	4,127,081.	14,133,624.
24 Line 23 minus line 17	3,119,655.	1,809,459.	2,049,931.	3,412,432.	10,391,477.
25 Enter 1% of line 23	41,648.	28,702.	29,716.	41,271.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 207,830.
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 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 1,449,914.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 10,391,477.
d Add: Amounts from column (e) for lines: 18 518,048. 19 _____ 22 60,041. 26b 1,449,914.					26d 2,028,003.
e Public support (line 26c minus line 26d total)					26e 8,363,474.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 80.4840 %
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: N/A					
(2004) (2003) (2002) (2001)					
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 11b, 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: N/A					
(2004) (2003) (2002) (2001)					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c N/A
d Add: Line 27a total _____ and line 27b total _____					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) 27f N/A					
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, 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 page 7 of the instructions.) N/A  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

		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?	29		
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?	30		
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 )	31		
<hr/> <hr/> <hr/>			
32 Does the organization maintain the following:			
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
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.)	32d		
<hr/> <hr/>			
33 Does the organization discriminate by race in any way with respect to:			
a Students' rights or privileges?	33a		
b Admissions policies?	33b		
c Employment of faculty or administrative staff?	33c		
d Scholarships or other financial assistance?	33d		
e Educational policies?	33e		
f Use of facilities?	33f		
g Athletic programs?	33g		
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)	33h		
<hr/> <hr/>			
34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a		
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.	34b		
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	35		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)

N/A

(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.

<b>Limits on Lobbying Expenditures</b>		(a) Affiliated group totals	(b) To be completed for ALL electing organizations												
(The term "expenditures" means amounts paid or incurred.)															
		N/A													
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36													
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37													
38	Total lobbying expenditures (add lines 36 and 37)	38													
39	Other exempt purpose expenditures	39													
40	Total exempt purpose expenditures (add lines 38 and 39)	40													
41	Lobbying nontaxable amount. Enter the amount from the following table -														
	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%;"><b>If the amount on line 40 is -</b></td> <td style="width: 50%;"><b>The lobbying nontaxable amount is -</b></td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 40</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	<b>If the amount on line 40 is -</b>	<b>The lobbying nontaxable amount is -</b>	Not over \$500,000	20% of the amount on line 40	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000	41	
<b>If the amount on line 40 is -</b>	<b>The lobbying nontaxable amount is -</b>														
Not over \$500,000	20% of the amount on line 40														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
42	Grassroots nontaxable amount (enter 25% of line 41)	42													
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43													
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44													

**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 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45	Lobbying nontaxable amount				0.
46	Lobbying ceiling amount (150% of line 45(e))				0.
47	Total lobbying expenditures				0.
48	Grassroots nontaxable amount				0.
49	Grassroots ceiling amount (150% of line 48(e))				0.
50	Grassroots lobbying expenditures				0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

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		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	X		12,167.
i Total lobbying expenditures (Add lines c through h)			12,167.

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



- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box
- Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.**

Type or print. File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>AUDUBON SOCIETY OF NEW HAMPSHIRE</b>	Employer identification number <b>02-6005322</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>3 SILK FARM ROAD</b>	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. <b>CONCORD, NH 03301</b>	

Check type of return to be filed (File a separate application for each return).

- Form 990   
  Form 990-EZ   
  Form 990-T (sec. 401(a) or 408(a) trust)   
  Form 1041-A   
  Form 5227   
  Form 8870  
 Form 990-BL   
 Form 990-PF   
 Form 990-T (trust other than above)   
 Form 4720   
 Form 6069

**STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **THE ORGANIZATION**  
Telephone No **603-224-9909** FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **FEBRUARY 15, 2007**.

5 For calendar year \_\_\_\_\_, or other tax year beginning **APR 1, 2005** and ending **MAR 31, 2006**.

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

7 State in detail why you need the extension  
**TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.**

8a 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 \$ \_\_\_\_\_

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ \_\_\_\_\_

c **Balance Due.** Subtract line 8b from line 8a. 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 \$ **N/A**

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 10/31/06

**Notice to Applicant - To Be Completed by the IRS**

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other \_\_\_\_\_

Director \_\_\_\_\_ By: \_\_\_\_\_ Date \_\_\_\_\_

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print.	Name <b>BERRY, DUNN, MCNEIL &amp; PARKER</b>
	Number and street (include suite, room, or apt. no.) or a P.O. box number <b>1000 ELM STREET, 15TH FLOOR</b>
	City or town, province or state, and country (including postal or ZIP code) <b>MANCHESTER, NH 03101</b>

**EXTENSION APPROVED**  
**NOV 18 2006**  
 FIELD DIRECTOR  
 SUBMISSION PROCESSING, OGDEN

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FORM 990                      GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES                      STATEMENT                      1

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DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
VARIOUS SECURITIES	3,355,837.	3,094,086.	0.	261,751.
TO FORM 990, PART I, LINE 8	3,355,837.	3,094,086.	0.	261,751.

FORM 990                      GAIN (LOSS) FROM SALE OF OTHER ASSETS                      STATEMENT                      2

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
CONSTRUCTION IN PROGRESS	VARIOUS	VARIOUS	PURCHASED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	40,563.	39,000.	0.	0.	1,563.
TO FM 990, PART I, LN 8	40,563.	39,000.	0.	0.	1,563.



FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
DESCRIPTION		AMOUNT	
UNREALIZED LOSS ON INVESTMENTS		379,353.	
CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS		258,988.	
TOTAL TO FORM 990, PART I, LINE 20		638,341.	

FORM 990	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING	
PROGRAM EXPENSE	175,480.	165,943.	9,537.		
DUES AND SUBSCRIPTIONS	4,642.	3,234.	1,408.		
ADVERTISING	36,595.	36,595.			
OUTSIDE SERVICES	341,075.	282,834.	54,535.	3,706.	
MISCELLANEOUS	18,893.	12,446.	6,447.		
PROVISION FOR UNCOLLECTIBLE PLEDGES	55,041.		55,041.		
INSURANCE	74,063.	7,791.	66,272.		
CHAPTER SUPPORT	3,699.	3,699.			
PROPERTY TAXES	4,389.	4,389.			
EQUIPMENT	13,058.	12,706.	352.		
INVESTMENT EXPENSE	26,205.		26,205.		
TOTAL TO FM 990, LN 43	753,140.	529,637.	219,797.	3,706.	

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 6

DESCRIPTION OF PROGRAM SERVICE ONE

THE AUDUBON SOCIETY OF NEW HAMPSHIRE IS AN INDEPENDENT NON-PROFIT ENVIRONMENTAL ORGANIZATION WHOSE MISSION IS TO PROTECT NH'S NATURAL ENVIRONMENT FOR WILDLIFE AND FOR PEOPLE. FOUNDED IN 1914, ASNH WORKS TO PROTECT SPECIES AND HABITATS ACROSS THE STATE AND TO INVOLVE PEOPLE IN THE PROTECTION AND ENJOYMENT OF NH'S NATURAL RESOURCES, THROUGH PROGRAMS IN ENVIRONMENTAL EDUCATION, WILDLIFE RESEARCH, ENVIRONMENTAL ADVOCACY, AND LAND PROTECTION. SIX AUDUBON CENTERS AND 50 YEAR ROUND STAFF PROVIDE EDUCATIONAL PROGRAMS AND FIELD TRIPS TO MEMBERS AND NON-MEMBERS ALIKE.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A		3,460,580.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III STATEMENT 7

EXPLANATION

STATEWIDE MEMBERSHIP ORGANIZATION DEDICATED TO PROTECTING NEW HAMPSHIRE'S WILDLIFE AND ENVIRONMENT THROUGH EDUCATION AND CONSERVATION.

FORM 990 NON-GOVERNMENT SECURITIES STATEMENT 8

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
CORPORATE STOCKS	FMV	3,048,409.			3,048,409.
TO FORM 990, LINE 54, COL B		3,048,409.			3,048,409.

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FORM 990	GOVERNMENT SECURITIES	STATEMENT	9
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DESCRIPTION	COST/FMV	U.S. GOVERNMENT	STATE AND LOCAL GOV'T	TOTAL GOV'T SECURITIES
US GOVERNMENT OBLIGATIONS	FMV	579,934.		579,934.
TOTAL TO FORM 990, LINE 54, COL B		579,934.		579,934.

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FORM 990	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	AMOUNT
SPLIT-INTEREST AGREEMENTS	3,026,867.
BEQUEST RECEIVABLE	0.
LOAN COSTS	32,481.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	
	3,059,348.

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FORM 990	MORTGAGES PAYABLE	STATEMENT	11
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DESCRIPTION	BALANCE DUE
LINE OF CREDIT, REFINANCED TO LONG TERM	75,000.
BERLIN CITY BANK	4,921.
MORTGAGE NOTE	204,000.
MORTGAGE NOTE	2,492,080.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B	
	2,776,001.

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FORM 990	OTHER LIABILITIES	STATEMENT	12
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DESCRIPTION	AMOUNT
GIFT ANNUITY PAYABLE	251,843.
OTHER CURRENT LIABILITIES	3,322.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	
	255,165.

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FORM 990 OTHER SECURITIES STATEMENT 13

SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES
OTHER INVESTMENTS	FMV	20,042.
TO FORM 990, LINE 54, COL B		20,042.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 14

DESCRIPTION	AMOUNT
CHANGE IN VALUE OF SPLIT INTEREST AGREEMENT	258,988.
TOTAL TO FORM 990, PART IV-A	258,988.

FORM 990 PART V-A - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIB	PLAN EXPENSE ACCOUNT
JOHN A. GILBERT C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	TRUSTEE 2.00		0.	0. 0.
JOHN HESSION C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	TRUSTEE 1.00		0.	0. 0.
REBECCA RONDSTADT C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	GOVERNANCE COMMITTEE CHAIR 1.00		0.	0. 0.
JOHN LIBBY C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	FINANCE COMMITTEE 1.00		0.	0. 0.
STEPHANIE PARKINSON C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	SECRETARY 1.00		0.	0. 0.

AUDUBON SOCIETY OF NEW HAMPSHIRE

02-6005322

BRUCE M. SCHWAEGLER C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	CHAIR 1.00	0.	0.	0.
DAVID HOUGHTON C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	PRESIDENT 35.00	80,000.	2,261.	0.
BRIAN MACDONALD C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	COO 35.00	95,000.	3,242.	0.
JOHN CATLIN C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	TRUSTEE 1.00	0.	0.	0.
TUPPER KINDER C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	VICE CHAIR 1.00	0.	0.	0.
ART MUDGE C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	FINANCE COMMITTEE 1.00	0.	0.	0.
PAUL NICKERSON C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	TRUSTEE 1.00	0.	0.	0.
DAVID RIES C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	SANCTUARIES CHAIR 1.00	0.	0.	0.
LAWRENCE SUNDERLAND C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	SANCTUARIES & ENV. COMT. 1.00	0.	0.	0.
LAURIE WHITLEY C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	LPPC 1.00	0.	0.	0.
DAVID ELLIS C/O AUDUBON SOCIETY OF NH 3 SILK FARM RD, CONCORD, NH 03301	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		<u>175,000.</u>	<u>5,503.</u>	<u>0.</u>

FORM 990

PART VIII - RELATIONSHIP OF ACTIVITIES TO  
ACCOMPLISHMENT OF EXEMPT PURPOSES

STATEMENT 16

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93C	THE SOCIETY HAS CONTRACTS WITH VARIOUS STATE AND FEDERAL AGENCIES TO PROVIDE CONSERVATION AND OTHER SERVICES.
93A	CONSERVATION AND ENVIRONMENTAL PROGRAMS OF ALL TYPES FOSTER A BETTER UNDERSTANDING OF THE NATURAL WORLD FOR ALL PARTICIPANTS. THIS UNDERSTANDING LEADS TO MORE INFORMED DECISION-MAKING ON ISSUES OF ENVIRONMENTAL IMPORTANCE. THIS INCLUDES WILDLIFE AND HABITAT PROTECTION, SANCTUARIES AND OTHER RESOURCES, AS WELL AS INFORMATION AND ENCOURAGEMENT TO ATTEND SPECIAL PROGRAMS THROUGH NEWSLETTERS AND OTHER PUBLICATIONS. THIS PROCESS FOSTERS A GREATER AWARENESS, INTEREST, AND UNDERSTANDING OF IMPORTANT WILDLIFE AND WILDLIFE HABITAT ISSUES. NATIONAL AND GLOBAL ENVIRONMENT ISSUES INCREASE THE CUSTOMER'S AWARENESS, INTEREST, AND UNDERSTANDING OF THAT THEME.
94	MEMBERSHIP DUES AND ASSESSMENTS PROVIDE UNLIMITED ACCESS TO AVAILABLE RESOURCES.
102	SALES OF INVENTORY WHICH FOLLOWS THE SPECIFIC THEME OF LOCAL, REGIONAL AND NATIONAL CONSERVATION.

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SCHEDULE A

EXPLANATION OF TRANSACTIONS  
PART III, LINE 2D

STATEMENT 17

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LINE 2D - SEE FORM 990 PART V AND SCHEDULE A PART I

SCHEDULE A	OTHER INCOME			STATEMENT	18
DESCRIPTION	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT	
MISCELLANEOUS INCOME	0.	43,200.	16,841.		0.
TOTAL TO SCHEDULE A, LINE 22	0.	43,200.	16,841.		0.

**Audubon Society of New Hampshire**  
**EIN: 02-6005322**  
**3/31/2006**

**Property & Equipment**

Land	7,765,875
Buildings & Improvements	2,064,675
Furniture, fixtures, and equipment	348,381
Motor vehicles	120,050
Construction in Progress	<u>2,500,010</u>
	12,798,991
Less: Accumulated Depreciation	(1,198,213)
Total property and equipment, net	<u><u>11,600,778</u></u>
Depreciation expense as of 3/31/06	<u><u>110,649</u></u>

**AUDUBON SOCIETY OF NEW HAMPSHIRE**  
**BY-LAWS**

As Amended February 6, 2006

Article I  
**General Provisions**

**Section 1. Fiscal Year** - The Fiscal year of the Society shall begin on April 1 of each year and extend through March 31.

Article II  
**Members and Meetings**

**Section 1. Membership** - Membership in the Society shall consist of several categories of Annual and Life Members. Classification of Members and the amount of their dues shall be determined from time to time by the Board. Any person or organization who applies for membership and pays an annual membership fee shall be a member of the Society. Such memberships may be canceled for nonpayment of dues. All Members shall have the same rights within the Society. Non-dues paying Members may be permitted in the sole discretion of the Board.

**Section 2. Meetings** - The Annual Meeting of the Society shall be held in New Hampshire during the months of June or July at a time and place as determined by the Board. Fifteen days written notice of any meeting shall be given to all Members in good standing. Special meetings of the Society may be called at any time by the Chair, Board or by written petition to the President by twenty-five or more Members in good standing. At all meetings of the Members, each Member shall be entitled to one vote. There shall be no voting by proxy. Each organization and business member shall be entitled, through an accredited representative, to a single vote at a meeting of the membership. Fifty members in good standing at any stated meeting of the Society shall constitute a quorum.

Article III  
**Officers**

**Section 1. General** - The Officers of the Society shall consist of a Chairperson, Vice Chairperson, and Secretary, all of whom shall be Trustees, and such other officers as the Board may from time to time determine. All Officers shall be elected at the Annual Meeting for a term of one (1) year, except for the Chairperson who shall be elected for a two-year term. The Chairperson will normally not serve more than one consecutive term unless elected to a subsequent term by 2/3 majority vote of the Members present and voting at the Annual Meeting. Vacancies which occur during the term of any officer may be filled by the Board. The elected officers shall assume their duties at the end of the Annual Meeting.

Section 2. Chairperson - The Chairperson shall have the customary powers and duties of his office, including but not limited to appointing committees of the Board; shall preside at the meetings of the Board, and the Members, and shall be a member of the Board.

Section 3. Vice Chairperson - The Vice Chairperson shall preside at meetings of the Board, and the Members when the Chairperson is absent, and shall be a member of the Board.

Section 4. Secretary - The Secretary shall give notice of and keep the minutes of all meetings of the Society, and the Board, and shall have the duties of a registered agent as required by law, shall have such powers and duties as are usually incident to this office, and shall be a member of the Board. The Secretary shall preside at meetings of the Board in the absence of the Chairperson and Vice Chairperson.

Section 5. President - The Board shall have the responsibility to employ and evaluate the performance of a President and to fix the terms of his/her employment and the compensation therefor. The President shall report to the Board, shall have the power to employ and terminate employees of the Society and shall have general charge and overall management of the affairs of the Society, including but not limited to keeping full and accurate books of account, and shall have the power to delegate such internal duties relating to Society business as in his or her determination is in the best interest of the Society, and may make decisions within general policy established by the Board. The President and all employees or agents of the Society charged with keeping the Society's books of account shall be bonded.

#### Article IV Board of Trustees

Section 1. Powers and Duties - The Board of Trustees shall determine the policies and objectives of the Society, including policies on Ends (the Society's desired results, intended recipients, and associated costs), Governance Process, Board-CEO Linkage, and Executive Limitations. The Board shall ensure that the Society property and funds received for charitable and community purposes are administered solely in the interest of the mission of the Society, and shall be responsible for the proper conduct of the business of the Society. Each year it shall submit to the Members an Annual Report of the work of the Society.

Section 2. Trustees - The Board shall consist of not more than fifteen Trustees nor fewer than eleven, one of whom is the Representative of the Council of Chapters, to be elected by the Council of Chapters as specified in Article VI, Section 3, below, one of whom is the Chair of the Loon Preservation Policy Committee, to be elected by the Loon Preservation Policy Committee as specified in Article V, Section 1.7, below, and the remainder of whom are to be elected by Members of the Society at the Annual Meeting. Trustees shall be Members of the Society. Except when elected to fill a vacancy, Trustees shall be elected for three-year terms, but may not be elected for more than three consecutive full three-year terms. If a Trustee is serving as Chairperson at the end of his/her final term, then the Trustee's term of service shall be extended automatically for an additional year. No Trustee who has served for nine or more consecutive years (excluding such additional year as Chairperson) may be eligible for re-election until he or

she has not been a member of the Board for at least one year. To the extent practicable, the terms of one-third of the Trustees shall expire each year. Trustees may be elected for one or two-year terms to maintain equal size Trustee classes. Any vacancy in the Board may be filled by the Board until the next Annual Meeting. No salaried employee of the Society may be a Trustee. Only Trustees shall be entitled to vote at meetings of the Board.

Section 3. Honorary Trustees - Honorary Trustees may be elected by the Board for life terms. Honorary Trustees shall receive notice of meetings of the Board, may attend meetings, including executive sessions as the Chairperson may allow, and may participate in discussions on all matters coming before them but shall not be entitled to vote thereon. Notice of a meeting shall include written materials relevant thereto as sent to the Trustees, including materials for executive sessions as the Chairperson may allow.

Section 4. Meetings - The Board shall meet at least quarterly and more often if called by the Chairperson or at the written request of three Trustees. At any meeting of the Board a majority of the Trustees then serving shall constitute a quorum. A majority vote of those Trustees present shall decide any matter. Ordinarily, notice of any meetings of the Board shall be given to each Trustee and Honorary Trustee at least ten days in advance of the meeting. For a matter deemed by the Chairperson to require more immediate board action, the period of advance notice may be reduced to no less than 24 hours, provided that two thirds of the Trustees entitled to vote consent thereto pursuant to Section 5 below. Meetings of the Board shall be governed by Roberts' Rules of Order revised.

Unless the Articles of Agreement provide otherwise, any or all Trustees may participate in regular meetings of the Board of Trustees, or conduct the meeting through the use of, any means of electronic or telephonic communications by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5. Action by Writing - Unless specifically prohibited by law any action required to be taken at a meeting of the Board of Trustees or which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, including electronic mail, setting forth the action to be taken shall be signed by all of the Trustees who are entitled to vote at Board meetings, and the written consents therefore shall be filed by the Secretary with the official minutes of the Society.

## Article V Standing Committees of the Board

Section 1. Committees - The following standing committees shall be appointed by the Chairperson and approved by the Board, except as otherwise specifically set forth herein. Other committees may be appointed at any time by the Chairperson with the approval of the Board. Trustees and Members of the Society may be appointed to serve on committees. The chairperson of each standing committee shall be appointed by the Chairperson from among the duly elected members of the Board. The Chairperson shall be an ex-officio voting member of all Standing

Committees, and the President shall be an ex-officio non-voting member of all Standing Committees.

Section 1.1 Development Committee -A Development Committee consisting of three or more members of the Society whose duties shall be to recommend to the Board policies on the raising of funds, both capital and operating, and to assist the President in the implementation of such policies.

Section 1.2 Finance and Audit Committee - A Finance and Audit Committee consisting of three or more Members of the Society whose duties shall be (i) to recommend to the Board of Trustees before the beginning of each fiscal year a budget of income and expenses, (ii) to recommend to the Board financial policies for the Society, (iii) to invest and reinvest the funds of the Society in accordance with the general policy approved by the Board, (iv) to recommend for the Board approval of all capital expenditures and the disposition of any losses or surpluses, (v) to provide for an annual independent audit for the Society's books and financial records.

Section 1.3 Member Relations and Nominations Committee - A Member Relations and Nominations Committee consisting of three or more Trustees whose duties shall be to bring before the Board its linkage to the membership. The committee shall visit centers and chapters and hold public meetings as necessary to listen to members. Annually the committee shall present to the Secretary a list of nominees for all Officer and Trustee positions at least 45 days prior to the Annual Meeting. This list of nominees shall be sent to the Members at least 30 days prior to the Annual Meeting. Members shall be encouraged to make suggestions to the committee for suitable candidates for Trustees and Officers of the Society.

Section 1.4 Future Trends Committee - A Future Trends Committee consisting of three or more members of the Society whose duties are to bring before the Board current and emerging issues in conservation biology and other areas related to the mission of the Society.

Section 1.5. Massabesic Center Committee -A policy committee consisting of three or more members of the Society whose duties shall be to set the policies for operation and management of the Massabesic Audubon Center including areas of programming, finances, retail sales, and land management.

Section 1.6. Concord Center Committee -A policy committee consisting of three or more members of the Society whose duties shall be to set the policies for operation and management of the Concord Audubon Center including areas of programming, finances, retail sales, and land management.

Section 1.7. Loon Preservation Policy Committee -A policy committee called the Loon Preservation Policy Committee (LPPC) consisting of no fewer than fifteen (15) and no greater than twenty-four (24) voting members, whose duties shall be to act as the governing body of the Loon Preservation Committee (LPC), within the policies and procedures established by the Board, by setting policies for the operation and management of LPC, including areas of programming, finances, retail sales, and land and facility management. The members of the LPPC shall be members in good standing of the LPC and additionally the officers of the LPPC

shall be members of the Society. Members of the LPPC shall be elected by the LPPC and ratified by the Board. Except when elected to fill a vacancy, members shall be elected to three-year terms, but may not be elected to fill more than two consecutive full three-year terms. If a member serves as an officer of LPPC, then the member shall be eligible to remain on the LPPC beyond two consecutive three-year terms for the period of years served as an officer. To the extent practicable, the terms of one-third of the members should expire each year. The officers of the LPPC shall consist of Chairperson, vice Chairperson, Secretary and other officer positions as may be established from time to time by LPPC, all of whom shall be LPPC members. Officers shall be elected by LPPC annually for a term of one (1) year beginning January 1 of each year. The Chairperson of LPPC shall serve as an ex officio voting member of the Board of Trustees of the Society pursuant to Article IV, Section 2, above. The LPPC and the Society may enter into a memorandum of understanding setting forth the terms of the LPPC's status and operations as a self-funded project of the Society; provided, however, that the terms of any such memorandum of understanding and any amendments thereto shall be subject to the approval of the Board; and provided, further, that to the extent of any conflicts between the terms or provisions of such memorandum of understanding and these By-Laws, the terms of these By-Laws shall govern unless otherwise determined by the Board.

Section 2.0 Advisory Committees - The Board shall authorize Advisory Committees, the members and officers of whom shall be appointed by the President, to advise and assist the staff in carrying out their duties. At least one Trustee shall be a member of each committee. These shall include, but not be limited to the following:

Section 2.1 Education Committee - An Education Committee consisting of three or more Members of the Society whose duties shall be to consider major issues important to the conduct of educational programs and to recommend educational policies that may affect educational programming throughout the Society.

Section 2.2 Sanctuaries and Land Management - A Sanctuaries and Land Management Committee consisting of three or more Members of the Society whose duties shall be to advise and assist the staff in the acquisition and management of all Society owned or sponsored sanctuaries and other real property and any equipment and appurtenances thereto.

Section 2.3 Environmental Issues Committee - An Environmental Issues Committee consisting of three or more Members of the Society whose duties shall be to review public environmental policy issues in which the Society may have an interest, to assist staff in the drafting of policy statements for the Society, and to recommend actions to be taken to further establish Society policies.

## Article VI Chapters

The Board of Trustees of the Society shall provide for the organization and support of Chapters within the membership of the Society. Chapters shall be organized by geographic regions and Chapter activities shall be organized by volunteers, with the support of the Society staff. The

Chapters shall be responsible for carrying out at the local level the purposes of the Audubon Society of New Hampshire, thereby bringing the Society's mission into New Hampshire's communities and influencing the stewardship of the State's environment at the grassroots level.

Section 1. Chapter Authorization - No less than thirty Members of the Society may petition the Board to authorize formation of a chapter of the Society. The application shall specify the geographic area of the proposed Chapter region which shall not overlap an existing Chapter region duly authorized by the Board. Upon approval of the application, the Board shall call an organizational meeting of all Members residing within the region, at which Chapter By-Laws shall be adopted and officials elected. The Chapter By-Laws, which shall not conflict with the By-Laws of the Society, shall be approved by the Board and shall not be amended without further approval of the Board.

Section 2. Chapter Administration - Chapters may pursue the purposes and objectives of the Society as stated in Article 2 of the Society's Articles of Agreement, as amended. Each Chapter shall carry out its programs in accordance with the policies of the Society. No Chapter dues shall be levied or special funds established without approval of the Board. No Chapter may, without authorization by the Board, enter into any commitments binding upon the Society; nor may the Society without authorization by a Chapter, enter into any commitments binding upon a Chapter. The Board may suspend a Chapter from the Society on 90 Days notice if its active membership falls below 20 or if in the judgment of the Board, the Chapter has violated the By-Laws or objectives of the Society. Chapter officials shall be given an opportunity to answer any charges before the Board prior to a suspension vote.

Section 3. Council of Chapters - A Council of Chapters, consisting of two representatives from each duly constituted Chapter and the President, shall meet not less than annually to promote and coordinate Chapter programs, membership solicitation and such other matters as may be appropriate. The Council shall elect its own officials and one representative to serve as a voting member of the Board of Trustees. The Council shall not receive or appropriate funds or take actions which are in violation of the By-Laws and objectives of the Society.

## Article VII

### Indemnification of Trustees and Officers

To the extent permitted by law, the Society shall indemnify each Officer and Trustee of the Society against personal liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding by reason of his or her being or having been an Officer or Trustee of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding, to have been guilty of individual bad faith. Such right of indemnification shall not be deemed exclusive of any other rights to which he or she may be entitled as a matter of law. For purposes of this Article, the term "Trustee" shall include an Honorary Trustee.

Notwithstanding and in addition to the preceding paragraph, the Society hereby adopts to the maximum extent all provisions of New Hampshire statues limiting personal liability of Trustees

and Officers of the Society or its members for monetary damages for breach of fiduciary duty as a Trustee or Officer, or both, except with respect to breach of the Trustee's or Officer's duty of loyalty to the Society, acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, and transactions from which the Trustee, Officer, or both, derived an improper personal benefit, all as set forth in New Hampshire RSA 292:2,V-a as the same may be amended or expanded. The Society is specifically authorized to obtain insurance against liability on its current Trustees, Officers, employees and agents and on its former Trustees, Officers, employees and agents.

Article VIII  
Personal Liability

The Trustees and Officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or other entities extending credit to, contract with, or having any claim against the Society may look only to the funds and property of the Society for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the Society.

Article IX  
Conflicts of Interest

Any possible conflict of interest on the part of any member of the Board, officer, or employee of the Corporation shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee, or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required to waive a conflict. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, than a two-thirds vote of the disinterested directors and publication in a newspaper of statewide circulation is required. The minutes of the meeting shall reflect that disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to abide by this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this Article X.

Article X  
Rules of Construction

The use of neuter, masculine or feminine gender is for convenience only and shall be deemed to mean and include the neuter, masculine or feminine gender.

Article XI  
Dissolution and Disposition of Assets

In the event of dissolution of the Society, the Society shall, after paying or making provisions for the payment of all of the Society's liabilities, distribute all of the assets of the Society to an organization or organizations capable of carrying on the objects of the Society and which are exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or shall distribute such assets to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such public purposes.

Article XII  
Amendments

The power to alter, amend or repeal these bylaws or to adopt new bylaws, subject to repeal or change by 2/3 majority action of the Members, shall be vested in the Board of Trustees, unless reserved to the Members by the Articles of Agreement. Any alteration, amendment or repeal of these bylaws shall require a 2/3 majority vote of all Trustees.

**Audubon Society of New Hampshire  
Board of Trustees Meeting Minutes for February 6, 2006, 1 p.m.  
Silk Farm, Concord**

**Trustees Present:** John Gilbert, John Hession, John Libby, Jeff Nelson, Stephanie Parkinson, Jordan Prouty, Bruce Schwaegler, Francie Von Mertens

**Honorary Trustees:** Tom Burack, Betsy Janeway, Tupper Kinder, Art Mudge, Tudor Richards, Larry Sunderland

**Staff Present:** David Houghton, Helen Dalbeck, Lynda Desloges, Scott Fitzpatrick, Pam Hunt, Iain MacLeod, Brian MacDonald, Eric Masterson, Paula Stimpson, Becky Suomala

**Next regularly scheduled meeting:** February 21, 2006, 4 p.m.

John Gilbert asked for a motion to close the continuation of the December 19, 2005 meeting (Bruce Schwaegler motion; John Libby second). The motion passed.

Minutes for the following Board meetings were approved with corrections noted. For **December 19, 2005**, spelling for Dr. "Daggy" was corrected. Bruce moved to approve, John Libby seconded, and the minutes were approved with John Hession abstaining. Bruce moved to approve minutes for the **January 26, 2006** continuation of the December 19 meeting with the same spelling correction ("Daggy"), John Libby seconded, and the motion passed with Stephanie Parkinson abstaining as she was not at that meeting. Jeff Nelson moved to approve minutes for the **January 29, 2006** continuation of the December 19 meeting, John Libby seconded, and the minutes were approved with the correction that "I-89" should be changed to "I-93," and John Hession abstaining. Jeff Nelson moved to approve the January 31, 2006 continuation of the December 19 meeting, Bruce seconded, and the minutes were approved as written with John Hession abstaining.

#### **Finance Report**

John Libby handed out the latest Flash Report, intended to indicate to board members areas of concern. Lynda Desloges reported that year-to-date figures would be available soon

#### **Development Report**

Annual Fund Eric Masterson said that annual fund is off \$130,000 from a year ago, but significant major donor asks have yet to be made – awaiting further definition of NHA's strategic direction. The Concord Campaign has strong potential for an imminent "six-figure donation." The Prescott Farm campaign has reached \$500,000 of its \$750,000 goal. An Adopt-an-Acre (\$500 per) campaign has begun.

Francie Von Mertens passed out an update of the trustees' fact sheet profile of NHA – staff, departments, current projects, endowment/annual budget numbers – intended to help trustees familiarize themselves with the organization, all the better to act as effective ambassadors.

Trustee donations are close to 100% participation, an essential goal to reach: 100% participation at each trustee's capacity.

Eric said he would let trustees know when the event to welcome Ned Swanberg is scheduled so trustees can invite their Upper Valley contacts to hear about this new outreach.

## **Governance Committee**

Bruce Schwaegler said the committee is working on by-law changes (vote to follow); a draft CEO performance review; and board committee structure. Bruce received consensus support for the "Procedure for Chief Executive Performance Review" (attached).

## **Personnel Committee**

Stephanie Parkinson said staff had almost completed updating the personnel manual. As the Personnel Committee is advisory only, it is awaiting completion of that process.

## **Communications Committee**

John Hession has met with Julie Klett and Iain MacLeod. John advocates volunteer assistance with web site and publications, and recruiting outside writers such as David Carroll and E.O. Wilson to give the magazine added prominence and audience beyond Audubon members.

## **The New Audubon Model**

David Houghton passed out the latest synopsis of the model wherein NHA conservation science informs education, advocacy and land protection, and the state's new Wildlife Action Plan 103 umbrella species receive prominent attention. With an anticipated decrease in land protection, the fourth "leg of the bear" becomes implementation work focused on our conservation partners.

As comment, Bruce said that "the people" component has to be added to the model, as NHA traditionally has engaged people and thereby achieved expanded mission.

Tupper Kinder questioned how much the new model differs from the old, and David explained the old working model tended toward a "silo" approach that did not fully integrate all four "legs of the bear."

## **Loon Preservation Committee (LPC)**

Jordan Prouty introduced Laurie Whitley, next chair of the Loon Preservation Policy Committee (LPPC), Eric Taussig who has been working with Bruce on reformulating the LPC-NHA relationship, and Harry Vogel, LPC Executive Director.

Bruce recommended that LPPC become a standing committee of the NHA Board with separate 501(c)(3) status. This model is one successfully followed by the Dartmouth-Hitchcock Alliance of hospitals. LPPC would become a true governing board of LPC, with only "significant or material activities" requiring ratification by the NHA Board. NHA would lease the building to LPPC for five-year periods. The arrangement would leave open future possibility of a separate NHA presence on the property.

Jordan spoke in favor of the model, and said he had received favorable response from Eric Markus (Markus Trust) and Rawson Wood.

John Gilbert asked about the NHA Board having fiduciary responsible under this more independent model, and Bruce said that the Dartmouth-Hitchcock attorneys see liability separation through this model. Eric Taussig added that by-laws will be drafted that clarify separation.

Jordan said he would like to emerge from this meeting with consensus to proceed. Jeff Nelson moved and John Libby seconded the following:

**Move that the process initiated by Bruce Schwaegler and Eric Taussig be continued, and that Bruce and Eric work to bring back to the two boards, subject to their final approval, a final draft of the new articles of agreement, by-laws, and lease.**

The motion carried.

## **New Audubon Model (continued)**

Bruce expressed concern about promising more to donors and funders than a realistic financial model and realistic staffing level could deliver. Bruce questioned what staffing level NHA can support, the present 51 today, dropped to 45 after the new LPC model is operating, and – realistically – down to a sustainable 30-35.

Jeff questioned whether operating in the red is a head count issue, or other variables are involved. He stressed a need for accurate financials to help ensure solid planning.

David said that he would have a "3-D model" including staffing efficiencies at the February 21 meeting. He also deferred the land protection consent items to that time.

## **Audubon Prints**

Tudor Richards presented history and examples of the Audubon prints owned by NHA through Tudor's efforts and donations. Bruce expressed the board's appreciation to Tudor and made the following motion:

**The New Hampshire Board of Trustees gratefully accepts Tudor Richard's gift of December, 2005, that is the Audubon prints of the Raccoon and Common Mole. Furthermore the prints are accepted under the conditions stipulated by Tudor Richards that are stated in his gift letter and which read as follows:**

***"In December, 2005, I hereby donate my prints of the Raccoon and Common Mole, on condition that these and all other prints of native New England mammal species owned by NH Audubon never be sold, but be kept indefinitely. Prints of non-native species, however, may be sold 'to obtain prints, books, and so forth that are more appropriate,' as Mr. Bastedo definitely specified.***

***It does seem to me that 'and so forth' could be so interpreted that it would be possible to sell some of the prints of non-native species to fund measures for taking better care of at least the prints of native species and some of the more interesting non-native species, and also to fund means that would make them readily available for education and exhibit purposes."***

**Furthermore, the New Hampshire Audubon Board of Trustees thanks Tudor Richards for his valuable stewardship over the years of the New Hampshire Audubon collection of Audubon prints – one more example of Tudor's dedication to and positive influence upon our organization.**

Stephanie Parkinson seconded the motion and it passed with great enthusiasm.

## **By-law amendments**

Art Mudge presented the following by-law changes (with annotations) as recommended by the Governance Committee:

**Amend the bylaws to eliminate Article V and all other references to an Executive Committee**

***Annotation: For a board whose maximum size would be 15, and which modern technology vests with instant communication capability by teleconferencing and electronic mail, the traditional function of an Executive Committee to provide quick response capability between board meetings has become obsolete.***

**Further amendments as follows, deleted language bracketed, added language underlined**

**Amend Article IV as follows:**

**Section 2. Trustees** - The Board shall consist of not more than [twenty-eight] fifteen Trustees nor fewer than 11, one of whom is the Representative of the Council of Chapters, to be elected by the Council of Chapters as specified in Article VII, Section 3, below, [and] one of whom is the Chair of the Loon Preservation Policy Committee, to be elected by the Loon Preservation Policy Committee as specified in Article VI, Section 1.7, below, and the remainder [twenty-six] of whom are to be elected by Members of the Society at the Annual Meeting. Trustees shall be Members of the Society. Except when elected to fill a vacancy, Trustees shall be elected for three-year terms, but may not be elected for more than [two] three consecutive full three-year terms. If a Trustee [serves] is serving as [an officer] Chairperson at the end of his/her final term, then the Trustee's term of service shall be extended automatically [shall be eligible to remain on the board] for an additional year[beyond the two consecutive three-year terms for the period of years served as an Officer]. [This policy shall be implemented such that] No Trustee [currently on the Board] who has served for [six] nine or more consecutive years (excluding such additional year[s] as Chairperson[an Officer]) may be eligible for re-election until he or she has not been a member of the Board for at least one year. To the extent practicable, the terms of one-third of the Trustees shall expire each year. Trustees may be elected for one or two-year terms to maintain equal size Trustee classes. Any vacancy in the Board may be filled by the Board until the next Annual Meeting. No salaried employee of the Society may be a Trustee. Only Trustees shall be entitled to vote at meetings of the Board.

*Annotation: These changes reflect organizational policies to reduce the size of the board to an optimum size of 15, and to lengthen the period of service of trustees in order that their decision-making may benefit from more knowledge of, and experience with, the organization, its program and its people, including board colleagues. With nine year, rather than six year term limits, there is less justification for discriminating against other board members by allowing extra years for those who have served as officers. One additional year for a retiring Chairperson should be sufficient for provision to the board of desirable positional memory.*

**Section 3. Honorary Trustees** - Honorary Trustees may be elected by the Board for life terms. Honorary Trustees shall receive notice of meetings of the Board, may attend meetings, including executive sessions as the Chairperson may allow, and may participate in discussions on all matters coming before [such meetings] them but shall not be entitled to vote thereon. Notice of a meeting shall include written materials relevant thereto as sent to the Trustees, including materials for executive sessions as the Chairperson may allow.

*Annotation: These proposed changes would confirm the policy of providing relevant materials to honorary trustees, and would give the Chairperson discretion to exclude honorary trustee participation in executive session where deemed inappropriate. In view of the number of honorary trustees (more than voting trustees), their sporadic attendance and consequent likely reduced currency on relevant information, and their exemption, as non-voters, from legal responsibility, such discretion in the Chairperson seems warranted.*

**Section 4. Meetings** - The Board shall meet at least quarterly and more often if called by the Chairperson or at the written request of three Trustees. At any meeting of the Board a majority of the Trustees then serving shall constitute a quorum. A majority vote of those Trustees present shall decide any matter. Ordinarily, notice of any meetings of the Board shall be given to each Trustee and Honorary Trustee at least ten days in advance of the meeting. For a matter deemed by the Chairperson to require more immediate board action, the period of advance notice may be reduced to no less than 24 hours, provided that two thirds of the Trustee entitled to vote consent thereto pursuant to Section 5 below. Meetings of the Board shall be governed by Roberts' Rules of Order revised.

Unless the Articles of Agreement provide otherwise, any or all Trustees may participate in regular meetings of the Board of Trustees, or conduct the meeting through the use of, any means of electronic or telephonic communications by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 5. Action by Writing** - Unless specifically prohibited by law any action required to be taken at a meeting of the Board of Trustees or which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, including electronic mail, setting forth the action to be taken shall be signed by [two thirds] all of the Trustees who are entitled to vote at Board meetings, and the written consents therefor shall be filed by the Secretary with the official minutes of the Society.

***Annotation: The purpose of these changes is to allow a more immediate response capability for the full board, and thereby eliminate the need for an Executive Committee.***

Bruce moved that the changes to the by-laws be accepted, Jeff seconded the motion, and the motion passed.

There being no further business, the meeting was adjourned.

Minutes respectfully submitted,  
Francie Von Mertens  
Board Secretary