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<p>Form <b>990</b></p>  <p>Department of the Treasury Internal Revenue Service</p>	<p><b>Return of Organization Exempt From Income Tax</b></p> <p><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b></p> <p>▶ The organization may have to use a copy of this return to satisfy state reporting requirements</p>	<p>OMB No 1545-0047</p> <p><b>2009</b></p> <p><b>Open to Public Inspection</b></p>

<b>A For the 2009 calendar year, or tax year beginning 07-01-2009 and ending 06-30-2010</b>		<b>C Name of organization</b> MUNSON WILLIAMS PROCTOR INSTITUTE		<b>D Employer identification number</b> 15-0532214	
<b>B Check if applicable</b> <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		<b>Please use IRS label or print or type. See Specific Instructions.</b>		<b>E Telephone number</b> (315) 797-0000	
		Doing Business As MUNSON WILLIAMS PROCTOR ARTS INSTITU			
		Number and street (or P O box if mail is not delivered to street address) 310 GENESEE STREET		Room/suite	
		City or town, state or country, and ZIP + 4 UTICA, NY 13502		<b>G Gross receipts \$ 25,080,595</b>	
		<b>F Name and address of principal officer</b> ANTHONY SPIRIDIGLOIZZI 310 GENESEE STREET UTICA, NY 13502		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
				<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
<b>I Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) <input type="checkbox"/> (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				<b>H(c) Group exemption number</b> ▶	
<b>J Website:</b> ▶ WWW.MWPAI.ORG					

<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/>	<b>L</b> Year of formation 1919	<b>M</b> State of legal domicile NY
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## Part I Summary

Activities & Governance	<b>1</b>	Briefly describe the organization's mission or most significant activities MUNSON WILLIAMS PROCTOR INSTITUTE IS A REGIONAL FINE ARTS CENTER SERVING DIVERSE AUDIENCES THROUGH THREE PROGRAM DIVISIONS MUSEUM OF ART, PERFORMING ARTS, AND SCHOOL OF ART	
	<b>2</b>	Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b> <u>1</u>
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b> <u>1</u>
	<b>5</b>	Total number of employees (Part V, line 2a) . . . . .	<b>5</b> <u>31</u>
	<b>6</b>	Total number of volunteers (estimate if necessary) . . . . .	<b>6</b> <u>19</u>
	<b>7a</b>	Total gross unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b> <u></u>
	<b>b</b>	Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b> <u>-40,99</u>

		Prior Year	Current Year	
Revenue	8	Contributions and grants (Part VIII, line 1h) . . . . .	622,473	463,502
	9	Program service revenue (Part VIII, line 2g) . . . . .	4,825,688	5,029,144
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . .	-3,307,837	4,451,432
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	432,503	428,283
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	2,572,827	10,372,361
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . .	859,189
14		Benefits paid to or for members (Part IX, column (A), line 4) . . . .		0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	7,137,234	7,017,847
16a		Professional fundraising fees (Part IX, column (A), line 11e) . . . .	69,000	0
b		Total fundraising expenses (Part IX, column (D), line 25) $\blacktriangle^0$ _____		
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) . . . .	5,758,684	5,733,445
18		Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	13,824,107	13,667,208
19		Revenue less expenses Subtract line 18 from line 12 . . . . .	-11,251,280	-3,294,847
Net Assets or Fund Balances		Beginning of Current Year	End of Year	
	20	Total assets (Part X, line 16) . . . . .	127,676,444	127,039,333
	21	Total liabilities (Part X, line 26) . . . . .	27,542,320	26,989,900
	22	Net assets or fund balances Subtract line 21 from line 20 . . . . .	100,134,124	100,049,433

## Part II Signature Block

<b>Sign Here</b>	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	
	*****	2011-05-08
	Signature of officer	Date
	Anthony Spindiglozzi VICE PRESIDENT AND TREASURER Type or print name and title	

<b>Paid</b>  <b>Preparer's</b>  <b>Use Only</b>	Preparer's signature  Linda Gabor CPA	Date	Check if self-employed  	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4  Green & Seifter CPAs PLLC 110 West Fayette Street Suite 900 Syracuse, NY 13202			EIN 
				Phone no  (315) 422-1391

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

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization’s mission

MUNSON-WILLIAMS-PROCTOR ARTS INSTITUTE IS AN ARTS CENTER DEDICATED TO SERVING DIVERSE AUDIENCES BY ADVANCING THE APPRECIATION, UNDERSTANDING, AND ENJOYMENT OF THE ARTS, PROMOTING INTEREST AND PARTICIPATION IN THE ARTS, ENGENDERING ARTISTIC SELF EXPRESSION AND PERSONAL CREATIVITY, AND ASSUMING A LEADERSHIP AND ADVOCACY ROLE FOR THE ARTS

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . .

☐ Yes

☒ No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . .

☐ Yes

☒ No

If “Yes,” describe these changes on Schedule O

4

Describe the exempt purpose achievements for each of the organization’s three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported











4a	(Code ) (Expenses \$ 2,339,060 including grants of \$ ) (Revenue \$ 143,708 )
	MUSEUM OF ART - The Museum of Art's attendance increased to 66,796 In addition to having selections of the permanent collection on view, the Museum offered nine special exhibitions with topics varying from Dada (A Little Look at Dada) to 19th century wallpapers and upholstery treatments (Fabrics of the Home) to music as an artistic inspiration (Music as Muse) The Museum also presented its 62nd biennial exhibition of Central New York Artists and produced a corresponding catalogue A scholarly catalogue also accompanied the exhibition James Freeman (1808-1884) An American Artist in Italy The Museum's touring exhibition Auspicious Vision was hosted at the Philbrook Museum of Art, Tulsa, Oklahoma and at the Mennello Museum of American Art, Orlando Florida Of the 196 public programs offered by the Museum, which included cooking workshops, LunchArt videos, film, and lecture series, and bus trtps, 60% were free K-12 school programs reached 3,193 students from 20 school districts, a slight decrease due to school budget cuts The summer ArtReach program brought 155 students and 33 adults from inner-city community centers to the Museum of Art Art on Stage, an after-school program geared towards refugee and ESL students, and the Exploring Museum Careers High School Partnership continue to be successful Newly initiated programs include the audio guide Patron, Artist, Muse The Role of Women in the MWPAI Museum of Art Collection The recently developed Time for Tots Story and Art, where families hear a story followed by a museum tour and/or craft project, is tremendously successful After extensive review and discussion with advisory groups, the education department reworked the former 4th and 5th grade programs to make the material more widely adaptable, the curriculum-based American History Program for grades 3-12 launched in the fall of 2010

4b	(Code ) (Expenses \$ 8,557,476 including grants of \$ ) (Revenue \$ 4,301,716 )
	SCHOOL OF ART - The School of Art at Munson-Williams-Proctor Arts Institute offers classes, events and activities for students in college and community arts programs, as well as for the general public at-large The School of Art is composed of a college program, Pratt at Munson-Williams-Proctor (PrattMWP), and a community arts education program The PrattMWP program offers college classes to students pursuing a bachelor of fine arts degree in three majors fine arts, communications design, and art and design education PrattMWP students study at the Utica campus for two years and relocate to Pratt Institute's main campus in Brooklyn, NY This affiliation is in its tenth year As part of its recruitment activities, PrattMWP hosted Open Houses in December and March, and Overnight Programs in October, November, January, March, and April Overnight programs allow prospective students the opportunity to visit college classes, participate in student activities, and spend a night with a host PrattMWP student in one of the college's residential halls The college also hosts an annual light show in April that exhibits neon sculptures crafted by PrattMWP students That event coincides with an accepted-student reception In the 2009-10 academic year, PrattMWP's enrollment consisted of 70 freshmen and 54 sophomores who attended full time, as well as one part-time student By year's end, 65 freshmen completed their first year of studies, and 49 sophomores graduated PrattMWP participated in numerous on-campus activities and events, including student art exhibitions both on campus and within the community The School of Art's community arts education program attracted some 1750 students throughout the 2009-10 fiscal year in classes that ranged from children's dance and art with students as young as four years old, to adult classes in a variety of dance and art offerings The School of Art's popular dance program offered classes from beginner to advanced jazz, tap, and ballet Art classes included printmaking, jewelry/metal arts, photography, drawing, painting, ceramics, quilt making, sculpture, and web design The School of Art also presented the Easton Pribble Visiting Lecture Series, a presentation that includes conversations with well-known artists These lectures are free and open to the public In 2009-10, the artists included painters, designer/film director, sculpture/media artist, installation artist, and graphic designers Each year the School of Art also hosts the Congressional Art Show, an exhibition of juned work of high school students from the 24th Congressional district In July, Rep Michael Arcuri presented awards to students from the 11-county district Also, during the summer, the School of Art Gallery is the showcase for works from high school students throughout the central New York region Other gallery exhibitions include annual shows such as the PrattMWP faculty exhibition, the PrattMWP alumni exhibition (the opening is held during Family and Alumni Weekend), community arts education faculty exhibition, and visiting artists' exhibitions Also, the Museum of Art hosts the Annual PrattMWP Sophomore Exhibition and the Community Arts Education Student Exhibition, each of which opens during the month of May

4c	(Code ) (Expenses \$ 1,015,252 including grants of \$ ) (Revenue \$ 486,734 )
	PERFORMING ARTS - During the 2009-10 season, the Performing Arts division of the Munson-Williams-Proctor Arts Institute fulfilled its mission to provide a broad range of quality programs and educational opportunities in the performing and cinematic arts The division presented 28 live performances across five different series with a total attendance of 14,757 Educational programs attached to these performances included pre-concert talks, panel discussions, and in-school residencies reaching an additional 2,654 participants The weekly Film Series featured 57 titles for a total of 228 individual screenings, including a series of Italian films related to a Museum of Art exhibition, with an overall attendance of 16,529 The total participation for all Peroforming Arts events was 33,940 Highlights from the season include performances by Bela Fleck, Edgar Meyer and Zakir Hussain, the Moscow Festival Ballet with Swan Lake, and the Barcelona Guitar Orchestra Family-favonte entertainers included the Fred Garbo Inflatable Theater Co , Norman Foote, and the DuffleBag Theatre Co Intimate concerts were presented by Dominic Chianese, Tom Rish and the stunning Irish family group Leahy

4d	Other program services (Describe in Schedule O ) See also Additional Data for Description
	(Expenses \$ 530,020 including grants of \$ ) (Revenue \$ 96,986 )
4e	Total program service expenses➤\$ 12,441,808

Part IV Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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> . . . . .	21		No
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> . . . . .	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 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> . . . . .	23	Yes	
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 questions 24b–24d and complete Schedule K. If "No," go to line 25</i> . . . . .	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		No
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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> . . . . .	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
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> . . . . .	26		No
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> . . . . .	27		No
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)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	29	Yes	
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> . . . . .	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
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> . . . . .	32		No
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> . . . . .	33		No
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> . . . . .	34	Yes	
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> . . . . .	35	Yes	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36		No
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> . . . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No	
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable . . . . .	1a	252		
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b		0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .			1c		
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return . . . . .	2a	313		
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)				2b
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .		3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .			3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .		4a		No
	b If "Yes," enter the name of the foreign country: <input type="text"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .		5a		No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .			5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .		6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .			6b		
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .			7a		No
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .			7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .			7c		No
d If "Yes," indicate the number of Forms 8282 filed during the year . . . . .			7d		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .			7e		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			7f		No
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .			7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .			7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .			8		
9 Sponsoring organizations maintaining donor advised funds.					
a Did the organization make any taxable distributions under section 4966? . . . . .			9a		
b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .			9b		
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12 . . . . .			10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			10b		
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders . . . . .			11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .			11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year			12b		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body . . .	1a	11	
b	Enter the number of voting members that are independent . . .	1b	11	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . . .	5		No
6	Does the organization have members or stockholders? . . . . .	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . .	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body? . . . . .	8a	Yes	
b	Each committee with authority to act on behalf of the governing body? . . . . .	8b	Yes	
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 . . . . .	9		No

Section B. Policies

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶NY
18	Section 6104 requires an organization to make its Form 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. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ ANTHONY SPIRIDIGLOZZI 310 GENESEE STREET UTICA, NY 13502 (315) 797-0000

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, and **current** key employees 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, or 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 or former officer, director, trustee or key employee

(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			
MICHAEL D DAMSKY TRUSTEE	1 00	X						0	0	0
REV PAUL J DROBIN TRUSTEE	1 00	X						0	0	0
MICHAEL D COMINSKY TRUSTEE	1 00	X						0	0	0
ROBERT E COHEN TRUSTEE	1 00	X						0	0	0
WILLIAM F LOCKE TRUSTEE	1 00	X						0	0	0
JOSEPH S CALDWELL III TRUSTEE	1 00	X						0	0	0
FRANCIS X MATT III TRUSTEE	1 00	X						0	0	0
JOHN B STETSON TRUSTEE	1 00	X						0	0	0
DR WILLIAM L BOYLE JR TRUSTEE	1 00	X						0	0	0
JOSEPH J CORASANTI TRUSTEE	1 00	X						0	0	0
LINDA B VINCENT TRUSTEE	1 00	X						0	0	0
ANTHONY J SPIRIDIGLOZZI VP & TREASURER	35 00			X				145,701	0	22,861
DANIEL O'LEARY PRESIDENT	35 00			X				113,512	0	2,108
PAUL D SCHWEIZER DIR MUSEUM OF ART	35 00					X		138,776	0	18,438
MILTON J BLOCH PRESIDENT & SECRETARY	0 00						X	379,215	0	12,723



<b>1b</b>	<b>Total</b> . . . . .	777,204	0	56,130
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**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **4**

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

**Section B. Independent Contractors**

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

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

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

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues . . . . .	1b					
	c	Fundraising events . . . . .	1c					
	d	Related organizations . . . .	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	463,502				
	g	Noncash contributions included in lines 1a-1f \$ 407,100						
	h	Total. Add lines 1a-1f . . . . .			463,502			
Program Service Revenue			Business Code					
	2a	SCHOOL OF ART	611,600	4,301,716	4,301,716			
	b	PERFORMING ARTS	711,190	486,734	486,734			
	c	MEMBERSHIP DUES AND AS	900,099	143,708	143,708			
	d	ART SHOP	900,099	96,986	96,986			
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f . . . . .			5,029,144			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . .		1,097,478			1,097,478	
	4	Income from investment of tax-exempt bond proceeds . . .						
	5	Royalties . . . . .						
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) . . . . .						
	7a	(i) Securities		(ii) Other				
		18,062,188						
		14,708,234						
		3,353,954						
	d	Net gain or (loss) . . . . .		3,353,954	3,353,954			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .		a				
		b Less direct expenses . . . . .		b				
	c	Net income or (loss) from fundraising events . . .						
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .		a				
b Less direct expenses . . . . .		b						
c	Net income or (loss) from gaming activities . . .							
10a	Gross sales of inventory, less returns and allowances . . . . .		a					
	b Less cost of goods sold . . . . .		b					
c	Net income or (loss) from sales of inventory . . .							
Miscellaneous Revenue		Business Code						
11a	PLANT INCOME	900,099	208,894	208,894				
b	SPECIAL EXHIBITS	900,099	115,253	115,253				
c	EDUCATION	900,099	100,016	100,016				
d	All other revenue . . . . .		4,120	4,120				
e	Total. Add lines 11a-11d . . . . .			428,283				
12	Total revenue. See Instructions . . . . .			10,372,361	8,811,381	0	1,097,478	

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	915,916	915,916		
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 . . . . .	441,396	398,978	42,418	
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	4,917,062	4,444,532	472,530	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	272,915	246,688	26,227	
9	Other employee benefits . . . . .	946,106	855,185	90,921	
10	Payroll taxes . . . . .	440,368	398,049	42,319	
11	Fees for services (non-employees)				
a	Management . . . . .				
b	Legal . . . . .	23,100	20,880	2,220	
c	Accounting . . . . .	47,419	42,862	4,557	
d	Lobbying . . . . .				
e	Professional fundraising See Part IV, line 17 . . . . .				
f	Investment management fees . . . . .				
g	Other . . . . .	859,193	776,625	82,568	
12	Advertising and promotion . . . . .	513,539	464,188	49,351	
13	Office expenses . . . . .	247,873	224,052	23,821	
14	Information technology . . . . .				
15	Royalties . . . . .				
16	Occupancy . . . . .				
17	Travel . . . . .	159,007	143,726	15,281	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
19	Conferences, conventions, and meetings . . . . .				
20	Interest . . . . .	998,058	902,145	95,913	
21	Payments to affiliates . . . . .				
22	Depreciation, depletion, and amortization . . . . .	794,795	718,415	76,380	
23	Insurance . . . . .	139,258	125,875	13,383	
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	UTILITIES	649,800	587,354	62,446	
b	CAPITAL PROJECTS	605,515	547,325	58,190	
c	MAINT SUPPLIES & CONTR	212,877	192,420	20,457	
d	ART SHOP	119,542	108,054	11,488	
e	MISCELLANEOUS EXPENSES	97,785	88,388	9,397	
f	All other expenses	265,684	240,151	25,533	
25	Total functional expenses. Add lines 1 through 24f	13,667,208	12,441,808	1,225,400	0
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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .			262,210	1	64,330
	2	Savings and temporary cash investments . . . . .			5,609,696	2	5,594,681
	3	Pledges and grants receivable, net . . . . .				3	
	4	Accounts receivable, net . . . . .			43,821	4	69,343
	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 . . . . .			358,499	7	306,977
	8	Inventories for sale or use . . . . .			175,942	8	166,644
	9	Prepaid expenses and deferred charges . . . . .			21,400	9	19,754
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	32,753,878			
	b	Less accumulated depreciation . . . . .	10b	8,795,155	23,978,121	10c	23,958,723
	11	Investments—publicly traded securities . . . . .			44,419,355	11	52,649,671
	12	Investments—other securities See Part IV, line 11 . . . . .			50,739,254	12	42,292,539
	13	Investments—program-related See Part IV, line 11 . . . . .				13	
	14	Intangible assets . . . . .				14	
	15	Other assets See Part IV, line 11 . . . . .			2,068,146	15	1,916,671
	16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			127,676,444	16	127,039,333
Liabilities	17	Accounts payable and accrued expenses . . . . .			1,148,449	17	977,663
	18	Grants payable . . . . .				18	
	19	Deferred revenue . . . . .			275,245	19	279,293
	20	Tax-exempt bond liabilities . . . . .			23,066,577	20	22,821,715
	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 . . . . .			85,293	23	66,909
	24	Unsecured notes and loans payable to unrelated third parties . . . . .				24	
	25	Other liabilities Complete Part X of Schedule D . . . . .			2,966,756	25	2,844,320
	26	Total liabilities. Add lines 17 through 25 . . . . .			27,542,320	26	26,989,900
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 . . . . .			99,014,245	27	98,919,817
	28	Temporarily restricted net assets . . . . .			470,730	28	446,927
	29	Permanently restricted net assets . . . . .			649,149	29	682,689
	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 . . . . .			100,134,124	33	100,049,433
	34	Total liabilities and net assets/fund balances . . . . .			127,676,444	34	127,039,333

**Part XI**   **Financial Statements and Reporting**

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant?   .   .		No
<b>b</b> Were the organization's financial statements audited by an independent accountant?   .   .   .   .   .   .   .	Yes	
<b>c</b> If "Yes," to 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   .   .   .	Yes	
<b>d</b> 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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
<b>3a</b> 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?   .   .   .   .   .   .   .   .   .   .   .   .   .   .   .   .		No
<b>b</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   .   .		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization MUNSON WILLIAMS PROCTOR INSTITUTE	Employer identification number 15-0532214
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E )
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II )
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9

☒

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III )
- 10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h  

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 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 (Explain in Part IV ) Do not include gain or loss from the sale of capital assets						
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 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage						
14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))					14	
15 Public Support Percentage for 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						
b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization						
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization						
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions						

Part IIISupport Schedule for Organizations Described in IRC 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.")	234,256	303,559	506,419	766,369	607,210	2,417,813
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	4,731,823	5,651,431	5,214,016	5,142,836	5,313,719	26,053,825
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	4,966,079	5,954,990	5,720,435	5,909,205	5,920,929	28,471,638
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
8 Public Support (Subtract line 7c from line 6 )						28,471,638

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	4,966,079	5,954,990	5,720,435	5,909,205	5,920,929	28,471,638
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,382,515	1,332,345	1,696,399	1,155,270	1,097,478	6,664,007
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	1,382,515	1,332,345	1,696,399	1,155,270	1,097,478	6,664,007
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.)	6,348,594	7,287,335	7,416,834	7,064,475	7,018,407	35,135,645
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 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	81.030 %	
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	80.890 %	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for <b>2009</b> (line 10c column (f) divided by line 13 column (f))	17	18 970 %
18	Investment income percentage from <b>2008</b> Schedule A, Part III, line 17	18	19 110 %
19a	<b>33 1/3% support tests—2009.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b	<b>33 1/3% support tests—2008.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20	<b>Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions <input type="checkbox"/>		



**Part IV**

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

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**  
MUNSON WILLIAMS PROCTOR INSTITUTE

**Employer identification number**  
15-0532214

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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

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) <div><input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure)<input type="checkbox"/> Preservation of an historically importantly land area</div> <div><input type="checkbox"/> Protection of natural habitat<input type="checkbox"/> Preservation of a certified historic structure</div> <div><input type="checkbox"/> Preservation of open space</div>											
2	Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year											
		<table><tr><td></td><td>Held at the End of the Year</td></tr><tr><td>a</td><td>Total number of conservation easements</td></tr><tr><td>b</td><td>Total acreage restricted by conservation easements</td></tr><tr><td>c</td><td>Number of conservation easements on a certified historic structure included in (a)</td></tr><tr><td>d</td><td>Number of conservation easements included in (c) acquired after 8/17/06</td></tr></table>		Held at the End of the Year	a	Total number of conservation easements	b	Total acreage restricted by conservation easements	c	Number of conservation easements on a certified historic structure included in (a)	d	Number of conservation easements included in (c) acquired after 8/17/06
	Held at the End of the Year											
a	Total number of conservation easements											
b	Total acreage restricted by conservation easements											
c	Number of conservation easements on a certified historic structure included in (a)											
d	Number of conservation easements included in (c) acquired after 8/17/06											
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>											
6	Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____											
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____											
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>											
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 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

d

☐

Loan or exchange programs

b

☒

Scholarly research

e

☐

Other

c

☒

Preservation for future generations

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 the 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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if 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 . . . . .	89,718,968	120,186,036			
b Contributions . . . . .		30,400			
c Investment earnings or losses . . . . .	450,247	-30,303,713			
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .	34,309	193,755			
f Administrative expenses . . . . .					
g End of year balance . . . . .	90,134,906	89,718,968			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 98.900 %

b

Permanent endowment ▶ 0.700 %

c

Term endowment ▶ 0.400 %

3a

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

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

3a(i)

No

3a(ii)

No

b

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

3b

4

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

Part VI

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

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .		1,972,477		1,972,477
b Buildings . . . . .		27,293,475	6,045,731	21,247,744
c Leasehold improvements . . . . .				
d Equipment . . . . .				
e Other . . . . .		3,487,926	2,749,424	738,502
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .				23,958,723



Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	10,372,361
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	13,667,208
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-3,294,847
4	Net unrealized gains (losses) on investments	4	3,635,674
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-425,518
9	Total adjustments (net) Add lines 4 - 8	9	3,210,156
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-84,691

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements . . . . .	1	13,582,517
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments . . . . .	2a	3,635,674
b	Donated services and use of facilities . . . . .	2b	
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIV) . . . . .	2d	-18,418
e	Add lines 2a through 2d . . . . .	2e	3,617,256
3	Subtract line 2e from line 1 . . . . .	3	9,965,261
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	407,100
c	Add lines 4a and 4b . . . . .	4c	407,100
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	10,372,361

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements . . . . .	1	13,667,208
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities . . . . .	2a	
b	Prior year adjustments . . . . .	2b	
c	Other losses . . . . .	2c	
d	Other (Describe in Part XIV) . . . . .	2d	
e	Add lines 2a through 2d . . . . .	2e	0
3	Subtract line 2e from line 1 . . . . .	3	13,667,208
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 should equal Form 990, Part I, line 18 ) . . . . .	5	13,667,208

Part XIVSupplemental 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, 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.

Identifier	Return Reference	Explanation
Part III, Line 1a		The collections are made up of net assets and artifacts of historical significance that are held for education, research, and curatorial purposes. Each of the items is catalogued, preserved, and cared for, and activities verifying their existence and assessing their condition are performed continuously. The collections are subject to an internal policy that requires proceeds from their sales to be used to acquire other items for collections. Works of art are not capitalized and carried on the statement of financial position, as such, purchases of works of art are recorded as decreases in unrestricted net assets. Similarly, proceeds from deaccessions are now recorded as increases to net assets. The management of the Institute believes this policy is preferable because works of art are carried for public interest, public exhibition, education, or research, rather than financial gain, and therefore should not be included in the statement of financial position.
Part III, Line 4		THE MUSEUM OF ART CONSISTS OF MORE THAN 18,000 PAINTINGS, DRAWINGS, PRINTS & SCULPTURES. THE MUSEUM PROVIDES EXHIBITIONS, LECTURES, AND A LENDING LIBRARY. THESE WORKS OF ART SERVE DIVERSE AUDIENCES BY ADVANCING THE APPRECIATION, UNDERSTANDING, AND ENJOYMENT OF THE ARTS.
Part V, Line 4	Description of Intended Use of Endowment Funds	To provide income for the maintenance of the Institute.
		THE OTHER ADJUSTMENTS INCLUDED IN PART XI, LINE 8, INCLUDE A -\$18,418 CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS AND \$407,100 IN CONTRIBUTIONS OF WORKS OF ART. THE OTHER ADJUSTMENT INCLUDED IN PART XII, LINE 2D, REPRESENTS A -\$18,418 CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS. THE OTHER ADJUSTMENT INCLUDED IN PART XII, LINE 4B, REPRESENTS WORKS OF ART CONTRIBUTED DURING THE FISCAL YEAR.

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public  
Inspection

Name of the organization  
MUNSON WILLIAMS PROCTOR INSTITUTE

Employer identification number  
15-0532214

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

Enter total number of section 501(c)(3) and government organizations . . . . . ▶

3

Enter total number of other organizations . . . . . ▶

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Use Schedule I-1 (Form 990) if additional space is needed.

[illegible]

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

[illegible]

Schedule J  
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization  
MUNSON WILLIAMS PROCTOR INSTITUTE

Employer identification number  
15-0532214

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	



For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

[illegible]

**Part III**   **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

Schedule K (Form 990)  Department of the Treasury Internal Revenue Service	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990). ▶ Attach to Form 990. ▶ See separate instructions.</div>		OMB No 1545-0047
			2009
			Open to Public Inspection
Name of the organization MUNSON WILLIAMS PROCTOR INSTITUTE		Employer identification number 15-0532214	

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
						Yes	No	Yes	No
A CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY	16-1249222	917765BL2	06-28-2006	7,645,000	PARTIAL REFUNDING OF THE 1999 BOND ISSUE		X		X

Part II Proceeds

		A		B		C		D		E	
1	Total proceeds of issue	7,645,000									
2	Gross proceeds in reserve funds										
3	Proceeds in refunding or defeasance escrows	7,456,421									
4	Other unspent proceeds										
5	Issuance costs from proceeds	188,579									
6	Working capital expenditures from proceeds										
7	Capital expenditures from proceeds										
8	Year of substantial completion	2000									
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue?		X								
10	Were the bonds issued as part of an advance refunding issue?	X									
11	Has the final allocation of proceeds been made?	X									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X								
2	Are there any lease arrangements with respect to the financed property which may result in private business use?		X								

Part III

Private Business Use (Continued)

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
3b	Are there any research agreements with respect to the financed property which may result in private business use?		X								
3c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government										
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government										
6	Total of lines 4 and 5										
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?		X								

Part IV

Arbitrage

		A		B		C		D		E	
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2	Is the bond issue a variable rate issue?	X									
3a	Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b	Name of provider										
c	Term of hedge										
4a	Were gross proceeds invested in a GIC?		X								
b	Name of provider										
c	Term of GIC										
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5	Were any gross proceeds invested beyond an available temporary period?		X								
6	Did the bond issue qualify for an exception to rebate?		X								

SCHEDULE M  
(Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

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

Name of the organization  
MUNSON WILLIAMS PROCTOR INSTITUTE

Employer identification number  
15-0532214

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 . . . . .	X	11	407,100	APPRAISED VALUE
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 ► ( )				
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 Acknowledgement . . . . .			29	
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? . . . . .				Yes No
b If "Yes," describe the arrangement in Part II				
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?				No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions? . . . . .				No
b If "Yes," describe in Part II				
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				

Part II

**Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Method for Determining Number of Contributors	Part I, Column (b)	THE NUMBER OF CONTRIBUTORS IS THE ACTUAL NUMBER OF CONTRIBUTORS, NOT THE NUMBER OF WORKS OF ART CONTRIBUTED

Additional Data

Software ID:

Software Version:

EIN: 15-0532214

Name: MUNSON WILLIAMS PROCTOR INSTITUTE

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93493133028471

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 MUNSON WILLIAMS PROCTOR INSTITUTE	Employer identification number 15-0532214
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Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		THE MEMBERS OF THE ORGANIZATION CONSIST OF MUSEUM PATRONS WHO PAY ANNUAL MEMBERSHIP DUES

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		THE PRIOR YEAR FORM 990 WAS REVIEWED BY THE PRESIDENT AND TREASURER OF THE ORGANIZATION THE FORM 990 WILL BE REVIEWED BY THE FINANCE COMMITTEE OF THE BOARD OF TRUSTEES AND PRESENTED TO THE FULL BOARD OF TRUSTEES, PRIOR TO SUBMISSION

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 12c		TRUSTEES OF THE ORGANIZATION COMPLETE A CONFLICT OF INTEREST DISCLOSURE FORM ANY CONFLICTS ARE REVIEWED AND ACTED UPON BY THE BOARD OF TRUSTEES, IN ACCORDANCE WITH THE CONFLICT OF INTEREST POLICY

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 15		THE CEO'S AND OTHER TOP MANAGEMENT COMPENSATION HAS BEEN REVIEWED BY COMPENSATION CONSULTANTS HIRED BY THE BOARD FROM TIME TO TIME INDUSTRY SURVEYS, SEARCH FIRMS, AND OTHER SOURCES ARE ALSO UTILIZED DURING THIS PROCESS

Identifier	Return Reference	Explanation
Form 990, Part VI, Section C, line 19		THE INSTITUTE MAKES ITS FORM 990 AVAILABLE TO THE PUBLIC UPON REQUEST IT IS ALSO AVAILABLE AT WWW GUIDESTAR.ORG

Identifier	Return Reference	Explanation
Schedule K Supplemental Information		THE \$188,579 SPECIFIED AS "ISSUANCE COSTS FROM PROCEEDS" OF THE BONDS SPECIFIED IN SCHEDULE K, PART 1 CONSISTED OF (A) \$150,657 IN ISSUANCE COSTS AND (B) \$37,922 IN CREDIT ENHANCEMENT COSTS (LETTER OF CREDIT FEES PAID IN 2009)

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization  
MUNSON WILLIAMS PROCTOR INSTITUTE

Employer identification number  
15-0532214

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
PRAXIS CORPORATION  310 WEST GENESEE STREET  UTICA, NY 13502 22-3256823	HOLD PROPERTIES, COLLECT, AND REMIT RENTAL INCOME	NY	501(C)(2)		MUNSON-WILLIAMS-PROCTOR ARTS INSTITUTE



Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
GREAT ARTIST SERIES INC 310 WEST GENESEE STREET UTICA, NY13502 26-4223365	PERFORMING ARTS	NY		C	36,233	60	100 000 %

Part V

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

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

Yes

1r

Yes

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1) PRAXIS CORPORATION	R	90,000
(2) GREAT ARTIST SERIES INC	Q	8,400
(3) GREAT ARTIST SERIES INC	R	3,700
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

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

[illegible]

Additional Data

Software ID:  
Software Version:  
EIN: 15-0532214  
Name: MUNSON WILLIAMS PROCTOR INSTITUTE

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services			
(Code	) (Expenses \$	530,020	including grants of \$ (Revenue \$ 96,986 )
Art Shop - The Gift Gallery offers a wide selection of paintings, sculpture, pottery, art books, and catalogues, all of which relate to the permanent art collections The Gift Gallery also carries lovely note cards, calendars and journals, postcards, holiday ornaments and greeting cards, children's educational toys and books, silk scarves, and a large selection of unique jewelry For more than 50 years the Institute has hosted an exceedingly popular six-day/night outdoor Arts Festival, including the Sidewalk Art Show, Classic and Antique car shows, entertaining activities for children, and live entertainment In addition the Institute operates an art reference & music library which serves the Institute's staff, students, faculty, and members, the general public, and, outside researchers In 2010, the Library served 6,017 users and circulated 5,792 items The Library provides reference and research services, circulation, database access, and interlibrary loans Its collections include 25,790 books, 50 periodical subscriptions and 1,900 volumes of back issues, 2,633 compact discs, 1,723 DVD and VHS films, 25,000 slides, and 1,550 artists' files Through its affiliation with the Pratt Institute Libraries, on-site users have access to 40 online article and image databases The Library also manages the Institute's archives, which contains approximately 200 linear feet of institutional records			

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
UTILITIES	649,800	587,354	62,446	
CAPITAL PROJECTS	605,515	547,325	58,190	
MAINT SUPPLIES & CONTR	212,877	192,420	20,457	
ART SHOP	119,542	108,054	11,488	
MISCELLANEOUS EXPENSES	97,785	88,388	9,397	