Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

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

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than $500,000 and total assets less than $1,250,000 at the end of the year may use this form.

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

OMB No 1545-1150

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning JUL 1, 2009 and ending JUN 30, 2010

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

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

C Name of organization: EQUAL JUSTICE USA, INC.

Number and street (or P.O. box, if mail is not delivered to street address): 20 JAY STREET — Room/suite: 808

City or town, state or country, and ZIP + 4: BROOKLYN, NY 11201-8353

D Employer identification number: 26-1316408

E Telephone number: 718-801-8940

F Group Exemption Number ▶

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method: ☐ Cash ☒ Accrual Other (specify) ▶

I Website: ▶ HTTP://WWW.EJUSA.ORG/

H Check ▶ ☐ if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check ▶ ☐ if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 196,381.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	189,809.
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income			4	5,072.
	5a	Gross amount from sale of assets other than inventory	5a			
	b	Less: cost or other basis and sales expenses	5b			
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from **gaming**, check here ▶ ☐				
	a	Gross revenue (not including $ ______ of contributions reported on line 1)	6a			
	b	Less: direct expenses other than fundraising expenses	6b			
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)			6c	
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less: cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe ▶ MISCELLANEOUS)			8	1,500.
	9	**Total revenue** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶			9	196,381.
Expenses	10	Grants and similar amounts paid (attach schedule)			10	5,703.
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	542,944.
	13	Professional fees and other payments to independent contractors			13	34,549.
	14	Occupancy, rent, utilities, and maintenance SEE STATEMENT 4			14	64,525.
	15	Printing, publications, postage, and shipping			15	10,161.
	16	Other expenses (describe ▶ SEE STATEMENT 1)			16	123,292.
	17	**Total expenses.** Add lines 10 through 16 ▶			17	781,174.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	-584,793.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	1,681,559.
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶			21	1,096,766.

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Part II Balance Sheets. If Total assets on line 25, column (B) are $1,250,000 or more, file Form 990 instead of Form 990-EZ.

	(See the instructions for Part II.)	(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	524,025.	22	518,055.
23	Land and buildings		23	
24	Other assets (describe ▶ SEE STATEMENT 2)	1,185,316.	24	606,701.
25	**Total assets**	1,709,341.	25	1,124,756.
26	**Total liabilities** (describe ▶ SEE STATEMENT 3)	27,782.	26	27,990.
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	1,681,559.	27	1,096,766.

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932171 02-08-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.** Form **990-EZ** (2009)

Part III **Statement of Program Service Accomplishments** (See the instructions for Part III.)

What is the organization's primary exempt purpose? SEE STATEMENT 7

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

			Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)
28	SEE STATEMENT 6 (Grants $ 5,703.) If this amount includes foreign grants, check here ▶ ☐	28a	637,788.
29	(Grants $) If this amount includes foreign grants, check here ▶ ☐	29a	
30	(Grants $) If this amount includes foreign grants, check here ▶ ☐	30a	
31	Other program services (attach schedule) (Grants $) If this amount includes foreign grants, check here ▶ ☐	31a	
32	**Total program service expenses** (add lines 28a through 31a) ▶	32	637,788.

Part IV **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (See the instructions for Part IV)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
LISA ZIEMER, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	CHAIR 1.00	0.	0.	0.
PETER LOGE, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	SECRETARY 1.00	0.	0.	0.
JANE HENDERSON, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	TREASURER 1.00	0.	0.	0.
JONATHAN GRADESS, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
LORI JAMES-TOWNES, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
SHARI SILBERSTEIN, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	EXECUTIVE DIRECTOR 60.00	93,288.	10,225.	0.
JESSELYN MCCURDY, 20 JAY STREET, SUITE 808, BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.

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

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but **not** reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
a	Did the organization have unrelated business gross income of $1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 15,912.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved — 38b N/A			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 — 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities — 39b N/A			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed. ▶ SEE STATEMENT 8

42a The organization's books are in care of ▶ MIKE BADEN Telephone no. ▶ 718-801-8941

Located at ▶ 20 JAY STREET, STE 808, BROOKLYN, NY ZIP + 4 ▶ 11201

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**	42b		X
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶	42c		X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A

			Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		X

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	X	
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter "None."

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

f Total number of other employees paid over $100,000 ▶

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

NONE

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over $100,000 ▶

Sign Here

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

▶ [signature] 11/4/10

Signature of officer Date

▶ SHARI SILBERSTEIN, EXECUTIVE DIRECTOR

Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] Date 11/4/10 Check if self-employed ▶ ☐ Preparer's identifying number (See instr)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ LUTZ AND CARR, CPAS LLP 300 EAST 42ND STREET NEW YORK, NY 10017

EIN ▶

Phone no. ▶ 212-697-2299

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

Form **990-EZ** (2009)

932174 02-08-10

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
EQUAL JUSTICE USA, INC.

Employer identification number
26-1316408

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

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

3 ☐ A hospital or 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?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

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? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of support
Total									

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.**

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")			925,070.	1426608.	189,809.	2541487.
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			925,070.	1426608.	189,809.	2541487.
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)						1597470.
6 **Public support.** Subtract line 5 from line 4						944,017.

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			925,070.	1426608.	189,809.	2541487.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			265.	11,547.	5,072.	16,884.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)			225.	3,149.	1,500.	4,874.
11 **Total support.** Add lines 7 through 10						2563245.

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ [X]

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2008 Schedule A, Part II, line 14 | 15 | %

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

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

17a **10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ [ ]

b **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ [ ]

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ [ ]

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

Section A. Public Support

Calendar year (or fiscal 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 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.

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

OMB No 1545-0047

2009

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations. Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations. Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
EQUAL JUSTICE USA, INC.	26-1316408

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ $ ______

3 Volunteer hours ______

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ ______

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ ______

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ ______

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $ ______

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $ ______

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group.

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	4,528.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)	11,384.	
c Total lobbying expenditures (add lines 1a and 1b)	15,912.	
d Other exempt purpose expenditures	765,262.	
e Total exempt purpose expenditures (add lines 1c and 1d)	781,174.	
f Lobbying nontaxable amount Enter the amount from the following table in both columns	142,176.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)	35,544.	
h Subtract line 1g from line 1a If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c If zero or less, enter -0-	0.	

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount		7,984.	119,723.	142,176.	269,883.
b Lobbying ceiling amount (150% of line 2a, column(e))					404,825.
c Total lobbying expenditures			31,007.	15,912.	46,919.
d Grassroots nontaxable amount		1,996.	29,931.	35,544.	67,471.
e Grassroots ceiling amount (150% of line 2d, column (e))					101,207.
f Grassroots lobbying expenditures			8,962.	4,528.	13,490.

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c	Media advertisements?			
d	Mailings to members, legislators, or the public?	X		
e	Publications, or published or broadcast statements?	X		
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	X		
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		
i	Other activities? If "Yes," describe in Part IV			
j	Total. Add lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."**

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information

FORM 990-EZ PAGE 1 990-EZ

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT AND SOFTWARE	VARIES	SL	3.00	16	37,644.			37,644.	10,264.		12,781.
2	WEBSITE	VARIES	SL	2.00	16	29,101.			29,101.			0.
3	STATE CRM/ACTION TOOL	VARIES	SL	2.00	16	58,109.			58,109.			16,948.
	* TOTAL 990-EZ PG 1 DEPR					124,854.		0.	124,854.	10,264.	0.	29,729.

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-EZ	OTHER EXPENSES	STATEMENT 1

DESCRIPTION	AMOUNT
MISCELLANEOUS	19,295.
TELEPHONE AND TELECOMMUNICATIONS	7,984.
OFFICE EXPENSES	6,498.
TRAVEL	33,466.
CONFERENCES, CONVENTIONS, MEETINGS	15,704.
PAYROLL TAXES	40,345.
TOTAL TO FORM 990-EZ, LINE 16	123,292.

FORM 990-EZ	OTHER ASSETS	STATEMENT 2

DESCRIPTION	BEG. OF YEAR	END OF YEAR
SECURITY DEPOSIT	15,181.	15,181.
PLEDGES AND GRANTS RECEIVABLE	1,106,476.	500,000.
PREPAID EXPENSES AND DEFERRED CHARGES	9,039.	6,201.
ACCOUNTS RECEIVABLE	0.	458.
OTHER DEPRECIABLE ASSETS	54,620.	84,861.
TOTAL TO FORM 990-EZ, LINE 24	1,185,316.	606,701.

FORM 990-EZ	OTHER LIABILITIES	STATEMENT 3

DESCRIPTION	BEG. OF YEAR	END OF YEAR
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	27,782.	27,990.
TOTAL TO FORM 990-EZ, LINE 26	27,782.	27,990.

FORM 990-EZ	OCCUPANCY, RENT, UTILITIES AND MAINTENANCE	STATEMENT 4

DESCRIPTION	AMOUNT
DEPRECIATION	29,729.
OTHER EXPENSES	34,796.
TOTAL TO FORM 990-EZ, LINE 14	64,525.

FORM 990-EZ INFORMATION REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS STATEMENT 5

A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? . . . . [ ] YES [X] NO

B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [ ] YES [X] NO

DEATH PENALTY PROGRAM: PROVIDED TECHNICAL ASSISTANCE, CAPACITY BUILDING, AND ORGANIZING SUPPORT TO 25 STATE ORGANIZATIONS WORKING TO RAISE AWARENESS OF THE FLAWS IN THE DEATH PENALTY SYSTEM. SUCH ASSISTANCE INCLUDED DEVELOPMENT OF EDUCATIONAL MATERIALS, TRAINING ORGANIZERS AND VOLUNTEERS, STRATEGIC PLANNING, PROVISION OF A CUTTING-EDGE ONLINE DATABASE TO STATE ORGANIZATIONS, BOARD AND ORGANIZATIONAL DEVELOPMENT, ASSISTANCE WITH OUTREACH TO KEY CONSTITUENCIES, MEDIA AND COMMUNICATIONS SUPPORT, AND OTHER ADVISING. WE ALSO PROVIDED LEADERSHIP AND STRATEGY DEVELOPMENT TO NATIONAL ORGANIZATIONS.

990-EZ PG 2 STATEMENT 7

WORKING FOR A CRIMINAL JUSTICE SYSTEM THAT IS FAIR, EFFECTIVE, AND HUMANE.

FORM 990-EZ | LIST OF STATES RECEIVING COPY OF RETURN PART V, LINE 41 | STATEMENT 8

STATES

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

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990-EZ

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2009** Attachment Sequence No 67

Name(s) shown on return	Business or activity to which this form relates	Identifying number
EQUAL JUSTICE USA, INC.	FORM 990-EZ PAGE 1	26-1316408

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7			
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7			8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8			9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562			10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5			11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11			12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ▶	13			

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	29,729.

Part III **MACRS Depreciation (Do not** include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27 5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28			21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr			22	29,729.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23			

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year.					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

NAME: Equal Justice USA, Inc.

EIN: 26-1316408

FORM: 990-EZ

YEAR ENDED: 6/30/10

ATTACHED IS A CONFORMED COPY OF THE RESTATED BY-LAWS.

I HEREBY CERTIFY THAT THE ATTACHED COPIES OF THE BY-LAWS ARE COMPLETE AND ACCURATE COPIES OF THE ORIGINAL.

	Executive ~~11/5/10~~ Director	11/5/10
SIGNATURE	TITLE	DATE

BY-LAWS OF EQUAL JUSTICE USA, INC.

ARTICLE 1. NAME AND OFFICE

1.1. Name. The name of the Corporation shall be Equal Justice USA, Inc.

1.2. Principal Office. The principal office of the Corporation shall be located at 3502 Varnum Street, Brentwood, MD 20722 or at any other such address as the Board may direct.

1.3. Other Offices. The Corporation may also maintain such other offices at any other place or places as the Board of Directors may direct from time to time.

ARTICLE 2. PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose for which the Corporation is formed is to conduct public education and grassroots organizing that promotes a fair, effective, and humane criminal justice system. The Corporation may also engage in any lawful act in which a Corporation incorporated under the Maryland Nonprofit Corporation Act may engage.

ARTICLE 3. MEMBERS

The Corporation shall have no members. The term "member" as used in these By-Laws shall refer solely to members of the Board of Directors and/or members of Board committees.

ARTICLE 4. BOARD OF DIRECTORS

4.1. Role. The Board of Directors shall have the authority for the establishment of policy in the conduct of business for the Corporation and shall have overall responsibility for the management of its affairs. All Corporate power shall be exercised by the Board, except as otherwise expressly required by law, the Articles of Incorporation or these By-Laws. The Board shall delegate responsibility for day-to-day operations to the Executive Director.

4.2. Size. The number of Directors of the Corporation shall be no greater than eleven (11), but in no event fewer than three (3). Each director shall hold office until his/her successor has been elected and qualified. A decrease in the number of directors shall not shorten an incumbent director's term. Election shall not of itself create any contract right.

4.3. Election. Election of new Directors or election of current Directors to a renewed term will occur at the Annual meeting of each year, unless by resolution, the Board of Directors schedules an alternate time. Directors shall be elected by majority vote of a quorum. Unless terminated earlier in accordance with this Article, each member shall hold office until the expiration of the term for which he/she is elected and qualified.

4.4 Terms. All Board members shall serve two (2) year terms, but are eligible for re-election.

4.5. Vacancies. Vacancies occurring on the Board shall be filled by a majority vote of the remaining Directors present and voting at any regular meeting of the Board or any special meeting called for such a purpose. A Director elected to serve the Board as a result of a vacancy shall serve for the balance of the unexpired term of the replaced Board member.

4.6. Resignation. Any member of the Board may resign at any time, by giving written notice to the Chair of the Board. Such resignation shall take effect at the time therein specified; and the acceptance of such resignation shall not be necessary to make it effective. Acknowledgement of such resignation shall be made in writing by the Chair. Resignation of a Board member shall create a vacancy, and a new Board member shall be elected in accordance with Section 4.3 of these Bylaws.

4.7. Removal. The Board of Directors may remove any of its members for cause by a two-thirds (2/3) vote of the members present and voting at any regular meeting or any special meeting called for such purpose. Cause is defined as any action contrary or detrimental to the Corporation, including dishonesty, behavior in conflict with the Corporation's purposes, Bylaws or policies, three (3) consecutive unexcused absences at meetings of the Board or any other action deemed by the Board of Directors as not being in the best interest of the Corporation. Removal of a Board member shall create a vacancy, and a new Board member shall be elected in accordance with Section 4.3. The right of a Board member to vote and all of his/her other rights, titles and/or interests in the Corporation shall cease upon the termination of his/her membership on the Board of Directors.

4.8. Conflict of Interest. Each Board member shall have a fiduciary duty to the Corporation. The Board of Directors shall establish, adopt, and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Board members, officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation, and for maintaining confidentiality of the Corporation's proprietary information. As a general rule, any member of the Board who is an employee, agent or other representative of an entity which is engaged or proposed to engage in some form of business or professional relationship with the Corporation, or is a spouse or child parent, brother or sister by blood or marriage of such an individual, shall declare a conflict of interest and abstain from voting on any issue relating to said matters. A majority of disinterested Board members present at any regular or special meeting at which a quorum exists may rule on matters involving perceived or actual conflicts of interest provided that the facts of any such interest by a Board member (or his/her immediate family) are disclosed to the Board prior to or at the meeting at which such matter is approved.

4.9. Compensation. Directors shall serve without compensation for their services, but may be reimbursed for expenses reasonably incurred on behalf of the Corporation.

4.10. Indemnification of Board Members. The Corporation shall reimburse and indemnify each Board member or officer against expenses, costs, judgments, fines, and amounts paid or to be paid in settlement actually incurred by him/her in connection with the defense of any action, suit or proceeding to which he/she is made a party by reason of being or having been such Board member or officer except in relationship to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

4.11. Personal Liability. The members of the Board shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

4.12. Powers of Individual Board Members. No individual Board member shall act for the Board of Directors except as may be specifically authorized by the Board. Board members (*i.e.,* other than the Executive Director) shall refrain from giving personal advice or directives to any staff personnel of the Corporation.

ARTICLE 5 OFFICERS

5.1. Officers. The officers of the Corporation shall be a Executive Director, Chair, Secretary, and Treasurer. All officers except the Executive Director shall serve in their respective capacities as officers and as members of the Board of Directors. The Board of Directors may authorize other officers and assistant officers from time to time.

5.2. Election of Board Officers. The officers of the Corporation shall be elected by the Board at the Annual Meeting. Officers shall take office at the end of the Annual Meeting at which s/he is elected.

5.3. Term of Office. Each officer other than the Executive Director shall hold office for a term of one (1) year, but is eligible for re-election. The Executive Director shall hold office until such time as the Board of Directors determines.

5.4. Executive Director Powers and Duties. The role of the Executive Director, the principal elected officer of the Corporation, shall be as agent of the Board and is accountable to the Board of Directors. S/he shall be subject to the control of the Board of Directors and have responsibility for the general care, supervision, and direction of its affairs in furtherance of the policies and programs established by the Board of Directors. The Executive Director may negotiate and execute contracts for the Corporation and report such action that may have a matieral impact upon the Corporation promptly to the Board of Directors, except that from time to time the Board may specify limits on the authority of the Executive Director to execute such documents without prior Board approval. The Executive Director shall have the authority to employ, supervise, and discharge staff in accordance with the policies established by the Board of Directors. The Executive Director shall perform such other duties and exercise such other powers as may be assigned by the Board of Directors. The Executive Director shall attend all meetings of the Corporation's Board of Directors and its committees, unless the Board requests the Executive Director's absence during evaluation of his or her performance or during other meetings as determined by the Board.

5.5. Chair Powers and Duties. The Chair shall act as the designated spokesperson on all Board matters and shall preside over all meetings of the Board. The Chair shall serve as Chair of the

Executive Committee and may serve as an ex-officio member of all other Committees. S/he shall be kept advised of the general affairs of the Corporation. The Chair, together with the Executive Director, shall prepare the agenda for all meetings of the Board. The Chair shall call the Board members together for special meetings whenever s/he deems it necessary and shall generally discharge such other duties as may be assigned to him/her by the Board. The Chair shall perform such other duties as are incident to the office or are properly required of him/her by the Board of Directors.

5.6. Secretary Powers and Duties. The Secretary shall exercise the authority of the Chair in his/her absence. The Secretary shall act as custodian of all records and reports and shall be responsible for ensuring that adequate records of all meetings of the Board are kept and reported. This individual shall give all notices required by statute, by law, or by resolution, and shall perform other duties as may be delegated to him/her by the Board.

5.7. Treasurer Powers and Duties. The Treasurer shall oversee the fiscal affairs of the Corporation and shall render regular statements or reports to the Board on the financial condition of the Corporation. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and, as appropriate and under the direction of the Board, make financial information available to Board members. The Treasurer shall perform other duties as may be delegated to him/her by the Board.

5.8. Vacancies. A vacancy occurring in any office before the term expires, except the office of Chairperson, shall be filled by a majority vote of the members present and voting at the next regular meeting. In the event of a vacancy in the office of Chairperson, the Secretary shall assume the office of Chairperson. The new officer shall serve only for the duration of the unexpired term of the office filled.

5.9 Resignation/Removal. An officer may be removed at any time, with or without cause, by the Board of Directors by a two-thirds (2/3) vote of the Board members present and voting at any regular meeting or special meeting called for such purpose. Removal from the Board shall automatically constitute removal from any office held by such Member. An officer may resign at any time by giving written notice to the Chair. If the Chair is the resigning officer, written notice shall be given to the Secretary.

ARTICLE 6 COMMITTEES OF THE BOARD

6.1. Executive Committee. An Executive Committee shall be established for the purposes of assuring coordination of activities among the Board and to act in emergencies between Board meetings. The Executive Committee shall consist of the Chair of the Board, who will serve as Chair of the Committee, and all Officers including the Executive Director (who shall be an ex-officio, non-voting member). A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority at a meeting where a quorum is present shall be the act of such committee.

6.2. Special Committees. Special Committees may be established from time to time by a resolution of the Board. Except as otherwise provided in such resolution, each member of such a committee shall be a Director appointed to the committee by the Board. Any member thereof may be removed by vote of the Board whenever in the Board's judgment such removal is in the best interests of the Corporation. It shall be the duty of each committee to make regular reports to the Board and at such other times as may be requested by the Chair of the Board. The recommendations of all Special Committees shall be subject to examination, review, and approval by the full Board.

6.3. Committee membership. The Chair shall be a member of all committees. The Executive Director shall be an ex officio, non-voting member of all committees.

ARTICLE 7 MEETINGS

7.1. Annual and Regular Meetings. The annual meeting of the Board shall be in or about June of each year for the purpose of electing new Board members and officers to fill vacancies for such positions with expiring terms, and conducting other business as the Board and officers deem necessary and appropriate. The Board shall meet regularly at least two other times per year, at an agreed upon time and place.

7.2. Notice. Each Board member shall be given written notice of any Annual or Regular Meeting of the Board at least two weeks in advance.

7.3. Special Meetings of the Board. Special meetings may be called by the Chair of the Board or the Executive Director as needed, with two weeks advance written notice given to Board members when possible, with a minimum of at least forty-eight (48) hours notice.

7.4. Quorum and Manner of Acting. A simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, a majority of the members present may adjourn the meeting and shall give absent Board members reasonable notice of the time and place of such adjourned meeting, or the Board members present may submit any proposed action or resolution to the full Board of Directors without a meeting pursuant to Section 7.8 of this Article. Except as otherwise provided by these Bylaws or as may be required by applicable law, all matters before the Board of Directors shall be decided by an affirmative vote of the majority of the Board members present and voting at a meeting at which a quorum exists. Each Board member shall be entitled to one (1) vote.

7.5. Minutes of Board Meetings. Minutes, including a record of attendance, shall be maintained of all meetings of the Board of Directors, and shall be signed and distributed by the Secretary or his/her designee, approved by the Board at a subsequent meeting, and retained at the office of the Corporation.

7.6. Executive Session. Unless otherwise specified by State law, the Board of Directors may hold an Executive Session during any scheduled meeting whenever called by the Chair or by any member of the Board for such purposes as it deems necessary, including, but not limited to, discussion of litigation (actual or threatened), or evaluation of personnel or discussion of personnel issues. With the exception of the Executive Director, (unless the Executive Session is called for the purpose of evaluating the Executive Director), attendance at such a session shall be limited to members of the Board of Directors only, provided that the Board may invite such other persons as it deems appropriate to attend an Executive Session. As applicable, staff personnel are excluded from Executive Sessions except when invited to give testimony or advice, after which they will be excused.

7.7. Waiver of Notice. Notice of any meeting of the Board of Directors need not be given to any Board member who submits a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

7.8. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee of the Board of Directors may be taken without a meeting if the text of the action or resolution agreed upon is sent to all Board members then in office or all committee members, as applicable, provided that all Board members then in office or all committee members, as applicable, consent in writing to such action or resolution. Such consent in writing shall have the same force and effect as a vote of the Board of Directors or a committee, as applicable, at a meeting thereof, and may be described as such in any document executed by the Corporation.

Section 7.9. Telephonic or Electronic Meeting. Any or all Board members or officers may participate in a special meeting of the Board of Directors or a committee of the Board of Directors, as applicable, by telephone or by any other means of communication, so long as all Board members who are participating in the meeting can hear all other Board members. Such participation shall constitute presence in person at the meeting.

ARTICLE 8 MISCELLANEOUS

Article 8.1. Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of account and minutes of the proceedings of its Board of Directors and its committees and a list of the names and addresses of its Board members and officers. Any of the foregoing books, minutes, and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

Article 8.2. Dissolution. No Board member, officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to any charitable, religious, scientific, literary or educational organization(s) (i) which then qualifies for exemption from Federal income taxation under the provisions of Internal Revenue Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Internal Revenue Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended). Any such act of dissolution shall be made by the Corporation at a special or regular meeting after written notice to the Board of Directors of each pending action.

Section 8.3. Exempt Activities. No Board member, officer, employee, consultant, or agent of the Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on by an organization: (i) exempt from federal income taxation under Internal Revenue Code Section 501(c)(3); and (ii) contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

Section 8.4. Sharing in Corporate Earnings. No Board member, officer, or employee of, or any other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation.

Section 8.5. Prohibition Against Political Activities and Limitations on Lobbying. The Corporation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence, legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code. As of the effective date of these Bylaws, the Corporation, as an exempt organization qualified under Section 501(c)(3) of the Internal Revenue Code, has made an election under Section 501(h) of the Internal Revenue Code and is permitted to make the allowable expenditures for lobbying activities in accordance with Section 501(h) of the Internal Revenue Code.

ARTICLE 9 BYLAWS

Section 9.1. Adoption and Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments shall become effective immediately upon their adoption, unless the Board in adopting them as hereinafter provided, states that they are to become effective at a later date.

Section 9.2. Notice. No Bylaw amendment may take place unless written copies of said proposed amendments are provided each Member of the Board at least forty-eight (48) hours prior to any meeting said amendment is proposed to be acted upon.

Section 9.3. Amendment and Repeal. These Bylaws may be amended by a two-thirds vote of the members of the Board present and voting at any regular or special meeting. No amendment may be made so as to avoid limitations imposed by the Articles of Incorporation.

Adopted: November 28, 2007
Restated and Amended: January 7, 2010