

Return of Organization Exempt From Income Tax

2006

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 2006 calendar year, or tax year beginning , 2006, and ending , 20

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

C Name of organization
The Xerces Society, Inc.
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
4828 SE Hawthorne Blvd.
 City or town, state or country, and ZIP + 4
Portland, OR 97215-3252

D Employer identification number
51 0175253

E Telephone number
 (**503**) **232-6639**

F Accounting method: Cash Accrual
 Other (specify) ▶

G Website: ▶ **www.xerces.org**

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

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

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 Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶

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

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Contributions to donor advised funds	1a			
	b Direct public support (not included on line 1a)	1b		350,533	
	c Indirect public support (not included on line 1a)	1c			
	d Government contributions (grants) (not included on line 1a)	1d		88,283	
	e Total (add lines 1a through 1d) (cash \$ 436,486 noncash \$ 2,329)				1e 438,815
	2 Program service revenue including government fees and contracts (from Part VII, line 93)				2 29,472
	3 Membership dues and assessments				3
	4 Interest on savings and temporary cash investments				4 131
	5 Dividends and interest from securities				5 3,481
	6a 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	
8a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other		
		8a			
	b Less: cost or other basis and sales expenses		8b		
c Gain or (loss) (attach schedule)		8c			
d Net gain or (loss). Combine line 8c, columns (A) and (B)				8d	
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 1b)	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	19,641		
	b Less: cost of goods sold	10b	20,277		
c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a				10c (636)	
11 Other revenue (from Part VII, line 103)				11	
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11				12 471,263	
Expenses	13 Program services (from line 44, column (B))			13 331,219	
	14 Management and general (from line 44, column (C))			14 15,256	
	15 Fundraising (from line 44, column (D))			15 33,289	
	16 Payments to affiliates (attach schedule)			16	
	17 Total expenses. Add lines 16 and 44, column (A)				17 379,763
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12			18 91,500	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))			19 7,553	
	20 Other changes in net assets or fund balances (attach explanation)			20 1,591	
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20				21 100,644

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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. (See the instructions.)

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
22a	Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	0			
22b	Other grants and allocations (attach schedule) (cash \$ <u>7,750</u> noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	7,750	7,750		
23	Specific assistance to individuals (attach schedule)	0			
24	Benefits paid to or for members (attach schedule)	0			
25a	Compensation of current officers, directors, key employees, etc. listed in Part V-A (attach schedule)	69,850	64,785	3,975	1,090
b	Compensation of former officers, directors, key employees, etc. listed in Part V-B (attach schedule)	0			
c	Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	0			
26	Salaries and wages of employees not included on lines 25a, b, and c	130,089	111,165	5,746	13,178
27	Pension plan contributions not included on lines 25a, b, and c	10,730	9,137	497	1,096
28	Employee benefits not included on lines 25a - 27	9,376	7,983	435	958
29	Payroll taxes	17,317	15,163	869	1,285
30	Professional fundraising fees	0			
31	Accounting fees	4,574	4,027	183	364
32	Legal fees	0			
33	Supplies	2,165	1,736	53	376
34	Telephone	4,896	4,255	274	367
35	Postage and shipping	16,432	7,273	116	9,043
36	Occupancy	12,000	10,507	602	890
37	Equipment rental and maintenance	6,575	3,991	2,278	306
38	Printing and publications	53,251	50,019	47	3,185
39	Travel	13,268	13,251	17	
40	Conferences, conventions, and meetings	238	207	9	22
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)	207	207		
43	Other expenses not covered above (itemize):				
a	Bank & CC Fees	2,156	1,088	3	1,065
b	Dues & Filing Fees	415	325	90	
c	Insurance	750	625	63	63
d	Miscellaneous	198	198		
e	Other Professional & Contractor Exps	17,525	17,525		
f					
g					
44	Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	379,763	331,219	15,256	33,289

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 \$ _____; (ii) the amount allocated to Program services \$ _____,
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

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? ► Conservation of invertebrates and their habitats 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.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a Aquatic Program - Protect and restore watersheds and rivers by educating the public and policy makers. Develop and make available educational materials, macro-invertebrate monitoring tools, and provide assistance to the public on assessing watershed health. Organizing an annual aquatic insects taxonomy workshop. Implementing a study on utilizing macro-invertebrate sampling for wetlands. (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	67,385
b Education and General Conservation - Administration of DeWind Scholarship Program promoting Lepidoptera research. Research, education, and science based advocacy for threatened and endangered species. California Monarch Butterfly Conservation Campaign - promoting awareness of and protection for the western Monarch migration and overwintering sites in California. We have ten species that we were directly involved in and dozens more that we made contributions to protecting. (Grants and allocations \$ 7,750) If this amount includes foreign grants, check here ► <input type="checkbox"/>	153,569
c Pollinator Program - Educate farmers, policy makers, and landowners on the importance of native pollinators and how to protect their habitat through workshops, educational materials, and on the ground projects at demonstration sites. Working with other organizations to implement on the ground restoration at farms and study the impact on crop pollination by native pollinators. (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	64,069
d Publications - Includes production of Wings, Essays on Invertebrate Conservation, and the Pollinator Conservation Handbook. Also make available books and educational materials for the public. All designed to increase understanding and appreciation for invertebrates and their needs. (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	46,196
e Other program services (attach schedule) (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services). ►	331,219

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		
Assets	45	Cash—non-interest-bearing	586	45	9,255	
	46	Savings and temporary cash investments	16,858	46	60,854	
	47a	Accounts receivable	47a	30,955		
		b Less: allowance for doubtful accounts	47b	0	47c	30,955
				9,933		
	48a	Pledges receivable	48a		48c	
		b Less: allowance for doubtful accounts	48b			
	49	Grants receivable		49	28,000	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a		
		b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b		
	51a	Other notes and loans receivable (attach schedule)	51a		51c	
		b Less: allowance for doubtful accounts	51b			
	52	Inventories for sale or use	28,717	52	11,665	
	53	Prepaid expenses and deferred charges	851	53	1,200	
	54a	Investments—publicly-traded securities <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	89,469	54a	85,252	
		b Investments—other securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54b		
	55a	Investments—land, buildings, and equipment: basis	55a			
		b Less: accumulated depreciation (attach schedule)	55b		55c	
	56	Investments—other (attach schedule)		56		
57a	Land, buildings, and equipment: basis	57a	24,507			
	b Less: accumulated depreciation (attach schedule)	57b	(20,303)	57c	4,204	
58	Other assets, including program-related investments (describe ►)			58		
59	Total assets (must equal line 74). Add lines 45 through 58	146,414	59	231,384		
Liabilities	60	Accounts payable and accrued expenses	39,437	60	35,450	
	61	Grants payable	99,424	61	95,290	
	62	Deferred revenue		62		
	63	Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a	Tax-exempt bond liabilities (attach schedule)		64a		
		b Mortgages and other notes payable (attach schedule)		64b		
	65	Other liabilities (describe ►)		65		
66	Total liabilities. Add lines 60 through 65	138,861	66	130,740		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67	Unrestricted	(33,901)	67	14,879	
	68	Temporarily restricted	41,454	68	85,764	
	69	Permanently restricted		69		
	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 and column (B) must equal line 21)	7,553	73	100,644		
74	Total liabilities and net assets/fund balances. Add lines 66 and 73	146,414	74	231,384		

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

a	Total revenue, gains, and other support per audited financial statements		a	468,998
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1 1,591		
2	Donated services and use of facilities	b2		
3	Recoveries of prior year grants	b3		
4	Other (specify): Cost of Goods Sold (line 10b) = 20,277	b4 20,277		
	Add lines b1 through b4		b	21,868
c	Subtract line b from line a		c	447,130
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify): Future Grants (from '05 990 - timing difference) = 20,000 DeWind net grant revenue and fees = 4,134	d2 24,134		
	Add lines d1 and d2		d	24,134
e	Total revenue (Part I, line 12). Add lines c and d		e	471,263

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

a	Total expenses and losses per audited financial statements		a	400,040
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1		
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify): Cost of Goods Sold (line 10b) = 20,277	b4 20,277		
	Add lines b1 through b4		b	20,277
c	Subtract line b from line a		c	379,763
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	
e	Total expenses (Part I, line 17). Add lines c and d		e	379,763

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the 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 & deferred compensation plans	(E) Expense account and other allowances
Scott Hoffman Black 4828 SE Hawthorne Blvd, Portland, OR 97215	Exec Dir - 55 hrs/wk	60,250	9,600	0
May R. Berenbaum 4828 SE Hawthorne Blvd, Portland, OR 97215	President - 1/2 hr/wk	0	0	0
J. Kathy Parker 4828 SE Hawthorne Blvd, Portland, OR 97215	Vice Pres - 1/2 hr/wk	0	0	0
Linda Craig 4828 SE Hawthorne Blvd, Portland, OR 97215	Treasurer - 1/2 hr/wk	0	0	0
Sacha Spector 4828 SE Hawthorne Blvd, Portland, OR 97215	Secretary - 1/2 hr/wk	0	0	0
Michael J. Bean 4828 SE Hawthorne Blvd, Portland, OR 97215	Board Mbr - 1/4 hr/wk	0	0	0
Scott E. Miller 4828 SE Hawthorne Blvd, Portland, OR 97215	Board Mbr - 1/4 hr/wk	0	0	0

Part VI Other Information (continued)

		Yes	No
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?		<input checked="" type="checkbox"/>
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		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	<input checked="" type="checkbox"/>	
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	<input checked="" type="checkbox"/>	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	84b		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
	85a		
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.		
	85b		
c	Dues, assessments, and similar amounts from members		
	85c		
d	Section 162(e) lobbying and political expenditures		
	85d		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	85g		
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?		
	85h		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		
	86a		
b	Gross receipts, included on line 12, for public use of club facilities		
	86b		
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders		
	87a		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them)		
	87b		
88a	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.		<input checked="" type="checkbox"/>
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		<input checked="" type="checkbox"/>
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="text" value="0"/> ; section 4912 <input type="text" value="0"/> ; section 4955 <input type="text" value="0"/>		
b	501(c)(3) and 501(c)(4) orgs. 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		<input checked="" type="checkbox"/>
	89b		
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		<input type="text" value="0"/>
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		<input type="text" value="N/A"/>
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		<input checked="" type="checkbox"/>
	89e		
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		<input checked="" type="checkbox"/>
	89f		
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	89g		
90a	List the states with which a copy of this return is filed ▶ Oregon		
b	Number of employees employed in the pay period that includes March 12, 2006 (See instructions.)	90b	7
91a	The books are in care of ▶ Scott Hoffman Black, Executive Director Telephone no. ▶ (503) 232-6639 Located at ▶ 4828 SE Hawthorne Blvd. ZIP + 4 ▶ 97215-3252		
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 ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	<input checked="" type="checkbox"/>

Part VI Other Information (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c	Yes	No
If "Yes," enter the name of the foreign country		
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	92	N/A

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

Note: Enter gross amounts unless otherwise indicated.

	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	
93 Program service revenue:					
a Aquatic Taxonomy Workshop					4,224
b Educational Speaking Fees					2,175
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					23,073
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	131	
96 Dividends and interest from securities			14	3,481	
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					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					(636)
103 Other revenue: a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				3,612	28,836
105 Total (add line 104, columns (B), (D), and (E))					32,448

Note: Line 105 plus line 1e, 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).
93a	Aquatic Taxonomy workshop registration fees - education of attendees on species identification
93b	Giving informational talks on various invertebrate conservation issues
93g	Research, preparation of fact sheets, and surveys on endangered butterflies and other invertebrates
102	Revenue from Pollinator Conservation Handbook and other educational books on invertebrates

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)

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	✓

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a			
b			
c			
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
	✓

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a			
b			
c			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	✓

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

Signature of officer: *Scott Hoffman Black* Date: 7/05/07

Type or print name and title: Scott Hoffman Black Executive Director

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____

Firm's name (or yours if self-employed), address, and ZIP + 4: _____

Check if self-employed:

Preparer's SSN or PTIN (See Gen. Inst. X): _____

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 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

OMB No 1545-0047

2006

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

The Xerces Society, Inc.

Employer identification number

51 : 0175253

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 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
NONE				
Total number of other employees paid over \$50,000 ▶				

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
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

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
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶		

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 ▶ \$ _____ (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.

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?

b Lending of money or other extension of credit?

c Furnishing of goods, services, or facilities?

d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?

e Transfer of any part of its income or assets?

3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)

b Did the organization have a section 403(b) annuity plan for its employees?

c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement

d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g

b Did the organization make any taxable distributions under section 4966?

c Did the organization make a distribution to a donor, donor advisor, or related person?

d Enter the total number of donor advised funds owned at the end of the tax year ▶ 0

e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year . . . ▶ 0

f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ 0

g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ 0

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

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that 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 otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization:
 - Type I
 - Type II
 - Type III-Functionally Integrated
 - Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 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) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28).	327,591	301,705	285,301	276,995	1,191,592
16 Membership fees received					
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	41,733	38,701	27,481	14,044	121,959
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	3,697	3,597	4,929	5,518	17,741
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					
23 Total of lines 15 through 22	373,021	344,003	317,711	296,557	1,331,292
24 Line 23 minus line 17	331,288	305,302	290,230	282,513	1,209,333
25 Enter 1% of line 23	3,730	3,440	3,177	2,966	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 24,187
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 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 104,470
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 1,209,333
d Add: Amounts from column (e) for lines: 18 17,741 19 _____					26d 122,211
22 _____ 26b 104,470					26e 1,087,122
e Public support (line 26c minus line 26d total)					26f 90 %
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					
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:	(2005) _____ N/A (2004) _____ (2003) _____ (2002) _____				
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:	(2005) _____ (2004) _____ (2003) _____ (2002) _____				
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)					27f _____
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27g _____ %
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27h _____ %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, 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 9 of the instructions.)
 (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?		
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 page 10 of the 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	N/A
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—		
	If the amount on line 40 is— The lobbying nontaxable amount is—		
	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 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 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:

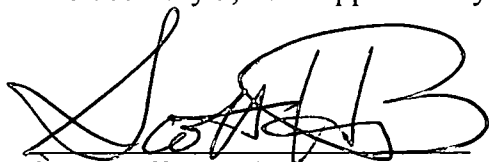
- a** Volunteers
- b** Paid staff or management (Include compensation in expenses reported on lines **c** through **h**.)
- c** Media advertisements
- d** Mailings to members, legislators, or the public
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying 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 **c** through **h**.)

Yes	No	Amount
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	0

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

I, Scott Hoffman Black the Executive Director of the Xerces Society, do hereby certify that the following By-Laws of The Xerces Society, Inc. were approved on February 3, 2006 by a vote of the Xerces Society's Board of Directors and that they are a complete and accurate copy of the original document.

The February 3, 2006 approved By-Laws replace in full the prior amended version of our By-Laws.



7/5/07

Scott Hoffman Black
Executive Director
The Xerces Society, Inc.

Part III – Payment of compensation – Line 2 d:

The Executive Director is paid a salary and benefits – see Part V-A of Form 990 and the attachment for Part II Line 25a of Form 990.

Part III - Statements About Activities – Line 3 a:

The DeWind awards are given to students who are engaged in research leading to a university degree related to Lepidoptera conservation and who intend to continue to work in this field. All proposals must be written by the student researcher. Proposed research should have a clear connection to Lepidoptera conservation. Applicants may be graduate or undergraduate students; however, please note that all awardees, to date, have been pursuing graduate research. Applications from countries outside the United States will be considered.

Proposal Format:

1. Cover Page (1 page).

a. Title. List the title in CAPITAL LETTERS.

b. Contact information. Provide the name of the contact information for the applicant and his or her major advisor. Include institutional affiliations, complete mailing address, and country. Also provide an email address and telephone number (include country code if outside the United States).

c. Abstract. Include a project summary immediately following the title and contact information. The summary should be limited to 100 words and should not exceed one paragraph.

2. Proposal body (2 pages). Begin with a clear statement of the problem or objectives, follow with a clear methods section, and end with a substantial conclusion. The proposal should include a discussion of potential conservation applications and results, and what products, if any, will result from this work.

3. Additional information. On separate pages, please include all of the following information: cited literature, detailed project budget, timeline, and a CV (CV must be 2 pages or less).

Typically The Xerces Society awards two DeWind awards a year for \$3,750 each (for a total of \$7,500); however, in 2006, the awards committee was tied between two applicants for the 2nd award, so it was decided to grant a total of 3 awards for \$7,750 – see the attachments for Part II – Line 22b of Form 990.

Part I – Line 10c Gross Profit (Loss) from sales of inventory:

Gross Sales of Pollinator Conservation Handbook (PCH)	\$ 7,947
Gross Sales of all other publications	11,694
Less Cost of Goods Sold on PCH	- 5,356
Less COGS on other publications	- 3,257
Less reduction of value PCH inventory value	<u>-11,665</u>
Net Loss from Sales of Inventory	\$ (636)

Part I – Line 20 Other changes in net assets or fund balances:

Unrealized Gain on Investments carried at market value	\$ 1,591
--	----------

Part II – Line 22b Other grants and allocations:

The Joan Mosenthal DeWind Award – 2006 Recipients:

Matthew Medeiros, University of California, for “Biodiversity, systematics, and evolution of Schrankia, a cave and rainforest dwelling Hawaiian moth”	\$3,750
Jessica Shors, Stanford University, for “Studying the effects of invasive Argentine ants on Lycaenid butterflies”	2,000
Jessica Stager, Antioch New England Graduate School, for “Does timing and frequency of mowing affect butterfly assemblages in post-agricultural fields?”	<u>2,000</u>
Total Grants	\$7,750

Part II – Line 25a Compensation of current officers, directors, key employees, etc., :

Employee	Title	(C) Compensation	(D) Benefit Plans & Deferred Comp	(E) Expense Account	Total
Scott Hoffman Black	Executive Director	\$ 60,250	\$ 9,600	\$ 0	\$ 69,850

Part II – Line 42 Depreciation:

Items	Total Cost	Depreciation Per Month	Total # of Service Months	Total 2006 Depreciation
'06 Program Lap Top 1	\$ 1,529	\$ 42	2	\$ 85
'06 Program Lap Top 2	\$ 1,529	\$ 42	2	\$ 85
'06 Program Lap Top 3	\$ 1,354	\$ 38	1	\$ 38
				\$ 207

Part IV – Line 55 (accumulated depreciation):

Category	Basis	Accum. Deprec.	Book Value
Equipment	\$ 22,152	\$ 17,948	\$ 4,204
Office Furniture	1,735	1,735	0
Artwork	620	620	0
Total	\$ 24,507	\$ 20,303	\$ 4,204

By-Laws of The Xerces Society, Inc.

Article I Name

The name of this corporation shall be The Xerces Society, Inc.

Article II Purpose

The Xerces Society, Inc. is a non-profit corporation dedicated to protecting biological diversity through invertebrate conservation.

Article III Membership

Section 1. Members.

Membership shall be open to all persons, businesses, and organizations sharing the objectives of the corporation as set forth in its Articles of Incorporation and these By-laws. Any individual or corporation who has paid dues to The Xerces Society, Inc. within the past eighteen months shall be considered a member. The members are not entitled to vote in elections of Directors or other organizational matters.

Article IV Board of Directors

Section 1. Number.

The corporation shall have not less than five (5) nor more than fifteen (15) Directors, who shall be known collectively as the Board of Directors.

Section 2. Qualifications.

All members of the Board of Directors must qualify as members of the corporation as stated in Article III, Section 1.

Section 3. Compensation.

Members of the Board of Directors are not compensated for their service as Directors.

Section 4. Elections and Terms of Office.

Members of the Board of Directors shall be elected by the Board of Directors at regularly scheduled Board meetings. Directors elected to replace a Director whose term has expired, or elected to an authorized but previously unfilled position on the Board, shall be elected for an initial three-year term of office commencing March 1. Directors elected to replace a Director who has resigned or is removed from the Board may be elected for an initial three-year term or a term limited to the remaining term of the previous Director.

Upon expiration of their initial term of office, Board members may be re-elected for additional two-year terms of office. There shall be no limit on the number of additional terms a Board member may serve.

Nominations for persons to fill a position on the Board of Directors shall be made by a committee appointed by the Board for that purpose or by the Executive Director. The names of all persons to be nominated shall be included in the notice of the meeting at which such persons are to be nominated:

Section 5. Responsibilities.

Subject to the limitations of the Articles of Incorporation, other sections of these By-laws, and of relevant federal and state law, all corporate powers of the corporation shall be exercised under the authority of the Board of Directors.

Section 6. Powers.

Without limiting the general powers, the Board of Directors shall have the following powers:

- a) To select and remove the Executive Director of the corporation; prescribe such lawful powers and duties for the Executive Director as may be consistent with the Articles of Incorporation or these By-laws; to fix the Executive Director's compensation; and require from the Executive Director security for faithful services.
- b) To periodically select and remove an auditor to review the financial records and reporting of the corporation.
- c) To set strategic direction and policy, and adopt lawful rules and regulations consistent with the Articles of Incorporation or these By-laws.
- d) To approve the borrowing of money or incur indebtedness, properly memorialized, for the purpose of the corporation.

Section 7. Ratification by the Board.

In extraordinary circumstances, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if subsequently ratified by an email vote of a majority of all Board members. Such ratification shall be filed with the regular minutes of the Board.

Section 8. Meetings.

Meetings of the Board of Directors shall be held at least biannually. All meetings may be held by conference call or at such other place and at such other times as determined by resolution of the Board. Special meetings may be called by the President or by the Executive Director or written petition of three (3) of the Directors filed at any time with the Secretary of the corporation. Upon the filing of such petition, it will be the duty of the President to call such meeting within thirty (30) days.

Section 9. Minutes and Records.

Staff will work with the Secretary to ensure that Board meeting minutes are completed and submitted after a Board meeting for review and approval at the next Board meeting. Approved versions of board minutes along with other relevant records of the activities of the Board shall be kept at the Society's principal office.

Section 10. Establishment of Committees.

The Board of Directors shall establish an Executive Committee and may, by resolution, establish such other standing or ad hoc committees as it deems appropriate. Standing or ad hoc committees other than the Executive Committee may contain members who are not members of the Board.

Section 11. Resignation.

Any Board Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect on the date of receipt or at a later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Removal.

Board Directors may be removed from office for cause, including conflicts of interest, by the vote of a majority of the remaining Board Directors.

Section 13. Quorum.

A simple majority of the Directors attending in person or by telephone shall constitute a quorum for the transaction of business. Formal action by the Board shall be by majority vote of the quorum.

Section 14. Email Voting.

Specific items may be voted on by email provided these items are emailed to the entire board for consideration. These votes will be recorded as minutes.

Section 15: Proxy Voting.

Any Director may vote by email on any specific agenda item prior to a meeting based on the published agenda. These votes will be listed in the minutes of the meeting.

Section 16. Absence at Meetings.

Any Director who misses three consecutive Board meetings without due justification may be considered for removal from the Board at the next regularly scheduled Board meeting.

Section 17. Limitation of Liability.

To the fullest extent that relevant federal or state law permits the limitation or elimination of the liability of Directors, a Director shall not be liable to the corporation for monetary damages for conduct, in good faith, as a Director. Any amendments to or repeal of this Article or the Act shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of any such Director occurring prior to such amendment or repeal.

**Article V
Officers**

Section 1. Numbers.

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. Officers must be members of the Board of Directors.

Section 2. Elections and Terms.

The Board of Directors shall elect all officers of the corporation for terms of Two years beginning on March 1. No person may hold the office of Treasurer for a consecutive period of more than three terms.

Section 3. President.

The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Board. The President shall preside at all Board and Executive Committee meetings, shall appoint committee members, and shall have such other powers and duties as may be prescribed from time to time by the Board.

Section 4. Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. Secretary.

The Secretary shall work with the Executive Director to oversee the keeping of full and complete records of Board and Executive Committee meetings, shall supervise the keeping of records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 6. Treasurer.

The Treasurer shall oversee the keeping of financial records of the corporation. The Treasurer shall make certain that adequate and correct accounts of the corporation's business transactions are being kept, and shall render to the President and Directors, at regularly scheduled meetings, a report on the financial condition of the corporation. The Treasurer shall make certain that the corporation's federal and state taxes are filed and shall make certain the proper forms are filed to ensure the tax-exempt status of the corporation. The Treasurer shall work with the Financial Manager on any audits of the organization.

Section 7. Removal of Officers.

Any Officer elected or appointed by the Board may be removed without cause by majority vote of all the Directors then in office.

Sections 8. Resignations.

Any Officer may resign at any time in writing by notifying the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in the By-laws for the regular election or appointment to such office.

Article VI.

Advisors and Counselors

Section 1. Advisors.

The Executive Director may appoint individuals who have demonstrated their dedication to invertebrate conservation and/or entomological expertise through active issue involvement, publication, or other manifest contribution to serve as Advisors. Advisors shall serve at the pleasure of the Executive Director. Advisors shall have no operational responsibilities but may be consulted by the Executive Director, Officers, and Directors on matters within their respective fields.

Section 2. Counselors.

The Executive Director may appoint individuals who are highly accomplished and suitably recognized as such in some field of human endeavor bearing upon entomology, wildlife, resource conservation, or environmental affairs, including the arts and politics and who have shown genuine concern for the aims of the Corporation, to serve as Counselors. Counselors shall serve for life or until they resign or are removed by a Executive Director. Counselors shall have no operational responsibilities but may be consulted by the Executive Director, Officers, and Directors on matters relating to their individual areas of accomplishment.

Article VII Amendments to By-Laws

These By-laws may be amended, repealed or altered in whole or in part by a two-thirds vote of the entire Board of Directors present at any annual or other meeting of the Directors as long as the amendment has been stated in the notice of the meeting.

Article VIII Non-Discrimination

The corporation shall not discriminate based on age, race, disability, religion, national origin, gender, sexual orientation, gender identity, or other factor protected by applicable local, state or federal law.

Article IX

Indemnification of Directors, Offices, Employees, and Agents

Section 1. Mandatory Indemnification.

In accordance with all relevant federal and state laws, the corporation shall indemnify each director, officer, employee and agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director, officer, employee or agent was a party because of being a director, officer, employee or agent of the corporation against reasonable expenses actually incurred by such person in connection with the proceeding. This provision is intended to require indemnification of such persons only to the extent required by law; provided, however, that the corporation may indemnify any such person in accordance with Sections 2 and 3 hereof.

Section 2. Permissible Indemnification.

The corporation may, to the extent permitted by law, indemnify an individual made party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation. For the purpose of this Section, the term "proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal.

Section 3. Advance for Expenses.

The corporation may pay for or reimburse the reasonable expenses incurred by a director, officer or agent of the corporation to the extent permitted by law. For the purpose of this Section, the term "expenses" includes the expense of investigations, judicial or administrative proceedings or appeals, attorneys' fees and disbursements.

Article X Employees

Section 1. Number.

The corporation shall have an Executive Director and such other employees and agents as shall be determined from time to time by the Executive Director.

Section 2. Executive Director.

The Executive Director is an at-will employee who shall serve at the pleasure of the Board of Directors. The Executive Director is the chief operating officer and as such has authority of day-to-day operations of the organization.

Section 3. Responsibility of Executive Director.

The Executive Director shall be responsible for the employment, termination, supervision, and performance of all other employees and shall fix their compensation. The Executive director shall advise the Board on all policy matters through appropriate reports and recommendations; work in conjunction with the Board to coordinate the raising of funds needed for the Society to fulfill its mission; prepare the agenda for Board meetings; represent the corporation as spokesperson on matters of established policy at the discretion of the Board; advise and assist the President, Treasurer, and committees in approving budgets; and perform other duties as may be assigned by the Board. The Executive Director shall have check signing authority and will determine what other staff shall have such authority.

Section 4. Performance Review and Appeal.

The Executive Director shall supervise performance reviews at least annually for all employees. The result of any review and any termination decision made by the Executive Director may be appealed by the affected employee to the Executive Committee. The performance of the Executive Director will be reviewed by the Board on an annual basis.

Article XI Rules of Order

Robert's Rules of Order shall govern all meetings as to parliamentary usage, so far as practical and not inconsistent with these By-laws.

Article XII Fiscal Year

The fiscal year of the corporation shall begin on January 1 and end on December 31.