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Return of Organization Exempt From Income Tax

2009

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

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

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

C Name of organization
 POTOMAC RIVERKEEPER INC
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
 1100 15TH STREET NW 11 FL
 City or town, state or country, and ZIP + 4
 WASHINGTON, DC 20005

D Employer identification number
 54-1982624

E Telephone number
 202-222-0707

F Name and address of principal officer EDWIN MERRIFIELD
 7436 OSKALOOSA DRIVE, ROCKVILLE, MD 20855

G Gross receipts \$ 559,763.

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)

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

J Website: WWW.POTOMACRIVERKEEPER.ORG

K Form of organization: Corporation Trust Association Other

L Year of formation: 2000 **M State of legal domicile:** MD

H(c) Group exemption number ▶

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROTECT AND RESTORE WATER QUALITY IN THE POTOMAC RIVER WATERSHED		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net 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	7
	6 Total number of volunteers (estimate if necessary)	6	350
	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	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	469,932.	525,324.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,403.	524.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	449.	639.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	477,784.	526,487.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	342,948.	389,078.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25)	41,362.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	118,011.	144,212.	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	460,959.	533,290.	
19 Revenue less expenses Subtract line 18 from line 12	16,825.	<6,803.>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	359,498.	346,653.
	22 Net assets or fund balances Subtract line 21 from line 20	33,240.	27,198.
		326,258.	319,455.

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 of officer: *Linda J. Collyer* Date: 11/9/2010
 LINDA J. COLLYER, TREASURER
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature: *Linda J. Collyer* Date: 11/9/10
 Firm's name (or yours if self-employed), address, and ZIP + 4: SNYDER JOHN, PC
 4520 EAST WEST HIGHWAY, SUITE 520
 BETHESDA, MD 20814-3338
 Check if self-employed:
 Preparer's identifying number (see instructions):
 EIN:
 Phone no.: 301-652-6700

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 MISSION OF THE POTOMAC RIVERKEEPER IS TO PROTECT AND RESTORE WATER QUALITY IN THE POTOMAC RIVER AND ITS TRIBUTARIES THROUGH COMMUNITY ACTION AND ENFORCEMENT.

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

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

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.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code:) (Expenses \$ 247,285. including grants of \$) (Revenue \$)

SERVED THE GREATER DC AREA, MD, VA, WV AND PA BY STOPPING POLLUTION AND IMPROVING WATER QUALITY THROUGH ENFORCEMENT OF CLEAN WATER ACT AND OTHER LAWS:

1. SHENANDOAH RIVERKEEPER FOUGHT TO INCREASE CONTROLS FOR FERTILIZER MADE FROM POULTRY LITTER, AFTER DISCOVERING 80% OF VIRGINIA'S GOES ONTO OUR LAND AND INTO OUR WATERS WITHOUT REGULATION. THE LOOPHOLE, NOW CLOSED, MADE IT IMPOSSIBLE TO DETERMINE WHETHER DANGEROUS AMOUNTS OF NITROGEN AND PHOSPHORUS WERE ENTERING OUR RIVERS AND STREAMS, CAUSING DEAD ZONES.

2. POTOMAC RIVERKEEPER AND OTHER ENVIRONMENTAL GROUPS CHALLENGED

4b (Code:) (Expenses \$ 125,000. including grants of \$) (Revenue \$)

INCREASED PUBLIC AWARENESS OF WATER POLLUTION ISSUES THROUGH EDUCATION AND TRAINING CLASSES:

1. OUR GET THE DIRT OUT PROGRAM TRAINS VOLUNTEERS TO REPORT RUNOFF VIOLATIONS AT CONSTRUCTION SITES. IN 2009, WE HOSTED SIX TRAINING SESSIONS AND MORE THAN DOUBLED OUR VOLUNTEERS FROM THE PREVIOUS YEAR.

2. POTOMAC RIVERKEEPER JOINED DOZENS OF GROUPS IN THE CHOOSE CLEAN WATER CAMPAIGN, WHICH HOLDS THE FEDERAL GOVERNMENT ACCOUNTABLE FOR ITS PROMISE TO CLEAN THE CHESAPEAKE BAY. OVER 100 GROUPS JOINED THE CAMPAIGN, REFLECTING THE MASSIVE PUBLIC SUPPORT BEHIND BAY RESTORATION.

4c (Code:) (Expenses \$ 85,000. including grants of \$) (Revenue \$)

PATROLLED WATERWAYS AND RECEIVED REPORTS FROM VOLUNTEER RIVERWATCHERS TO IDENTIFY POLLUTION PROBLEMS THROUGHOUT THE WATERSHED:

1. RIVERKEEPERS REGULARLY PATROLLED THE TIDAL PORTION OF THE POTOMAC RIVER AND THE SHENANDOAH RIVER.

2. VOLUNTEER RIVERWATCHERS HELPED MONITOR OTHER PORTIONS OF THE WATERSHED.

3. WE RECEIVED AND RESPONDED TO HUNDREDS OF POLLUTION REPORTS INVOLVING: SICK FISH, FISH KILLS, POLLUTION, AND ALGAE.

4d Other program services. (Describe in Schedule O)

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

4e Total program service expenses \$ 457,285.

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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		
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? <i>If "Yes," complete Schedule D, Part I</i>		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? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• 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? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	Yes	No
			X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	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? <i>If "Yes," complete Schedule F, Part I</i>		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? <i>If "Yes," complete Schedule F, Part II</i>		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? <i>If "Yes," complete Schedule F, Part III</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		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? <i>If "Yes," complete Schedule I, Parts I and II</i>		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? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>		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, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c 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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2009)

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

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		
1b	Enter the number of voting members that are independent		
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?		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?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, 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		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?		X
10b	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?		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	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	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done		X
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	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?		
15a	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization	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?		X
16b	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?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **MD, DC, PA, WV, VA**
- 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. **POTOMAC RIVERKEEPER INC - 202-222-0707**
1100 15TH STREET NW 11TH FLOOR, WASHINGTON, DC 20005

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 organization'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 employee."
- 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)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
AVIS OGILVY MOORE CHAIR EMERITUS	2.00	X					0.	0.	0.	
MAC THORNTON CHAIR	5.00	X					0.	0.	0.	
G. CABELL WILLIAMS VICE CHAIR	2.00	X					0.	0.	0.	
BRENT BLACKWELDER DIRECTOR	1.00	X					0.	0.	0.	
SALLY DAVIDSON DIRECTOR	1.00	X					0.	0.	0.	
PETER BROSS DIRECTOR	1.00	X					0.	0.	0.	
PAT MUNOZ DIRECTOR	1.00	X					0.	0.	0.	
ANDREA YOUNG DIRECTOR	1.00	X					0.	0.	0.	
JOHN GIBSON DIRECTOR	1.00	X					0.	0.	0.	
KEN DELASKI DIRECTOR	1.00	X					0.	0.	0.	
LINDA COLLYER TREASURER	2.00	X		X			0.	0.	0.	
STANLEY OAKS SECRETARY	2.00	X		X			0.	0.	0.	
EDWIN MERRIFIELD PRESIDENT/EXEC. DIRECTOR	55.00			X			82,400.	0.	15,696.	
ROBIN BRODER VICE PRESIDENT	50.00			X			61,285.	0.	17,415.	

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	1 a Federated campaigns	1a 3,468.				
	b Membership dues	1b 38,196.				
	c Fundraising events	1c 34,986.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 448,674.				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		525,324.			
	Program Service Revenue	Business Code				
		2 a				
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		524.		524.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ 34,986. of contributions reported on line 1c). See Part IV, line 18	a	32,514.			
		b Less. direct expenses	b 32,514.			
		c Net income or (loss) from fundraising events		0.		
	9 a Gross income from gaming activities. See Part IV, line 19	a				
		b Less. direct expenses	b			
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	1,401.				
	b Less. cost of goods sold	b 762.				
	c Net income or (loss) from sales of inventory		639.	639.		
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		526,487.	639.	0.	524.	

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				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	143,685.	110,951.	12,489.	20,245.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	164,804.	149,487.	7,417.	7,900.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	6,180.	5,217.	399.	564.
9 Other employee benefits	50,637.	44,327.	2,702.	3,608.
10 Payroll taxes	23,772.	21,157.	1,083.	1,532.
11 Fees for services (non-employees).				
a Management				
b Legal	246.	246.		
c Accounting	5,000.		5,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	13,406.	12,941.		465.
12 Advertising and promotion				
13 Office expenses	7,305.	5,884.	425.	996.
14 Information technology				
15 Royalties				
16 Occupancy	20,324.	17,159.	1,311.	1,854.
17 Travel	16,363.	15,188.	655.	520.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	10,288.	9,755.	533.	
23 Insurance	3,380.	1,494.	1,733.	153.
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 <u>PRINTING AND REPRODUCTI</u>	39,705.	37,310.	51.	2,344.
b <u>POSTAGE AND DELIVERY</u>	12,384.	11,792.	69.	523.
c <u>BOAT EXPENSES</u>	4,114.	4,114.		
d <u>STRATEGIC PLANNING</u>	3,875.	3,271.	250.	354.
e <u>VOLUNTEER EQUIPMENT AND</u>	2,838.	2,838.		
f All other expenses	4,984.	4,154.	526.	304.
25 Total functional expenses. Add lines 1 through 24f	533,290.	457,285.	34,643.	41,362.
26 Joint costs. Check here <input type="checkbox"/> 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				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	149.	1	149.
	2	Savings and temporary cash investments	311,288.	2	265,019.
	3	Pledges and grants receivable, net	14,316.	3	48,401.
	4	Accounts receivable, net		4	
	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		7	
	8	Inventories for sale or use	3,744.	8	4,379.
	9	Prepaid expenses and deferred charges		9	3,315.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 57,857.		
	b	Less. accumulated depreciation	10b 38,260.	10c	19,597.
	11	Investments - publicly traded securities	2,039.	11	5,271.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	522.	15	522.
16	Total assets. Add lines 1 through 15 (must equal line 34)	359,498.	16	346,653.	
Liabilities	17	Accounts payable and accrued expenses	11,740.	17	6,995.
	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	20,000.	23	20,000.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D	1,500.	25	203.
	26	Total liabilities. Add lines 17 through 25	33,240.	26	27,198.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	211,258.	27	201,955.
	28	Temporarily restricted net assets	115,000.	28	117,500.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	326,258.	33	319,455.	
34	Total liabilities and net assets/fund balances	359,498.	34	346,653.	

Part XI Financial Statements and Reporting

- 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?
- b Were the organization's financial statements audited by an independent accountant?
- 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?
 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?
- 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

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 any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	181,663.	327,811.	442,540.	490,990.	547,416.	1990420.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose				709.	639.	1,348.
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	181,663.	327,811.	442,540.	491,699.	548,055.	1991768.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	11,000.	10,000.	45,691.	25,039.	43,271.	135,001.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b	11,000.	10,000.	45,691.	25,039.	43,271.	135,001.
8 Public support. (Subtract line 7c from line 6)						1856767.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	181,663.	327,811.	442,540.	491,699.	548,055.	1991768.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	800.	7,211.	11,097.	7,369.	524.	27,001.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	800.	7,211.	11,097.	7,369.	524.	27,001.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12)	182,463.	335,022.	453,637.	499,068.	548,579.	2018769.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	91.98 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	92.61 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	1.34 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	1.66 %

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 line 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

Schedule A (Form 990 or 990-EZ) 2009

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, line 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 **POTOMAC RIVERKEEPER INC** Employer identification number **54-1982624**

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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 Tax 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 easements 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 section 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	
d Additions during the year	
e Distributions during the year	
f Ending balance	

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 the 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		
(ii) related organizations		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		

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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		57,857.	38,260.	19,597.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				19,597.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	526,487.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	533,290.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	<6,803.>
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<6,803.>

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	1,351,838.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	803,259.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	22,092.
e	Add lines 2a through 2d	2e	825,351.
3	Subtract line 2e from line 1	3	526,487.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.		
a	Investment 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	0.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	526,487.

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

1	Total expenses and losses per audited financial statements	1	1,358,641.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.		
a	Donated services and use of facilities	2a	803,259.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	22,092.
e	Add lines 2a through 2d	2e	825,351.
3	Subtract line 2e from line 1	3	533,290.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1.		
a	Investment 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	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	533,290.

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

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSES FOR FUNDRAISING EVENT: 22092.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSES FOR FUNDRAISING EVENT: 22092.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		ANNUAL GALA (event type)	FISHING RODEO (event type)	2 (total number)	
Revenue	1	Gross receipts	57,246.	10,254.	67,500.
	2	Less: Charitable contributions	31,634.	3,352.	34,986.
	3	Gross income (line 1 minus line 2)	25,612.	6,902.	32,514.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes	10,422.		10,422.
	6	Rent/facility costs		805.	805.
	7	Food and beverages	8,825.	2,400.	11,225.
	8	Entertainment	150.	500.	650.
	9	Other direct expenses	6,215.	3,197.	9,412.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(32,514)
	11	Net income summary. Combine line 3, column (d), and line 10			0.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				(_____)
8	Net gaming income summary. Combine line 1, column (d), and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," explain:

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization: **POTOMAC RIVERKEEPER INC** Employer identification number: **54-1982624**

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (<u>ITEMS FOR AUC</u>)	<input checked="" type="checkbox"/>	30	10,422.	SELLING PRICE
26	Other ▶ (_____)				
27	Other ▶ (_____)				
28	Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment 29 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? b If "Yes," describe the arrangement in Part II		X
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? b If "Yes," describe in Part II		X
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2009

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

POTOMAC RIVERKEEPER INC

Employer identification number

54-1982624

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

MARYLAND'S STORMWATER PERMIT FOR MONTGOMERY COUNTY. THE PERMIT IDENTIFIES THAT WE HAVE TOXIC AMOUNTS OF STORMWATER ENTERING OUR RIVERS AND STREAMS, BUT THE STATE HAS NOT PLACED STRONG, ENFORCEABLE TIME LIMITS FOR IMPLEMENTATION.

3.VIRGINIA NOW REQUIRES BUILDERS TO MAKE CONSTRUCTION SITE POLLUTION PLANS AVAILABLE FOR PUBLIC REVIEW DUE TO EFFORTS OF SHENANDOAH AND POTOMAC RIVERKEEPER.

4.POTOMAC RIVERKEEPER, ALONG WITH ANACOSTIA RIVERKEEPER AND FRIENDS OF THE EARTH, FILED A LAWSUIT TO CHALLENGE INADEQUATE POLLUTION CAPS THE US ENVIRONMENTAL PROTECTION AGENCY (EPA) APPROVED FOR THE POTOMAC AND ANACOSTIA RIVERS. THE CAPS, KNOWN AS TOTAL MAXIMUM DAILY LOADS (TMDLS), FAIL TO HAVE MEANINGFUL "DAILY" REQUIREMENTS FOR BACTERIA AND OTHER POLLUTANTS--WHICH IS THE ENTIRE POINT.

5.IN 2008, POTOMAC RIVERKEEPER AND OTHER GROUPS FILED A NOTICE OF INTENT TO SUE (NOI) VARIOUS AGENCIES RESPONSIBLE FOR POLLUTING POPLAR POINT WITH ARSENIC, LEAD, DDT, PCBS, AND PETROLEUM BYPRODUCTS. AS A RESULT OF OUR ACTION, THE DISTRICT OF COLUMBIA AND THE NATIONAL PARK SERVICE INITIATED A CERCLA (SUPERFUND) CLEANUP OF POPLAR POINT IN 2009.

6.POTOMAC RIVERKEEPER AND A GROUP OF MARYLAND WATERKEEPERS SUCCESSFULLY CHALLENGED THE MARYLAND DEPARTMENT OF THE ENVIRONMENT'S (MDE) GENERAL STORMWATER PERMIT FOR CONSTRUCTION SITES. THANKS TO OUR ACTIONS, MDE

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Schedule O (Form 990) 2009

932211
02-03-10

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

POTOMAC RIVERKEEPER INC

Employer identification number

54-1982624

WILL EXPAND PUBLIC PARTICIPATION, UPDATE POLLUTION CONTROL
REQUIREMENTS, AND IMPROVE PROTECTIONS FOR ALREADY-IMPAIRED BODIES OF
WATER.

7.POTOMAC RIVERKEEPER AND FELLOW WATERKEEPERS CHESAPEAKE OF MARYLAND
SOUGHT MAJOR CHANGES IN THE WAY THE STATE OPERATES AND ENFORCES THE
CLEAN WATER ACT (CWA). THE GROUP FILED A PETITION TO STRIP MARYLAND OF
ITS ABILITY TO ISSUE AND ENFORCE POLLUTION PERMITS BECAUSE THE STATE
HAS SYSTEMATICALLY FAILED TO DO SO EFFECTIVELY.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

3.THE SHENANDOAH RIVERKEEPER FILMED A SEGMENT FOR NBC'S ONLINE VIDEO
SERIES: "SAVING THE BAY."

4.POTOMAC RIVERKEEPER STAFF SPOKE TO YOUNG PEOPLE AT CALLEVA ABOUT
RIVER CONSERVATION IN MARYLAND, AND PARTICIPATED IN NUMEROUS OTHER
COMMUNITY OUTREACH EVENTS.

5.ON EARTH DAY, "POISONED WATERS" DEBUTED ON THE PBS SHOW FRONTLINE.
THE DOCUMENTARY EXAMINED THE ROLE OF ENDOCRINE DISRUPTORS, DEVELOPMENT,
AND OTHER POLLUTANTS IN TWO WATER BODIES, THE CHESAPEAKE BAY AND PUGET
SOUND. EMMY AWARD AND PULITZER PRIZE WINNER HEDRICK SMITH PRODUCED
"POISONED WATERS," AND SPOKE TO A GROUP OF POTOMAC RIVERKEEPER
SUPPORTERS HOURS BEFORE THE PREMIER.

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
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OMB No 1545-0047

2009

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Name of the organization

POTOMAC RIVERKEEPER INC

Employer identification number
54-1982624

6. WE JOINED FORCES WITH REI AND TRADER JOE'S FOR A RIVER CLEANUP,
REMOVING A TELEVISION AND LOTS OF TRASH FROM THE OCCOQUAN TRAIL.

7. POTOMAC RIVERKEEPER BOARD AND STAFF APPEARED IN 30+ NEWS ARTICLES
THIS YEAR. WE ALSO JOINED THE ONLINE COMMUNITY, LAUNCHING FACEBOOK,
TWITTER, AND YOUTUBE ACCOUNTS.

8. NEAR THE END OF 2009 WE HELPED LAUNCH EARTH KORPS, A NONPROFIT THAT
CLEANS UP TRASH ALONG THE SHENANDOAH RIVER.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

4. REPORTS AND PHOTOS FROM A RIVERWATCHER VOLUNTEER LED POTOMAC
RIVERKEEPER TO CHALLENGE THE SEDIMENT POLLUTION COMING OFF OF THE 495
HOT LANE CONSTRUCTION SITE AND POLLUTING ACCOTINK CREEK IN NORTHERN
VIRGINIA.

FORM 990, PART VI, SECTION A, LINE 4: BYLAWS WERE AMENDED TO ALLOW VOTES
BY EMAIL WHEN MEETINGS CANNOT BE CONVENED WITH APPROPRIATE SPEED.

FORM 990, PART VI, SECTION B, LINE 11: THE TAX RETURN IS PREPARED BY THE
TREASURER AND REVIEWED BY THE FINANCE COMMITTEE, WHICH CONSISTS OF 3 OTHER
BOARD MEMBERS AND THE PRESIDENT AND VICE PRESIDENT. AFTER THIS REVIEW,
OTHER BOARD MEMBERS ARE SENT A COPY OF THE TAX RETURN BY EMAIL AND ASKED
FOR COMMENTS AND/OR QUESTIONS.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION FOR THE

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932211
02-03-10

Schedule O (Form 990) 2009

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

POTOMAC RIVERKEEPER INC

Employer identification number
54-1982624

PRESIDENT/RIVERKEEPER IS APPROVED BY THE ENTIRE BOARD AFTER THE
RECOMMENDATION OF THE FINANCE COMMITTEE. THE FINANCE COMMITTEE USES
COMPARABILITY DATA FOR SIMILAR-SIZED ORGANIZATIONS (BY BUDGET AND BY NUMBER
OF EMPLOYEES) TO PROPOSE THE PRESIDENT'S COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION KEEPS ITS
GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS
ON FILE AND FURNISHES THEM UPON REQUEST.

THE FINANCE COMMITTEE ASSUMED RESPONSIBILITY FOR THE OVERSIGHT OF THE
AUDIT IN 2009. FOR 2010 A SEPARATE AUDIT COMMITTEE HAS BEEN
CONSTITUTED TO BE RESPONSIBLE FOR THAT PROCESS.

POTOMAC RIVERKEEPER, INCORPORATED

FINANCIAL STATEMENTS

DECEMBER 31, 2009 & 2008

**RONALD H. THOMAS
CERTIFIED PUBLIC ACCOUNTANT**

**RONALD H THOMAS
CERTIFIED PUBLIC ACCOUNTANT
POTOMAC, MD 20854
301-983-0330**

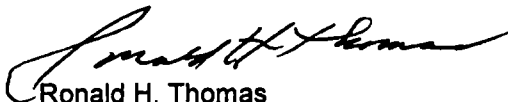
REPORT OF INDEPENDENT AUDITOR

Board of Directors
POTOMAC RIVERKEEPER, INCORPORATED
1717 Massachusetts Ave. NW
Washington, DC 20036

We have audited the accompanying statements of financial position of Potomac Riverkeeper, Incorporated (a non-profit organization) for the year ending December 31, 2009 and 2008 and the related statement of activities and changes in net assets, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of Potomac Riverkeeper, Incorporated. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of Potomac Riverkeeper, Incorporated as of December 31, 2009 and 2008 and its activities and changes in net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United State of America.



Ronald H. Thomas
Certified Public Accountant
Potomac, Maryland
October 15, 2010

POTOMAC RIVERKEEPER, INCORPORATED
Statement of Financial Position
For the Period Ended December 31, 2009 and 2008

	2009	2008
ASSETS		
Current Assets		
Cash, Cash Equivalents and Petty Cash	\$ 265,169	\$ 311,438
Investments	5,271	2,039
Inventory	4,379	3,744
Prepaid Expenses	3,315	-
Donations Receivable	48,401	14,316
Total Current Assets	326,535	331,537
Fixed Assets		
Furniture and Equipment	57,856	55,411
Less Accumulated Depreciation	38,260	27,972
Net Fixed Assets	19,596	27,439
Other Assets		
Security Deposit	522	522
Total Other Assets	522	522
Total Assets	\$ 346,653	\$ 359,498
LIABILITIES AND NET ASSETS		
Liabilities		
Note Payable	\$ 20,000	\$ 20,000
Accrued Expenses	1,380	479
Due to Fish Kill Task Force	203	1,500
Payroll Liabilities	5,615	11,261
Total Liabilities	27,198	33,240
Net Assets		
Unrestricted Assets	64,455	96,258
Temporarily Restricted Assets	117,500	115,000
Reserve for Liquidity	137,500	115,000
Total Net Assets	319,455	326,258
Total Liabilities and Net Assets	\$ 346,653	\$ 359,498

The accompanying notes and accountant's report are an integral part of this statement.

POTOMAC RIVERKEEPER, INCORPORATED
Statement of Activities and Changes in Net Assets
For the Period Ended December 31, 2009

	2009			Total
	Unrestricted	Temporarily Restricted	Reserve For Liquidity	
SUPPORT AND REVENUE				
Contributions and Grants	\$ 334,642	\$ 117,500	\$ -	\$ 452,142
Membership Dues	38,196	-	-	\$ 38,196
Investment Income	524	-	-	\$ 524
Special Events	57,078	-	-	\$ 57,078
Sale of Merchandise	639	-	-	\$ 639
In-kind Contributions	803,259	-	-	\$ 803,259
Net Assets Released From Restricted	115,000	(115,000)	-	\$ -
Total Support and Revenue	\$ 1,349,338	\$ 2,500	\$ -	\$ 1,351,838
EXPENSES				
Program Expenses	\$ 1,252,144	\$ -	\$ -	\$ 1,252,144
Management Expenses	43,045	-	-	\$ 43,045
Fundraising Expenses	63,452	-	-	\$ 63,452
Total Expenses	\$ 1,358,641	\$ -	\$ -	\$ 1,358,641
CHANGE IN NET ASSETS	\$ (9,303)	\$ 2,500	\$ -	\$ (6,803)
NET ASSETS AT JANUARY 1	\$ 96,258	\$ 115,000	\$ 115,000	\$ 326,258
LESS: ASSETS RESERVED FOR LIQUIDITY	\$ (22,500)	\$ -	\$ 22,500	\$ -
NET ASSETS AT DECEMBER 31	\$ 64,455	\$ 117,500	\$ 137,500	\$ 319,455

The accompanying notes and accountant's report are an integral part of this statement

POTOMAC RIVERKEEPER, INCORPORATED
Statement of Functional Expenses
For the Period Ended December 31, 2009

	2009			
	Program Services	Management Expenses	Fundraising Expenses	Total Expenses
Payroll and Benefits	\$ 331,140	\$ 24,090	\$ 33,848	\$ 389,078
Insurance	1,494	1,733	153	3,380
Board Expenses	148	379	16	543
Boat Maintenance	6,042	-	-	6,042
Legal	792,577	-	-	792,577
Office Operations and Supplies	5,884	425	996	7,305
Postage and Delivery	11,792	69	523	12,384
Printing and Reproduction	37,310	51	2,344	39,705
Professional Services	12,941	13,400	465	26,806
Rent and Utilities	17,759	1,311	1,854	20,924
Staff Development	1,490	50	150	1,690
Strategic Planning	3,271	250	354	3,875
Telephone	2,516	97	138	2,751
Travel	15,188	655	520	16,363
Volunteer Equipment and Supplies	2,838	-	-	2,838
Special Event Expenses	-	-	22,092	22,092
Total Expenses Before Depreciation	\$ 1,242,390	\$ 42,510	\$ 63,453	\$ 1,348,353
Depreciation Expense	\$ 9,755	\$ 533	\$ -	\$ 10,288
TOTAL EXPENSES	\$ 1,252,145	\$ 43,043	\$ 63,453	\$ 1,358,641

The accompanying notes and accountant's report are an integral part of this statement.

POTOMAC RIVERKEEPER, INCORPORATED
Statement of Cash Flows
For the Period Ended December 31, 2009 and 2008

	2009	2008
CASH PROVIDED FROM OPERATING ACTIVITIES		
Excess of Revenue or (Expenses)	\$ (9,303.00)	\$ 1,792.00
Adjustments to reconcile excess of revenue over expenses to net cash provided by operating activities:		
Buy/Sale of Investments	(3,232)	10,994
Increase in Inventory	(635)	(3,744)
Increase in Receivables	(34,085)	(14,316)
Increase in Prepaid Expenses	(3,315)	0
Purchase of Fixed Assets	(2,445)	(2,698)
Non-cash Depreciation	10,288	10,179
Increase/Decrease in Accrued Expenses	901	(594)
Decrease/Increase in Due to Fish Kill Task Force	(1,297)	1,500
Decrease/Increase in Payroll Taxes Payable	(5,646)	3,957
Increase in Temporarily Restricted Assets	2,500	15,000
Net Cash from Reconciled Items	\$ (36,966)	\$ 20,278
CHANGE IN CASH AND CASH EQUIVALENTS	\$ (46,269)	\$ 22,070
CASH AT BEGINNING OF YEAR	\$ 311,438	\$ 289,368
CASH AT END OF YEAR	\$ 265,169	\$ 311,438

The accompanying notes and accountant's report are an integral part of this statement.

POTOMAC RIVERKEEPER, INCORPORATED
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION

Organization-

Potomac Riverkeeper, Incorporated (a Maryland Corporation) was formed in the year 2000 as a public charity under section 501(c) (3) of the Internal Revenue Code. The Organization's mission is to protect and restore water quality in the Potomac River and its tributaries through community action and enforcement. The Organization serves the greater DC area, Maryland, West Virginia, Pennsylvania, and Virginia to improve water quality through education, pollution monitoring, public awareness and enforcement of clean water laws.

Basis of presentation –

The accompanying financial statements are presented on the accrual basis of accounting, and in accordance with "Statements of Financial Accounting Standard No. 117, Financial Statements of Not-for-Profit Organizations".

Income taxes –

The Organization is exempt from federal income taxes under Section 501 (c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying financial statements. The Organization files an annual information return "Form 990". Potomac Riverkeeper, Incorporated is not a private foundation.

Cash and cash equivalents –

Potomac Riverkeeper, Incorporated considers all cash and other highly liquid investments to be cash equivalents.

Furniture and equipment –

Furniture and equipment are stated at cost. Depreciation is recorded on the straight-line method over the estimated useful life, generally five to seven years. Potomac Riverkeeper, Incorporated's assets include a boat purchased to be used for their exempt purpose.

Contributions and grants –

Contributions and grants are recorded as revenue in the year designated by the donor. Contributions and grants which have donor imposed restrictions are classified as temporarily restricted revenue in the accompanying statement of activities and changes

POTOMAC RIVERKEEPER, INCORPORATED
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

in net assets. Contributions and grants are recognized as unrestricted revenue upon either the completion of the program or by the passage of time in compliance with donor imposed restrictions.

Pledges –

Promises to give are recorded in the year actually received from the donor.

In-kind contributions –

The value of the in-kind contributions is recorded at the fair market value as of the date of receipt of the goods or services.

In 2008, the Organization began quantifying the pro bono legal environmental work performed primarily by the law school staff members and students at Georgetown University, The University of Maryland, The University of Virginia and Widener University. They also quantified revenues and expenses associated with pro bono rent, boat expenses and accounting services.

Use of estimates –

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Allocation of functional expenses –

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statement of Activities and Change in Net Assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Net asset classification –

The net assets are reported in three self-balancing groups as follows:

Unrestricted net assets include unrestricted revenue and contributions received without donor-imposed restrictions or previously restricted assets that have been released from their restrictions. These net assets are available for the general operation of the Organization and include both internally designated and undesignated resources.

POTOMAC RIVERKEEPER, INCORPORATED
NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2009 AND 2008

Temporarily restricted net assets include revenue and contributions that have been designated for the subsequent fiscal year by management. When the funds are released for use, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities and Change in Net Assets as net assets released from restrictions.

Reserve for Liquidity assets include revenue and contributions that have been designated as a reserve by the Board of Directors. The reserve was established to cover two months of operating expenses in the event that other financial resources are not available. In 2009 and 2008, the reserve was increased to cover three months of estimated operating expenses. If the Board of Directors releases these funds, the Reserve for Liquidity assets will be reclassified to unrestricted net assets and reported in the Statement of Activities and Change in Net Assets as net assets released from restrictions.

Note payable –

In May 2006, Potomac Riverkeeper, Incorporated borrowed \$20,000 for the purchase of a boat. The note is for five years with an annual interest rate of 2%. The interest is to be paid annually. There are stipulations that the funds be used for the Organization's exempt purpose.

Lease agreement –

In April 2010, Potomac Riverkeeper, Incorporated entered into a one year long sub-lease agreement for office space of \$1,056 a month. The landlord also charges for additional services provided.

403(b) Employer Contributory Plan –

Potomac Riverkeeper, Incorporated has adopted a 403(b) Employer Contributory Plan. Employees may contribute up to \$16,500 annually or \$22,000 if over age 50. The Organization plans to match a discretionary amount annually. In 2009 and 2008, the Organization matched contributions up to 3% of salary.

POTOMAC RIVERKEEPER, INC.

BYLAWS

As Amended, December 11, 2009

ARTICLE I. NAME

The name of this organization shall be Potomac Riverkeeper, Inc. (herein, the "Corporation"), incorporated under the laws of Maryland.

ARTICLE II. PURPOSE

The Corporation's mission is to protect and restore water quality in the Potomac River and its tributaries through community action and enforcement.

ARTICLE III. MEMBERSHIP

- A. **Membership.** The membership consists of individuals and groups who support the purpose of the Corporation and who are in compliance with a schedule of annual dues.
- B. **Annual Dues.** The Board of Directors may establish a schedule of annual dues with different rates for various categories of members.
- C. **Removal.** Members whose actions and/or statements demonstrate positions contrary to the goals and purpose of the Corporation may be removed from the membership rolls by a majority vote of the Board of Directors.

ARTICLE IV. DIRECTORS

- A. **Duties.** The Board of Directors shall be responsible for establishing and overseeing corporate policies that further the mission of the Corporation, for monitoring effective fiscal management of the Corporation, and for approving litigation, under the procedures specified in Articles VI and VII. For the purposes of these bylaws, "litigation" shall mean any matter that the Corporation seeks to resolve in a federal or state court.
- B. **Composition.** The Board of Directors shall be composed of not less than seven (7) and not more than fifteen (15) dues paying members of the Corporation elected in accordance with Section C.
- C. **Election.** The members of the Board shall be nominated by the Nominating and Governance Committee or by any of the existing Directors, and elected by a majority of the existing Directors.

- D. **Term.** The term of office of Directors shall be three (3) calendar years. A term commences on January 1 and ends three years later on December 31. If a Director is elected effective on a date other than January 1, that Director's initial term includes the remainder of the calendar year in which he or she was elected, and the following two calendar years. No director shall serve more than three (3) consecutive terms. After three terms, and following at least one year's absence from the Board, a former Director may again serve as a Board member.
- E. **Conversion of Existing Board Members.** Board members serving on the date these bylaws are adopted are subject to the 3 term limits. Upon election to second or third terms, as the case may be, their term will be adjusted to reflect length of prior service. For example, while a Director elected in 2003 may be reelected after these bylaws are adopted in 2007, that Director will be deemed to have been elected into his or her second term, which ends at the end of 2008.
- F. **Removal.** A Director may be removed, for cause, by a vote of a majority of all members of the Board. The Director shall be given an advance notice in writing, and offered an opportunity to be present and heard at the meeting at which removal is considered.

ARTICLE V. OFFICERS

- A. **Titles.** The Officers are the Chairperson, Vice Chairperson, Secretary, Treasurer, and such additional officers as the Board may from time to time appoint.
- B. **Election and Term.** The Officers are elected by the Board of Directors at the last meeting of the calendar year to serve for the following calendar year. If the election of any Officer position does not occur by the end of a calendar year, the incumbent Officer shall serve until re-elected or replaced. The Officers shall be members of the Board. The Board shall fill any vacancy occurring in any office.
- i. **Chairperson.** The Chairperson of the Board shall be the principal officer of the Corporation. The Chairperson shall conduct the general oversight of the affairs and finances of the Corporation, preside over Board meetings, and appoint members of committees.
 - ii. **Vice Chairperson.** The Vice Chairperson shall assist in the performance of the duties of the Chairperson, and perform the duties of the Chairperson if the Chairperson is unable to do so or is absent.
 - iii. **Secretary.** The Secretary shall issue notices in accordance with the provisions of these Bylaws; keep the minutes of the meetings of the Board and of the membership; maintain the records of the Corporation; and perform other duties as may be assigned by the Board of Directors.

- iv. **Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; maintain, or cause to be maintained, books and financial records of the Corporation; file, or cause to be filed, all federal and state tax reports; and perform other duties as may be assigned by the Board of Directors.

ARTICLE VI. MEETINGS

- A. **Regular Meetings.** Directors shall meet as frequently as necessary to accomplish the business of the Corporation effectively, but no less than quarterly.
- B. **Manner of Meetings.** Meetings may be held by telephone or video conference call. At least two (2) meetings of the Board shall be in person each fiscal year.
- C. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, or a majority of the Directors. Business transacted at special meetings shall be limited to the purposes for which the meeting was called.
- D. **Notice.** Notice of all meetings shall be made no less than three (3) days in advance. Notice shall state date, time, place and purpose of such meeting.
- E. **Quorum.** A quorum is required for a meeting of the Board, and consists of a majority of the Directors being present at the meeting. Directors are present at a meeting if attending in person or by instantaneous telecommunication, provided that all attendees can hear each other.
- F. **Voting.** Unless otherwise provided, matters to be decided by a vote of the Board of Directors shall be decided by a majority vote of those present. There shall be no proxy voting.
- G. **Action By Use of E-mail.** Any action by the Board of Directors or of a committee of the Board may be taken without a meeting, if a unanimous consent which sets forth the action is (1) given in writing or by email by each member of the Board or committee, and (2) filed in paper or e-mail format with the minutes of proceedings of the Board or committee.
- H. **E-mail notice of meetings.** Notice of meetings may be made via e-mail.

ARTICLE VII. COMMITTEES

- A. **Committees.** The Board may create such committees with such powers as the Board may deem necessary to facilitate the business and special projects of the Corporation. The members of each committee will be appointed by the Chairperson. Each committee shall be chaired by a member of the Board, but

committee members may or may not be members of the Board. A majority of the Litigation Committee shall be members of the Board and the Litigation Committee shall have a minimum of three members.

- B. **Executive Committee.** The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and past Chairperson(s) who are currently members of the Board. The Executive Committee may act on behalf of the Board in instances requiring expeditious action between meetings of the Board. This power may be subject to prior limitations imposed by the Board. In addition, the Executive Committee shall oversee the program matters of the Corporation, with the exception of litigation matters assigned to the Litigation Committee.
- C. **Nominating and Governance Committee.** The Nominating and Governance Committee shall oversee the effective functioning of the Board. This includes identifying needed Board member skills and attributes, and nominating, orienting and retaining persons possessing these qualifications to serve as Directors and Officers of the Corporation. It also includes assisting the board in its development through training, workshops, retreats and an annual board self-evaluation process. This Committee shall also periodically evaluate these Bylaws and consider amendments as appropriate for recommendation to the Board.
- D. **Finance Committee.** The Finance Committee shall oversee the development of the budget, ensure monitoring and accountability for funds, ensure adequate financial controls, and review major grant proposals. The Finance Committee shall also engage auditors for the Corporation and shall oversee audits.
- E. **Development Committee.** The Development Committee shall oversee the development and implementation of a fundraising strategy, as well as all fundraising events.
- F. **Litigation Committee.** The Litigation Committee shall examine all litigation proposed by the President and must approve the Corporation's participation in any litigation (the filing of any formal lawsuit in any administrative or judicial forum). If the President, Chairperson of the Board, and the Chair of the Litigation Committee concur that exigent circumstances exist, approval of the Corporation's participation in litigation may be made if the President, Chairperson of the Board, and Chair of the Litigation Committee concur. If the Chairperson of the Board is unavailable, the Vice Chair may act instead. If the Chair of the Litigation Committee is unavailable, any member of the Litigation Committee may act instead. All members of the Board of Directors shall be promptly advised of approvals of litigation via e-mail. The Litigation Committee shall be promptly informed by the President of the President's intention to file a "sixty (60) day notice" expressing intent to sue a government agency or a corporation, as authorized by federal and state environmental statutes. Formal approval of such sixty day notices is not required.

- G. **Communications Committee.** The Communications Committee shall undertake and oversee all outreach to promote the goals, mission and messages of the organization to its members and supporters as well as to key stakeholders of the Potomac River and its tributaries.

ARTICLE VIII. APPOINTMENT OF PRESIDENT

- A. **Appointment.** The Board of Directors shall appoint a President. The President may also serve as the Potomac Riverkeeper.
- B. **Duties and Responsibilities.** The President shall be responsible for implementation of programs of the Corporation, within the framework of the budget approved by the Board, and appoint other staff. The Board of Directors may delegate other duties and customary authority to the President of the Corporation. Duties and authority delegated shall be memorialized in a written job description.
- C. **Hire and Termination.** The President shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the President.
- D. **Meetings.** The President shall attend and participate in meetings of the Board of Directors and of committees to the extent required by the Board of Directors, but shall not be entitled to vote.
- E. **Evaluation of the President.** The performance of the President shall be periodically evaluated (not less than annually) by the Chair with the opportunity for input afforded to the entire Board.

ARTICLE IX. INDEMNIFICATION

The Corporation may indemnify Directors, Officers, and employees of the Corporation to the fullest extent permitted by the General Laws of Maryland.

ARTICLE X. COMPENSATION

Officers and members of the Board of Directors shall serve without compensation. Officers and members of the Board shall not be eligible for any paid employee or consultant positions in the Corporation. Notwithstanding, the Board may authorize the reimbursement by the Corporation of the reasonable expenses incurred by Officers and Directors on behalf of the Corporation.

ARTICLE XI. CONFLICT OF INTEREST

A. Duty to Disclose. Board and committee members, officers, staff and other officials of the Corporation shall have an affirmative obligation to reveal to the Board any actual or potential conflict of interest relating to the policies, goals, and operations of the Corporation, including but not limited to the financial interests inuring to the benefit of any Director or any member of his or her family. All interested parties will sign an affirmation of compliance with this Conflict of Interest Policy. This form will be completed annually. An additional disclosure statement will be submitted if an actual or potential conflict arises.

B. Determination of Whether a Conflict of Interest Exists. After disclosure of the financial interest, or other possible conflict of interest, and all material facts, the disclosing person shall leave the Board or committee meeting while the remaining Board or committee members discuss and vote upon whether a conflict of interest does, in fact, exist.

C. Procedures for Addressing the Conflict of Interest. If a conflict of interest is determined to exist, the Board or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the before-mentioned determination, the Board shall make a decision as to whether to enter into the transaction or arrangement.

D. Records of Proceedings. The minutes of the Board meeting shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether the conflict of interest was present, and the Board's decision as to whether a conflict of interest, in fact, existed.

ARTICLE XII. DISSOLUTION

Upon dissolution of the Corporation, all assets of the Corporation remaining after payment of all liabilities shall be distributed by the Board to charitable exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any comparable section then in effect.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year, unless otherwise designated by the Board of Directors.

ARTICLE XIV. AMENDMENTS

These Bylaws may be adopted, altered, amended or repealed by a two thirds (2/3) vote of Directors present at any regular or special meeting of the Board, provided that the text of such proposed changes to the bylaws has been distributed to each Director at least ten (10) days prior to the meeting.

The Corporation's Articles of Incorporation may be amended by a two thirds (2/3) vote of Directors present at any regular or special meeting of the Board, provided that the text of such proposed changes to the Articles has been distributed to each Director at least ten (10) days prior to the meeting.

ARTICLE XV. SAVINGS CLAUSE

Any provision of these Bylaws found to be contrary to law shall not invalidate the other provisions.

Certificate of Secretary

I certify that I am Secretary of Potomac Riverkeeper, Inc. and that on the date signed below, the above described Bylaws were adopted by a two thirds vote of the Corporation's Board of Directors and are now in full effect.

Secretary

Date

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization POTOMAC RIVERKEEPER INC	Employer identification number 54-1982624
	Number, street, and room or suite no. If a P.O. box, see instructions. 1100 15TH STREET NW, NO. 11 FL	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005	

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

- Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

POTOMAC RIVERKEEPER INC

• The books are in the care of **1100 15TH STREET NW 11TH FLOOR - WASHINGTON, DC 20005**
 Telephone No **202-222-0707** FAX No

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for _____

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____

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

7 State in detail why you need the extension
ANNUAL AUDIT IS NOT YET COMPLETED

8a 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.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. 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.	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature _____ Title **TREASURER** Date _____