

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

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

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

OMB No 1545-0047

**2007**Open to Public  
Inspection**A** For the 2007 calendar year, or tax year beginning

and ending

**B** Check if applicable

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Termination  
☐ Amended return  
☐ Application pending

Please use IRS label or print or type See Specific Instructions

**C** Name of organization**THEODORE ROOSEVELT CONSERVATION PARTNERSHIP**

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

**555 ELEVENTH STREET, NW - 6TH FLOOR**

City or town, state or country, and ZIP + 4

**WASHINGTON, DC 20004****D** Employer identification number**04-3706385****E** Telephone number**202-508-3449****F** Accounting method ☐ Cash ☒ Accrual  
Other (specify) ▶

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

**H** and **I** are not applicable to section 527 organizations.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶ **N/A****H(c)** Are all affiliates included? **N/A** ☐ Yes ☐ No  
(If "No," attach a list.)**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).**G** Website ▶ **WWW.TRCP.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.**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶**5,388,010.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue	<b>1</b> Contributions, gifts, grants, and similar amounts received:			
	<b>a</b> Contributions to donor advised funds	<b>1a</b>		
	<b>b</b> Direct public support (not included on line 1a)	<b>1b</b>	<b>5,265,737.</b>	
	<b>c</b> Indirect public support (not included on line 1a)	<b>1c</b>		
	<b>d</b> Government contributions (grants) (not included on line 1a)	<b>1d</b>		
	<b>e</b> Total (add lines 1a through 1d) (cash \$ <b>5,265,737.</b> noncash \$ )	<b>1e</b>	<b>5,265,737.</b>	
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>		
	<b>3</b> Membership dues and assessments	<b>3</b>		
	<b>4</b> Interest on savings and temporary cash investments	<b>4</b>	<b>75,789.</b>	
	<b>5</b> Dividends and interest from securities	<b>5</b>		
Expenses	<b>6 a</b> Gross rents	<b>6a</b>		
	<b>b</b> Less: rental expenses	<b>6b</b>		
	<b>c</b> Net rental income or (loss). Subtract line 6b from line 6a	<b>6c</b>		
	<b>7</b> Other investment income (describe ▶ )	<b>7</b>		
	<b>8 a</b> Gross amount from sales of assets other than inventory	(A) Securities	<b>8a</b>	(B) Other
	<b>b</b> Less: cost or other basis and sales expenses	<b>46,484.</b>	<b>8b</b>	
	<b>c</b> Gain or (loss) (attach schedule)	<b>47,444.</b>	<b>8c</b>	
	<b>d</b> Net gain or (loss). Combine line 8c, columns (A) and (B)	<b>-960.</b>	<b>8d</b>	<b>-960.</b>
	<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
	<b>a</b> Gross revenue (not including \$ of contributions reported on line 1b)	<b>9a</b>		
<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>			
<b>c</b> Net income or (loss) from special events. Subtract line 9b from line 9a	<b>9c</b>			
Net Assets	<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>		
	<b>b</b> Less: cost of goods sold	<b>10b</b>		
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	<b>10c</b>		
	<b>11</b> Other revenue (from Part VII, line 103)	<b>11</b>		
	<b>12</b> Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	<b>12</b>	<b>5,340,566.</b>	
	<b>13</b> Program services (from line 44, column (B))	<b>13</b>	<b>3,828,165.</b>	
	<b>14</b> Management and general (from line 44, column (C))	<b>14</b>	<b>191,149.</b>	
	<b>15</b> Fundraising (from line 44, column (D))	<b>15</b>	<b>149,266.</b>	
	<b>16</b> Payments to affiliates (attach schedule)	<b>16</b>		
	<b>17</b> Total expenses. Add lines 16 and 44, column (A)	<b>17</b>	<b>4,168,580.</b>	
Net Assets	<b>18</b> Excess or (deficit) for the year. Subtract line 17 from line 12	<b>18</b>	<b>1,171,986.</b>	
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>	<b>1,222,121.</b>	
	<b>20</b> Other changes in net assets or fund balances (attach explanation)	<b>20</b>	<b>0.</b>	
	<b>21</b> Net assets or fund balances at end of year. Combine lines 18, 19, and 20	<b>21</b>	<b>2,394,107.</b>	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2007)

SCANNED JUL 08 2008  
Revenue

**THEODORE ROOSEVELT CONSERVATION  
PARTNERSHIP**

Form 990 (2007)

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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
<b>22a</b> Grants paid from donor advised funds (attach schedule) (cash \$ 0 noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>				
<b>22b</b> Other grants and allocations (attach schedule) (cash \$ 0 noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>				
<b>23</b> Specific assistance to individuals (attach schedule)				
<b>24</b> Benefits paid to or for members (attach schedule)				
<b>25a</b> Compensation of current officers, directors, key employees, etc. listed in Part V-A	234,802.	140,881.	70,441.	23,480.
<b>b</b> Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
<b>c</b> 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)				
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c	1,190,454.	1,106,252.	65,618.	18,584.
<b>27</b> Pension plan contributions not included on lines 25a, b, and c	34,852.	32,051.	2,388.	413.
<b>28</b> Employee benefits not included on lines 25a - 27	121,288.	107,967.	10,899.	2,422.
<b>29</b> Payroll taxes	106,886.	93,956.	10,467.	2,463.
<b>30</b> Professional fundraising fees	71,139.			71,139.
<b>31</b> Accounting fees	40,147.		40,147.	
<b>32</b> Legal fees	255,877.	209,905.	45,972.	
<b>33</b> Supplies	61,693.	38,260.	23,128.	305.
<b>34</b> Telephone	43,284.	30,741.	12,450.	93.
<b>35</b> Postage and shipping	43,719.	35,954.	6,922.	843.
<b>36</b> Occupancy	131,121.	47,190.	83,931.	
<b>37</b> Equipment rental and maintenance				
<b>38</b> Printing and publications	168,279.	154,465.	5,863.	7,951.
<b>39</b> Travel	298,917.	208,721.	84,956.	5,240.
<b>40</b> Conferences, conventions, and meetings	136,538.	112,411.	24,052.	75.
<b>41</b> Interest				
<b>42</b> Depreciation, depletion, etc (attach schedule)	11,822.		11,822.	
<b>43</b> Other expenses not covered above (itemize)				
a				
b				
c				
d				
e				
f				
<b>g SEE STATEMENT 2</b>	1,217,762.	1,509,411.	-307,907.	16,258.
<b>44 Total functional expenses</b> Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	4,168,580.	3,828,165.	191,149.	149,266.

**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

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**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 3</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>UNIONS: THE USA IS A ONE-OF-A-KIND, HUNTING AND FISHING PROGRAM OF THE TRCP AND ITS TRADE UNION PARTNERS, EXCLUSIVELY FOR CONSERVATION-MINDED UNION MEMBERS, RETIREES AND THEIR FAMILIES THAT HUNT, FISH AND APPRECIATE THE OUTDOORS.</u>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,115,397.
<b>b</b> <u>ROADLESS: THE TRCP BELIEVES THAT PROPER MANAGEMENT OF ROADLESS AREAS IN OUR NATIONAL FORESTS CAN PROVIDE QUALITY HUNTING AND FISHING OPPORTUNITIES FOR ALL AMERICANS, THEREFORE THE TRCP MAKES SURE YOUR VOICE IS HEARD IN DISCUSSIONS DETERMINING THE FATE OF INVENTORIED ROADLESS AREAS IN YOUR STATE.</u>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	288,251.
<b>c</b> <u>ENERGY: BY COMBINING SCIENCE-BASED EXPERTISE WITH AN ACTIVE NETWORK OF SPORTSMEN, THE TRCP'S ENERGY STAFF WORKS WITH HUNTERS AND ANGLERS THROUGHOUT THE WEST TO CONSERVE OUR OUTDOOR TRADITIONS BY SUPPORTING RESPONSIBLE ENERGY DEVELOPMENT.</u>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	674,930.
<b>d</b> <u>TV SHOW: THE TRCP AND A NUMBER OF AMERICA'S LEADING LABOR UNIONS CO-SPONSOR TWO POPULAR OUTDOOR TELEVISION SHOWS THAT AIR ON THE VERSUS NETWORK.</u>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	406,625.
<b>e</b> Other program services (attach schedule) <u>SEE STATEMENT 4</u>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,342,962.
<b>f</b> <u>Total of Program Service Expenses (should equal line 44, column (B), Program services)</u>	3,828,165.

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**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	1,036,443.	45	500.	
	46 Savings and temporary cash investments	356,861.	46	1,826,667.	
	47 a Accounts receivable	47a			
	b Less allowance for doubtful accounts	47b	47c		
	48 a Pledges receivable	48a			
	b Less allowance for doubtful accounts	48b	48c		
	49 Grants receivable	275,385.	49	869,106.	
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a		
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b		
	51 a Other notes and loans receivable	51a			
	b Less; allowance for doubtful accounts	51b	51c		
	52 Inventories for sale or use		52		
	53 Prepaid expenses and deferred charges	20,213.	53	11,680.	
	54 a Investments - publicly-traded securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54a		
	b Investments - other securities STMT 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	47,444.	54b	0.	
55 a Investments - land, buildings, and equipment basis	55a				
b Less accumulated depreciation	55b	55c			
56 Investments - other		56			
57 a Land, buildings, and equipment basis	57a	69,713.			
b Less accumulated depreciation STMT 5	57b	30,216.	25,129.	57c	39,497.
58 Other assets, including program-related investments (describe ► <u>DEPOSITS</u> )		884.	58	884.	
59 <b>Total assets</b> (must equal line 74) Add lines 45 through 58		1,762,359.	59	2,748,334.	
<b>Liabilities</b>	60 Accounts payable and accrued expenses	540,238.	60	354,227.	
	61 Grants payable		61		
	62 Deferred revenue		62		
	63 Loans from officers, directors, trustees, and key employees		63		
	64 a Tax-exempt bond liabilities		64a		
	b Mortgages and other notes payable		64b		
	65 Other liabilities (describe ► )		65		
66 <b>Total liabilities.</b> Add lines 60 through 65		540,238.	66	354,227.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67 Unrestricted	490,846.	67	812,941.	
	68 Temporarily restricted	731,275.	68	1,581,166.	
	69 Permanently restricted		69		
	<b>Organizations that do not follow SFAS 117, check here</b> <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 <b>Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)		1,222,121.	73	2,394,107.
74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73		1,762,359.	74	2,748,334.	

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Yes	No
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- Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

Yes	No
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- Form
- 990**
- (2007)

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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?	82a	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	14,400.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	N/A
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85 a	501(c)(4), (5), or (6) Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
	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.		
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?	85g	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?	85h	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 a	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	88a	X
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	88b	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	89b	X
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.
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
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? N/A	89g	
90 a	List the states with which a copy of this return is filed DC		
b	Number of employees employed in the pay period that includes March 12, 2007	90b	15
91 a	The books are in care of THE ORGANIZATION Telephone no. 202-508-3449		
	Located at 555 11TH STREET, NW 6TH FLOOR, WASHINGTON, DC ZIP + 4 20004		
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	91b	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		

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**Part VI Other Information** (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91c

X

If "Yes," enter the name of the foreign country **N/A**

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

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) Exclu- sion code	(D) Amount	
93 Program service revenue					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	75,789.	
96 Dividends and interest from securities					
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	-960.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		74,829.	0.
105 Total (add line 104, columns (B), (D), and (E))					74,829.

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).

**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

X No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes

X No

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

Form 990 (2007)



## THEODORE ROOSEVELT CONSERVATION

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**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) N/A

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	-----			
<b>Totals</b>				

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.

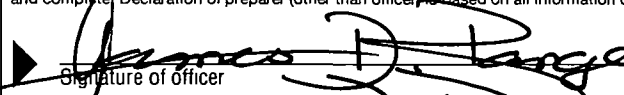
Yes No

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

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:  Date: 5-27-2008

Type or print name and title: JAMES D. Range, Chairman

Paid Preparer's Use Only: Preparer's signature: David F. Gelling CPA Date: 5-23-08 Check if self-employed: ☐ Preparer's SSN or PTIN (See Gen. Inst. X):

Firm's name (or yours if self-employed), address, and ZIP + 4: GELMAN, ROSENBERG & FREEDMAN  
4550 MONTGOMERY AVE., SUITE 650 NORTH  
BETHESDA, MARYLAND 20814-2930

EIN: Phone no.: (301) 951-9090

Form 990 (2007)

**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

**2007**

Name of the organization **THEODORE ROOSEVELT CONSERVATION PARTNERSHIP** Employer identification number **04 3706385**

**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
THOMAS FRANKLIN ALL IN C/O ORGANIZATION FRED MEYERS	VP 40.00	80,668.	21,480.	
THOMAS ST. HILAIRE	VP OF PARTNER & AFFL 40.00	113,780.	22,353.	
MAUREEN BATES	VP CAMPAIGN MGMT 40.00	82,367.	18,486.	
TERRY RILEY	VP ADMINISTRATION 40.00	64,443.	43,159.	
	VP OF POLICY 40.00	69,844.	23,933.	
Total number of other employees paid over \$50,000	7			

**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
SANDERS BLACKWELL 1146 19TH ST, NW, STE 700, WASHINGTON, DC 20006	LEGAL	89,280.
THE ACCORD GROUP 1730 RHODE ISLAND, AVE., NW #700, WASHINGTON, DC	POLITICAL CONSULTING ADVICE	72,000.
CARY RIDDER 5520 CAROLINA PLACE, NW, WASHINGTON, DC 20016	FUNDRAISING	71,723.
HOGAN AND HARTSON 555 13TH STREET, N.W., WASHINGTON, DC 20004	LEGAL	71,184.
GETACTIVE 2855 TELEGRAPH AVE., STE. 200, BERKELEY, CA 94705	IT SERVICES	51,600.
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
ORION MULTI-MEDIA 10397 W. CENTENNIAL RD., LITTLETON, CO 80127	TV SHOW HOST SERVICE	187,325.
BMA MEDIA GROUP 33206 LAKELAND BLVD, EASTLAKE, OH 44095	MEDIA SERVICES	118,138.
NITE-FLITE 609 IVY BROOK WAY, MACON, GA 31210	IT SERVICES	81,873.
KELLY PRESS 1701 CABIN BRANCH DRICE, CHEVERLY, MD 20785	PRINTING	53,263.
DWAYNE MEADOWS 707 S. 15TH, LARAMIE, WY 82070	ENVIRONMENTAL CONSULTING	52,245.
Total number of other contractors receiving over \$50,000 for other services	1	

## THEODORE ROOSEVELT CONSERVATION

Schedule A (Form 990 or 990-EZ) 2007 **PARTNERSHIP**

04-3706385 Page 2

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

Yes No

- 1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ \_\_\_\_\_ \$ 17,772. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) **VI-A, LINE 38B**

1 X

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?

SEE STATEMENT 8

2c X

d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990

2d X

e Transfer of any part of its income or assets?

2e X

- 3 a 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.)

3a X

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

3b X

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

3c X

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

3d X

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

4a X

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

N/A

4b

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

N/A

4c

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

► N/A

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

► N/A

f Enter the total number of separate funds or accounts owned at the end of the 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 in all funds or accounts included on line 4f at the end of the tax year

► 0.

Schedule A (Form 990 or 990-EZ) 2007

## THEODORE ROOSEVELT CONSERVATION

Schedule A (Form 990 or 990-EZ) 2007 **PARTNERSHIP**

04-3706385 Page 3

**Part IV Reason for Non-Private Foundation Status** (See pages 4 through 8 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 8 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	
<b>Total</b> <b>▶</b>					

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2007

## THEODORE ROOSEVELT CONSERVATION

Schedule A (Form 990 or 990-EZ) 2007 **PARTNERSHIP**

04-3706385 Page 4

**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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	3,088,563.	3,229,337.	2,119,772.	200,440.	8,638,112.
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					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	56,153.				56,153.
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	15,743.	7,397.	SEE STATEMENT 9 4,149.	29,134.	56,423.
23 Total of lines 15 through 22	3,160,459.	3,236,734.	2,123,921.	229,574.	8,750,688.
24 Line 23 minus line 17	3,160,459.	3,236,734.	2,123,921.	229,574.	8,750,688.
25 Enter 1% of line 23	31,605.	32,367.	21,239.	2,296.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 175,014.
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 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 3,215,874.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 8,750,688.
d Add: Amounts from column (e) for lines: 18 56,153. 19					26d 3,328,450.
22 56,423. 26b 3,215,874.					26e 5,422,238.
e Public support (line 26c minus line 26d total)					26f 61.9636%
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: N/A					
(2006) (2005) (2004) (2003)					
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					
(2006) (2005) (2004) (2003)					
c Add: Amounts from column (e) for lines: 15 16					27c N/A
17 20 21					27d N/A
d Add: Line 27a total and line 27b total					27e N/A
e Public support (line 27c total minus line 27d total)					
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 2003 through 2006, 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.					

## THEODORE ROOSEVELT CONSERVATION

Schedule A (Form 990 or 990-EZ) 2007 **PARTNERSHIP**

04-3706385 Page 5

**Part V Private School Questionnaire** (See page 9 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/>		
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?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
<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?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
<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?	34b	
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	35	

Schedule A (Form 990 or 990-EZ) 2007

## THEODORE ROOSEVELT CONSERVATION

Schedule A (Form 990 or 990-EZ) 2007 **PARTNERSHIP**

04-3706385 Page 6

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 11 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**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	10,572.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	7,200.
38	Total lobbying expenditures (add lines 36 and 37)	38	17,772.
39	Other exempt purpose expenditures	39	4,150,808.
40	Total exempt purpose expenditures (add lines 38 and 39)	40	4,168,580.
41	Lobbying nontaxable amount. Enter the amount from the following table -		
	<b>If the amount on line 40 is -</b>		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	<b>The lobbying nontaxable amount is -</b>		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
41		41	358,429.
42	Grassroots nontaxable amount (enter 25% of line 41)	42	89,607.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	0.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	0.

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount	358,429.	306,688.	284,443.	249,822.	1,199,382.
46 Lobbying ceiling amount (150% of line 45(e))					1,799,073.
47 Total lobbying expenditures	17,772.	25,000.	83,589.	70,400.	196,761.
48 Grassroots nontaxable amount	89,607.	76,672.	71,111.	62,456.	299,846.
49 Grassroots ceiling amount (150% of line 48(e))					449,769.
50 Grassroots lobbying expenditures	10,572.		32,500.	40,400.	83,472.

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

(For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.)

N/A

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

- 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
		0.

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





## 2007 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	MANAGEMENT AND GENERAL											
1	FURNITURE & FIXTURE	VARIABLES	SL	7.00	16	6,048.			6,048.	1,640.		864.
2	COMPUTER EQUIPMENT	VARIABLES	SL	5.00	16	63,665.			63,665.	16,754.		10,958.
	* 990 PAGE 2 TOTAL											
	MANAGEMENT AND GENERAL					69,713.		0.	69,713.	18,394.	0.	11,822.
	* GRAND TOTAL 990 PAGE 2 DEPR					69,713.		0.	69,713.	18,394.	0.	11,822.

FORM 990	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES			STATEMENT	1
DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)	
	46,484.	47,444.	0.	-960.	
TO FORM 990, PART I, LINE 8	46,484.	47,444.	0.	-960.	

FORM 990	OTHER EXPENSES			STATEMENT	2
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING	
CONSULTANTS	717,027.	675,227.	41,800.		
WEBSITE & IT SERVICES	134,899.	52,091.	82,808.		
ADVERTISING & PUBLICITY	74,116.	71,871.	635.	1,610.	
DUES & SUBSCRIPTIONS	16,144.	10,777.	4,273.	1,094.	
ADMINISTRATIVE FEES	7,000.	7,000.			
POLLING AND TV PRODUCTION	268,576.	268,576.			
INDIRECT COSTS	0.	423,869.	-437,423.	13,554.	
TOTAL TO FM 990, LN 43	1,217,762.	1,509,411.	-307,907.	16,258.	

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE			STATEMENT	3
	PART III				

## EXPLANATION

TO ENSURE THAT AMERICA'S LANDS, BOTH PUBLIC AND PRIVATE, WILL ALWAYS PROVIDE CLEAN WATER, HEALTHY HABITAT, BOUNTIFUL FISH AND WILDLIFE POPULATIONS, AND OPPORTUNITIES TO FISH, HUNT AND ENJOY THE OUTDOORS.

FORM 990	OTHER PROGRAM SERVICES	STATEMENT	4
DESCRIPTION OF OTHER PROGRAM SERVICES	GRANTS AND ALLOCATIONS	EXPENSES	
COMMUNICATIONS	0.	380,195.	
FARM POLICY	0.	300,910.	
FISHERIES	0.	65,845.	
MARINE	0.	27,373.	
MEMBERSHIP	0.	21,847.	
MINING	0.	10,719.	
POLICY	0.	340,321.	
STATE WILDLIFE	0.	81,804.	
WETLANDS	0.	113,948.	
TOTAL TO FORM 990, PART III, LINE E		1342962.	

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	5
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURE	6,048.	2,504.	3,544.
COMPUTER EQUIPMENT	63,665.	27,712.	35,953.
TOTAL TO FORM 990, PART IV, LN 57	69,713.	30,216.	39,497.

FORM 990	OTHER SECURITIES	STATEMENT	6
SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES	
EQUITIES	FMV		0.
TO FORM 990, LINE 54B, COL B			0.

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FORM 990      PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS,      STATEMENT      7  
TRUSTEES AND KEY EMPLOYEES

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE COOPER ALL MAY BE REACHED IN C/O ORGANIZATION	PRESIDENT 40.00	147,209.	26,606.	0.
MATT CONNOLLY (PART YEAR)	FORMER PRESIDENT 40.00	60,987.	0.	0.
JAMES D. RANGE	CHAIRMAN 0.50	0.	0.	0.
R. THOMAS BUFFENBARGER	DIRECTOR 0.50	0.	0.	0.
CHARLES H. COLLINS	DIRECTOR 0.50	0.	0.	0.
MATT HOGAN	DIRECTOR 0.50	0.	0.	0.
CHARLES GAUVIN	DIRECTOR 0.50	0.	0.	0.
BILL HITE	DIRECTOR 0.50	0.	0.	0.
J. MICHAEL NUSSMAN	DIRECTOR 0.50	0.	0.	0.
CHRISTOPHER MERRITT	DIRECTOR 0.50	0.	0.	0.

## THEODORE ROOSEVELT CONSERVATION PARTNERS

04-3706385

JAMES T. MARTIN	DIRECTOR	0.50	0.	0.	0.
DAVID D. PERKINS	DIRECTOR	0.50	0.	0.	0.
MARC A. PIERCE	DIRECTOR	0.50	0.	0.	0.
CHARLES S. POTTER, JR.	DIRECTOR	0.50	0.	0.	0.
DONALD L. ROLLINS	DIRECTOR	0.50	0.	0.	0.
JOHN M. "MICK" SEIDL	DIRECTOR	0.50	0.	0.	0.
ROLLIN SPARROWE	DIRECTOR	0.50	0.	0.	0.
HOWARD VINCENT	DIRECTOR	0.50	0.	0.	0.
ALAN WENTZ	DIRECTOR	0.50	0.	0.	0.
STEVEN A. WILLIAMS	DIRECTOR	0.50	0.	0.	0.

TOTALS INCLUDED ON FORM 990, PART V-A

208,196.	26,606.	0.
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SCHEDULE A	EXPLANATION OF TRANSACTIONS	STATEMENT	8
	PART III, LINE 2C		

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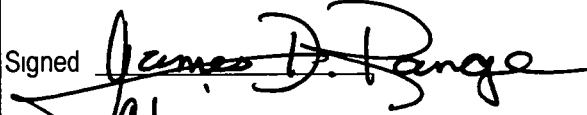
TRCP PAID AMERICAN SPORT FISHING ASSOCIATION (ASFA) A CONSULTING FEE OF \$45,000; TRCP'S TREASURER, MICHAEL NUSSMAN, IS ASFA'S PRESIDENT. TRCP ALSO PAID ONE OF IT'S BOARD MEMBERS FOR PROVIDING LODGING FOR A BOARD MEETING. THE AMOUNT OF THE PAYMENT WAS APPROXIMATELY \$4,459. THIS TRANSACTION WAS AT ARMS LEGNTH AND FAIR MARKET VALUE,

SCHEDULE A	OTHER INCOME			STATEMENT	9
DESCRIPTION	2006 AMOUNT	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT	
OTHER INCOME	15,743.	7,397.	4,149.	29,134.	
TOTAL TO SCHEDULE A, LINE 22	15,743.	7,397.	4,149.	29,134.	

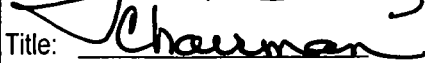
PART VI, ITEM 77 - CHANGES TO GOVERNING DOCUMENTS

I certify that the attached document represents a complete and accurate copy of the Bylaws of Theodore Roosevelt Conservation Partnership, Inc , currently in effect, as amended from time to time.

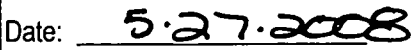
Signed



Title:



Date:





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**BYLAWS**  
**OF**  
**THEODORE ROOSEVELT CONSERVATION PARTNERSHIP, INC.**

**A Delaware**  
**Nonstock Corporation**

**Amended and Restated as of November 12, 2007**

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**BYLAWS**  
**OF**  
**THEODORE ROOSEVELT CONSERVATION PARTNERSHIP, INC.**

**SECTION 1        OFFICES.**

**1.1    Principal Office.**

The principal office of THEODORE ROOSEVELT CONSERVATION PARTNERSHIP, INC. (the "Corporation") shall, subject to the direction of or change by the Board of Directors, be located in the vicinity of Washington, D.C. The principal office may be moved to any other such place, either within or outside the State of Delaware, as the Board of Directors designate.

**1.2    Additional Offices.** The Corporation may maintain additional offices at such other places as the Board of Directors designates.

**1.3    Registered Office and Agent.** The Corporation shall have and continuously maintain in the State of Delaware, a registered office and a registered agent whose office is identical with such registered offices. The Corporation shall have and continuously maintain registered offices and registered agents in other States in which the Corporation qualifies to transact business, all as required by applicable laws.

**SECTION 2        MEMBERS.**

**2.1    Members.** The Corporation shall have no members.

**SECTION 3        BOARD OF DIRECTORS.**

**3.1    Powers.** The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation.

**3.2    Number, Voting, Tenure, and Qualifications.**

(A)    Number of Directors; Self-Perpetuating Board. The number of directors constituting the Board of Directors must be no fewer than 4 and no more than 23. The exact number of directors must be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the directors

then in office. The Board of Directors shall be self-perpetuating with elections held for expiring seats on such Board, which seats shall be filled by the affirmative vote of two-thirds of the members of the Board of Directors then in office. Except for the elections to the Board of Directors to be held in November 2007, prior to voting for the election of any persons to the Board of Directors, the Board of Directors shall review and consider the recommended nominees of the Executive Committee (acting in its role as Nominations Committee).

- (B) Classes of Directors. In order to stagger the terms of directors, directors must be divided into three classes as follows: Class I, Class II and Class III. Each class must have approximately one-third of the number of directors authorized. Elections for each class must occur every three years, with the election of only one class per year. Except for differing expiration dates of the terms of Class I, Class II and Class III Directors, there shall be no distinction in the rights or privileges of the Class I, Class II and Class III Directors.

- (C) Term.

- (i) Each director holds office for a term of three years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal.
- (ii) The standard term of directors shall begin as of January 1<sup>st</sup> immediately following the regular meeting of the Board of Directors held in the Fall of each year and at which such directors were elected.
- (iii) Directors may be elected to serve three consecutive, full 3-year terms (for a total of nine consecutive years of service) on the Board of Directors and thereafter shall not be eligible to serve on the Board of Directors for at least a two-year period.

Notwithstanding the foregoing limitation, if a particular director is serving only a partial term pursuant to Section 3.5 of these Bylaws, such years of service on the Board shall not count towards the nine-year limitation described in the preceding sentence.

Also notwithstanding the above-described nine consecutive year limitation for service on the Board of Directors, if such nine year time period has been exhausted, but a particular individual during such time period also is serving/has served as an officer and/or Committee Chair of the Corporation, then such person shall be eligible (but not required) to serve on the Board of Directors for an additional period of time equal to the amount of time (rounded up or down to the nearest possible number of years) that such person served as an officer and/or

Committee Chair; provided that such additional period of eligibility for service on the Board of Directors shall in no event exceed three additional years beyond the standard nine consecutive year term limit for service on the Board of Directors (such that the applicable individual would be permitted to serve on the Board of Directors for a maximum of up to nine consecutive years if such individual served as an officer and/or Committee Chair for at least three years during the initial nine consecutive year period such person was also serving on the Board of Directors); provided, further, however that at the end of such extended time period beyond the standard nine consecutive year limitation on board service, such person shall not be eligible for at least a two-year period to serve on the Board of Directors.

- (D) Certain Transition Rules. Notwithstanding any other provision in this Article III, in order to transition to Class I, Class II and Class III members of the Board of Directors, effective as of November 12, 2007, the existing appointments and terms of all members of the Board of Directors on November 12, 2007, shall be deemed to expire effective as of December 31, 2007 and, effective as of January 1, 2008, the individuals set forth at Exhibit A to these Bylaws shall be the Class I, Class II and Class III members of the Board of Directors, with such individuals having terms on the Board of Directors that expire on the date indicated on such exhibit.

3.3 Resignation. A director may resign at any time by:

- (A) giving written notice of his or her resignation to the Chairman of the Board (the "Chairman") or the Secretary of the Corporation, or
- (B) presenting his or her written resignation in person at a meeting of the Board of Directors.

3.4 Removal.

- (A) The Board of Directors, by a two-thirds vote of such Board at a duly called meeting at which a quorum is present, may remove any director whenever, in the judgment of the Board of Directors the interest of the Corporation would be served thereby.
- (B) The notice referred to in Section 4.3 must set forth the proposal to remove such director.
- (C) In addition, any director who shall be absent from two consecutive meetings of the Board of Directors may be subject to removal (and the notice referenced in Section 3.4(B) shall not be required) if the Board of Directors, after discussing such consecutive absences (which Board discussion shall be mandatory), determines at its option to adopt a resolution of the Board of Directors (by means of a two-thirds vote of such Board at a duly called

meeting at which a quorum is present) to remove such director.

**3.5 Vacancies and Newly Created Directorships.**

- (A) Any vacancies on the Board of Directors resulting from the death, resignation, or removal of a director or an increase in the authorized number of directors must be filled by a two-thirds affirmative vote of the directors then in office.  
The Board of Directors shall review the recommended nominees of the Executive Committee (acting in its role as Nominations Committee) prior to filling such vacancies.
- (B) The director elected to fill any such vacancy or newly created directorship holds office for the unexpired term of his or her predecessor and until the next election of his or her class of directors and until his or her successor has been elected and qualified.

**3.6 Compensation.**

- (A) Directors may not receive salaries for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be paid to a director for each annual or special Board meeting that he or she attends.
- (B) No provision of these Bylaws may be construed to preclude any director from serving the Corporation in any other capacity, and receiving reasonable compensation for such service.
- (C) Directors shall recuse themselves from any action of the Board of Directors in setting compensation for such directors when they act in other capacities for the Corporation.

**SECTION 4 MEETINGS OF THE BOARD OF DIRECTORS.**

- 4.1 **Regular Meetings.** Regular Meetings of the Board of Directors shall be held twice annually at a time and at a place decided by the Board of Directors. It shall be the duty of the President or his designee to cause a notice, as set forth in Section 4.3, to be provided to each director in advance of such meeting. One of the regular meetings shall constitute the annual meeting of the Corporation.

4.2 **Special Meetings.**

- (A) Special meetings of the Board of Directors may be called at any time by the Chairman.

- (B) Special meetings may be held at such place, either within or outside the State of Delaware, and at such time as specified in the notice of meeting.

#### 4.3 Notice of Board Meetings.

- (A) Media of Notice. Notice of the time and place of meetings of the Board of Directors must be communicated to each director by telephone, electronic mail, facsimile transmission, or mail or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown by the records of the Corporation.
- (B) Notice Period. If notice is mailed for a Regular Meeting, it must be deposited in the U.S. mail, delivered personally, or communicated by telephone, electronic mail, or facsimile, at least sixty (60) days prior to the date of the meeting. If notice is mailed for a Special Meeting, it must be deposited in the U.S. mail at least five (5) days prior to the date of the meeting. If notice for a Special Meeting is delivered personally or communicated by telephone, electronic mail, or facsimile, it shall be delivered or communicated at least two (2) days prior to the date of the meeting.
- (C) Purpose of Meeting. Neither the business to be transacted at nor the purpose of any meeting of the Board must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

#### 4.4 Quorum and Voting.

- (A) Quorum. A majority of the directors then in office constitutes a quorum for the transaction of business.
- (B) Voting. The action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board of Directors, except as otherwise provided by law, the Corporation's Certificate of Incorporation, or these Bylaws.
- (C) No Proxies. Proxy voting shall not be permitted at meetings of the Board of Directors.

#### 4.5 Conduct of Meetings.

- (A) Presiding Officer. The Chairman of the Board or his or her designee shall preside over meetings of the Board of Directors.
- (B) Secretary. The Secretary or his or her designee shall act as secretary of the meeting.

#### **4.6 Action Without Meeting.**

- (A) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a consent or consents, setting forth the action so taken:
  - (i) in writing is signed by all of the directors then in office; or
  - (ii) by electronic transmission is approved by all of the directors then in office.
- (B) Such consents must be filed with the minutes of the proceedings of the Board of Directors in a manner in accordance with the Delaware General Corporation Law.

#### **4.7 Telephonic Meetings.**

- (A) While it shall be the policy of the Corporation to strongly encourage in person participation at meetings of the Board of Directors, when a director is unable to so participate in person, such director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- (B) Participation in a meeting pursuant to this Section 4.7 constitutes presence in person at the meeting.

### **SECTION 5 COMMITTEES.**

#### **5.1 Committees of the Board of Directors.**

- (A) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each of which must consist of two or more directors. After receiving the recommendations of the Executive Committee (acting in its role as Nominations Committee), the Board of Directors shall appoint a chairman from each committee of the Board of Directors to serve as the Chair of such committee. If the position of Committee Chair becomes vacant at any time before the Board of Directors can so appoint a Committee Chair, then the Chairman of the Board of Directors may appoint a Committee Chair from among the members of the applicable committee to serve in such role on an interim basis unless and until the Board of Directors appoints a Committee Chair. A majority of the members of the committee shall constitute a quorum, unless otherwise provided in the resolution of the Board of Directors designating such committee. The act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws.

- (B) Committees, to the extent provided in said resolution and not restricted by law or Section 5.3 of these Bylaws, have and may exercise the authority and act on behalf of the Board of Directors in the management of the Corporation, including but not limited to actions specified in these Bylaws as requiring the approval of the Board of Directors.

## 5.2 Executive Committee.

- (A) The Board of Directors may in accordance with Section 5.1 of these Bylaws authorize an Executive Committee that has and may exercise all of the powers and authority of the Board of Directors, including but not limited to the power to spend or authorize the expenditure of any funds of the Corporation, subject only to the limitations in Section 5.3.
- (B) The Executive Committee shall also serve as the Nominations Committee of the Corporation. In such capacity, the Executive Committee shall, on a timely basis, provide to the Board of Directors of the Corporation its recommended nominees for expiring or vacant director, committee and/or officer positions. The Board of Directors may choose whether or not to accept such recommended nominees in its discretion.
- (C) The Executive Committee shall be comprised of those members of the Board of Directors (not to exceed seven (7) persons exclusive of any ex-officio committee members without voting rights) appointed on an annual basis to such committee by the Board of Directors, as well as the following officers who shall serve on the Executive Committee on an ex-officio basis without full voting rights: The Chairman, President, Treasurer and Secretary; provided, however, that the Chairman and any other officer who is simultaneously serving as a member of the Board of Directors shall, in fact, have full voting rights.

## 5.3 Audit and Compliance Committee. The Corporation shall have as a standing committee an Audit and Compliance Committee (the "Audit Committee").

- (A) The Audit Committee shall be designated by, and serve at the pleasure of, the Board of Directors and shall be comprised of no more than five members of the Board of Directors. The Audit Committee shall assist the Board of Directors in monitoring: (1) the integrity of the financial statements of the Corporation; (2) the Corporation's compliance with legal and regulatory requirements that may affect the financial statements; (3) the independence and performance of the Corporation's auditors; and (4) the Corporation's compliance with applicable legal, regulatory, ethical and professional standards and requirements. The membership of the Audit Committee shall not include the President or the Treasurer, and less than one-half of its members may also serve on the Finance Committee. The Audit Committee Chair shall not serve on the Finance Committee.



- (B) The directors designated to serve on the Audit Committee shall meet the following criteria:
- 1) Each member of the Audit Committee must have business experience and familiarity with fiscal operations of not-for-profit organizations.
  - 2) Each member of the Audit Committee must be able to read and understand financial statements, including the Corporation's balance sheet, income statement, and cash flow statement.
  - 3) At least one member of the Audit Committee shall have past employment experience in finance or accounting, or requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.
- (C) In meeting its responsibilities, the Audit Committee shall be expected to:
- 1) Make regular reports to the Board.
  - 2) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices, particularly estimates or choices among alternative accounting practices which could have a significant impact on the financial statements, as well as the Corporation's system of internal controls.
  - 3) Review with management and the Corporation's independent auditors any significant financial reporting issues raised by them in connection with the preparation of the Corporation's financial statements, and receive all required disclosures from the auditors.
  - 4) Review proposed major changes to the Corporation's auditing and accounting principles and practices that are brought to the attention of the Committee by independent auditors, internal auditors or management.
  - 5) Engage and review the performance of the independent auditors and, if so determined by the Audit Committee, replace the independent auditors.
  - 6) Review and approve performance of any non-auditing services to be provided by the auditing firm and confirm that such services conform with standards for auditor independence.
  - 7) Review with legal counsel and investigate, as appropriate, any matters that are brought to the Committee's attention and that may have a

material impact on the financial statements, the Corporation's compliance policies and material reports or inquiries received from regulatory bodies.

- (D) The Audit Committee shall have the power to: 1) conduct investigations into any matters within the Audit Committee's scope of responsibilities; and 2) retain counsel, accountants, or others to assist it in the conduct of any investigation. In addition, the Committee shall have the authority to undertake the specific duties and responsibilities described in these Bylaws or otherwise assigned by law, the Corporation's certificate of incorporation or by the Board of Directors. The Audit Committee also may ask members of management or others to attend its meeting and provide pertinent information as necessary.
- (E) The Corporation's independent auditors are accountable to the Board of Directors of the Corporation and to the Audit Committee. The Board of Directors shall have ultimate authority and responsibility to select and evaluate the independent auditors, but may delegate that authority to the Audit Committee. While the Audit Committee has the responsibilities and powers set forth in these Bylaws, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and independent auditors. It is not the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and independent auditors or to assure compliance with laws and regulations.
- (F) The Audit Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Audit Committee shall be distributed to each member of the Audit Committee and other members of the Board.

5.4 **Finance Committee.** The Corporation shall have as a standing committee a Finance Committee.

- (A) The Finance Committee shall be designated by, and serve at the pleasure of, the Board of Directors and shall be comprised of no more than five members of the Board of Directors. The Finance Committee shall be charged with responsibility for review and oversight of the financial affairs of the Corporation and to recommend to the Board of Directors financial policies and courses of action that will effectively accommodate the Corporation's goals and operating strategies while maintaining sound financial condition. Less than one-half of the members of the Finance

Committee may also serve on the Audit Committee. The Finance Committee Chair shall not serve on the Audit Committee.

(B) The directors designated to serve on the Finance Committee shall meet the following criteria:

- 1) Each member of the Finance Committee must have business experience and familiarity with fiscal operations of not-for-profit organizations.
- 2) Each member of the Finance Committee must be able to read and understand financial statements, including the Corporation's balance sheet, income statement, and cash flow statement.
- 3) At least one member of the Finance Committee shall have past employment experience in finance or accounting, or requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

(C) The primary responsibilities of the Finance Committee shall be as follows:

- 1) Annual Budget and Financing Plans – The Finance Committee shall review, assess and make recommendations to the Board of Directors regarding the Corporation's annual budget and financing plans and any interim changes.
- 2) Strategic Plans and Long-Term Objectives – The Finance Committee shall review and make recommendations to the Board of Directors regarding the financial implications of the Corporation's strategic plans and long-term objectives.
- 3) Review of Financial Reports – The Finance Committee shall review annual and interim financial statements to ensure consistent monitoring of the Corporation's operating performance against budget, cost containment and management.
- 4) Material Financial Transactions and Commitments – The Finance Committee shall review and make recommendations to the Board of Directors regarding financial transactions and commitments, including debt financings, capital expenditures and financing arrangements, that exceed the levels of approval authority delegated to the Finance Committee by the Board of Directors from time to time.

- 5) Other Financial Transactions and Commitments – The Finance Committee shall review and approve financial transactions and commitments that are within the levels of approval authority delegated to the Finance Committee by the Board of Directors from time to time but in excess of authority levels delegated to senior management.
- 6) Delegations of Authority – The Finance Committee shall review and approve, at least annually, the levels of approval authority with respect to financial transactions and commitments delegated to the Finance Committee or to senior management by the Board of Directors, and shall make recommendations, as necessary, regarding any proposed changes in such levels to the Board of Directors.
- 7) Investments – The Finance Committee shall periodically review and approve the Corporation's policies, guidelines and objective regarding investments.
- 8) Capital Allocations – The Finance Committee shall review and make recommendations to the Board of Directors regarding the Corporation's capital allocations.

5.5 **Limitations on Committee Powers.** No committee (including, but not limited to the Executive Committee or any standing committees) may:

- (A) amend the Corporation's Certificate of Incorporation;
- (B) adopt an agreement of merger or consolidation; or
- (C) amend the Bylaws of the Corporation.

5.6 **Officers.**

- (A) The officers of the Corporation are a Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. The Chairman, the Treasurer and the Secretary shall be selected from among the members of the Board of Directors. The President shall serve as an ex-officio member of the Board of Directors (without voting rights) but need not be selected from among the members of the Board of Directors.
- (B) Officers whose authority and duties are not prescribed in these Bylaws have the authority to perform the duties prescribed, from time to time, by resolution of the Board of Directors.
- (C) Any two or more offices may be held by the same person.

**5.7 Term of Office.**

- (A) The term of office of all officers (including, but not limited to, the President) begins upon their election or appointment and continues until the next regular meeting of the Board of Directors at which annual elections for members of the Board are held, and thereafter until their respective successors are chosen or until their earlier death, resignation, or removal. There shall be no limit on the number of successive terms that may be served by an individual as President.
- (B) An officer may resign by giving written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

**5.8 Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed.

**5.9 Vacancies.**

- (A) A vacancy in any office must be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose. The Board of Directors shall review the recommended nominees of the Executive Committee (acting in its role as Nominations Committee) prior to filling such vacancies.
- (B) In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers.

**5.10 Chairman of the Board.**

- (A) The Chairman shall preside at all meetings of the Board of Directors.
- (B) The Chairman shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors.

**5.11 President.**

- (A) The President shall be the Chief Executive Officer of the Corporation and shall report to the Board of Directors. The President shall be responsible for providing broad leadership and direction to the organization and has full responsibility for the day-to-day management of the Corporation within the policies and budgets approved by the Board of Directors. The President's major responsibilities include providing the Board of Directors with periodic reports on the condition of the Corporation and on external developments that

can influence the Corporation's future, and providing consistent achievement of the Corporation's vision, mission and financial objectives. The President will serve as the chief spokesperson for the Corporation and represent it to appropriate outside groups. Unless otherwise independently elected to serve on the Board of Directors, the President shall be an ex-officio, non-voting member of the Board of Directors (and, in such ex-officio status, also shall not count towards any applicable quorum requirements.)

- (B) The President shall perform the following functions and shall report to the Treasurer with respect to such functions:
  - (i) have custody of the funds and securities of the Corporation;
  - (ii) keep full and accurate accounts of receipts and disbursements in financial books of the Corporation; and
  - (iii) deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks or depositories as are designated by the Board of Directors.
- (C) The President may execute on behalf of the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, the Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors.
- (D) The President may vote all securities that the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

#### 5.12 Secretary.

- (A) The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the corporate records of the Corporation.
- (B) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required.
- (C) In the absence of the Chairman or in the event of the Chairman's refusal or in-ability to act, the Secretary shall preside at meetings of the Board of Directors.

- (D) The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the Chairman, under whose supervision the Secretary acts.

**5.13 Treasurer.**

- (A) The Treasurer shall have oversight and authority over the financial accounts of the Corporation but may delegate such responsibilities to the President. The Treasurer shall automatically be appointed as Chairman of the Finance Committee of the Board.
- (B) The Treasurer (or the President, if so designated by the Treasurer) is charged with the disbursement of funds of the Corporation, including without limitation distributions authorized by the Board of Directors in furtherance of the charitable purposes of the Corporation.
- (C) The Treasurer (or the President, if so designated by the Treasurer) shall render to the Chairman and to the Board of Directors, whenever they may require it, an account of all his or her transactions as Treasurer (or of the President, acting on behalf of the Treasurer) and of the financial condition of the Corporation.

**5.14 Assistant Treasurers and Assistant Secretaries.** The Assistant Treasurers and Assistant Secretaries (if any), shall in general perform such duties as shall be assigned by the Treasurer or the Secretary, respectively, or by the Chair, the President or the Board of Directors.

**5.15 Executive Secretary of the Corporation.** The individual named as Executive Secretary of the Corporation shall be an officer and shall hold the title of Assistant Secretary on an ex-officio basis. In contrast to all other officer positions, the Executive Secretary shall be appointed by, and serve at the pleasure of, the President. In addition to any duties assigned by the President, the Executive Secretary shall perform such other duties as may, from time to time, be assigned by the Board of Directors or any other officer of the Corporation.

**5.16 General Powers as to Negotiable Paper.** The Board of Directors shall prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation.

**5.17 Powers as to Other Documents.**

- (A) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

- (B) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the Chairman.

5.18 **Employees; Other Agents.** The Board of Directors, and any officer(s) expressly so authorized in writing by the Board of Directors (subject to the limitations set forth in such written authorization), may from time to time appoint such employees and other agents as the Board of Directors, or (subject to the limitations of his or her authorization) such appointing officer, shall deem necessary or appropriate, each of which employees or agents shall have such authority and perform such duties as the Board of Directors, or (subject to the limitations of his or her authorization) such appointing officer, may from time to time determine. Any such employee or agent may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors or by the authorized officer who appointed such employee or agent (subject to the limitations of such appointing officer's authorization).

## **SECTION 6 POLICY COUNCIL.**

The Corporation shall comprise a Policy Council of the Corporation. The role of the Policy Council shall be to make policy recommendations to the Board of Directors and/or the Corporation's officers and to otherwise assist the Corporation by providing advice and counsel to, and accepting assignments from, the Board of Directors and/or the Corporation's officers. Members of the Policy Council shall consist of persons who support the mission and purposes of the Corporation, are appointed by the Executive Committee on recommendation to such Committee of the President and the Policy Council Chairman, and shall serve at the pleasure of the President. Unless the Board of Directors appoints another member of the Board of Directors to serve as the Chairman of Policy Council, the Chairman of Board shall serve as the Chairman of the Policy Council.

## **SECTION 7 INDEMNIFICATION AND INSURANCE**

7.1 **Indemnification.** The Corporation shall, except as provided in or limited by Sections 8.5 and 8.6 of these Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the General Corporation Law of the State of Delaware, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.



- 7.2 **Right of Claimant to Bring Action Against the Corporation.** If a claim under Section 8.1 is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring an action against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such action. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in connection with any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed or is otherwise not entitled to indemnification under Section 8.1, but the burden of proving such defense shall be on the Corporation. The failure of the Corporation (in the manner provided under the Delaware General Corporation Law) to have made a determination prior to or after the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law shall not be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. Unless otherwise specified in an agreement with the claimant, an actual determination by the Corporation (in the manner provided under the Delaware General Corporation Law) after the commencement of such action that the claimant has not met such applicable standard of conduct shall not be a defense to the action, but shall create a presumption that the claimant has not met the applicable standard of conduct.
- 7.3 **Non-exclusivity.** The rights to indemnification and advance payment of expenses provided by Section 8.1 hereof shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any bylaw, agreement, action of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.
- 7.4 **Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 7.
- 7.5 **Certain Limitations on Indemnification.** In no case may the Corporation indemnify

or reimburse any person for any taxes on such individual under section 4958 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future U.S. internal revenue laws.

- 7.6 **Indemnification from Other Sources.** The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise must be reduced by any amount such person collects as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, or other enterprise.
- 7.7 **Survival of Indemnification.** The indemnification and advance payment of expenses and rights thereto provided by, or granted pursuant to, Section 7.1 hereof shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee, partner or agent and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such person.

## **SECTION 8      CONFLICTS OF INTEREST, CONTRACTS, AND SERVICES OF DIRECTORS AND OFFICERS**

### **8.1      Disclosure**

- (A) Prior to election to the Board of Directors, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined below) such Director may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Corporation has a business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be available to any Director of the Corporation on request.
- (B) If at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or other Conflict of Interest shall be promptly disclosed in writing to the Executive Committee.
- (C) When any matter for decision or approval comes before the Board of Directors or any committee of the Board of Directors in which a Director has an Interest or other Conflict, that Interest or other Conflict shall be immediately disclosed to the Board of Directors or relevant committee by that Director.

### **8.2      Definition of "Interest".** Whether a Director has an "Interest" in an entity shall be

determined by whether that Director would derive a significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Board of Directors or a committee. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or a Conflict of Interest. An Interest is not necessarily a Conflict of Interest; a Director who has an Interest may have a Conflict of Interest only if the Board of Directors decided that a Conflict of Interest exists.

- 8.3 **Voting.** No Director shall vote on any matter in which he or she has a Conflict of Interest.
- 8.4 **Non-Participation.** Any Director who has an Interest or a Conflict of Interest in a matter shall, after disclosing same, leave the room in which discussion is carried on regarding whether a Conflict of Interest for such Director exists and, if such Conflict of Interest is found to exist, regarding whether to approve the transaction, if so requested by the Board of Directors or the relevant committee.
- 8.5 **Attempts to Influence.** Directors shall not attempt to influence other Directors regarding matters in which they have a Conflict of Interest, without first disclosing that Conflict of Interest.
- 8.6 **Contract Review Committee.** The Board of Directors may, in its discretion, establish a Contract Review Committee to review any contract that is proposed for approval by the Board of Directors respecting which a Director may have a Conflict of Interest (an "Interested Party Contract"). If no Contract Review Committee has been duly appointed at any time, the Board of Directors (not including the Directors having an interest in the applicable contract) shall serve as the Contract Review Committee. The Contract Review Committee shall review the Interested Party Contract and determine whether to authorize the contract; provided, that, if the contract is of a magnitude that it would otherwise have required approval by the full Board of Directors, and if the full Board of Directors (other than the Directors having an interest in the applicable contract) is not acting as the Contract Review Committee, then the Contract Review Committee shall submit the contract to the full Board of Directors (not including the Directors having an interest in the contract) with the Committee's recommendation whether or not to approve the contract. The Contract Review Committee or the Board of Directors shall, by a majority vote of the disinterested Directors entitled to vote on the matter, determine whether the Interested Party Contract is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable, and in conformity with the foregoing make its decision as to whether to approve the Interested Party Contract.
- 8.7 **Compensation.** A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such Director's compensation; provided, however, that such Director shall not be prohibited from providing information to the Board of Directors or any committee thereof regarding compensation.

## SECTION 9 NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.

## SECTION 10 MISCELLANEOUS PROVISIONS

### 10.1 Books and Records. The Corporation must keep:

- (A) correct and complete books and records of account; and
- (B) minutes of the proceedings of its Board of Directors.

### 10.2 Fiscal Year. The fiscal year of the Corporation must be fixed by resolution of the Board of Directors.

### 10.3 Waiver of Notice.

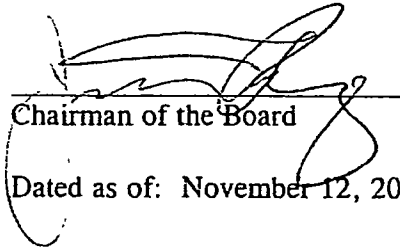
- (A) Waiver in Writing. Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law, the Corporation's Certificate of Incorporation, or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.
- (B) Waiver by Attendance. Attendance of any director at a meeting constitutes waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

### 10.4 Amendments.

- (A) Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office pursuant to the procedure set out in Section 242(b)(3) of the General Corporation Law of the State of Delaware.
- (B) Bylaws. These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the directors then in office. Such action may be taken at a meeting of the Board of Directors for which written notice of the purpose is given.

*{Certification on next page.}*

I certify that the foregoing Bylaws of THEODORE ROOSEVELT CONSERVATION PARTNERSHIP, INC., as approved and adopted for the Corporation by its Board of Directors by unanimous consent on August 1, 2002, were amended by unanimous consent as of November 12, 2007, and that they are currently in effect.



Chairman of the Board

Dated as of: November 12, 2007

**Exhibit A**

**Member of the Board of Directors – Designated by Class & Term Expiration Date  
(Effective as Board Meeting November 12, 2007 the following Directors shall assume office on January 1, 2008)**

**Class I Members of the Board of Directors**

**Date Term Expires**

- |                    |                   |
|--------------------|-------------------|
| 1) Chip Collins    | December 31, 2008 |
| 2) Charles Gauvin  | December 31, 2008 |
| 3) Michael Nussman | December 31, 2008 |
| 4) Jim Range       | December 31, 2008 |
| 5) Rollin Sparrowe | December 31, 2008 |
| 6) Alan Wentz      | December 31, 2008 |

**Class II Members of the Board of Directors**

**Date Term Expires**

- |                   |                   |
|-------------------|-------------------|
| 1) Jim Martin     | December 31. 2009 |
| 2) Dave Perkins   | December 31. 2009 |
| 3) Marc Pierce    | December 31. 2009 |
| 4) Charles Potter | December 31. 2009 |
| 5) Don Rollins    | December 31. 2009 |
| 6) Steve Williams | December 31. 2009 |

**Class III Members of the Board of Directors**

**Date Term Expires**

- |                        |                   |
|------------------------|-------------------|
| 1) Tom Buffenbarger    | December 31, 2010 |
| 2) Bill Hite           | December 31, 2010 |
| 3) Matt Hogan          | December 31, 2010 |
| 4) Christopher Merritt | December 31, 2010 |
| 5) Mick Seidl          | December 31, 2010 |
| 6) Howard Vincent      | December 31, 2010 |