

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2006

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2006 calendar year, or tax year beginning **JUL 1, 2006** and ending **JUN 30, 2007**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization AMERICAN RIVERS, INC. Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1101 14TH STREET, NW 1400 City or town, state or country, and ZIP + 4 WASHINGTON, DC 20005	D Employer identification number 23-7305963 E Telephone number 202-347-7550 F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (specify) ▶
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• 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.AMERICANRIVERS.ORG**

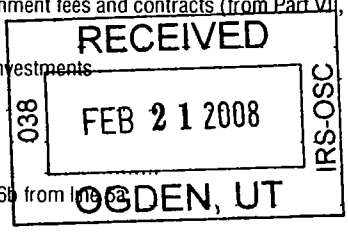
J Organization type (check only one) ▶ ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527

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 ▶ **10,364,040.**

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

	1 Contributions, gifts, grants, and similar amounts received:																			
	a Contributions to donor advised funds	1a																		
	b Direct public support (not included on line 1a)	1b	4,946,700.																	
	c Indirect public support (not included on line 1a)	1c	99,117.																	
	d Government contributions (grants) (not included on line 1a)	1d	945,394.																	
	e Total (add lines 1a through 1d) (cash \$ 5,991,211. noncash \$)	1e	5,991,211.																	
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2	9,625.																	
	3 Membership dues and assessments	3	983,152.																	
	4 Interest on savings and temporary cash investments	4																		
	5 Dividends and interest from securities	5	206,358.																	
	6 a Gross rents b Less: rental expenses c Net rental income or (loss). Subtract line 6b from line 6a	6a 6b 6c																		
	7 Other investment income (describe ▶)	7																		
	8 a Gross amount from sales of assets other than inventory b Less: cost or other basis and sales expenses c Gain or (loss) (attach schedule) d Net gain or (loss). Combine line 8c, columns (A) and (B)	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th align="left" colspan="2">(A) Securities</th> <th align="left" colspan="2">(B) Other</th> </tr> <tr> <td>8a</td> <td align="right">3,134,284.</td> <td>8a</td> <td></td> </tr> <tr> <td>8b</td> <td align="right">2,886,049.</td> <td>8b</td> <td align="right">1,973.</td> </tr> <tr> <td>8c</td> <td align="right">248,235.</td> <td>8c</td> <td align="right">-1,973.</td> </tr> </table>	(A) Securities		(B) Other		8a	3,134,284.	8a		8b	2,886,049.	8b	1,973.	8c	248,235.	8c	-1,973.	8d	246,262.
(A) Securities		(B) Other																		
8a	3,134,284.	8a																		
8b	2,886,049.	8b	1,973.																	
8c	248,235.	8c	-1,973.																	
	9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>																			
	a Gross revenue (not including \$ 47,440. of contributions reported on line 1b) b Less: direct expenses other than fundraising expenses c Net income or (loss) from special events. Subtract line 9b from line 9a	9a 9b 9c	16,814. 17,994. -1,180.																	
	10 a Gross sales of inventory, less returns and allowances b Less: cost of goods sold c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10a 10b 10c	22,596. 7,458,024. 5,670,075.																	
	11 Other revenue (from Part VII, line 103)	11	450,013.																	
	12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	1,260,104.																	
	13 Program services (from line 44, column (B))	13	7,380,192.																	
	14 Management and general (from line 44, column (C))	14	77,832.																	
	15 Fundraising (from line 44, column (D))	15	7,876,088.																	
	16 Payments to affiliates (attach schedule)	16	126,111.																	
	17 Total expenses. Add lines 16 and 44, column (A)	17	8,080,031.																	
	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18																		
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19																		
	20 Other changes in net assets or fund balances (attach explanation)	20																		
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21																		



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

Form 990 (2006)

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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
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> . If this amount includes foreign grants, check here <input type="checkbox"/> 22a			STATEMENT 5	
22b Other grants and allocations (attach schedule) (cash \$ <u>860350</u> . noncash \$ <u>0</u> . If this amount includes foreign grants, check here <input type="checkbox"/> 22b	<u>860,350.</u>	<u>860,350.</u>		
23 Specific assistance to individuals (attach schedule) 23				
24 Benefits paid to or for members (attach schedule) 24				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A 25a	<u>535,286.</u>	<u>378,960.</u>	<u>20,313.</u>	<u>136,013.</u>
b Compensation of former officers, directors, key employees, etc. listed in Part V-B 25b	<u>121,678.</u>	<u>90,250.</u>	<u>31,428.</u>	<u>0.</u>
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) 25c				
26 Salaries and wages of employees not included on lines 25a, b, and c 26	<u>2,445,936.</u>	<u>1,873,057.</u>	<u>191,830.</u>	<u>381,049.</u>
27 Pension plan contributions not included on lines 25a, b, and c 27	<u>74,074.</u>	<u>56,591.</u>	<u>6,428.</u>	<u>11,055.</u>
28 Employee benefits not included on lines 25a - 27 28	<u>125,281.</u>	<u>95,655.</u>	<u>9,838.</u>	<u>19,788.</u>
29 Payroll taxes 29	<u>228,098.</u>	<u>172,354.</u>	<u>17,870.</u>	<u>37,874.</u>
30 Professional fundraising fees 30	<u>38,062.</u>	<u>24,740.</u>		<u>13,322.</u>
31 Accounting fees 31	<u>18,955.</u>		<u>18,955.</u>	
32 Legal fees 32	<u>61,101.</u>	<u>51,942.</u>	<u>4,595.</u>	<u>4,564.</u>
33 Supplies 33	<u>65,882.</u>	<u>48,571.</u>	<u>1,478.</u>	<u>15,833.</u>
34 Telephone 34	<u>71,853.</u>	<u>62,298.</u>	<u>2,899.</u>	<u>6,656.</u>
35 Postage and shipping 35	<u>272,505.</u>	<u>165,752.</u>	<u>1,437.</u>	<u>105,316.</u>
36 Occupancy 36	<u>436,386.</u>	<u>338,501.</u>	<u>31,379.</u>	<u>66,506.</u>
37 Equipment rental and maintenance 37	<u>50,240.</u>	<u>36,902.</u>	<u>5,133.</u>	<u>8,205.</u>
38 Printing and publications 38	<u>353,220.</u>	<u>218,040.</u>	<u>1,630.</u>	<u>133,550.</u>
39 Travel 39	<u>171,311.</u>	<u>143,785.</u>	<u>5,446.</u>	<u>22,080.</u>
40 Conferences, conventions, and meetings 40	<u>122,410.</u>	<u>76,299.</u>	<u>9,354.</u>	<u>36,757.</u>
41 Interest 41	<u>3,237.</u>	<u>92.</u>	<u>3,144.</u>	<u>1.</u>
42 Depreciation, depletion, etc. (attach schedule) 42	<u>100,213.</u>	<u>76,641.</u>	<u>7,749.</u>	<u>15,823.</u>
43 Other expenses not covered above (itemize) a OTHER 43a	<u>35,463.</u>	<u>2,013.</u>	<u>32,836.</u>	<u>614.</u>
b PROFESSIONAL SERVICES 43b	<u>1,188,651.</u>	<u>897,282.</u>	<u>46,271.</u>	<u>245,098.</u>
c 43c				
d 43d				
e 43e				
f 43f				
g 43g				
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15) 44	<u>7,380,192.</u>	<u>5,670,075.</u>	<u>450,013.</u>	<u>1,260,104.</u>

Joint Costs. Check ☒ if you are following SOP 98-2Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☒ Yes ☐ NoIf "Yes," enter (i) the aggregate amount of these joint costs \$ 1,836,770. ; (ii) the amount allocated to Program services \$ 663,523. ;(iii) the amount allocated to Management and general \$ 1,173,247. ; and (iv) the amount allocated to Fundraising \$ 1,173,247.

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? ► **SEE STATEMENT 6**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a SEE ATTACHED SCHEDULE 1: PROGRAM SERVICE ACCOMPLISHMENTS FOR FISCAL YEAR 2006

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

5,670,075.

b

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

c

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

d

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►

5,670,075.

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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
Assets	45 Cash - non-interest-bearing	281,244.	394,326.
	46 Savings and temporary cash investments	398,238.	1,530,457.
	47 a Accounts receivable	182,079.	
	b Less: allowance for doubtful accounts		182,079.
	48 a Pledges receivable		
	b Less: allowance for doubtful accounts		
	49 Grants receivable	861,605.	1,103,711.
	50 a Receivables from current and former officers, directors, trustees, and key employees		
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	52 Inventories for sale or use		
	53 Prepaid expenses and deferred charges	152,444.	152,852.
	54 a Investments - publicly-traded securities STMT 9 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	5,569,182.	5,087,517.
	b Investments - other securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		
	55 a Investments - land, buildings, and equipment: basis		
	b Less: accumulated depreciation		
	56 Investments - other		
57 a Land, buildings, and equipment: basis	646,785.		
b Less: accumulated depreciation STMT 7	355,927.	290,858.	
58 Other assets, including program-related investments (describe <input type="checkbox"/>)			
59 Total assets (must equal line 74) Add lines 45 through 58	8,744,045.	8,741,800.	
Liabilities	60 Accounts payable and accrued expenses	370,547.	222,646.
	61 Grants payable	286,606.	211,786.
	62 Deferred revenue	900.	8,375.
	63 Loans from officers, directors, trustees, and key employees	75,000.	
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	65 Other liabilities (describe <input type="checkbox"/> SEE STATEMENT 8)	134,904.	218,962.
	66 Total liabilities. Add lines 60 through 65	867,957.	661,769.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		
	67 Unrestricted	1,021,792.	1,060,257.
	68 Temporarily restricted	5,187,445.	5,351,584.
	69 Permanently restricted	1,666,851.	1,668,190.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	7,876,088.	8,080,031.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	8,744,045.	8,741,800.

Form 990 (2006)

Part V-A	Current Officers, Directors, Trustees, and Key Employees (continued)
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Yes	No
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- 75 a** Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ _____ 3
- b** Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)
- c** Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization "
- If "Yes," attach a statement that includes the information described in the instructions
- d** Does the organization have a written conflict of interest policy?

Part V-B	Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other		
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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]

Part VI	Other Information <i>(See the instructions)</i>
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	Yes	No
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- 76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change
- 77 Were any changes made in the organizing or governing documents but not reported to the IRS?
If "Yes," attach a conformed copy of the changes
- 78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
b If "Yes," has it filed a tax return on **Form 990-T** for this year? **N/A**
- 79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement
- 80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
b If "Yes," enter the name of the organization **N/A**
- _____ and check whether it is ☐ exempt or ☐ nonexempt
- 81 a Enter direct or indirect political expenditures (See line 81 instructions) **81a** **0**
- b Did the organization file **Form 1120-POL** for this year?

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	57,893.
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 quid pro quo 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	501(c)(4), (5), or (6) organizations. a 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?	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 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
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?	89b	X
	If "Yes," attach a statement explaining each transaction		
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?	89g	N/A
90 a	List the states with which a copy of this return is filed	SEE STATEMENT 13	
b	Number of employees employed in the pay period that includes March 12, 2006	90b	52
91 a	The books are in care of	THE ORGANIZATION	
	Located at	1101 14TH STREET, NW, WASHINGTON, DC	
	Telephone no.	202-347-7550	
	ZIP + 4	20005	
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)?	91b	X
	If "Yes," enter the name of the foreign country	N/A	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			

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		<input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the tax year		92	N/A

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

	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 ADVISORY FEES					9,625.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					983,152.
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	206,358.	
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			01	246,262.	
101 Net income or (loss) from special events			01	-1,180.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a ROYALTIES			15	21,465.	
b MISCELLANEOUS					1,131.
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		472,905.	993,908.
105 Total (add line 104, columns (B), (D), and (E))					1,466,813.

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).
▼	
	SEE STATEMENT 14

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

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

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	Yes	No
a	----- -----					
b	----- -----					
c	----- -----					
Totals						

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

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer	Yes	No
a	----- -----					
b	----- -----					
c	----- -----					
Totals						

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

	Yes	No

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

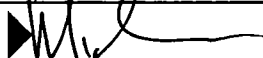
Please
Sign
Here

Signature of officer 

Date **2/15/08**

Type or print name and title **MATTHEW J ZIMMERMANN / CFO**

Paid
Preparer's
Use Only

Preparer's signature 

Date **2/4/08**

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 (2006)

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

2006

Name of the organization

AMERICAN RIVERS, INC.

Employer identification number

23 7305963

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
ROBERT MASONIS ALL MAY BE REACHED C/O THE ORG.	SENIOR DIRECTOR 40.00	75,000.	23,163.	0.
ROBERT PERKS	SENIOR DIRECTOR 40.00	65,518.	15,436.	0.
WILKE NELSON	DEPUTY VP 40.00	69,210.	19,448.	0.
MELISSA SAMET	SENIOR DIRECTOR 40.00	84,000.	6,146.	0.
ROBBIN MARKS	SENIOR DIRECTOR 40.00	80,000.	2,893.	0.
Total number of other employees paid over \$50,000	19			

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
DELCOR TECHNOLOGY SOLUTIONS 8380 COLESVILLE RD., #550, SILVER SPRING, MD 20910	COMPUTER CONSULTING	102,440.
CONVIO, INC 11921 N MOPAC EXPRESSWAY, #200, AUSTIN, TX 78759	WEBSITE CONSULTING	82,284.
BEMPORAD BARANOWSKI INC 200 PARK AVE SOUTH, #1516, NEW YORK, NY 10003	CORPORATE BRANDING	67,038.
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
NONE		
Total number of other contractors receiving over \$50,000 for other services	0	

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 ► \$ 78,365. (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?

SEE STATEMENT 15

2b X

c Furnishing of goods, services, or facilities?

2c X

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

► 0

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

► 0.

f Enter the total number of separate funds or accounts owned at the end of the 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) 2006

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ►
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

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

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

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2006

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) **Use cash method of accounting.**
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	5,831,304.	7,288,209.	4,470,137.	4,730,025.	22,319,675.
16 Membership fees received	1,019,447.	1,074,359.	1,045,473.	829,784.	3,969,063.
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	39,968.	139,615.	135,358.	162,669.	477,610.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	123,960.	83,725.	58,646.	44,269.	310,600.
19 Net income from unrelated business activities not included in line 18				0.	
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	16,573.	26,974.	SEE STATEMENT 16	56,878.	146,976.
23 Total of lines 15 through 22	7,031,252.	8,612,882.	5,756,165.	5,823,625.	27,223,924.
24 Line 23 minus line 17	6,991,284.	8,473,267.	5,620,807.	5,660,956.	26,746,314.
25 Enter 1% of line 23	70,313.	86,129.	57,562.	58,236.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 534,926.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 1,552,716.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 26,746,314.
d Add: Amounts from column (e) for lines: 18 310,600. 19 22 146,976. 26b 1,552,716.					26d 2,010,292.
e Public support (line 26c minus line 26d total)					26e 24,736,022.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 92.4839%
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					
(2005) (2004) (2003) (2002)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2005) (2004) (2003) (2002)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					27c N/A
d Add: Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)			27f N/A		
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

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?

Yes No

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?

31

If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)

32 Does the organization maintain the following:

- a** Records indicating the racial composition of the student body, faculty, and administrative staff?
- b** Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
- c** Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
- d** Copies of all material used by the organization or on its behalf to solicit contributions?

32a

32b

32c

32d

If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)

33 Does the organization discriminate by race in any way with respect to:

- a** Students' rights or privileges?
- b** Admissions policies?
- c** Employment of faculty or administrative staff?
- d** Scholarships or other financial assistance?
- e** Educational policies?
- f** Use of facilities?
- g** Athletic programs?
- h** Other extracurricular activities?

33a

33b

33c

33d

33e

33f

33g

33h

If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)

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) 2006

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768)Check ☐ **a** if the organization belongs to an affiliated group. Check ☐ **b** if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(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	10,505.
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	67,860.
38 Total lobbying expenditures (add lines 36 and 37)	38	78,365.
39 Other exempt purpose expenditures	39	7,303,800.
40 Total exempt purpose expenditures (add lines 38 and 39)	40	7,382,165.
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is -		
Not over \$500,000	20% of the amount on line 40	
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
Over \$17,000,000	\$1,000,000	
The lobbying nontaxable amount is -		
	41	519,108.
42 Grassroots nontaxable amount (enter 25% of line 41)	42	129,777.
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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount	519,108.	492,298.	472,749.	478,024.	1,962,179.
46 Lobbying ceiling amount (150% of line 45(e))					2,943,269.
47 Total lobbying expenditures	78,365.	62,228.	45,844.	57,353.	243,790.
48 Grassroots nontaxable amount	129,777.	123,075.	118,187.	119,506.	490,545.
49 Grassroots ceiling amount (150% of line 48(e))					735,818.
50 Grassroots lobbying expenditures	10,505.	5,721.	8,801.	12,597.	37,624.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

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.

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
1	FURNITURE & EQUIPMENT	VARIESSL		.000	16	580,442.			580,442.	252,950.		93,579.
2	LEASEHOLD IMPROVEMENTS	VARIESSL		.000	16	66,343.			66,343.	2,764.		6,634.
3				.000	16							0.
	* TOTAL 990 PAGE 2 DEPR					646,785.		0.	646,785.	255,714.	0.	100,213.

FORM 990	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES	STATEMENT	1
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DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
SALES OF INVESTMENTS	3,134,284.	2,886,049.	0.	248,235.
TO FORM 990, PART I, LINE 8	3,134,284.	2,886,049.	0.	248,235.

FORM 990	GAIN (LOSS) FROM SALE OF OTHER ASSETS	STATEMENT	2
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED
LOSS ON DISPOSAL OF FIXED ASSETS	VARIOUS	VARIOUS	PURCHASED

NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	0.	1,973.	0.	0.	-1,973.
TO FM 990, PART I, LN 8		1,973.	0.	0.	-1,973.

FORM 990	SPECIAL EVENTS AND ACTIVITIES	STATEMENT	3
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DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
NORTHWEST OFFICE DINNER	46,714.	38,080.	8,634.	8,634.	0.
NORTHWEST OFFICE AUCTION	17,540.	9,360.	8,180.	9,360.	-1,180.
TO FM 990, PART I, LINE 9	64,254.	47,440.	16,814.	17,994.	-1,180.

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	126,111.
TOTAL TO FORM 990, PART I, LINE 20	126,111.

FORM 990	CASH GRANTS AND ALLOCATIONS TO OTHERS	STATEMENT	5
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CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	AMOUNT
SEE ATTACHED SCHEDULE 2	860,350.

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B	860,350.
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FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT	6
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EXPLANATION

TO PROMOTE AND RESTORE RIVER SYSTEMS THROUGHOUT THE UNITED STATES AND TO
FOSTER A RIVER STEWARDSHIP ETHIC.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	7
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & EQUIPMENT	580,442.	346,529.	233,913.
LEASEHOLD IMPROVEMENTS	66,343.	9,398.	56,945.
TOTAL TO FORM 990, PART IV, LN 57	646,785.	355,927.	290,858.

FORM 990	OTHER LIABILITIES	STATEMENT	8
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DESCRIPTION	AMOUNT
ANNUITIES PAYABLE	60,054.
DEFERRED RENT	158,908.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	218,962.

FORM 990		NON-GOVERNMENT SECURITIES			STATEMENT	9
SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES	
EQUITY MUTUAL FUNDS	FMV			1,728,378.	1,728,378.	
FIXED INCOME MUTUAL FUNDS	FMV			3,359,139.	3,359,139.	
TO FORM 990, LINE 54A, COL B				5,087,517.	5,087,517.	

FORM 990		OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	10
DESCRIPTION			AMOUNT	
LOSS ON DISPOSAL OF FIXED ASSETS SHOWN AS EXPENSE ON FINANCIAL STATEMENTS AND NETTED AGAINST REVENUE ON FORM 990, LINE 8C			1,973.	
TOTAL TO FORM 990, PART IV-A			1,973.	

FORM 990		OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	11
DESCRIPTION			AMOUNT	
LOSS ON DISPOSAL OF FIXED ASSETS SHOWN AS EXPENSE ON FINANCIAL STATEMENTS AND NETTED AGAINST REVENUE ON FORM 990, LINE 8C			1,973.	
TOTAL TO FORM 990, PART IV-B			1,973.	

FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, STATEMENT 12
 TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REBECCA R. WODDER ALL MAY BE REACHED C/O THE ORGANIZATION	PRESIDENT 40.00	140,751.	29,265.	0.
ANN C. MILLS	VICE PRESIDENT 40.00	106,750.	24,484.	0.
DEBRA E. MONTANINO	VICE PRESIDENT 40.00	103,750.	24,809.	0.
ANDREW FAHLUND	VICE PRESIDENT 40.00	87,480.	17,997.	0.
EDWARD B. WHITNEY	CHAIR 2.00	0.	0.	0.
DAVID J. HAYES	VICE CHAIR 2.00	0.	0.	0.
THOMAS HUGHES	SECRETARY 2.00	0.	0.	0.
DOROTHY BALLANTYNE	TREASURER 2.00	0.	0.	0.
ELEANOR BOOKWALTER	DIRECTOR 2.00	0.	0.	0.
LOUIS CAPOZZI	DIRECTOR 2.00	0.	0.	0.

AMERICAN RIVERS, INC.

23-7305963

RUSS DAGGATT	DIRECTOR 2.00	0.	0.	0.
SYLVIA EARLE	DIRECTOR 2.00	0.	0.	0.
CAROLINE GABEL	DIRECTOR 2.00	0.	0.	0.
RAYMOND GARDNER	DIRECTOR 2.00	0.	0.	0.
CHRISTIAN C. HOHENLOHE	DIRECTOR 2.00	0.	0.	0.
RICK HOLTON	DIRECTOR 2.00	0.	0.	0.
PAMELA JOHNSON	DIRECTOR 2.00	0.	0.	0.
LANDON JONES	DIRECTOR 2.00	0.	0.	0.
LAURA KRACUM	DIRECTOR 2.00	0.	0.	0.
DEE LEGGETT	DIRECTOR 2.00	0.	0.	0.
RICK LEGON	DIRECTOR 2.00	0.	0.	0.
LISA LOY	DIRECTOR 2.00	0.	0.	0.
GEORGE LUND	DIRECTOR 2.00	0.	0.	0.

AMERICAN RIVERS, INC.

23-7305963

ROBERT MCDERMOTT	DIRECTOR 2.00	0.	0.	0.
SUSAN MCDOWELL	DIRECTOR 2.00	0.	0.	0.
JUDY L. MEYER	DIRECTOR 2.00	0.	0.	0.
JAY MILS	DIRECTOR 2.00	0.	0.	0.
Z. CARTTER PATTEN	DIRECTOR 2.00	0.	0.	0.
NICHOLAS G. PENNIMAN IV	DIRECTOR 2.00	0.	0.	0.
EDWARD W. PETTIGREW	DIRECTOR 2.00	0.	0.	0.
GORDON PHILPOTT	DIRECTOR 2.00	0.	0.	0.
ANNE SHIELDS	DIRECTOR 2.00	0.	0.	0.
TOM SKERRITT	DIRECTOR 2.00	0.	0.	0.
ALEXANDER TAYLOR	DIRECTOR 2.00	0.	0.	0.
EDWARD WILLIAMS	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		438,731.	96,555.	0.

FORM 990

LIST OF STATES RECEIVING COPY OF RETURN
PART VI, LINE 90

STATEMENT 13

STATES

AL, AK, AZ, AR, CA, CO, DC, FL, GA, IL, KS, KY, LA, ME, MD, MA, MI, MS, MO, NH, NJ, NM, NY, NC, ND
OH, OK, OR, PA, RI, SC, TN, UT, WV, VA, WI, MN, WA, CT, MT

FORM 990

PART VIII - RELATIONSHIP OF ACTIVITIES TO
ACCOMPLISHMENT OF EXEMPT PURPOSES

STATEMENT 14

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	ADVISORY FEES ARE RECEIVED IN RETURN FOR CONSERVATION ADVICE AND ASSISTANCE PROVIDED TO CORPORATIONS AND OTHER GROUPS.
94	MEMBER DUES RECEIVED IN EXCHANGE FOR MEMBER BENEFITS.
103B	MISCELLANEOUS REVENUE FROM ACTIVITIES RELATED TO THE ORGANIZATION'S EXEMPT PURPOSES.

SCHEDULE A

EXPLANATION OF TRANSACTIONS
PART III, LINE 2B

STATEMENT 15

DURING THE YEAR ENDED JUNE 30, 2003, AMERICAN RIVERS INTRODUCED A PROGRAM WHEREIN BOARD MEMBERS MADE LOANS TO THE ORGANIZATION THAT WERE TO BE USED FOR A SPECIAL MEMBERSHIP CAMPAIGN HELD DURING THE YEAR ENDED JUNE 30, 2004. THESE LOANS RANGING FROM \$5,000 TO \$15,000, BEARING AN INTEREST RATE OF 2.5% WERE FROM THE FOLLOWING BOARD MEMBERS: JOHN TAYLOR, JAMES TERRILL, ALBERT WELLS, LOU CAPOZZI, SUSAN MCDOWELL, EDWARD PETTIGREW AND CARTER PATTEN. AT JUNE 30, 2007 ALL SEVEN LOANS WERE PAID OFF.

SCHEDULE A	OTHER INCOME			STATEMENT 16
DESCRIPTION	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT
MISCELLANEOUS	16,573.	163.	8,530.	3,391.
ROYALTIES	0.	26,811.	38,021.	53,487.
TOTAL TO SCHEDULE A, LINE 22	16,573.	26,974.	46,551.	56,878.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

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

Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization AMERICAN RIVERS, INC.	Employer identification number 23-7305963
	Number, street, and room or suite no. If a P.O. box, see instructions 1101 14TH STREET, NW, NO. 1400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005	

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

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

- The books are in the care of ► **THE ORGANIZATION**
Telephone No ► **202-347-7550** FAX No ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a section 501(c) corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2008**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☐ calendar year _____ or
► ☒ tax year beginning **JUL 1, 2006**, and ending **JUN 30, 2007**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ N/A

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

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

Form **8868** (Rev. 4-2007)

AMERICAN RIVERS, INC.
23-7305963
SCHEDULE 1
Program Service Accomplishments Fiscal Year 2007

River Renewal

\$3,623,517

Unsafe dams, vulnerable levees, and developed floodplains have not only damaged rivers, but put millions of Americans in harm's way. Removing unnecessary and dangerous dams, and enhancing the natural flood and drought protection provided by healthy rivers and floodplains, can turn a river from a burden and boondoggle into the beating heart of a vibrant community. American Rivers demonstrates how communities can enhance public safety and economic development opportunities by restoring natural river features and functions.

- We continue to be the national leader in working with communities to remove unsafe and obsolete dams. With support from state and federal government, we were directly involved in the removal of roughly 35 dams last year. We were successful in ensuring significant funding for the Bush Administration's Open Rivers Initiative to restore healthy rivers through dam removal and habitat improvement.
- We are working with communities, farmers, utilities and other key stakeholders to remove or re-operate dams across the country. We secured federal funding for the removal of dams on Maine's Penobscot River. We reached a settlement agreement with S.D. Warren Company, the paper company that owns the Presumpscot River hydropower dams, to remove one dam and install fish lifts at four more upstream hydropower dams by 2011. Coupled with the state of Maine's enforcement of clean water rules, this victory means a lot to the river and the communities along its banks. Not only will the river's once-prodigious runs of Atlantic salmon and other migratory fish have a chance to return, a more free-flowing Presumpscot will be cleaner. Local communities have responded with plans for new riverside parks, trails and boat launches.
- We made progress on improving water flow on the North Carolina's Yadkin River, and Oregon's Clackamas River. We are a leader in negotiations to restore Oregon and California's Klamath River basin through dam removal.
- American Rivers' Corps Reform Campaign continues to make progress toward our goals of reforming the U.S. Army Corps of Engineers, improving decision making on key Corps projects, and mobilizing national, regional, and local organizations to help change the way the Corps does business. Seven years of American Rivers leadership to reform the Corps paid off in 2007 when Congress passed important reforms to the Corps' planning process that would help protect communities, taxpayers, and the environment. The Water Resources Development Act of 2007 (WRDA) will require the Corps to do a much better job of replacing habitat lost to its projects, require the Corps to update its antiquated project planning guidelines and establish a new floodplain protection policy. As part of

this legislation, American Rivers led a successful fight to require the Corps to shut down the Mississippi River Gulf Outlet (MRGO) so that it no longer threatens New Orleans.

Healthy Waters

\$880,017

Clean, healthy water is one of life's essentials. American Rivers gives community leaders tools to protect rivers and people from pollution and to become less vulnerable to extremes caused by climate change. We advocate for strong legislation that warns people when sewage spills occur in rivers near them. To solve stormwater problems, we help communities conserve and augment natural systems, such as headwaters, floodplains, and wetlands, with "green" solutions like stream buffers, green roofs, rain gardens and low-impact development.

- American Rivers has been a leader in defending the Clean Water Act. We are bringing science to bear the debate in Congress to pass the Clean Water Restoration Act of 2007, which will establish that the Clean Water Act pertains to all bodies of water in the United States, including vitally important small streams in the headwaters. Our report, *Where Rivers Are Born: The Scientific Imperative for Defending Small Streams and Wetlands*© inserted important facts into the debate. Dr. Judy Meyer, who chairs the Scientific and Technical Advisory Committee of American Rivers, and who authored the report, testified before congress in support of the legislation, noting that "it is time to reunite the Clean Water Act with river science."
- Every year, more than 850 billion gallons of untreated sewage flow into American's waterways from combined sewer systems. When heavy rains overburden these antiquated systems, they release a toxic mix of rainwater, polluted runoff, and raw sewage into local rivers, streams and estuaries. The U.S. Environmental Protection Agency estimates that that up to 3.5 million people fall ill from swimming in waters contaminated by these overflows; many scientists believe that is only the tip of the iceberg. Few people are aware of the problem, largely because no federal legislation requires that the public be notified of sewage spills. And states' right-to-know laws vary widely. To protect public health, American Rivers is advocating federal and state policies that require communities to be informed of sewage contamination in their waterways. Our staff has worked closely with Congressional leaders to craft legislation that has been introduced in both the House and Senate that would set uniform federal notification standards. This legislation will enable people to avoid contact with raw sewage and galvanize efforts to end sewage pollution in their local streams and rivers.
- Across the U.S., stormwater runoff is responsible for 13 percent of impaired rivers, 21 percent of impaired lakes and 45 percent of impaired estuaries.¹ *American Rivers Catching the Rain*™ program educates homeowners, developers, municipalities, and agencies and equips them to implement natural stormwater management techniques to

¹ EPA Stormwater Pollution Prevention website, www.epa.gov/reg3wapd/stormwater.

protect local waterways. In Toledo, Ohio, American Rivers is working to address stormwater issues as part of a collaborative effort to restore the Maumee River. The Maumee is the largest river system in the Great Lakes region; because it runs through urban Toledo, it also is the largest contributor of polluted runoff to Lake Erie. Like their river, the people of Toledo have long suffered from stormwater damage and flooding. So the city decided to take control, implementing “green infrastructure” techniques such as rain gardens, green roofs, decreasing impervious surfaces, and using soil and vegetation to slow and absorb runoff. American Rivers helped design and launch the Rain Garden Initiative of Toledo and Lucas County, and serves on the steering committee. In addition, American Rivers offered community workshops and provided rain garden guides for homeowners and businesses, a resource guide for public works employees, developers, and individuals, and a citizens’ guide to promoting municipal ordinances that favor the use of natural stormwater management. The Rain Garden Initiative is just the beginning of a comprehensive effort to expand this work in other regions.

Water for Life

\$424,477

Communities across the country are feeling the effects of drought. To meet the challenges that climate change, population growth and overdevelopment exert on water supplies, communities need creative solutions. American Rivers provides communities, decision makers and conservation partners with the tools to meet these needs by protecting rivers and conserving water through smarter use.

- We developed a set of principles for new water supply projects and trained river advocates to use these principles when working with local water managers.
- With our support and guidance, the U.S. Environmental Protection Agency launched its new water efficiency labeling program, WaterSense.
- We are working with the State of Washington to help guide the management of the Columbia River, whose basin is the size of France, and whose water supply supports cities, agriculture, commercial and recreational fishing industries, and hydropower production, as well as the fish and wildlife that is at the heart of the state’s heritage. American Rivers was a key player in development and passage of a law, signed by Washington Governor Christine Gregoire in February 2006 that directed the Department of Ecology to develop new water supplies for communities along the Columbia River. At the same time, the law protects both the Columbia River and the lower Snake River mainstems. Active and effective at every step of this legislation’s progress, American Rivers is now guiding its implementation. American Rivers serves as one of four executive committee members of the Columbia Water Policy Advisory Group, comprised of over 30 stakeholders representing diverse interests including farmers, cities and tribes. In that role, American Rivers helps direct resources to cost-effective water supply tools like conservation and water transactions, and away from costly and environmentally harmful new dams.

- The Spring release of *America's Most Endangered Rivers*™ report, now in its 22nd year of publication, spotlighted the Santa Fe River in New Mexico. Reaching some 13 million people, its largest audience to date, the report underscored the value to communities of a river with adequate flows. Santa Fe Mayor David Coss told National Public Radio that he “welcomed the Santa Fe’s designation by American Rivers as the nation’s most endangered river,” believing that it will motivate the community to find ways to conserve water even as the city grows and restore the river’s flows, which are nonexistent in the lower sections of the river.

River Heritage

\$742,064

Rivers have been the arteries of America, and are beloved whether they are in our back yards or our dream destinations. We are a country blessed by rivers both mighty and small, yet over-development and neglect threaten even the mightiest of our historic waterways. By improving public access to rivers that have significant natural, recreational, and cultural heritage values, we foster new generations of river lovers.

- In 1968, the U.S. Congress passed a law acknowledging that the value of our nation’s rivers runs deeper than the water they provide or the energy they generate when dammed. The Wild and Scenic Rivers Act provides a sort of national park system for rivers. It calls for the nation to set aside rivers that “possess outstandingly remarkable scenic, recreational, geologic, fish and wildlife, historic, cultural or other similar values.” It directs that those rivers remain clean, clear and free-flowing for present and future generations. Despite the Act’s 168 success stories, hundreds of the nation’s unique and remarkable rivers remain at risk. American Rivers believes it is time for the nation to focus on the true value and significance of this law and the rivers it protects. To commemorate the 40th anniversary of the Wild and Scenic Rivers Act, our “40 x 40 Challenge” establishes a national goal of designating 40 new “Wild and Scenic” rivers across the country by the end of 2008. Among the dozens of rivers in the legislative pipeline for designation are Wyoming’s Snake River, Arizona’s Fossil Creek, rivers on Oregon’s Mount Hood, Massachusetts’ Taunton River, and Connecticut’s 8-Mile River.
- Outstanding rivers are not limited to far-off places but can be right in our own hometowns, to be enjoyed by anyone. We connect people to rivers by improving access and availability of these valuable community assets through our *Blue Trails Initiative*™. By reconnecting people with their local waters, American Rivers creates a constituency for these special places, people who are committed to their rivers, and willing to stand up for them when trouble threatens. In June, American Rivers dedicated the Congaree River Blue Trail in Columbia, South Carolina, the first success story under its *Blue Trails Initiative*™. The people of Columbia and surrounding communities jammed the Riverwalk Amphitheatre for the celebration. After the dedication, 40 people—many of whom had never been

on their hometown river before—set off on the four-mile inaugural paddle in canoes provided free of charge by a local outfitter. To create the trail, American Rivers worked with a coalition of local conservation groups as well as state and county agencies, and Congaree National Park. Plans are in the works to expand this 50-mile blue trail to the Wateree River, for a combined 125-mile trail network that explores the Congaree National Park’s expansive system of wetlands, swamps and channels. This vision includes improved access to the river along with interpretive kiosks and guides to help South Carolinians reconnect with their river’s history.

Total Program Services

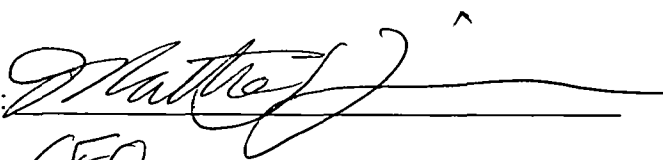
\$5,670,075

AMERICAN RIVERS
FORM 990

FOR THE YEAR ENDED JUNE 30, 2007

PART IV, ITEM 77 - CHANGES TO GOVERNING DOCUMENTS

I certify that the attached document represents a complete and accurate copy of the Bylaws of AMERICAN RIVERS, currently in effect, as amended from time to time.

Signed: 
Title: CFO
Date: 2/15/08

Bylaws

AMERICAN RIVERS, INC.

**Adopted, March 12, 1988
(As amended through February 2, 2007)**

Article I. Name of the Organization

Section 1. The name of the organization shall be American Rivers, Inc.

Article II. Purpose

Section 1. The mission of American Rivers is to protect and restore rivers and the variety of life they sustain, for people, fish and wildlife. The Corporation is organized exclusively for not-for-profit educational and charitable purposes as such term is used in Section 501(c)(3) of the Internal Revenue Code of 1954.

Article III. Offices

Section 1. The principal office of the corporation shall be in the District of Columbia. The Corporation may have such other offices, either within or outside the District of Columbia as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Article IV. Membership

Section 1. Members

Members of the Corporation shall be non-voting and members shall not have the power to elect the Corporation's Board of Directors, to amend its corporate governing documents, or to otherwise vote on corporate matters. Any person may become a non-voting member by paying annual membership dues and completing a membership application. There shall be no limit to the number of non-voting members. Non-payment of annual dues forfeits membership.

Article V. Board of Directors

Section 1. Number of Directors

There shall be no more than thirty-six (36) Directors of the Corporation.

Section 2. Election of Directors

The Board of Directors shall be responsible for the election of Directors of the Corporation. A Director may be elected by a majority vote of the Board of Directors present and voting at a regular or special meeting at which a quorum is present, pursuant to the following procedures:

- A. The names of potential candidates may be submitted to the Nominating and Board Governance Committee at any time. The Nominating and Board Governance Committee shall review the qualifications of proposed candidates, and attest that all candidates approved and proposed by the Committee for election have the necessary qualifications to be members of the Board of Directors, are aware of the roles and responsibilities of Board membership and have agreed to uphold those duties.
- B. Candidates elect shall be invited to participate and vote immediately upon election.

Section 3. Removal of Directors

The Board may remove any officer or director at any meeting. A two-thirds (67%) vote of a quorum of the Board of Directors shall be required to remove a Director of the Corporation.

Article VI. Terms of Office of Members of the Board of Directors

- Section 1.** The members of the Board of Directors shall be elected to the office for a term of three years, in a manner such that approximately thirty-three percent (33%) of the members are subject to election annually. Each term shall begin on the day of the Corporation's annual meeting and shall expire on the day of the annual meeting three years thereafter. The term of Directors elected at a meeting other than the Annual Meeting shall be calculated as if they were elected at the Annual Meeting in the calendar year in which elected. For the purposes of this Article, a "year" is defined as the period between to successive annual meetings.

Section 2. No Director may serve more than three successive three-year terms. A person who has formerly served as a Director may be elected again to the Board of Directors provided there has been a period of at least one year between the expiration of the former term(s) and the new term.

Section 3. Notwithstanding the limitation of terms described in Section 2, a Director may be elected to serve successive one-year terms as Chairperson of the Board and may serve an additional year as a member of the Board of Directors following the expiration of his or her term as Chairperson.

Article VII. Duties of the Board of Directors

Section 1. The Board of Directors shall determine the policy and have fiduciary responsibility for the activities of the Corporation.

The Board of Directors shall be responsible for the election and removal of members of the Executive Committee, for the appointment and removal of members of the Nominating and Board Governance Committee, and for the election of additional Directors of the Corporation.

Article VIII. Voting Rights

Section 1. Each member of the Board of Directors, including the Chairperson, shall be entitled to one vote. Each vote shall be equal in weight to that of any other Director on any issue that is placed before the Corporation for voting.

Article IX. Quorum

Section 1. Thirty-three percent (33%) of current members of the Board of Directors shall comprise a quorum.

Article X. Compensation for Expenses

Section 1. By resolution of the Executive Committee, the Directors may be paid their expenses, if any, for their attendance at each meeting of the Board of Directors, the

Executive Committee or for any other duly called Committee meeting of the Corporation.

Subject to the foregoing, members of the Board of Directors shall not be compensated for performing the normal duties of a Board member, such as attending Board meetings and participating on Board Committees. The Corporation shall not enter into contracts for goods or services with members of the Board of Directors without the approval of the Executive Committee.

Article XI. Officers

Section 1. The officers of the Corporation shall be the Chairperson, Vice Chair, Secretary, and Treasurer.

The term of office shall be one year. Officers shall hold office until successors have been duly elected and qualified, or until death, resignation, or removal.

Article XII. Election of Officers

Section 1. Officers shall be elected by the Board of Directors at its Annual Meeting.

Section 2. The Board of Directors shall appoint a Nominating and Board Governance Committee consisting of at least three (3) persons.

Section 3. The Nominating and Board Governance Committee shall select candidates for nomination to the offices of Chairperson, Vice Chair, Secretary, Treasurer, and the Executive Committee to be voted upon by the Corporation at the Annual Meeting. If a vacancy occurs in any of the officer positions stated above between Annual Meetings of the Corporation, the Nominating and Board Governance Committee shall appoint a new officer until a new candidate has been duly elected and qualified at the next Annual Meeting.

Section 4. The Nominating and Board Governance Committee shall present a list of candidates for nomination to the offices of Chairperson, Vice Chair, Secretary, Treasurer and at-large members of the Executive Committee to the Corporation at least ten (10) days prior to the Annual Meeting. There shall be at least one candidate nominated for each of these offices.

Section 5. In addition to the candidates for offices presented by the Nominating and Board Governance Committee at the Annual Meeting, other candidates may be placed in nomination at the Annual Meeting.

Section 6. Election to any office shall be by ballot at the Annual Meeting in the presence of a quorum and the matter shall be carried by a majority vote of the Directors present.

Article XIII. Duties of Officers

Section 1. Duties of the Chairperson

The Chairperson shall be responsible for the (a) notice of meetings; (b) presiding over meetings, and; (c) the appointment of all other positions, including Board Committee positions, not specifically provided for elsewhere in these bylaws; and (d) performing all other duties as from time to time may be necessary. The Chairperson is authorized to enter into any contract and/or execute any document on behalf of the Corporation.

Section 2. Duties of the Vice Chair

In the absence of the Chairperson, or in the event that he or she is unable to perform his/her duties, the Vice Chair shall fulfill the duties of the Chairperson.

Section 3. Duties of the Secretary

The Secretary shall keep minutes of the meetings and have oversight responsibility for the archives and history of the Corporation, including minutes of all past Board and Executive Committee meetings, and the keeping of the Corporate Seal.

Section 4. Duties of the Treasurer

The Treasurer has the responsibility to manage the Board's review of and actions related to key financial matters, including the annual budget; to work with the chief financial officer to ensure that appropriate financial reports are made available to the Board on a timely basis; and to review the annual audit and present the audit findings to the Board.

Article XIV. Meetings of the Corporation

Section 1. Annual Meeting

The Corporation will hold at least one meeting of the Board of Directors annually. Each Annual Meeting of the Board of Directors shall be held at a time set by the Executive Committee for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special Meetings of the Board of Directors, for any purpose or purposes, may be called by the Chairperson or the Executive Committee, unless otherwise prescribed by statute.

Section 3. Place of Meeting

The Executive Committee may designate any place, either within or outside the District of Columbia, as the place of the Annual Meeting. If no designation is made, the place of the meeting shall be in the District of Columbia.

Section 4. Meetings By Conference Telephone

Any meeting of the Corporation may be conducted by conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

Section 5. Notice of Meeting

Notice of any meeting of the Board of Directors shall be given in the manner prescribed by resolution of the Board of Directors. Except as noted below, if the Board has not passed such a resolution, notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is being called, shall be delivered not less than ten (10) and not more than fifty (50) days before the date of the meeting, at the direction of the President to each member of the Board of Directors. Such notice may be written or oral, may be given personally, by first class mail, by facsimile, by e-mail, by telegram, or by phone, and shall state the place, date and time of the meeting. If notice is given by oral communication or by phone, it must be confirmed promptly by first class mail,

by facsimile, by e-mail, or by telegram. Notice shall be deemed delivered when deposited in the U.S. Mail with postage prepaid, addressed to the last known address of the member, or when delivered by fax, e-mail, or telegram to the last known fax number, e-mail address, or address of the member.

In the event of an emergency, as determined jointly by the Chairperson and President, such as, for example, in the event of an attack upon the United States, an emergency meeting may be convened without notice. Any action taken at such emergency meeting shall be effective until ratified or rejected by the Board of Directors at its next annual or special meeting.

Section 6. Rules of Procedure

Rules of parliamentary procedure, as identified by Roberts Rules of Order, shall govern all meetings of the Corporation unless contrary to the rules of procedure of these By-Laws, in which case the By-Laws shall govern.

Section 7. Action Without a Meeting

The Board of Directors may conduct any of its affairs without a meeting if all of the Directors entitled to vote on the relevant subject matter give signed, written consent to the action on a document which sets forth the specific action to be taken.

Article XV. Committees

Section 1. Required Committees

There shall be an Executive Committee of the Board of Directors, and a Nominating and Board Governance Committee of the Board of Directors.

Section 2. Executive Committee

The members of the Executive Committee shall be elected, and the Committee shall operate, in accordance with the provisions of Article XVI. It shall be the function of the Executive Committee to act for the Board of Directors as may be required in between Board meetings. A member may be elected to or removed from the Executive Committee by a two-thirds vote of a quorum of the membership of the Board of Directors at a regular or special meeting.

Section 3. Nominating and Board Governance Committee

The members of the Nominating and Board Governance Committee shall be appointed in accordance with the provisions of Article XII. The Committee will have the functions specified in Article XII, will nominate candidates for election to the Board of Directors, and will generally be responsible for Board governance matters

Section 4. Establishment of Other Committees

The Board of Directors may establish such other committees as it deems necessary to conduct its business in an efficient manner, and shall determine the functions of such other committees.

Section 5. Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article XVI. Executive Committee

Section 1. Selection, Number, Tenure, and Qualifications

The Board of Directors shall be responsible for the election of members of the Executive Committee. The number of members of the Executive Committee shall be up to nine (9) in number. Members of the Executive Committee must be members of the Board of Directors to qualify for election.

Section 2. Regular Meetings

Regular meetings of the Executive Committee shall be held from time to time as warranted.

Section 3. Special Meetings

Special meetings of the Executive Committee may be called at the request of the Chairperson or any three members of the Committee.

Section 4. Notice of Special Meetings

Notice of a special meeting shall be given at least three (3) days previously thereto by written notice, e-mail, fax, or telephone, and shall include the purpose or purposes for which the meeting is being called. The participation of a member of the Committee in a Special Meeting shall constitute waiver of notice.

Section 5. Quorum

A majority of the members of the Committee shall constitute a quorum.

Section 6. Manner of Acting

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 7 Minutes

The Secretary shall prepare minutes describing any actions of the Committee and shall distribute them to the Board of Directors within a reasonable time following the meeting.

Article XVII. Management

Section 1. President

Subject to overall review by the Board of Directors, the business and affairs of the Corporation shall be managed by the President elected by the Board of Directors. The President is authorized to hire staff and other personnel necessary to carry out the purposes of the organization and to incur and make payment for expenses necessary to permit efficient operation of the Corporation. The President is authorized to enter into contracts and sign legal documents on behalf of the Corporation. The Vice President for Finance and Administration is also authorized to sign contracts not exceeding the sum of twenty-five thousand (\$25,000) dollars.

Section 2. Loans

The President is authorized to contract for loans upon authorization by the Executive Committee. Such authorization shall be confined to specific instances. In no event shall any loan be made by the Corporation to any officer, director or

member.

Section 3. Checks, Drafts, Etc.

All orders for the payment of money shall be signed by the Chairperson or President, or by any vice president designated in writing by the President, provided that orders for the payment of money exceeding an amount to be determined by the Chairperson and the President shall require the signature of two authorized persons.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the President shall select upon review by the Executive Committee.

Article XVIII. Fiscal Year

Section 1. The fiscal year shall be July 1 - June 30.

Article XIX. Corporate Seal

Section 1. The Board of Directors shall provide a Corporate Seal.

Article XX. Amendments

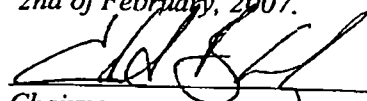
Section 1. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting, upon thirty days advance written notice prior to such meeting.


Article XXI. Effective Date

Section 1. These bylaws shall become effective upon adoption by the Directors of the Corporation.

By majority vote of a quorum of the voting members and Directors of American Rivers, Inc., these bylaws were approved and adopted the

2nd of February, 2007.


Chairperson


Secretary