Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2009

Open to Public Inspection

For the 2009 calendar year, or tax year beginning , 2009, and ending ,

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

Please use IRS label or print or type. See specific Instructions.

C Name of organization: Intervale Center, Inc.

Number and street (or P O box if mail is not delivered to street addr): 180 Intervale Road — Room/suite:

City, town or country: Burlington — State: VT — ZIP code + 4: 05401

D Employer Identification Number: 03-0329656

E Telephone number: (802) 660-0440

G Gross receipts $ 1,322,562.

F Name and address of principal officer: Glenn McRae 180 Intervale Road Burlington VT 05401

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If 'No,' attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status ☒ 501(c) (3) ◄ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ► www.intervale.org

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ► **L** Year of Formation 1988 **M** State of legal domicile VT

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: The Intervale Center's mission is to develop farm and land-based enterprises that generate economic and social opportunity while protecting natural resources.

2 Check this box ► ☐ if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	12
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	12
5	Total number of employees (Part V, line 2a)	5	31
6	Total number of volunteers (estimate if necessary)	6	498
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	824,292.	778,919.
9	Program service revenue (Part VIII, line 2g)	75,745.	93,974.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	12,710.	7,640.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	898,713.	294,978.
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,811,460.	1,175,511.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0.
14	Benefits paid to or for members (Part IX, column (A), line 4)		0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	973,534.	629,900.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0.
b	Total fundraising expenses (Part IX, column (D), line 25) ► 71,419.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,092,975.	502,575.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,066,509.	1,132,475.
19	Revenue less expenses Subtract line 18 from line 12	-255,049.	43,036.
Net Assets or Fund Balances		**Beginning of Year**	**End of Year**
20	Total assets (Part X, line 16)	2,064,447.	1,880,399.
21	Total liabilities (Part X, line 26)	825,192.	595,887.
22	Net assets or fund balances Subtract line 21 from line 20	1,239,255.	1,284,512.

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SCANNED AUG 9 2010

Part II Signature Block

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

Sign Here

► [signature] — Signature of officer — Date: 6/14/10

► Glenn McRae Executive Director
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ► Wallace W Tapia, CPA — Date: May 28, 2010 — Check if self-employed ► ☐ — Preparer's identifying number (see instructions)

Firm's name (or yours if self employed), address, and ZIP + 4 ► WALLACE W TAPIA PC, PO BOX 5777, BURLINGTON VT 05402 — EIN ► — Phone no ► (802) 863-6370

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

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Part III | Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

The Intervale Center's mission is to develop farm and land-based enterprises that generate economic and social opportunity while protecting natural resources.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 346,387. including grants of $ 0.) (Revenue $ 32,570.)

"Agricultural Development Services" - Through educational and consulting work in programs such as "Success on Farms", "Food Basket" and "Burlington Food Hub", the Center's "ADS" works to support sustainable farms and local food systems.

4b (Code) (Expenses $ 175,965. including grants of $ 0.) (Revenue $ 39,974.)

"Intervale Conservation Nursery" - "ICN" is a native tree and shrub nursery offering a local source of ecologically grown plants primarily for waterway conservation in Vermont. The nursery also offers planting services and workshops.

4c (Code) (Expenses $ 261,203. including grants of $ 0.) (Revenue $ 21,430.)

Other programs include the "Healthy City" program, a youth education and food security program, and various consulting and educational programs.

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ► 783,555.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	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*	3		X
4	**Section 501(c)(3) organizations** Did the organization engage in lobbying activities? *If 'Yes,' complete Schedule C, Part II*	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If 'Yes,' complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions 'Yes'? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*			
	• Did the organization report an amount for investments– other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*			
	• Did the organization report an amount for investments– program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organizaiton's liability for uncertain tax positions under FIN 48? If*'Yes,' complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statement for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional* — 12 A: Yes [ ] No [X]			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If 'Yes,' complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If 'Yes,' complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection comittee member, or to a person related to such an individual? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transation with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable	1a	26			
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	31			
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)					
3a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			3a		X
b If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*			3b		
4a 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)?			4a		X
b 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.					
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c		
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?			6b		
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?			7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d				
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9 Sponsoring organizations maintaining donor advised funds.					
a Did the organization make any taxable distributions under section 4966?			9a		
b Did the organization make any distribution to a donor, donor advisor, or related person?			9b		
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12	10a				
b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11 Section 501(c)(12) organizations. Enter					
a Gross income from other members or shareholders	11a				
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b				

Part VI **Governance, Management and Disclosure** *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a 12		
b	Enter the number of voting members that are independent	1b 12		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers of key employees of the organization	15b		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ►

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► Timothy Kranz 180 Intervale Road Burlington VT 05401 (802) 660-0440

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organizations's tax year Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of 'key employees '
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order. individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W 2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Charles G. Lief Chair	6.00	X		X				0.	0.	0.
Scott Buckingham Secr./Treas.	5.00	X		X				0.	0.	0.
Thomas G. Walsh Vice-Chair	3.00	X		X				0.	0.	0.
Edward Antczak Director	2.00	X						0.	0.	0.
Kalisa Barratt Director	2.00	X						0.	0.	0.
Clem Nilan Director	2.00	X						0.	0.	0.
Thomas Hudspeth Director	2.00	X						0.	0.	0.
Tom Nold Director	2.00	X						0.	0.	0.
Nancy Owens Director	2.00	X						0.	0.	0.
Marissa Parisi Director	3.00	X						0.	0.	0.
Greg Strong Director	2.00	X						0.	0.	0.
Mary Sullivan Director	2.00	X						0.	0.	0.
Glenn McRae Executive Director	60.00			X				75,000.	0.	324.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont.)*

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W 2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1 b Total							►	75,000.	0.	324.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ► 0

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a 0.				
	b Membership dues	1b 0.				
	c Fundraising events	1c 11,748.				
	d Related organizations	1d 0.				
	e Government grants (contributions)	1e 243,528.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 523,643.				
	g Noncash contribns included in lns 1a-1f	$ 9,357.				
	h **Total.** Add lines 1a-1f	►	778,919.			
PROGRAM SERVICE REVENUE		Business Code				
	2a Consulting fees	900099	19,620.	19,620.	0.	0.
	b Planting services	900099	39,974.	39,974.	0.	0.
	c Other fees	900099	33,260.	33,260.	0.	0.
	d Tour revenue	900099	1,120.	1,120.	0.	0.
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f	►	93,974.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	►	1,071.	0.	0.	1,071.
	4 Income from investment of tax-exempt bond proceeds	►				
	5 Royalties	►				
		(i) Real / (ii) Personal				
	6a Gross Rents	49,253. / 96,373.				
	b Less: rental expenses	0. / 0.				
	c Rental income or (loss)	49,253. / 96,373.				
	d Net rental income or (loss)	►	145,626.	145,626.	0.	0.
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory	/ 20,900.				
	b Less cost or other basis and sales expenses	/ 14,331.				
	c Gain or (loss)	/ 6,569.				
	d Net gain or (loss)	►	6,569.	0.	0.	6,569.
	8a Gross income from fundraising events (not including $ 11,748. of contributions reported on line 1c) See Part IV, line 18	a 0.				
	b Less direct expenses	b 0.				
	c Net income or (loss) from fundraising events	►	0.	0.	0.	0.
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities	►				
	10a Gross sales of inventory, less returns and allowances	a 261,644.				
	b Less cost of goods sold	b 132,720.				
	c Net income or (loss) from sales of inventory	►	128,924.	128,924.	0.	0.
	Miscellaneous Revenue	Business Code				
	11a Other income	900099	20,428.	0.	0.	20,428.
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d	►	20,428.			
	12 **Total revenue.** See instructions	►	1,175,511.	368,524.	0.	28,068.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0.	0.		
2 Grants and other assistance to individuals in the U S. See Part IV, line 22	0.	0.		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0.	0.		
4 Benefits paid to or for members	0.	0.		
5 Compensation of current officers, directors, trustees, and key employees	75,324.	15,065.	52,727.	7,532.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	461,369.	356,828.	63,119.	41,422.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.	0.	0.	0.
9 Other employee benefits	41,270.	26,793.	11,364.	3,113.
10 Payroll taxes	51,937.	33,527.	14,586.	3,824.
11 Fees for services (non-employees)				
a Management	0.	0.	0.	0.
b Legal	20,572.	1,000.	19,572.	0.
c Accounting	11,400.	0.	11,400.	0.
d Lobbying	0.	0.	0.	0.
e Prof fundraising svcs See Part IV, ln 17	0.			0.
f Investment management fees	0.	0.	0.	0.
g Other	62,684.	42,903.	17,451.	2,330.
12 Advertising and promotion	267.	267.	0.	0.
13 Office expenses	29,395.	15,785.	10,414.	3,196.
14 Information technology	0.	0.	0.	0.
15 Royalties	0.	0.	0.	0.
16 Occupancy	60,579.	57,703.	2,301.	575.
17 Travel	7,952.	6,184.	1,286.	482.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.	0.	0.	0.
19 Conferences, conventions, and meetings	7,994.	270.	3,668.	4,056.
20 Interest	43,814.	2,023.	41,791.	0.
21 Payments to affiliates	0.	0.	0.	0.
22 Depreciation, depletion, and amortization	188,479.	179,055.	7,539.	1,885.
23 Insurance	18,297.	13,942.	3,196.	1,159.
24 Other expenses. Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Bad debts	1,838.	1,838.	0.	0.
b Bank & finance charges	9,196.	1,842.	7,354.	0.
c Equipment & vehicle expenses	17,066.	10,753.	4,593.	1,720.
d Program supplies	17,726.	17,476.	250.	0.
e Miscellaneous	5,316.	301.	4,890.	125.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,132,475.	783,555.	277,501.	71,419.
26 **Joint costs.** Check here ► [X] if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	0.	0.	0.	0.

Part X | Balance Sheet

			(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing	100,272.	1	93,892.
	2	Savings and temporary cash investments	58,372.	2	72,219.
	3	Pledges and grants receivable, net	118,609.	3	76,700.
	4	Accounts receivable, net	14,662.	4	11,059.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net	38,406.	7	33,361.
	8	Inventories for sale or use	134,606.	8	134,150.
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 2,202,995.			
	b	Less· accumulated depreciation — 10b: 762,485.	1,588,133.	10c	1,440,510.
	11	Investments – publicly-traded securities		11	
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11	11,387.	13	7,500.
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	11,008.
	16	**Total assets** Add lines 1 through 15 (must equal line 34)	2,064,447.	16	1,880,399.
LIABILITIES	17	Accounts payable and accrued expenses	232,960.	17	43,306.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	592,232.	23	552,581.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	825,192.	26	595,887.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► [X] and complete lines 27 through 29 and lines 33 and 34.**			
	27	Unrestricted net assets .	1,033,785.	27	1,055,328.
	28	Temporarily restricted net assets	205,470.	28	229,184.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ► [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, and equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	1,239,255.	33	1,284,512.
	34	Total liabilities and net assets/fund balances	2,064,447.	34	1,880,399.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
Intervale Center, Inc.	03-0329656

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 (For lines 1 through 11, check only one box.)

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 cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

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).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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 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?

		Yes	No
(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?	**11 g (i)**		
(ii) a family member of a person described in (i) above?	**11 g (ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11 g (iii)**		

h Provide the following information about the supported organizations

(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**	
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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants ')	604,504.	760,086.	722,493.	824,292.	778,919.	3,690,294.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0.	0.	0.	0.	0.	0.
3 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	0.	0.	0.	0.	0.	0.
4 **Total.** Add lines 1-through 3	604,504.	760,086.	722,493.	824,292.	778,919.	3,690,294.
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)						615,064.
6 **Public support.** Subtract line 5 from line 4						3,075,230.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	604,504.	760,086.	722,493.	824,292.	778,919.	3,690,294.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources	544.	399.	5,924.	2,279.	1,071.	10,217.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0.	0.	0.	0.	0.	0.
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						3,700,511.

12 Gross receipts from related activities, etc (see instructions) | 12 | 3,945,933.

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 ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)	14	83.10 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	82.20 %

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☒

b **33-1/3 support test – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

17a **10%-facts-and-circumstances test – 2009** 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 ► ☐

b **10%-facts-and-circumstances test – 2008.** 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 ► ☐

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 ► ☐

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 yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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 through 5						
7a Amounts included on lines 1, 2, 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 amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form 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 inline 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 lns 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 ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
Intervale Center, Inc.

Employer Identification number
03-0329656

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit?? ☐ Yes ☐ No

Part II **Conservation Easements** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► ______

4 Number of states where property subject to conservation easement is located ► ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► $ ______

(ii) Assets included in Form 990, Part X ► $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► $ ______

b Assets included in Form 990, Part X ► $ ______

Part III | Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV | Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV

Part V | Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► ______ %

b Permanent endowment ► ______ %

c Term endowment ► ______ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI | Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1a Land	0.	135,761.		135,761.
b Buildings	0.	857,611.	159,315.	698,296.
c Leasehold improvements	0.	0.	0.	0.
d Equipment	0.	138,233.	95,082.	43,151.
e Other	0.	1,071,390.	508,088.	563,302.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				1,440,510.

Part VII Investments—Other Securities See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990 Part X, col (B) line 12)* ►		

Part VIII Investments—Program Related (See Form 990, Part X, line 13)

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Investment in Agric. Equip. Leasing Co.	7,500.	Cost
Total. *(Column (b) must equal Form 990, Part X, Col (B) line 13)* ►	7,500.	

Part IX Other Assets (See Form 990, Part X, line 15)

(a) Description	(b) Book value
Beneficial Interest in Assets Held by Community Foundation	11,008.
Total. *(Column (b) must equal Form 990, Part X, col (B), line 15)* ►	11,008.

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ►	

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII,column (A), line 12)	1,175,511.
2	Total expenses (Form 990, Part IX, column (A), line 25)	1,132,475.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	43,036.
4	Net unrealized gains (losses) on investments	2,221.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	2,221.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	45,257.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	1,310,452.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.				
a	Net unrealized gains on investments	2a	2,221.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	132,720.		
e	Add lines **2a** through **2d**			2e	134,941.
3	Subtract line **2e** from line **1**			3	1,175,511.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**.				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	1,175,511.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	1,265,195.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d	132,720.		
e	Add lines **2a** through **2d**			2e	132,720.
3	Subtract line **2e** from line **1**			3	1,132,475.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c** (This must equal Form 990, Part I, line 18)			5	1,132,475.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Pt XII Line 2d Cost of Goods Sold - $132,720

Pt XIII Line 2d Cost of Goods Sold - $132,720

Part XIV **Supplemental Information** *(continued)*

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
► Attach to Form 990.

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
Intervale Center, Inc.	03-0329656

Pt VI-A, Line 4 See attached "redline" version of Bylaw amendments.

Pt VI-B, Line 11A A first draft of the 990 is reviewed by the Finance Manager with a final draft, in .pdf format, circulated to the Board prior to filing.

Pt VI-B, Line 12c All Board members must complete a "Conflict of Interest Form" annually which is filed with the Board minutes.

Pt VI-B, Line 15 After a review of comparability data, the Board of Directors approves and documents the Executive Director's compensation.

Pt XI, Line 2c The Finance Committee is responsible for auditor relations and approving the audited financial statements.

Pt VI-C, Line 19 Forms 990 and 1023 are open to public inspection at the Organization's Burlington, VT office and are available by mail upon request.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

► Complete if the organization answered 'Yes' to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization: Intervale Center, Inc.

Employer identification number: 03-0329656

Part I **Identification of Disregarded Entities** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(A) Name, address, and EIN of related organization	(B) Primary Activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(F) Share of total income	(G) Share of end-of-year assets	(H) Dispropor-tionate allocations? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(A) Name, address, and EIN of related organization	(B) Primary Activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
Intervale Farmer's Equipment Company 20-8520151 180 Intervale Road Burlington, VT 05401	Equipment Rental	VT	N/A	C	0.	7,500.	41.67

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, or 36.)

			Yes	No
	Note Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
1	During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(A) Name of other organization	**(B)** Transaction type (a-r)	**(C)** Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total asset or gross revenue) that was not a related organization See Instructions regarding exclusion for certain investment partnerships

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Intervale Center, Inc.
EIN # 03-0329656
Changes to Organization's By-laws

Intervale Center, Inc.

BY - LAWS

ARTICLE ONE
Purposes and Policies

Section 1. **Purposes** As stated in its Articles of Association~~;~~ the Corporation has been formed and shall exist exclusively for charitable, education and/or scientific purposes (including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law), including in particular to conduct research, to provide public education, to design solutions, to communicate with local, regional, state and federal leaders, and to conduct various other activities to address community food security, community agriculture and community economic development and their relationship to land development patterns, community values, preservation of the environment and open space and the vitality of the Vermont economy, all for the purpose of promoting healthy communities supported by a land based economy.

The activities of the Corporation may include but are not limited to the maintenance of open space and agricultural and gardening activities in the so-called Intervale Area of Chittenden County, Vermont, including operation of pilot projects promoting sustainable market agriculture and garden operations, gardening and agricultural education for farmers, students and landowners in Chittenden County, donation and sale at low cost of food to needy families, and other demonstration and training projects designed to promote community agriculture, home gardening and environmental protection

~~The Corporation's educational and research purposes shall also include entrepreneurial and/or enterprise development projects that assist the Corporation in creating job and income opportunities, promoting sustainable and community agriculture and demonstrating the economic feasibility of such projects, among other public benefit(s)~~

~~In its activities relating to sustainable and community-based agricultural enterprise development and education, the Corporation may undertake any and all actions necessary to sponsor and/or help start social enterprises and microenterprises, including accepting grants and donations intended to assist sustainable community-based agricultural business development, and shall use these funds for that purpose and in accordance with donor guidelines, including guidelines from any organization providing a grant Such assistance may also include the licensing of any of the Corporation's proprietary or patented technologies Any income derived in the conduct of~~

~~such activities shall be used to support the Corporation's various educational, research, scientific and charitable activities, and shall not be used for any other purpose(s), except for the support of charitable activities of other 501(c)(3) qualified organizations~~

~~Under conditions where a donor or granting organization requires that the Corporation retain the ownership of machinery, equipment or particular assets (purchased with funds provided), the Corporation shall do so However, any of these items may be rented or leased to an enterprise or microenterprise that the Corporation is helping to start~~

~~The Corporation is authorized to legally defend any of the above described social entrepreneurial purposes against any and all challenges, and to make adjustments needed to sustain the Corporation's 501(c)(3) status with the IRS~~

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profits of the Corporation are distributable to or shall inure to the benefit of its members, trustees, directors, officers or other private persons, except to the extent permitted in said Articles

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements)

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Section 2. **Basic Policies** The following are basic policies of the Corporation

(a) The Corporation shall be nonsectarian and nonpartisan

(b) Neither the name of the Corporation nor the names of any of its Directors in their capacities as such shall be used in connection with any partisan interest, except to the extent specifically approved by the Board of Directors upon a finding that the same will promote the purposes and objectives of the Corporation

(c) The Corporation may cooperate with other organizations and agencies concerned with the programs, policies and needs which the Corporation seeks to promote and further, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation without the express approval of the Board of Directors

~~(d)~~The Board of Directors is authorized to adopt additional policies without amending these By-laws

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Intervale Center, Inc.
EIN # 03-0329656
Changes to Organization's By-laws

ARTICLE TWO

Board of Directors

Section 1. General Powers / Number of Directors The affairs of the Corporation shall be managed by its Board of Directors ~~Directors need not be residents of the State of Vermont~~ Directors will have overall responsibility for the Corporation The Board shall approve the Corporation's budget and finances, major operating policies and the development of new programs, and it shall oversee strategic planning, guide and participate in fundraising and represent the Corporation to the community The Board will consist of no fewer than seven (7) and no more than eighteen (18) Directors One Director shall be appointed by the City of Burlington

Section 2. Qualifications and Tenure Directors must be committed to the mission of the Corporation and must not have any financial conflict of interest with the Corporation, as that term is defined herein and in any policy adopted by the Board that is reasonably likely to prevent the Director from participating in a substantial portion of the work of the Board The Board should be constituted so that it represents and includes the diversity of skills and perspectives needed for the Board to exercise its powers and to advance the mission of the Corporation The Executive Director of the Corporation shall not be a member of the Board The term of office of each D~~d~~irector shall be three (3) years, and the terms shall be staggered There shall be a term limit of two (2) complete terms After a one (1) year absence an individual can be re-elected to the Board Directors' attendance at Board meetings is required, and if any Director's attendance falls below seventy percent (70%) of regularly scheduled meetings annually, absent extenuating circumstances, he or she shall be contacted by the Chair and requested to increase attendance or resign from the Board

Section 3. Election of Board The Board shall hold elections annually at the annual meeting. The nominating committee shall present to the Board nominations for Directors to be elected by the Directors The committee shall furnish information relating to the background and qualifications of all nominees to the Board, and is responsible for Board development. The Chair shall not be a member of the nominating committee The nominating committee shall

(a) bring possible names to be added to the Board for their review and consideration, and

(b) present to the Board a slate of individuals who have indicated (to a member of the nominating committee or the Chair of the Board) that they consent to be nominated and will serve with commitment if asked

Section 4. Regular Meetings An annual meeting of the Board of Directors shall be held during the month of ~~March~~December, or at such other time as noticed by the Board The annual meeting shall be held at the principal business office of the Corporation, unless otherwise designated Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 5. Special Meetings / Notice. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three other Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine Notice of any special meeting of the Board of Directors stating the place, day, hours of the meeting and the purpose or purposes for which the meeting is called shall be given at least ~~five~~ forty-eight (48) ~~days~~ hours previously thereto by written notice delivered personally or sent by regular mail, e-mail or telefax to each Director at his/her address, telefax or electronic mail address as shown by the records of the Corporation If sent by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid If notice is given by telefax, such notice shall be deemed to be delivered when transmission is confirmed If notice is given by electronic mail, such notice shall be deemed to be delivered when sent, provided it is not returned as undeliverable Any Director may waive notice of any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these By-laws [The committee recommends deleting email voting section in its entirety]

Section 6. Quorum. A quorum shall be a majority of the existing Directors A quorum shall be necessary for the transaction of business at any meeting of the Board A meeting at which a quorum is present may continue to transact business notwithstanding the withdrawal of Directors from the meeting, provided that any decisions are affirmatively voted on by at least a majority of the number of Directors that were in attendance when a quorum was present

Section 7. Board Decisions The Board shall strive for consensus whenever possible in its decision making. However, an affirmative vote of the majority of Directors present, subject to other applicable provisions of these By-laws, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws, and provided that an affirmative vote of at least two-thirds of all existing Directors shall be required for ~~(a)~~ approval of the Corporation's annual budget~~, or (b) approval of new programs of the Corporation.~~ [The committee recommends this be an operating policy directing staff, not in Bylaws.]

Section 8. Action Without Meeting / Meeting by Telephone Conference Call The Board shall strive to hold all of its meetings in person However, if the attendance of a quorum of Directors is not possible at a given meeting the Board may act without a meeting, or by telephone conference call as set forth in this Section.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if ~~all~~ majority of the Directors consent to the action in writing (including email/fax) and the written consents are filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a decision at a meeting

A quorum of the Board of Directors may participate in a meeting by means of a conference telephone call or use of other communications equipment Such participation shall constitute presence in person at a meeting All of the provisions of these By-laws pertaining to meeting procedure shall apply to such meetings

Section 9. Proxies A Director may vote on a specific matter or agenda item by proxy if he/she is unable to attend a regular or special Board meeting. The absent Director must have delivered to the Chair ~~or President~~ at the Board meeting a written proxy No proxy dated more than sixty (60) days before the meeting named therein shall be valid The named proxy shall~~may~~ be another Director

Section 10. Vacancies Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors consistent with the provisions of Section 3 of this Article Two, except that the Board may fill such vacancy at a meeting other than the annual meeting A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and such term shall not be counted as a complete term for purposes of determining such Director's term limit under Section 2 of this Article Two

Section 11. Compensation. Directors shall not receive any stated compensation for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the ~~b~~Board

Section 12. **Indemnification [no suggestions but should be reviewed by attorney?]**

(a) General. Each person (including his or her heirs, executors and administrators) who shall serve or shall have served as a member of the Board of Directors or as an Officer of the Corporation shall be indemnified by the Corporation to the full extent legally permissible against all liabilities and expenses imposed or reasonable incurred in connection with, or arising out of, or resulting from, any civil, criminal, administrative or other action, suit or proceeding in which he or she may be involved, or with which he or she may be threatened, at any time, by reason of his or her serving or having served as such Officer or member of the Board of Directors, or by reasons of any alleged action or omission of her or hers as such Officer or member of the Board of Directors, provided that this right of indemnification does not accrue to any such persons guilty of reckless or criminal activity

(b) Survival of Right. The foregoing provisions shall apply although the person to be so indemnified is no longer an Officer or Director of the Corporation

(c) Construction The foregoing provisions of this section shall not be construed as providing indemnification for any person with respect to any matter as to which he or she shall have been judged in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation

~~(d)~~Non-Exclusive Right. The foregoing provisions of this section shall not be construed to limit or otherwise affect any right of indemnification existing independently of the provisions of this section, or any other rights, remedies or defenses to which the persons referred to in this section may otherwise entitled

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~~(e)~~(d) Indemnification Agreements The Board of Directors is authorized to enter into an agreement with any Director, Officer, employee or agent of the Corporation, or any person serving at the request of the Corporation, or agent of another corporation, partnership, joint venture, trust or other enterprise, providing for indemnification rights equivalent to, or, if the Board of Directors so determines, greater than, those provided for in this section, including without limitation payment for costs of defense of any claim brought against such person that reasonably could result in liability for which indemnification would be warranted under this section.

~~(f)~~(e) Effect of Amendment. Any amendment, repeal or modification of any provision of this section by the Directors of the Corporation shall not adversely affect any right or protection of a Director or Officer of the Corporation existing at the time of such amendment, repeal or modification

~~(g)~~(f) Severability The foregoing provisions of this section shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion of this article which can be given effect.

Section 13. Director and Officer Insurance The Corporation shall ~~have the authority, but not the obligation, to~~ secure errors and omissions insurance covering its Directors and Officers

Section 14. Conflict of Interest. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or are financially or otherwise interested, shall be either void or voidable for this reason alone, provided that such common directorship, officership or financial or other interest, if material, is disclosed or known to each of the Directors voting on the matter of approval of such contract or transaction Common or interested Directors may be counted in determining the presence of a quorum at such meeting, and such common or interested Directors may vote on the matter of the approval of such contract or transaction, provided that any such vote shall require the affirmative decision of the Directors who have no interest in such contract or transaction, even though the disinterested Directors be less than a quorum

Section 154 Removal Any director may be removed from the board at any time upon the affirmative ~~decision~~ vote of a majority of the Directors ~~in accordance with Section 7 of this Article Two~~ for cause after an appropriate hearing At least 15 days prior written notice shall be given to the Director removed The notice shall state the reasons for the action and shall give the Director an opportunity to be heard, orally or in writing, not less than five days before the effective day of the proposed removal Written notice of the proposed action shall be given by first class or certified mail and sent to the Director's last address

Section 16 Rules Meetings of Directors shall be governed by Roberts Rules of Order, Newly Revised

( )

ARTICLE THREE

Officers

Section 1. Officers The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article The Board of Directors may elect or appoint such other Officers, including one or more Vice Chairs, Assistant Secretaries or Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board Any two or more offices may be held by the same person, except the Offices of Chair and Secretary

Section 2. Election and Term of Office The Officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. There shall be no limit on the number of successive terms that any Officer may serve except as terms of all Directors are limited as provided in Article Two, Section 2 If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient New offices may be created and filled at any meeting of the Board of Directors Each~~Oe~~ Officer shall hold office until his successor has been duly elected and qualifies

Section 3. Removal Any Officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed

Section 4. Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term

Section 5. Chair~~and Vice Chair~~ The Chair shall preside at all meetings of the Board of Directors_ ~~Any duly elected Vice Chair~~ The Secretary shall have such duties and powers as the Board may from time to time designate and shall undertake the duties of Chair when the Chair is absent

Section 6 Treasurer. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account He or she shall have care and custody of all funds, securities and valuable documents of the Corporation, except as the Board may otherwise provide If required by the Board, he or she shall give bond for the faithful performance of his or her duties in such form and with such sureties as the Board may determine The Treasurer's account shall be examined annually by an independent auditor or by an auditing committee of not less than two Directors, who once satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report

Section 7. Secretary The Secretary shall keep the original or attested copies of the Articles of Incorporation, these By-laws and records of all meetings of the Board Such copies and records shall be kept in the State of Vermont Said copies and records need not be kept in the same office

ARTICLE FOUR

Committees

The Corporation shall have a standing Finance ~~and Planning~~ Committee and a standing Nominating Committee, [discussed but did not choose to recommend adding an "executive committee that may exercise any of the authority of the Board"?] and may designate such other, ad hoc committees as it deems appropriate Each committee shall consist of two or more Directors, and may include others at the discretion of the Board. The Finance ~~and Planning Committee~~ shall, in addition to such other functions and responsibilities as the Board may assign to it and unless the Board expressly provides otherwise, review the annual audit of the Corporation as provided in Section 6, Article 3 The Nominating Committee shall, in addition to such other functions and responsibilities as the Board may assign it, perform the tasks prescribed in Section 3, Article 2 [Glenn will add a discussion of this committee's responsibilities e.g. review of ED's performance to a future board agenda] All committees, to the extent provided in Board resolution granting them authority, shall have and exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him or her by law

~~ARTICLE FIVE~~

~~Advisory Council~~

~~The Board shall create an Advisory Council or Councils, or similar group of persons, to assist in the work and achievement of the mission of the Corporation. The Board recognizes that a number of individuals and stakeholders in the Intervale area (and outside of it) are vitally interested in the activities of the Corporation, and the Corporation's mission can best be achieved through active cooperation and collaboration with them where appropriate. The purposes of any Advisory Council or Councils created under this article are to ensure that input from these individuals and stakeholders is received by the Interval Center, and that a forum exists for exploring issues and opportunities of mutual concern.~~

ARTICLE ~~SIX~~FIVE

Contracts, Checks, Deposits and Gifts

Section 1. Contracts The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or may be confined to specific instances ~~Specific Board approval is required prior to execution of any contract or instrument that exceeds five thousand dollars ($5,000.00). *Amended 10-28-08*~~

Section 2. Checks, Drafts or Orders All checks, drafts or orders for the payment of money, notes ~~or other evidences of indebtedness~~ issued in the name of the Corporation, shall be signed by such Officer or Officers or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select

Section 4. Gifts The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for any purpose of the Corporation and consistent with Article 2, Section 14 of these By-laws [why does this section exist and why does it cross reference the conflict of interest section?]

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

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ARTICLE ~~SEVEN~~SIX

Distribution of Funds on Dissolution

The assets of the corporation are and shall be permanently dedicated to an exempt purpose as defined in the Internal Revenue Code Should the Corporation be dissolved, its assets shall be distributed for exempt purposes, or to the Federal Government, or to a state or local government for charitable purposes consistent with the Corporation's purpose, or to ~~a~~ distribute to one or more organizations~~,~~ which would qualify and be exempt within the meaning of the Internal Revenue Code, at the time the dissolution takes place as set forth in the Articles of Association No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an Officer, Director, employee or donor of the Corporation.

ARTICLE ~~EIGHT~~SEVEN

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having and exercising any of the authority of the Board of Directors All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time

ARTICLE ~~NINE~~EIGHT

Offices / Fiscal Year

The principal office of the Corporation shall be located in the City of Burlington, County of Chittenden, State of Vermont The Corporation may have such other offices, either within or without the State of Vermont, as the Board of Directors may determine from time to time The fiscal year of the Corporation shall be January 1 to December 31 ~~set for in the Article of Association, or as otherwise determined by the Board of Directors~~.

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ARTICLE ~~TEN~~NINE

Seal

The Board of Directors shall provide a corporate seal, which shall contain the name of the Corporation, its year of incorporation and the words "Vermont" and "Corporate Seal"

ARTICLE ~~ELEVEN~~TEN

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Association or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ~~TWELVE~~ELEVEN

Members

There shall be no Members of the Corporation.

ARTICLE ~~THIRTEEN~~TWELVE

Amendment of By-laws

These By-laws may be altered, amended or repealed, and new By-laws may be adopted by a vote of two thirds of the Directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting

I certify that the within By-laws were read, accepted and approved by the Board of Directors at a meeting the _____ day of _____________, 200~~3~~9 ______________________________________

Chair

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- 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).

A corporation 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 a corporation 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	Employer identification number
Intervale Center, Inc.	03-0329656
Number, street, and room or suite number If a P O box, see instructions: 180 Intervale Road	
City, town or post office, state, and ZIP code For a foreign address, see instructions: Burlington	VT 05401

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

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► Timothy Kranz

Telephone No. ► (802) 660-0440 FAX No. ► (802) 658-8075

- 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 corporation required to file Form 990-T) extension of time until Aug 16, 20 10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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**	$ 0.
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**	$ 0.
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**	$ 0.

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.

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