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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.

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

OMB No 1545-1150

2008**Open to Public
Inspection****A** For the 2008 calendar year, or tax year beginning **September 1**, 2008, and ending **August 31**, 20 **09****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
Instruc-
tions.**C** Name of organization**Society for Marketing Professional Services Foundation**

Number and street (or P O box, if mail is not delivered to street address) Room/suite

44 Canal Center Plaza **444**

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

Alexandria, VA 22314**D** Employer identification number**54** **1647896****E** Telephone number**(703) 549-6117****F** Group Exemption
Number . . . ►• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).****G** Accounting method: ☐ Cash ☒ Accrual
Other (specify) ►**I** Website: ► **smpsfoundation.org****H** Check ☒ if the organization is not
required to attach Schedule B (Form 990,
990-EZ, or 990-PF).**J** Organization type (check only one) — ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check ☐ if the organization is not a section 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** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ► \$**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	65,695
	2	Program service revenue including government fees and contracts	2	32,078
	3	Membership dues and assessments	3	
	4	Investment income	4	3,973
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	6a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
Expenses	6b	Less: direct expenses other than fundraising expenses	6b	
	6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	
	7a	Gross sales of inventory, less returns and allowances	7a	
	7b	Less: cost of goods sold	7b	
	7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8	Other revenue (describe ► _____)	8	
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8.	9	101,746
	10	Grants and similar amounts paid (attach schedule)	10	2,000
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	
	Net Assets	14	Occupancy, rent, utilities, and maintenance	14
15		Printing, publications, postage, and shipping	15	3,651
16		Other expenses (describe ► Attachment 2)	16	145,152
17		Total expenses. Add lines 10 through 16	17	150,803
18		Excess (or deficit) for the year (Subtract line 17 from line 9)	18	(49,057)
19		Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end of year figure reported on prior year's return)	19	252,834
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 through 20	21	203,777

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	214,790	220,845
23 Land and buildings		
24 Other assets (describe ► Accounts Receivable / Prepaid Expenses)	39,774	700
25 Total assets	254,564	221,545
26 Total liabilities (describe ► Accounts Payable & Deferred Revenue)	1,730	17,768
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	252,834	203,777

For Privacy Act and Paperwork Reduction Act Notice, see the instruction for Form 990.

Cat. No 106421

Form **990-EZ** (2008)

SCANNED JAN 27 2010

P 3

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)		Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others)
What is the organization's primary exempt purpose? Research and Education		
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.		
28	Engaged consultants to research and write a series of six white papers on subjects of current relevance to marketing. Completed papers were presented at the SMPS national conference in July 2009 and were subsequently posted on the Foundation's web site for access by the public. (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a 19,132
29	Shared with an affiliated organization the cost of engaging a professional editor to update an earlier edition of the "Marketing Handbook for the Design and Construction Professional." (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a 17,628
30	Sponsored a salary and benefits survey of marketing professionals in the AEC industry and made the results available to individuals and firms (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a 16,150
31	Other program services (attach schedule) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a 22,626
32	Total program service expenses (add lines 28a through 31a) <input type="checkbox"/>	32 75,536

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)				
(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Rhodes B. White 2400 Vacluse Road, Charleston, SC 29414	President - 5 hrs/wk	0	0	0
Paula M. Ryan 234 N. Fifth St., Columbus, OH 43215	Vice Pres. - < 2 hrs/wk	0	0	0
Jane A. Caffey 7133 Koll Center Pkwy #100, Pleasanton, CA 94566	Secretary - < 2 hrs/wk	0	0	0
Craig Park 8600 Indian Hills Drive, Omaha, NE 68114	Treasurer - < 2 hrs/wk	0	0	0
Michelle H. Fitzpatrick 225 NW 18th Ave, Portland, OR 97209	Trustee - < 1 hr/wk	0	0	0
Larry E. Gramlich 600 Peachtree St NE #5200, Atlanta, GA 30308	Trustee - < 1 hr/wk	0	0	0
Peter Ashton Lyon 1170 Peachtree St, NE, #1200, Atlanta, GA 30309	Trustee - < 1 hr/wk	0	0	0
Warren G. Simonds 5001 Lakewood Ranch Blvd, Sarasota, FL 34240	Trustee - < 1 hr/wk	0	0	0
Janice Tuchman Two Penn Plaza 9th Flr, New York, NY 10121	Trustee - < 1 hr/wk	0	0	0
Nancy J. Usrey 2809 Sunrise Drive, Rowlett, TX 75088	Trustee - < 1 hr/wk	0	0	0
William C. Viehman 1382 Peachtree St NE, Atlanta, GA 30309	Trustee - < 1 hr/wk	0	0	0
Thomas E. Smith, Jr. 3452 E Foothill Blvd #420, Pasadena, CA 91107	Trustee - < 1 hr/wk	0	0	0
Ronald D. Worth 44 Canal Center Plaza, #440, Alexandria, VA 22314	Trustee & CEO < 2 hrs/wk	0	0	0

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	35a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b	
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a <u>NONE</u>		
b Did the organization file Form 1120-POL for this year?	37b	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	39a	
b Gross receipts, included on line 9, for public use of club facilities	39b	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ <u>None</u> ; section 4912 ▶ <u>None</u> ; section 4955 ▶ <u>None</u>		
b Section 501(c)(3) and (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," complete Schedule L, Part I	40b	✓
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ <u>None</u>		
d Enter amount of tax on line 40c reimbursed by the organization ▶		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	✓
41 List the states with which a copy of this return is filed. ▶		
42a The books are in care of ▶ <u>Earl Klinger, SMPS</u> Telephone no. ▶ <u>(703) 549-6117</u>		
Located at ▶ <u>44 Canal Center Plaza, Alexandria, VA</u> ZIP + 4 ▶ <u>22314</u>		
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)?	42b	✓
If "Yes," enter the name of the foreign country: ▶		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	✓
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 <input type="checkbox"/>		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

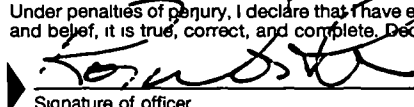
- | | Yes | No |
|--|-----|-------------------------------------|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | | <input checked="" type="checkbox"/> |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | | <input checked="" type="checkbox"/> |
| 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | | <input checked="" type="checkbox"/> |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | | <input checked="" type="checkbox"/> |
| 49b If "Yes," was the related organization(s) a section 527 organization? | | |
- 50** Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$100,000 ▶		0		

- 51** Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		
Total number of other independent contractors each receiving over \$100,000 . . ▶		0

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

Signature of officer:  Date: 1.14.2010

Type or print name and title: **Ronald D. Worth, Trustee and CEO**

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's Identifying Number (See instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Phone no. ()	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

Society for Marketing Professional Services Foundation

Employer identification number

54 1647896

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ 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 exempt 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)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☒ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
 - e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
 - (ii) A family member of a person described in (i) above? ☐
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐

	Yes	No
11g(i)		<input checked="" type="checkbox"/>
11g(ii)		<input checked="" type="checkbox"/>
11g(iii)		<input checked="" type="checkbox"/>

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Society for Marketing Professional Svcs	23-7433927	Line 9	<input checked="" type="checkbox"/>						73,703
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33⅓% support test—2008. If the organization did not check the box on line 13, and line 14 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33⅓% support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33⅓% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33⅓ % support tests—2008. If the organization did not check the box on line 14, and line 15 is more than 33⅓ %, and line 17 is not more than 33⅓ %, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33⅓ % support tests—2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓ %, and line 18 is not more than 33⅓ %, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)**PART I, Line 11h, Column (vii) - EXPLANATION OF SERVICES PROVIDED TO SUPPORTED ORGANIZATION**

In addition to financial support paid to the supported organization and reported on Page 1 of Schedule A,

the Foundation conducted and paid for two major programs of direct benefit to the Supported Organization:

1. A survey of salaries and benefits of professional services marketers, who are members

of the supported organization - \$16,150

2. Production of six White Papers for presentation as educational programs at the supported organization's

annual conference - \$19,132

ATTACHMENT 1

ATTACHMENT TO FORM 990EZ - 2008

SMPS FOUNDATION, EIN 54-1647896

Part I, Line 10 – Grants Paid

A \$2,000 scholarship grant was paid to:

Tracey Gould
3612 Stoney Ridge Trail
Midlothian, VA 23112

ATTACHMENT 2

ATTACHMENT TO FORM 990EZ - 2008

SMPS FOUNDATION, EIN 54-1647896

Part I, Line 16 – Other Expenses

Publication Production	\$ 52,909
Think Tank Program	20,626
Public Relations	500
Board Meeting Expenses	13,712
Staff Support Fees	56,075
Insurance	632
Miscellaneous	698
TOTAL OTHER EXPENSES	\$ 145,152

ATTACHMENT 3

ATTACHMENT TO FORM 990EZ - 2008

SMPS FOUNDATION, EIN 54-1647896

Part III, Line 31 – Other Program Services

Conducted an executive-level “Think-Tank” program in which a group of distinguished industry executives discussed and analyzed the strategies necessary to function effectively in a down economy. Published a report summarizing the discussions and the conclusions. -- \$20,626

Awarded a \$2,000 scholarship to a graduate student pursuing a career in professional services marketing -- \$ 2,000

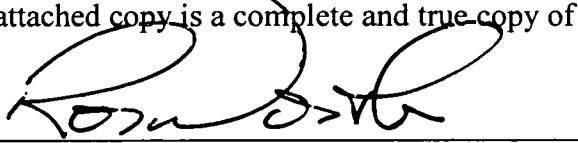
ATTACHMENT 4

ATTACHMENT TO FORM 990 - 2008

SMPS FOUNDATION, EIN 54-1647896

Part V - Line 34, Changes to Governing Documents

I hereby certify that the attached copy of the bylaws of the Society for Marketing Professional services, pages 1-9, were amended by the Board of Trustees on December 2, 2008. The attached copy is a complete and true copy of the bylaws as altered by the Board's amendments.

A handwritten signature in black ink, appearing to read "Ron D. Worth", is written over a horizontal line.

Ronald D. Worth, CEO

January 13, 2010



FOUNDATION
Society for Marketing
Professional Services

SOCIETY FOR MARKETING PROFESSIONAL SERVICES FOUNDATION BYLAWS

Adopted by the Board of Trustees on March 6, 1998
and last amended on December 2, 2008

Article I - Name

- 1.1. Name.** The name of the organization shall be the Society for Marketing Professional Services Foundation (hereinafter referred to as the "Foundation").
- 1.2. Non-Profit Status.** The Foundation is a non-profit corporation.

Article II - Mission and Purpose

- 2.1. Mission.** The mission of the Foundation is to promote research and education that advances the body of knowledge in the field of professional services marketing in order to develop a greater understanding of the role and value of marketing in the industries we serve.
- 2.2. Purpose.** The purpose of the Foundation is to promote research to understand the role of marketing in shaping competitive organizations and influencing the direction of public and private business sectors, and to educate students, public opinion leaders and industry decision-makers about the knowledge, skills, tasks, processes and impact of marketing professionals.

Article III - Members

- 3.1. Members.** The Foundation shall have no members.

Article IV - Board of Trustees

- 4.1. Number, Qualifications, Powers.**
 - 4.1.1. Number.** The Board of Trustees (hereinafter referred to as the "Board" and individual members thereof hereinafter referred to individually as a "Trustee" or collectively as "Trustees") shall consist of not less than six (6) nor more than fourteen (14) appointed individuals plus the Foundation's Chief Executive Officer, who shall serve as a non-voting member of the Board. The Board of Directors of the Society for Marketing Professional Services (hereinafter referred to as the "Society" or "SMPS" and its Board of Directors being hereinafter referred to as the "Society Board") shall appoint not less

than three (3) nor more than ten (10) of the Trustees, all of whom shall be SMPS members, and at least one (1) of whom shall be a member of the Society Board throughout his or her term as Trustee. The Board shall appoint the remaining Trustees, none of whom shall be SMPS members.

4.1.2. Qualifications. To be eligible for appointment as a Trustee, an individual must be strongly connected to the field of marketing and/or professional services. The individual must have the ability to strengthen the Foundation fiscally and programmatically, must have the ability to promote external relations, and must be committed to raising sufficient funds to cover the Foundation budget, which will vary year-to-year according to projects.

4.1.3. Powers. The property, affairs and business of the Foundation shall be governed by the Board. The Board may adopt such rules, regulations and policies as it shall deem necessary or proper, and may by general resolution delegate to an Officer or Officers of the Foundation and/or the Chief Executive Officer such powers as are provided for in these Bylaws.

4.2. Election and Term. Except for replacement Trustees appointed pursuant to Section 4.8, and subject to Section 4.2.4 below, all Trustees shall commence their terms of office on Sept. 1. Terms shall be for two (2) years. No Trustee may serve more than three (3) two-year terms. A Trustee appointed to serve more than one (1) year of the unexpired term of a vacating Trustee may serve no more than two (2) additional two (2) year terms. The Trustee who serves concurrently on the Society Board shall have a one-year term, and may not serve more than two (2) one-year terms. A Trustee appointed to serve more than six (6) months of the unexpired term of a vacating Trustee serving concurrently on the Society Board may serve no more than one (1) additional one (1) year term.

4.2.1. Appointment of Society-Appointed Trustees. No later than March 1 of each year, the SMPS Nominations and Elections Committee shall issue a call for nominations for candidates for available positions on the Board, at the same time that it issues a call for nominations for candidates for the Society Board. Nominations may be made by individuals or firms (self-nominations are acceptable) and must be received at the Society's national office by April 15. All nominations must include the nominee's personal data, verification of eligibility, a summary of the nominee's position and influence in the industry, and a statement of willingness to serve from the candidate. Candidates shall be evaluated by the SMPS Nominations and Elections Committee, and names of not more than nine (9) Trustee candidates shall be submitted to the Society Board by May 15. Selection of not less than two (2) or more than nine (9) Trustees shall be confirmed (or denied confirmation) no later than June 15 by the Society Board, meeting in person, or by teleconference, or by mail vote. One additional Society appointment, an individual who will serve concurrently on the Society Board, shall occur no later than July 10.

- 4.2.2. Appointment of Trustee-Appointed Trustees. Not less than three (3) nor more than six (6) non-SMPS-member Trustees shall be recruited and appointed by the Society Board no later than July 1, 1998, and, notwithstanding Section 4.2., one half of those Trustees shall serve for one (1) year and one half shall serve for two (2) years. In subsequent years, a Trustee's Nominations Committee, consisting of at least three (3) Trustees and chaired by the Vice-President, shall recruit and screen non-SMPS members for the available Trustee-appointed positions, and the names of Trustee candidates to fill such positions shall be submitted to the Board by May 15. The Board shall confirm (or deny confirmation of) the final selections no later than June 15.
- 4.2.3. Restriction. Notwithstanding anything in Section 4.2.1. or Section 4.2.2., no Trustee shall be appointed pursuant to Section 4.2.2. if his or her appointment would cause the number of Trustees appointed pursuant to Section 4.2.2. to equal or exceed the number of Trustees appointed pursuant to Section 4.2.1.
- 4.2.4. Voting by Incoming Trustees. Newly appointed Trustees shall be permitted to participate in any meeting held after their appointment and prior to the September 1 on which their term commences and, unless otherwise determined by vote of the then-current Trustees, may vote at any such meeting.
- 4.3. **Meetings.** The President shall set the time and place of the regular meetings of the Board, which shall occur at least twice a year. Special meetings of the Board may be called by either the President or upon the written request of one-half of the Trustees. The President or Trustees who call the meeting shall fix the time and place of any special meeting. Meetings of the Board may be held at any location within or outside Commonwealth of Virginia. Any Trustee may participate in any meeting of the Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.
- 4.4. **Notice.** Notice of time and place of each meeting of the Board shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by mail, by facsimile transmission, by e-mail or similar electronic transmission, or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated Trustee at such Trustee's most recent address as shown on the records of the Foundation; if faxed, such notice shall be deemed delivered when faxed to the facsimile number of the Designated Trustee as shown on the records of the Foundation; if e-mailed, such notice shall be deemed delivered when transmitted to

the e-mail address of the designated Trustee as shown on the records of the Foundation; and if given by telephone, such notice shall be deemed delivered when the Trustee who is contacted has been spoken with directly. The business to be transacted at any special meeting of the Board must be specified in the notice of such meeting.

- 4.5. **Quorum.** The presence of a majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.
- 4.6. **Voting.** The act of a majority of the Trustees present and eligible to vote at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law. Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent or consents to such action shall be signed by all the Trustees then in office and filed with the Secretary of the Foundation. The Board may vote by mail ballot or telephone under such terms and conditions as the Board may authorize. The Board shall have the authority to prescribe the terms and conditions regulating proxy voting by Trustees.
- 4.7. **Conflict of Interest.** Any possible conflict of interest on the part of a Trustee shall be disclosed to the Board and made a matter of record. Any Trustee having any possible conflict of interest on a matter shall not vote on such matter. Such Trustee may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.
- 4.8. **Vacancies.** Any vacancy occurring in the Board with respect to a Trustee appointed by the Society shall be filled through an appointment by the President of the Society. Other vacancies shall be filled by the President of the Board, with the concurrence of a majority of the Trustees. A Trustee appointed to fill a vacancy shall be appointed for the unexpired term of the vacating Trustee.
- 4.9. **Compensation.** Trustees shall not receive compensation for their services. Unless reimbursement is approved by the Board, Trustees shall fund their own attendance at Board, committee and task force meetings (travel, accommodations, food).

Article V – Officers

- 5.1. **Officers.** The officers of the Foundation (individually an "Officer" and collectively "Officers") shall be a President, Vice President, Secretary and Treasurer. The Board shall from time to time create time and establish the duties of such other Officers as it deems necessary or appropriate for the efficient management and operation of the Foundation. No more than one (1) office may be held at one time by the same individual.

- 5.2. Election and Term of Office.** The President, Vice President, Secretary and Treasurer shall be elected by the Trustees from among all Trustees, such election to be held at the Board meeting held in conjunction with the annual meeting of the Society held prior to the first meeting of the fiscal year during which such officers shall serve. Terms shall be for one (1) fiscal year. Current Officers of the Society and the Chief Executive Officer are not eligible to serve as Officers of the Foundation. Officers may not serve more than two (2) one-year terms for any one office, nor more than four (4) consecutive years as an Officer in any combination of offices.
- 5.3 Removal.** Any Officer may be removed by the Board whenever in the Board's judgment the best interest of the Foundation would be served thereby.
- 5.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired portion of the term by election from the remaining Trustees.
- 5.5. President.** The President shall be the principal Officer of the Foundation and shall exercise general oversight of its affairs and Officers. The President shall preside at all meetings of the Board; shall be the principal spokesperson for the Foundation; shall appoint (with the approval of the Trustees) chairpersons of Special Committees and task forces; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. The President may sign, with the Secretary or Chief Executive Officer, any deed, mortgage, bond, contract or other instrument that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to another.
- 5.6. Vice President.** The duties of the Vice President shall be designated by the Board. The Vice President shall perform the duties of the President in the event of the Presidents' inability or refusal to serve. The Vice President, when thus acting, shall have the powers of and be subject to all restrictions placed upon the President.
- 5.7. Secretary.** The Secretary shall keep the minutes of the proceedings of Board's meetings; duly give all notices in accordance with the provisions of these Bylaws or as required by law; be responsible for the proper maintenance of Foundation records, and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.
- 5.8. Treasurer.** The Treasurer shall oversee the financial integrity of the Foundation; participate in the development of the annual budget; assure the production of financial reports, tax returns, and an annual audit; serve as chairperson of the Finance Committee; disburse funds of the Foundation as shall be required in the conduct of its affairs; and in general perform such other duties as are usual for such office and as may be specified by the Board.

Article VI - Committees

6.1. Committees in General.

- 6.1.1. Standing Committees. The Board may, by resolution, establish such standing committees as the Board deems necessary or desirable ("Standing Committees"), including, without limitation, the Executive Committee, the Nominations Committee and the Finance Committee, each as described below. All Standing Committees shall include at least one Trustee. The Board may delegate such authority to a Standing Committee as it deems appropriate and is not prohibited by applicable law.
- 6.1.2. Special Committees. The Board may, by resolution, establish one or more special committees ("Special Committees") to advise the Board or the President in the performance of their duties. No Special Committee may have or exercise any authority of the Board to manage the business and affairs of the Foundation. The chairperson of a Special Committee shall be appointed by the President, subject to Board approval, and the chairperson shall appoint members of the Special Committee. All Special Committees and their members shall serve at the discretion of the Board.
- 6.1.3. Term. Each member of a committee shall continue as such until the beginning of the next fiscal year, or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed for any or no cause by a majority vote of the Board or by the committee chairperson.
- 6.1.4. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.
- 6.1.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

- 6.2. **Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer, with the President serving as chairperson. The Executive Committee may, subject to the provisions of Section 6.2.1., exercise

the powers of the Board when the Board is not in session, reporting any action taken to the Board at the Board's succeeding meeting.

6.2.1. The Executive Committee shall not have the authority of the Board with respect to the following matters:

6.2.1.1. amending, altering or repealing these Bylaws;

6.2.1.2. electing, appointing, or removing any member of the Executive Committee or any director or officer of the Foundation;

6.2.1.3. amending the Articles of Incorporation of the Foundation;

6.2.1.4. adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation;

6.2.1.5. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation;

6.2.1.6. authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore;

6.2.1.7. adopting a plan for the distribution of the assets of the Foundation; and

6.2.1.8. authorizing expenditures in excess of amounts set forth in the annual budget of the Foundation as approved by the Board.

6.2.2. Meetings of the Executive Committee may be called at any time by the chair of the Executive Committee or by any two members of the Executive Committee. Written notice of meetings of the Executive Committee shall be given at least three (3) days before such meeting, which notice shall otherwise be given in the manner specified in Section 4.4. Minutes of all Executive Committee meetings shall be prepared and presented to the Board within one month of the meeting, and reported at the next meeting of the Board.

6.3 Nominations Committee. The Nominations Committee shall consist of at least three (3) Trustees, and the chair shall be the Vice President. The Nominations Committee shall actively seek nominees for the Trustee-appointed positions on the Board, evaluate the eligibility of all candidates, and present nominations to the full Board for confirmation.

6.4 Finance Committee. The Finance Committee shall consist of the President, the Treasurer and the Chief Executive Officer, with the Treasurer as chairperson. The Finance Committee shall be responsible for the general supervision of the

Foundation's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual external audit, review and recommend investments, and alert the Board to financial ramifications of the Board's decisions.

Article VII - Staff

- 7.1. Chief Executive Officer.** The Board will employ the chief executive officer of the Society to serve as the Chief Executive Officer of the Foundation, and shall fix the terms and conditions of the Chief Executive Officer's employment. The Chief Executive Officer shall report to the Board or to the Executive Committee when either is in session; otherwise, the Chief Executive Officer shall report to the President. The Chief Executive Officer shall have full authority for the management of the Foundation's affairs subject only to the duties specified by these Bylaws or other governing documents or to the direction of the Board, Executive Committee or President. The Chief Executive Officer shall plan, organize, and coordinate the programs and activities of the Foundation and have sole and exclusive authority for the engagement and discharge of all other employees of the Foundation.

Article VIII - Miscellaneous

- 8.1. Fiscal Year.** The fiscal year of the Foundation shall begin on the first day of September and end on the last day of August.
- 8.2. Waiver of Notice.** Whenever any notice is required to be given to any Trustee under the provisions of these Bylaws, the Articles of Incorporation, or the Virginia Nonstock Corporation Act, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 8.3. Dissolution.** Upon dissolution of the Foundation, any funds or other assets remaining after payment of all obligations of the Foundation shall be distributed to accomplish its purposes to any other allied organization or society that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- 8.4. Robert's Rules of Order.** The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Foundation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.
- 8.5. Nondiscrimination.** The Foundation shall not adopt any practice, policy or procedure that would result in discrimination on the basis of race, religion, sex, national origin or creed.
- 8.6. Contracts.** The Board may authorize any Officer or Officers, agent or agents of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

- 8.7. **Checks, Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the President and countersigned by the Treasurer of the Foundation.
- 8.8 **Disciplinary Actions.** The Board may, at any time, by a two-thirds (2/3) vote of those present at a quorum, reprimand, suspend or remove from office any Officer or Trustee, who in the judgment of the Board has violated these Bylaws, or who has been determined by the Board to be guilty of conduct detrimental to the best interest of the Foundation or who has been determined by the Board to be guilty of refusal or neglect to comply with any order or decision of the Board. Prior to the meeting at which such vote is taken, the Officer or Trustee shall be given advance written notice of the charge and an opportunity to appear and contest the allegation.

Article IX - Indemnification of Officers and Trustees

- 9.1. **Indemnification.** The Foundation shall indemnify its Trustees and Officers, and may purchase insurance, for any purpose and to the greatest extent permitted by Sections 13.1-875 through 13.1-883 of the Code of Virginia, as amended from time to time. No indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

Article X - Amendments

- 10.1 **Amendments.** These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the Trustees present at any regular meeting or at any special meeting of the Board, provided that at least thirty (30) days' written notice is given to Trustees of the intent to amend; provided, however, no alterations, amendments or other changes shall become effective until approved by the Society Board.

These Bylaws were approved on December 2, 2008.

President

Secretary